

**IN THE NATIONAL COMPANY LAW TRIBUNAL
PRINCIPAL BENCH, NEW DELHI
CP (IB) – 343(PB)/2022**

UNDER SECTION 59(7) OF THE INSOLVENCY & BANKRUPTCY CODE,
2016 R/W INSOLVENCY AND BANKRUPTCY BOARD OF INDIA
(VOLUNTARY LIQUIDATION PROCESS) REGULATIONS, 2017.

IN THE MATTER OF:

MEHRA BANDHU CREATIONS PRIVATE LIMITED

HAVING ITS REGISTERED OFFICE AT:

53, JANPATH MARKET, JANPATH, NEW DELHI – 110001.

CIN: U51311DL2004PTC129936

E-mail Id: mehrabandhu53@gmail.com

..... APPLICANT COMPANY

AND IN THE MATTER OF:

MUKESH CHAND JAIN

LIQUIDATOR FOR MEHRA BANDHU CREATIONS PRIVATE LIMITED

REGISTRATION NO. – IBBI/IPA-002/IP-NOO960/2020-21/13054

..... LIQUIDATOR

ORDER PRONOUNCED ON: 02.03.2023

CORAM:

CHIEF JUSTICE (RETD.) RAMALINGAM SUDHAKAR

HON'BLE PRESIDENT

SH. AVINASH KUMAR SRIVASTAVA

HON'BLE MEMBER (TECHNICAL)

APPEARANCES:

For the Applicant : Mr. Arun Saxena & Ms. Sanu Pastore, Advs.

ORDER

PER: AVINASH K. SRIVASTAVA, MEMBER (TECHNICAL)

1. **CP(IB)-343(PB)/2022** is filed by **MEHRA BANDHU CREATIONS PRIVATE LIMITED**, the Applicant Company on 26.04.2022, before this Adjudicating Authority, under Section 59(7) of the Insolvency & Bankruptcy Code, 2016 [**“IBC”**] r/w Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, [**“Voluntary Liquidation Regulations”**] for seeking the following relief:
 - a) *“That the applicant, Mehra Bandhu Creations Private Limited (in voluntary liquidation) may kindly be ordered to be dissolved;*
 - b) *To pass any other order or directions, as may be deemed fit in the facts and circumstances of the case, may also be granted.”*
2. The Applicant Company was incorporated on 14.10.2004, as a Company Limited by Share (Non- govt. Company) having CIN: U51311DL2004PTC129936, under the Companies Act, 1956. The Authorised Share Capital of the Applicant Company is Rs.25,00,000/- (*Rupees Twenty Five Lakhs only*) divided into 2,50,000 (*Two Lakhs Fifty Thousand Only*) equity shares of Rs.10/- (*Rupees Ten Only*) each and the Paid-up Share Capital of the Applicant Company is Rs.10,00,000/- (*Rupees Ten Lakhs only*) divided into 1,00,000 (*One Lakh Only*) equity shares of Rs.10/- (*Rupees Ten Only*) each. The Company is presently engaged in the business to buy, sell, import and export all kinds of garments, fabrics and textiles, etc. The Registered Office Address of the Applicant Company is 53, JANPATH MARKET, JANPATH, NEW DELHI – 110001. Therefore, this Bench has jurisdiction to deal with this application.
3. The main objects of the Company are as follows:
 - i. To take over the running business of M/s Mehra Bandhu Creation a proprietorship firm of Sh. J. L. Mehra, situated at

264, Phase-IV, Udyog Vihar, Gurgaon (Haryana) along with all its assets and liabilities on such terms and conditions as may be mutually agreed upon. The said firm shall cease to exist after take over by the company after its incorporation.

