

SL. No.2

**NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH
COURT HALL NO: II**

Hearing Through: VC and Physical (Hybrid) Mode

CORAM: SHRI. RAJEEV BHARDWAJ, HON'BLE MEMBER (J)

CORAM: SHRI. SANJAY PURI, - HON'BLE MEMBER (T)

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF NATIONAL COMPANY LAW TRIBUNAL,
HYDERABAD BENCH, HELD ON 06.05.2024 AT 10:30 AM**

TRANSFER PETITION NO.	
COMPANY PETITION/APPLICATION NO.	Company Petition IB/28/59/2024
NAME OF THE COMPANY	
NAME OF THE PETITIONER(S)	Metropolitan Leisure Homes Pvt Ltd
NAME OF THE RESPONDENT(S)	The Registrar of Companies, Hyderabad
UNDER SECTION	59 of IBC

ORDER

Orders pronounced, recorded vide separate sheets. In the result, this Petition is allowed.

Sd/-
MEMBER (T)

Sd/-
MEMBER (J)

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH - II, HYDERABAD**

CP(IB) No.28/59/HDB/2024

***[Under Section 59(7) of the Insolvency & Bankruptcy Code,
2016 r/w Insolvency and Bankruptcy Board of India
(Voluntary Liquidation Process) Regulations, 2017 and
the National Company Law Tribunal Rules, 2016]***

In the matter of M/s.Metropolitan Leisure Homes Private Limited

Mr.Racharla Ramakrishna Gupta,
Liquidator of M/s.Metropolitan Leisure Homes
Private Limited (In Voluntary Liquidation),
No.T-202, Technopolis, 1-1074/B,
Above Ratnadeep Super Market,
Chikoti Gardens, Begumpet,
Hyderabad – 500 016.

...Applicant/Liquidator

Date of Order:06.05.2024

Coram:

Hon'ble Rajeev Bhardwaj, Hon'ble Member (Judicial)
Hon'ble Sanjay Puri, Member (Technical)

Counsel/Parties present:

For the Petitioner : Mr. Mr.Racharla Ramakrishna Gupta,
Liquidator
Ms.JVL, Bharati, Advocate

[PER : BENCH]

ORDER

1. This application is filed under Section 59(7) of Insolvency and Bankruptcy Code, 2016 seeking for voluntary dissolution of the Corporate Debtor and to discharge the Liquidator from his duty as Liquidator.
2. The facts of the case briefly are as follows:

- a. The Company was incorporated on 31st December, 2007 under the Companies Act, 1956, in the state of Telangana at Hyderabad with CIN No.U70200TG2007PTC056896.
(Copy of Memorandum and Articles of Association of the Applicant Company is Annexure A – page Nos.20-38 of the Application).
 - b. The registered office of the applicant is situated at H.No.1122, Road No.54, Jubilee Hills, Hyderabad – 500 033, Telangana.
3. The main objects of the Applicant Company as per its Memorandum of Articles of Association (MoA) are as follows:
- i. To carry on the business to develop, promote residential/commercial townships, apartments, group houses, farmhouses, holiday resorts, leisure homes or subcontract the same for development.
 - ii. To carry on the business of acquiring land and developing into plots of various sizes and marketing with or without constructions or development. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area of land. building, structures and devolve the same and dispose of or maintain the same and to build townships, markets, or other buildings, residential and commercial and to equip the same or part thereof with all or any amenities or conveniences and to deal with the same in any manner whatsoever, and enter into agreements/sale with third parties in disposing the same.
 - iii. To undertake real estate, business and selling either on instalment basis or on outright sale or otherwise generally deal in lands, houses, flats, group houses, row houses and other properties and to undertake market survey and jobs/works such as planning outlays of lands, plotting and to lease, hire, contract or otherwise to deal with the properties.
(Copy of Certificate of Incorporation (COI), MOA and Articles of Association (AOA) are at Annexure-A - Page Nos. 20 to 38 of the Application).

