



**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH – II, CHENNAI**

CP (IBC) / 60 (CHE) /2024

(Filed under Section 59 of the Insolvency and Bankruptcy Code, 2016)

In the matter of **M/s. ASHOKMITHRA CAPITALS PRIVATE LIMITED**
(IN VOLUNTARY LIQUIDATION)

Mr. Vasudevan Gopu,

(IBBI/IPA-002/IP-N00291/2017-18/10849)

Liquidator of M/s. Ashokmithra Capitals Private Limited,

(In Voluntary Liquidation),

18/30, Ramani Street, KK Pudur, Saibaba Colony, Coimbatore,

Tamil Nadu, India – 641 038

... Petitioner

CORAM

SHRI JYOTI KUMAR TRIPATHI, MEMBER (JUDICIAL)

SHRI RAVICHANDRAN RAMASAMY, MEMBER (TECHNICAL)

Present:

For Petitioner: Mr. A G Sathyanarayana, Advocate

Order Pronounced on 2nd August 2024

ORDER

(Hearing Conducted through Virtual Conference)

1. This is a Company Petition filed by the Liquidator conducting the Voluntary Liquidation of *M/s. Ashokmithra Capitals Private Limited, an unlisted Private Company limited by shares* with CIN: U65929TN2019PTC126894 having registered office at No.79, Bharathi Nagar, 5th Cross, Vayalur Road, Puthur, Thenur, Tiruchirappalli, Tamil Nadu – 620 017, within the RoC, Chennai, under Section 59 of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as “IBC, 2016”), seeking dissolution of the Company.



2. The Petitioner Company was originally incorporated on 11.01.2019 as under the provisions of the Companies Act, 2013. The main object of the Company is to carry on the business of general finance company and to finance for purchasing and selling of industrial and office plans, equipment machinery, vehicles, buildings, real estate, electrical and electronic equipment, computers and other capital goods to industrial and commercial undertakings and etc., The elaborate details of the main objects are set out in the Memorandum of Association which is filed along with the typed set.

3. The Authorized share capital of the Company is Rs.2,25,00,000/- (Rupees two crore and twenty five lakhs) divided into 22,50,000 shares of Rs.10/- each and the Issued Paid Up capital is Rs.2,25,00,000/- (Rupees two crore and twenty five lakhs) divided into 22,50,000 equity shares of Rs.10/- each.

4. We have heard the submissions made by the Learned Counsel for the Petitioner and perused the records.

5. It is stated that the company was formed with an objective to carry on the business of general finance company. However the company could not commence its business as the application made by the company for NBFC registration to RBI was rejected. As the management of the company did not have any further plan to carry on any business it is decided during the April 2022 to wind up the affairs of the company.

6. It is submitted that a Board meeting dated 15.04.2022 was held to



consider winding up of the affairs of the company through voluntary liquidation process as per the Section 59 of the Insolvency and Bankruptcy Code, 2016 and seek approval of shareholders to that effect. The above proposals were also passed as a resolution.

7. The Extraordinary General Meeting of the Shareholders of the Company took place on 26.04.2022 wherein it was resolved to conduct the voluntary liquidation and appoint Mr. S. Vijay Mahindhran as a liquidator for the same under Section 59 of IBC, 2016.

8. It is submitted Due to medical reasons said Mr. S. Vijay Mahindhran submitted his resignation on 13.03.2023 and the same is annexed at page 103 – 104 of the petition. Subsequently Mr. Vasudevan Gopu the applicant herein was appointed to carry forward the liquidation process of the company vide special resolution passed in the EGM dated 19.06.2023.

9. The applicant had submitted the total liabilities and assets of the company undergoing voluntary liquidation and same is extracted as follows,

Liabilities	Amt in Rs.	Assets	Amt in Rs.
Share Capital	2,25,00,000	Balance at Bank	2,28,01,491
Reserves and Surplus	7,36,800	Other Current Assets	4,35,309
Total	2,32,36,800	Total	2,32,36,800

10. The subject Corporate Company is a closely held private entity and there are only 19 shareholders. The shareholding structure as on 15.04.2022 is extracted as follows,