- ii.** To buy, sell, dye, import, export, pack, replace, process, fabricate, or otherwise deal in all kinds and shapes of ready-made garments made of all kinds of materials or fabrics whether man made or natural such as cotton, silk, wool, rayon, viscose, leather, skins and hides.
- iii.** To carry on the business of buying, trading, selling, exporting, importing, & dealing in textiles, goods, art silk, gray yam, cotton, fabrics, pure silk, saree, suiting, shirting, trousers, ladies suits, and other men & women wearing materials import, export, commission agent, job work of processing, cut packing. authorized dealer, dalal, broker, trader, Merchant of leather woolen goods and garments and allied materials.
- iv.** To carry on the business of buy, sell, import, export of all kinds of garments, fabrics, textiles including decorative hand and machine-made readymade garments, carpets, durries, mats, rugs, namdas, blankets, shawls, tweeds, linens, flannels, beds spreads, quilts, scarts, belts, tapestry and all other articles of silk, cotton, woolen and worsted materials and art other articles of silk, cotton, woolen and worsted materials and all sorts of apparels, dressing materials, mixed, blended products, nylon, polyester, fabrics, yam, hosiery and mixed fabrics, natural silk fabrics, and leather garments of all kinds including all kinds of commodities.
- v.** To buy, sell, import, export pack replace process fabricate or otherwise deal in all kinds and shapes of home furnishing material.

4. Reasons for Voluntary Liquidation:

- i. The Board of Directors of the Company in its meeting held on July 31, 2021, inter alia, after detailed discussion was of the opinion that the Company is not carrying on any of its business and directors are not interested to do any business in the future. The Board was of the view that due to the non-operations of the Company, it is advisable to the promoters to voluntarily liquidate the Company under Section 59 of the IBC read with the Voluntary Liquidation Regulations.
- ii. The Board of Directors of the Company in its Meeting held on July 31, 2021 considered and approved the following resolution:-
 - a) To Consider the Voluntary Liquidation of the Company.
 - b) To consider and approve the Declaration of Solvency.
 - c) To consider appointment and fixation of remuneration of Insolvency Professional as Liquidator of the Company.
 - d) To authorise the Liquidator for Banking Operations.
 - e) To consider and approve the notice of the Annual General Meeting and to fix the date, time and place of the Annual General Meeting.

The Copy of Minutes of the Meeting of Board of Directors held on July 31, 2021 are marked and attached as **ANNEXURE-3**.

- iii. As required under the provisions of Section 59 of the IBC, Mr. Ayushmaan Mehra and Mrs. Mona Mehra, being the Directors of the Company, made a declaration by an affidavit on July 31, 2021 stating therein: -
 - a) they have made a full enquiry into the affairs of the Company and that having done so they have formed the opinion that the Company will be able to pay its debts in full from the proceeds of assets to be sold in the voluntary liquidation. They have also appended a Statement showing assets at estimated realizable values and liabilities as on 28.07.2021 for making the declaration:

b) The Company is not being liquidated to defraud any person;
and

c) The Company has not committed any default.

A Copy of the declaration along with audited financial statements and record of business operations of the company for the previous two years is enclosed herewith and marked as **ANNEXURE A4.**

iv. The declaration by the majority of Directors along with audited financial statements and record of business operations of the company for the previous two years were filed with Registrar of Companies, New Delhi in form GNL-2 vide SRN T34028738 dated 04.08.2021. A copy of form GNL-2 along with paid challan is enclosed and marked as **ANNEXURE A5.**

v. As proposed by the Board, the Members of the Company in their Annual General Meeting held on August 04, 2021 passed a Special Resolution required under Section 59 of the IBC read with the Voluntary Liquidation Regulations, to liquidate the Company voluntarily and appointed Mr. Mukesh Chand Jain, an Insolvency Professional, having Registration No. IBBI/IPA-002/1P-N00960/2020-21/13054 to act as liquidator of the Company.

A certified copy of the Special Resolution passed in Annual General Meeting held on August 04, 2021 is enclosed herewith and marked as **ANNEXURE A6.**

vi. As on the Liquidation Commencement Date i.e. 4th August, 2021, the Company has NIL Creditors. Therefore, the Company was not required to take any approval in accordance with proviso to Section 59(3)(c) of IBC.