4. The authorized share capital of the Company was Rs.4,80,000/- divided into 48,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up capital of the Applicant Company is Rs.4,73,90,200/- divided into 47,39,020 Equity Shares of Rs.10/- each.
5. The details with break-up of the number of shares held by the Shareholders and the names of the Directors of the Applicant Company as on the Liquidation Commencement date is given in page Nos.04-06 of the Application.
6. **Special Resolution for Initiation of Voluntary Liquidation:**
 - a) It is submitted that the Board of Directors of the Applicant Company that all the assets of the Company had been sold and management no longer desire to continue the operations of the Company. The Board of Directors therefore resolved to wind-up the Applicant Company by way of Voluntary Liquidation.
 - b) The Board of Directors at their meeting held on 12th January, 2023 passed a resolution to liquidate the Company Voluntarily pursuant to the provisions of Insolvency and Bankruptcy Code, 2016 and Regulations made thereunder.
(Copy of the Board Resolution is at Annexure-B - Page No.39 of the Application)
 - c) It is submitted that pursuant to the provision of Section 59 of the Insolvency and Bankruptcy Code, 2016, Mr. Suryanarayana Murthy Krovi, Mr. Ramana Naik Bhukyapeda and Mrs. Boddu Palli Sarojini Shobha, being the majority shareholding Directors of the Applicant Company, made a Declaration of Solvency verified by an affidavit dated 12.01.2023 stating that :

- i) The Company has debts and it will be able to pay it in full, from the proceeds of assets sold in the voluntary liquidation;
- ii) The Company is not being liquidated to defraud any person.

(Copy of the Declaration verified by the affidavit accompanied with audited financial statements and record of business operations of the Applicant Company for the previous two years is at Annexure – C - Page Nos. 40-108 of the Application).

- d) The Copy of Declaration accompanied by audited financial statements and record of business operations of the Applicant Company for the previous two years has been physically filed with the Registrar of Companies, Hyderabad on 27.04.2023. It is submitted that Declaration of Solvency in Form GNL-2 was submitted physically and not on line due to difficulties faced by users during the transition of MCA21 Portal from Version-2 to Version-3.

(Copy of Acknowledgement of physical submission with the Registrar of Companies, Hyderabad is at Annexure-D1 - Page Nos.109-110 of the Application)

- e) It is further submitted that E-Form GNL-2 was filed with the Registrar of Companies, Hyderabad vide SRN: AA6734956.

(Copy of the E-Form GNL-2 along with payment receipt is at Annexure-D2 - Page Nos. 111 to 114 of the Application).

7. Approval of members for Voluntary Liquidation in Extra-Ordinary General Meeting :

It is submitted that at the Extra-Ordinary General Meeting of the members of the Applicant Company was held on 08.02.2023 and a special resolution was passed by the members of the Applicant Company pursuant to clause (c) sub- section (3) Section 59 of the Insolvency and Bankruptcy Code, 2016 read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 to liquidate the Applicant Company voluntarily and to appoint Mr.Racharla Ramakrishna Gupta, an

Insolvency Professional registered with the Insolvency and Bankruptcy Board of India and bearing Registration Number IBBI/IPA-002/IP-N00012/2016-17/10029, as a Liquidator of the Applicant Company.

(Copy of Special Resolution(s) passed by the members to approve Voluntary Liquidation and appointment of Liquidator is at Annexure E - Page Nos. 115 – 117 of the Application).

8. Consent of Creditors:

It is submitted that pursuant to the proviso under clause (c) sub-section (3) Section 59 of the Insolvency and Bankruptcy Code, 2016, the requirement for obtaining the consent of the creditors on the resolution passed under clause (c) sub-section (3) Section 59 of the Insolvency and Bankruptcy Code, 2016, there was one Operation Creditor to the Corporate Person and the said creditor had given its consent on the resolutions passed by the shareholders of the Company.

(Copy of the consent letter is at Annexure F - Page No.118 of the Application).