Sl. No.s	Shareholders Name	No. of Equity shares of Rs. 10/- each held	Total Face Value of Equity shares held (Rs.)	% of share holding
1.	Mani Aswin Sidharth	5,70,000	57,00,000	25.33%
2.	Nithishragav.M	5,10,000	51,00,000	22.67%
3.	Duraisamy C	1,00,000	10,00,000	4.4%
4.	Dhandapani. A	1,00,000	10,00,000	4.4%
5.	Periyasamy. A	1,00,000	10,00,000	4.4%
6.	Palanisamy P	1,00,000	10,00,000	4.4%
7.	Subramanian K	50,000	5,00,000	2.2%
8.	Raja P	50,000	5,00,000	2.2%
9.	Ravichandran P	1,00,000	10,00,000	4.4%
10.	Saminathan C	50,000	5,00,000	2.2%
11.	Selvaraj K	20,000	2,00,000	0.89%
12.	Ravichandran M	50,000	5,00,000	2.2%
13.	Karupusamy R	50,000	5,00,000	2.2%
14.	Loganathan S	50,000	5,00,000	2.2%
15.	Karthikeyan T	50,000	5,00,000	2.2%
16.	Senthil N	50,000	5,00,000	2.2%
17.	Sengodan R	1,00,000	10,00,000	4.4%
18.	Karthirvel K	1,00,000	10,00,000	4.4%
19.	Senthil G	50,000	5,00,000	2.2%
TOTAL		22,50,000	2,25,00,000	100

11. The Petitioner stated that he has performed the tasks and Compliances as mandated under Sec 59 of the IBC.

12. The Tribunal vide order dated 06.06.2024 directed the Petitioner to clarify how the other current assets valued at Rs.4,35,309/- has been dealt in the process of Liquidation and what would be the position of receivables post Dissolution.

13. The Petitioner vide an Affidavit of Compliance dated 20.06.2024



explained that the other current assets includes TDS receivable of Rs.1,24,309/- and preliminary expenses of Rs.3,11,000/-. The Liquidator submitted that he has realized sum of Rs.45,110/- of TDS. Further a TDS sum of Rs.58,927/- could not be claimed as the Income Tax Returns was not filed on time. The Preliminary expenses relates to Company Incorporation expenses and was not written off from the books of accounts. Therefore these amounts are treated as not receivables and they do not impact the distribution and dissolution process of the company.

14. The details the relevant compliances performed during the present liquidation process as mandated under Section 59 of the IBC, 2016 read with the IBBI (Voluntary Liquidation Process) Regulations, 2017 are listed hereunder:-

S. No	COMPLIANCE	AVERMENTS	PAGE No
1.	Sec. 59 (3) (b) (i)	Copy of the Audited Financial statements for the years ending March 31st of 2020, 2021 and 2022	79 – 101 of the Petition
2.	Sec 59 (3) (c) and Reg 3(1)(c)	EoGM dated 26.04.2022 approving the initiation of the voluntary liquidation and appointment of the Liquidator	102 of the Petition
3.	Sec 59 (3) (c) and Reg 3(1)(c)	EoGM dated 19.06.2023 approving appointment of the applicant herein as the Liquidator and thereby continuing the process	105 of the Petition
4.	Section 59 (4) and Reg 3 (2)	Declaration of solvency verified by the Affidavit by majority directors	77 - 78A of the Petition
5.	Section 59 (4) and Reg 3	Intimating Board Resolution and Special Resolution for voluntary liquidation passed by shareholders in EoGM to RoC and IBBI	114 - 128 of the Petition



6.	Regulation 14	Form-A Public Announcement in Financial Express (English) and Tamizh Murasu (Tamil) dated 29.04.2022.	112 - 113 of the Petition
7.	Section 178 of IT Act, 1961	Intimation of Voluntary Liquidation process to the Income Tax Department dated 06.07.2022	129 - 131 of the Petition
8.	Reg 9	Preliminary report dated 27.05.2022.	132 - 146 of the Petition
10.	Reg34	Closure of Liquidation Bank Account bearing No. 1050788538 of IDFC First Bank located at Tiruchirappalli branch dated 27.11.2023	205 of the petition
11.	Reg 38	Final report dated 20.11.2023	180 - 186 of the Petition
12.	Reg 38	Form-H – Compliance certificate dated 03.01.2024	187 - 193 of the Petition

15. It is observed that no realization took place. The cash balances available with the company and Income Tax returns which received formed the Liquidation estate and has been appropriately distributed to all the stakeholders as per the code.

16. The realization and distribution as per the provisions of Section 53(1) of IBC, 2016 is detailed below:

4. Details of realisation during Voluntary Liquidation Process:

Sl. No.	Particulars	Description
(1)	(2)	(3)
1.	Sale of Assets	NA
2.	Refund from Statutory Authorities (Income Tax)	45,110.00
3.	Cash / Bank balance (Rs.)	2,27,90,566.00
4.	Realisation of uncalled/unpaid capital contribution	NA
5.	Distribution of unsold asset	NA
6.	Any other (Interest received)	625.00
TOTAL		2,28,36,301.00