A certificate from the statutory auditors of the Company indicating that the Company has NIL creditors is enclosed and marked as **ANNEXURE A7.**

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- vii. As on the liquidation commencement date, there were two shareholders of the Company, as per the list of Shareholders annexed as **ANNEXURE A8**.
- viii. The liquidator made a Public Announcement of the commencement of the liquidation in Form A, in Business Standard, English Newspaper and also in Business Standard, Hindi Newspaper on 6th August, 2021, seeking submission of the claim by the stakeholders, if any, within 30 days for the date of commencement of the liquidation i.e. 4th August, 2021. The Public Announcement was simultaneously submitted to the Insolvency and Bankruptcy Board of India (IBBI) to place the same on its website. The same was published on the IBBI website on 5th August, 2021.
A copy of the public announcement as published in Newspapers and placed on the IBBI website is enclosed and marked as **ANNEXURE A9**.
- ix. On commencement of the liquidation, appointment of liquidator and the public announcement made in newspapers was submitted to the Registrar of Companies, Delhi in form MGT-14 and form GNL-2. A copy of each of the form MGT-14 and form GNL-2 along with paid challan is enclosed and marked as **Annexure A10**. The MGT-14 and form GNL-2 filed with Registrar of Companies, Delhi has been approved and taken on the record.
- x. In compliance with provisions under Section 59 of IBC read with Voluntary Liquidation Regulations, the Liquidator has intimated about his appointment to the IBBI on 6th August, 2021. A copy of said intimation submitted with the IBBI is enclosed and marked as **ANNEXURE A11**.
- xi. As per provisions of Section 178 of the Income Tax Act, 1961, the liquidator intimated the commencement of liquidation and appointment of liquidator to the Income Tax Authority on 5th August, 2021. In response to which the Company has not

- received any response from the Authorities. A copy of the said letter is enclosed and marked as **ANNEXURE A12**.
- xii. As required under the Voluntary Liquidation Regulations, the liquidator opened a Bank account in the name of "**Mehra Bandhu Creations Private Limited in Voluntary Liquidation**" with Axis Bank Ltd. Gurugram Branch for realisation and payment to the Members and other stakeholders.
- xiii. Further, as required under the Voluntary Liquidation Regulations, the Liquidator submitted its Preliminary Report to the Company on 8th September, 2021. A copy of the Preliminary Report is enclosed and marked as **ANNEXURE A13**.
- xiv. Post payment of Liquidation Expenses and Advance Tax to Income Tax Authorities on the accumulated profit to be distributed to the members, the accumulated profit on investment in share capital of Rs. 3,09,00,471/- (Rupees Three Crore Nine Lakh Four Hundred Seventy One Only) was paid to the members of the Company on 26th November, 2021 and with the aforesaid payments to the Members, the Assets of the Company were fully liquidated.
- xv. Audited Accounts of the Liquidation along with Receipts and Payments pertaining to Liquidation since the liquidation commencement date duly audited by Auditor named as M/s. Saxena and Saxena Chartered Accountants, New Delhi, are enclosed and marked as **ANNEXURE A14**.
- xvi. A copy of the Final Report showing the realisation and payment to the Liquidation expenses and Members of the Company, containing the details as required under Regulation 38 of the Voluntary Liquidation Regulations is enclosed and Marked as **ANNEXURE A15**.
- xvii. The copy of the Final Report was submitted to the Registrar of Companies in form GNL-2 and was hand delivered to the IBBI. A

copy of GNL-2 along with payment receipt and proof of dispatch to IBBI are enclosed and marked as **ANNEXURE A16.**

- xviii. Subsequent to the payment to Members of the Company, the liquidator has closed the liquidation Account. A certificate from the Axis Bank Ltd. for closure of the account is enclosed and marked as **ANNEXURE A17.**
- xix. It is submitted that the present application is bonafide and is being filed in the interest of justice and to advance the objectives of the Code.