9. Public Announcement:

a) It is submitted that pursuant to Regulation 14 of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Liquidator published the public announcement in Form A of Schedule I in English Language in Business Standard Newspaper and in Telugu Language in Mana Telangana Newspaper on 11.02.2023 calling upon the stakeholders to submit their claims within thirty days from the Liquidation Commencement Date i.e., 08.02.2023.

(Copy of newspaper clippings of the public announcement are at Annexure G - Page Nos.119 to 120 of the Application).

- b) It is submitted that copies of the Public announcement were also submitted to the Insolvency and Bankruptcy of India (IBBI) and published on the website of IBBI. The public announcement was also submitted with ICSI Institute of Insolvency Professionals ('ICSI IIP') vide email dated 12.02.2023.

(Copy of Form A submitted to IBBI along with the screenshot from the IBBI website and proof of service of the public announcement to ICSI IIP is at Annexure H - Page Nos. 121 to 126 of the Application).

- c) It is submitted that intimation in Form MGT-14 was given to the Registrar of Companies, Hyderabad vide SRN AA1372773 dated 13.02.2023 regarding the commencement of Voluntary liquidation proceedings and appointment of Liquidator.

(Copy of Form MGT-14 and Challan is at Annexure I - Page Nos.127 to 135 of the Application).

- d) It is also submitted that the aforementioned forms filed with the Registrar of Companies, Hyderabad have been approved and taken on record.

10. Opening of Bank Account:

It is submitted that the Liquidator has opened a bank account in the name of "Metropolitan Leisure Homes Private Limited" with HDFC Bank, Begumpet Branch, Hyderabad for receipt of all the monies due to the Applicant Company, realization of assets and payment to the creditors, if any, and other stakeholders of the Applicant Company.

11. Distribution of Stakeholders:

- a) It is submitted that as on Liquidation Commencement Date, i.e., 08.02.2023, the Applicant Company had one creditor amounting to Rs.1,16,000/- and amount of Rs.18,43,83,505/- to be distributed

among the shareholders. Full details regarding the amount distributed to the single Creditor and the 25 Equity Shareholders as per the number of shares held/percentage of shares is given in page Nos.10-12 of the Application.

- b) It is submitted that one of the Equity Shareholder Ms.Kottee Subashine, holding 15,000 shares of Rs.10/- each did not submit her claim. All efforts made to contact/trace her at the address mentioned in the records of the Corporate Debtor proved futile. Hence, the amount to be disbursed to her along with interest earned thereon amounting to Rs.5,86,127/- was transferred to IBBI Corporate Liquidation Account and intimated to IBBI in Form C as required under Regulation 39(5) of the IBBI (Voluntary Liquidation Process) Regulations 2017.

12. Intimation to Income Tax Authorities:

It is submitted that pursuant to the provisions of Section 178 of the Income tax Act, 1961, the Liquidator has communicated to the concerned Assessing Officer of the Income Tax Department regarding the commencement of the Voluntary Liquidation proceedings of the Applicant Company and his appointment as a Liquidator vide letter dated 24.02.2023. It is also submitted that IBBI vide Circular No. IBBI/LIQ/45/2021, dated 15.11.2021, had issued a clarification that the Liquidator/Insolvency Professional is not required to seek any NOC/NDC from the Income Tax Department as part of Compliance in the said process.

(Copies of the letter of intimation to the concerned Assessing Officer of the Income Tax Department and Circular of IBBI are at Annexure J & Annexure K - Page Nos. 136 to 139 of the Application).

13. Preliminary report:

It is submitted that pursuant to Regulation 9 of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Liquidator submitted his Preliminary Report on 24.03.2023 to the Applicant Company stating about the Capital Structure of the Applicant Company, Estimates of Assets and Liabilities, inquires relating to formation or conduct of business and proposed plan of action by Liquidator for carrying out the liquidation proceeding.