5. Details of distribution to stakeholders as per section 52 or 53 of the Code:

(Amount in Rs. lakh)						
Sl.No.	Stakeholders* under section 52 and 53 (1)	Amount Claimed	Amount Admitted	Amount Distributed	Amount Distributed to the Amount Claimed(%)	Remarks
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1.	Realization of Security Interest [Sec.	NA	NA	NA	NA	NA
2.	Liquidation Cost [Sec. 53(1)(a)]	3.36	3.36	3.36	100%	Includes fees paid to both the Liquidators
3.	Workmen's Dues [Sec.	NA	NA	NA	NA	NA
4.	Debts of Secured Creditors [Sec.	NA	NA	NA	NA	NA
5.	Wages and Unpaid Dues to Employees [Sec. 53(1)(c)]	NA	NA	NA	NA	NA
6.	Debts of Unsecured Financial Creditors [Sec. 53(1)(d)]	NA	NA	NA	NA	NA
7.	Government Dues + Amount Unpaid following Enforcement of Security Interest [Sec.53(1)(e)]	NA	NA	NA	NA	NA
8.	Any remaining Debts and Dues [Sec. 53(1)(f)]	NA	NA	NA	NA	NA
9.	Preference Shareholders [Sec. 53(1)(g)]	NA	NA	NA	NA	NA
10.	Equity Shareholders [Sec.53(1)(h)]	225.00	225.00	225.00	100%	NA.
Total		228.36	228.36	228.36	100%	NA


17. The details of payment to the shareholders is found at **201 – 202 of the petition.**

18. The Audited Receipts and Payments for the entire period of Voluntary liquidation has been extracted hereunder,



ASHOKMITHRA CAPITALS PRIVATE LIMITED - IN VOL LIQ						
LIQUIDATOR'S FINAL STATEMENT OF ACCOUNTS - RECEIPTS AND PAYMENTS						
RECEIPTS			PAYMENTS			
Date	Particulars	Amount (in INR')	Date	Particulars	Nature of payment	Amount (in INR')
	<u>Assets realised:</u>			<u>Payments made:</u>		
18-06-2022	Account opening balance transfer	25,000.00				
30-06-2022	Interest received	625.00		<u>Liquidation expenses</u>		
30-06-2022	Bank Balance Realised	2,27,65,566.00	22-07-2022	Liquidator fee paid to erstwhile Liquidator - Mr.S.VijayMahindhran	Liquidator fee	50,000.00
08-02-2023	IT refund received	45,110.00	13-10-2023	Liquidator fee paid to Mr.VasudevanGopu (after TDS deduction)	Liquidator fee	2,57,462.00
			13-10-2023	Fee towards Liquidation accounts audit certification	Liquidation expenses	5,000.00
			06-11-2023	TDS deducted and paid on Liquidator fee	TDS - as per section 194J of Income tax act 1961-Liquidator fee	23,839.00
				<u>Distribution to stakeholders</u>		
			26-07-2022 to 03-08-2022	Payment to Shareholders (19 nos)	Distribution to equity shareholder	2,25,00,000.00
		2,28,36,301.00				2,28,36,301.00


 B. Saravanan
 Chartered Accountant
 Membership no: 212020
 UDIN: 23212020BGSJZD6840


 Vasudevan Gopu
 Liquidator of Ashokmithra Capitals Private Limited
 IP Reg No. IBB1/IPA-002/IP-N00291/2017-18/10849

19. It is further stated that there were no PUFÉ applications pending in relation to the liquidation company and Form H compliance certificate shows the same as below,

8. The details of application(s) filed / pending in respect of avoidance of transactions.

Sl. No.	Type of Transaction	Date of Filing with Adjudicating Authority	Date of Order of Adjudicating Authority	Brief of the Order
(1)	(2)	(3)	(4)	(5)
1.	Preferential transactions under section 43	NA	NA	NA
2.	Undervalued transactions under section 45	NA	NA	NA
3.	Extortionate credit transactions under section 50	NA	NA	NA
4.	Fraudulent transactions under section 66	NA	NA	NA

20. Thus, on examining the submissions made by the Learned Counsel for the Petitioner and after perusing the documents annexed to the Petition it



appears that the affairs of the Company have been completely wound up and the assets of the Petitioner Company have been completely liquidated and as such the Petitioner Company deserves to be dissolved.

21. Accordingly, in exercise of the powers conferred under Section 59(8) of IBC, 2016, we hereby order the dissolution of **M/s. Ashokmithra Capitals Private Limited** and the Subject Company shall stand dissolved from the date of this order.

22. Therefore, the Company Petition *CP (IBC) / 60 (CHE) 2024* stands *allowed and disposed off*.

23. The *Registry and the Liquidator* are directed to serve a copy of this order upon the Registrar of Companies, Chennai, and also to IBBI, within 14 days from the date of this Order.

-Sd/-
RAVICHANDRAN RAMASAMY
MEMBER (TECHNICAL)

-Sd/-
JYOTI KUMAR TRIPATHI
MEMBER (JUDICIAL)

Ganesh Prabhu