5. Report of the Registrar of Companies, NCT of Delhi and Haryana Dated 20.07.2022:

- i. That as per available records on MCA 21 Portal, the last Directors of the Company were as follows:
- a. Mona Mehra, Director, G-7, Saket, Malviya Nagar, New Delhi, 110017, Delhi, India.
 - b. Ayushmaan Mehra, Additional Director, G-7, Saket, South Delhi, New Delhi, 110017, Delhi, India.
- ii. Further, as per records on MCA portal, following E-forms have been filed by the petitioner company regarding Voluntary Liquidation and same have been taken on record this office:
- a) Company has filed GNL-2 vide SRN T34028738 dated 04.08.2021 in respect of the resolution passed by board of directors on 31.07.2021 and Declaration of Solvency dated 31.07.2021. **ANNEXURE-C.**
 - b) Company has filed MGT-14 vide SRN T34221689 dated 05.08.2021 in respect of Special Resolution dated 04.08.2021 for Voluntary liquidation of the Company under Insolvency and Bankruptcy Code, 2016 and appointment of a liquidator. **ANNEXURE D.**
 - c) Company has filed GNL-2 vide SRN TS4042510 dated 12.10.2021 in respect of Public Announcement under Regulation

14 of the Voluntary Liquidation Regulations dated 05.08.2021.

ANNEXURE-E.

d) Company has filed GNL-2 vide SRN T55367270 dated 22.10.2021 in respect of appointment of Liquidator under Section 59(3)(c) of the IBC & Voluntary Liquidation Regulations.

ANNEXURE-F.

e) Company has filed GNL-2 vide SRN T95205639 dated 13.04.2022 in respect of Final report dated 02.04.2022 by the liquidator of the Company pursuant to Regulation 38 of the Voluntary Liquidation Regulations. **ANNEXURE-G.**

- iii. Further as per data available and maintained no inquiry/inspection /complaint/legal action has been proceeded/pending against the Applicant Company. That this office has compiled the above factual report based on the records maintained & document filed by the concerned Company on MCA21 portal.
- iv. The IBBI is the concerned authority under the IBC. However, present status report about the company based on information/record as available on MCA21 portal is being filed by this office in compliance of the Hon'ble NCLT order dated 30.05.2022.
- v. Final Report under Regulation 38 of the Voluntary Liquidation Regulations read with Section 59 of the IBC stated that:-
- (a) The Company does not have any Fixed Assets which was required to be disposed of and realized.
- (b) There are no creditors of the Company as on the date of commencement of voluntary liquidation. Hence no claim from creditors was received.
- (c) No litigation is pending against the corporate person.
- (d) There are no inquiries, investigations or proceedings pending against the Company as on Liquidation Commencement Date or thereafter.

6. **Analysis and Findings:**

We have considered the submissions made by the applicant company and have also perused the material on record, it appears that the affairs of the Applicant Company have been completely wound up and its assets have been completely liquidated. No liabilities have been left unsatisfied. We are satisfied from the documents on record that the voluntary liquidation is not with the intent to defraud any person.

7. **Order**

- i. In light of the above facts and circumstances, the Application bearing **CP(IB)-343(PB)/2022** filed by **MEHRA BANDHU CREATIONS PRIVATE LIMITED** under Section 59(7) of the Insolvency & Bankruptcy Code, 2016 [**“IBC”**] r/w Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 [**“Voluntary Liquidation Regulations”**] **stands allowed and disposed of.**
No order as to costs.
- ii. The Registry is directed to send the copies of the order forthwith to the Applicant Company represented by its Liquidator and its Ld. Counsel for taking further necessary steps.
- iii. The Liquidator of the Applicant Company is further directed to serve a copy of this order upon the Registrar of Companies, NCT of Delhi and Haryana, immediately and, in any case, within fourteen days of receipt of this order.
The RoC shall take further necessary action upon receipt of a copy of this order.
- iv. The liquidator is also directed to preserve a physical or electronic copy of the reports, registers and books of accounts referred to in Regulation 8 and Regulation 10 for at least 8 years as per Regulation 41 either with himself or with an information utility.

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- v.** A certified copy of this order may be issued, if applied for, upon compliance with all requisite formalities.
- vi.** The Registry is further directed to send a copy of this order to the Insolvency and Bankruptcy Board of India for their record.

**-SD-
(RAMALINGAM SUDHAKAR)
PRESIDENT**

**-SD-
(AVINASH K. SRIVASTAVA)
MEMBER (TECHNICAL)**