(Copy of the Preliminary Report along with proof of service to the Corporate Person, IBBI and ICSI-IIP are at Annexure L - Page Nos. 140 to 157 of the Application).

14. List of Stakeholders :

It is submitted that pursuant to Regulation 30 of IBBI (Voluntary Liquidation Process) Regulations, 2017, the Liquidator has prepared List of Stakeholders of the Applicant Company as on 04.04.2023, which was submitted to the Applicant Company along with IBBI and ICSI-IIP on 05.04.2023.

(Copy of the List of Stakeholders Report along with proof of service to Corporate Person, IBBI and ICSI-IIP are at Annexure M – Page Nos. 158 to 165 of the Application),

15. Annual Status Report :

It is submitted that pursuant to Regulation 37 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Liquidator completed the liquidation process of the Corporate Person within twelve months from the liquidation commencement date.

16. Auditors Certificate for receipt and payments during Liquidation Period

The Auditors Certificate showing receipts and payments pertaining to liquidation since the date of commencement of liquidation is enclosed herewith as **Annexure N at Page Nos. 166 to 167 of the Application.**

17. Compliance Certificate:

The Compliance Certificate by the Liquidator in Form-H is enclosed herewith as **Annexure Q - Page Nos. 202 to 212 of the Application.**

18. Closure of Bank Account:

It is submitted that all payments of the Applicant Company have been made and accordingly, the Bank Account opened for the process of Liquidation has been closed by the Liquidator.

(Copy of the bank account closure letter is at Annexure R – page No.213 of the Application).

19. Final Report:

a) It is submitted that pursuant to Regulation 38 of IBBI (Voluntary Liquidation Process) Regulations, 2017, the Liquidator prepared a Final Report consisting of Details of Audited Accounts of the Applicant Company, realization of assets of the Applicant Company, disposal of the debts of the Applicant Company, payment to Creditors and Members of the Applicant Company, and other details as required under the said regulation.

(Copy of the Final Report is at Annexure O - Page No. 168-193 of the Application).

b) It is submitted that pursuant to sub-regulation (2) of Regulation 38 of Insolvency and Bankruptcy Board of India (Voluntary Liquidation

Process) Regulations, 2017, a copy of the Final Report was submitted to the Registrar of Companies, Hyderabad in E-Form GNL-2 vide SRN: AA6736674, IBBI and ICSI IIP through e-mail.

(Copy of the said E-Form along with its payment receipt and copy of e-mail correspondence with IBBI and ICSI IIP are at Annexure P - Page No. 194 10 201 of the Application).

20. We have perused the contents of the application and heard the Counsel appearing for the Liquidator. We are satisfied that the liquidation process is completed as per the procedure laid-down under IBC, 2016 and hence the voluntary dissolution as requested by the Liquidator is allowed and the Comany shall stand dissolved.
21. In the Result, the Petition is allowed and Corporate Person shall stand dissolved from the date of this order. In exercise of the powers conferred on the Adjudicating Authority under Section 59 (7) of the Code, we hereby allow the Company Petition with the following directions:
 - A. The Corporate Person, **M/s.Metropolitan Leisure Homes Private Limited** is hereby dissolved, with immediate effect.
 - B. The Liquidator is directed to forward a copy of this order within a period of 14 days from the date of this order to the Registrar of Companies, Hyderabad, Telangana for making appropriate remarks for the Corporate Person on MCA website and Insolvency & Bankruptcy Board of India.
 - C. The Liquidator is also directed to forward copies of this order to all the Statutory Authorities connected with the affairs of the Corporate Person.

D. The Liquidator is further directed to preserve a physical or electronic copy of reports, registers, books of accounts referred to in Regulation 8 and 10 for at least 8 years after the dissolution of the Corporate Person, either with himself or with the information utility.

22. Accordingly, this **Company Petition (IB) No.28/59/HDB/2024** is allowed and disposed of.

Sd/-
(Sanjay Puri)
Member, Technical
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Sd/-
(Rajeev Bhardwaj)
Member, Judicial