

**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH – II, CHENNAI
CP (IBC) / 10 (CHE) /2024**

(Filed under Section 59 of the Insolvency and Bankruptcy Code, 2016 r/w IBBI
(Voluntary Liquidation Process) Regulations, 2017)

In the matter of M/s. KELLYS BENEFIT NIDHI LIMITED

Mr.Chandrasekar,

Liquidator of M/s. Kellys Benefit Nidhi Limited,

A Company Incorporated under the Companies Act, 1956 and having its
registered office at 18/29, Muniappa Road,

Kilpauk, Chennai, Tamil Nadu, India – 600 010

... Petitioner

CORAM

SHRI JYOTI KUMAR TRIPATHI, MEMBER (JUDICIAL)

SHRI RAVICHANDRAN RAMASAMY, MEMBER (TECHNICAL)

Present:

For Petitioner: Mr. R. Sathish Kumar, Advocate

Order Pronounced on 12th September 2024

ORDER

(Hearing Conducted through Hybrid Mode)

1. This is a Company Petition filed by the Liquidator conducting the Voluntary Liquidation of *M/s. Kellys Benefit Nidhi Limited*, an unlisted Public Company limited by shares with CIN: U67120TN1987PLC015141 having registered office at No. 18/29, Muniappa Road, Kilpauk, Chennai, Tamil Nadu, India – 600010, 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 incorporated on 09.12.1987 under the provisions of the Companies Act, 1956. The main object of the Company is to carry on the activities of Encouragement and afford all facilities for cultivating thrift, saving habits and to tender all financial assistance to its members by receiving long and short term deposits from the member as are allowed by the law. The detailed objectives of the Company is available in the Memorandum of Association annexed with Type set of documents.

3. The Authorized share capital of the Company is Rs.15,00,000/- (Rupees fifteen lakhs only) divided into 14,00,000 equity shares of Rs.1/- each and 1,00,000 – 15% Non – Cumulative Redeemable Preference shares of Rs.1/- each. The Issued, Subscribed and Paid Up capital is Rs.11,79,280/- (Rupees eleven lakhs seventy nine thousand and two eighty only) divided into 11,79,280 equity shares of Rs.1/- each fully paid up.

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 as stated above. However the company was not carrying business operation in recent years and the aged directors wish to realize the available assets and distribute the proceeds to the members. As the management of the company did not have any further plan to carry on any business it was decided during the March 2023 to wind up the affairs of the company.

6. It is submitted that a Board meeting dated 15.03.2023 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 Annual General Meeting of the Shareholders of the Company took place on 28.04.2023 wherein it was resolved to conduct the voluntary liquidation and appoint Mr. L. Chandrasekar as a liquidator for the same under Section 59 of IBC, 2016.

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

2. Assets: The assets of the Company are estimated to be of the value of Rs.

(1)	Cash in hand and at Bank	2,31,31,785/-
(2)	Debts due from contributories	Nil
(3)	Debts due to the Company	
	(a) Secured	Nil
	(b) Unsecured	Nil
(4)	Movable & Immovable Properties:	
	(a) Movable Properties	Nil
	(i) Stock in trade	Nil

	(ii) Other Movables	Nil
	(b) Immovable Properties	Nil
(5)	Unpaid Calls	Nil
(6)	Other Assets (Short term loans and advances)	Nil

3. Liabilities: The liabilities of the Company are as following:

(1)	Fully secured creditors	Nil
(2)	Partly secured creditors	Nil
(3)	Preferential creditors	Nil
(4)	Debenture Holders	Nil
(5)	Unsecured creditors (Unclaimed dividend/ Unclaimed deposits /Statutory dues/ Payables / provisions)	401,911/-

STATEMENT OF ACCOUNTS

NAME OF THE COMPANY :KELLYS BENEFIT NIDHI LIMITED

CIN :U67120TN1987PLC015141

STATEMENT OF ACCOUNT AS ON: 05.04.2023

S.No.	Particulars	Amount (INR)
I	Sources of Funds	
1	Capital	11,79,280
2	Reserves & Surplus (including balance in profit & loss account)	2,15,84,594
	Loan Funds	0
	Secured loans from financial institutions	0
	Secured loans from banks	0
	Secured loan from Government	0
3	Other Secured Loans	0
	Debentures	0
	Unsecured Loans	0
	Other Current Liabilities	3,67,911
	Total Loan Funds	0
	Total of (1) to (3)	2,31,31,785
II	Application of funds	
1	Fixed Assets	0
2	Investments	0
3	(i) Current Assets, Loans & Advances - Cash in Hand and with Banks	0
	Current Assets	0
	Long Term Loans & Advances	0
	Shorter Term Loans & Advances	0
	Cash in Hand and with Banks	2,31,31,785
	Trade Receivables	0
	Total Current Assets, Loans & Advances - Cash in Hand and with Banks	2,31,31,785
	(ii) Less: Current Liabilities And Provisions	0
	Creditors	0

	Total Current Assets, Loans & Advances - Cash in Hand and with Banks	2,31,31,785
	(ii) Less: Current Liabilities And Provisions	0
	Creditors	0
	Unpaid Dividend and Unpaid Deposits due to Investor Education protection Fund	3,67,911
	Payables	0
	Others	0
	Total Current Liabilities and Provisions	0
	Net Current Assets (i) - (ii)	2,31,31,785
4	Miscellaneous Expenditure to the extent not written off or adjusted	0
5	Profit & Loss Account (Debit Balance)	0
	Total of (1) to (5)	2,31,31,785

For and on behalf of
KELLYS BENEFIT NIDHI LIMITED

For MRC & ASSOCIATES
Chartered Accountants

SASIKALA BHASKARAN
Director

RADHAKRISHNAN ABOY
Director

Place: Chennai
Date: 05.04.2023

Place: Chennai
Date: 05.04.2023

G. CHIBANJEEVULU,
Partner
M.No.: 215032
FRN.:0040055



GENNIPUDI RAMGOPAL
Director

Place: Chennai
Date: 05.04.2023

Place: Chennai
Date: 05.04.2023



G. NARENDRA
Director

Place: Chennai
Date: 05.04.2023

9. The subject Corporate Company is a public entity and there 4636

shareholders and the list of the same is observed from the Final report at Page 258 to 430 of the Petition.

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

11. The Tribunal vide order dated 12.01.204 directed the Petitioner to furnish documents which are necessary for adjudicating this petition. The Petitioner vide Clarification Memo date 04.07.2024 furnished the following documents,

- i. Declaration of Solvency and preservation of records along with an affidavit*
- ii. Certificate of Incorporation, Memorandum of Association and Memorandum of Articles*
- iii. Certified copy of Extract of Board Resolution recommending and approving the Voluntary Liquidation*
- iv. Account closure communication*
- v. AGM minutes approving the Voluntary Liquidation*
- vi. Statement of Accounts for the Liquidation period along with auditor certificate*

12. The details of relevant compliances performed during the 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 2022 and 2023	448 - 553 of the Petition

2.	Sec 59 (3) (c) and Reg 3(1)(c)	AGM dated 28.04.2023 approving the initiation of the voluntary liquidation and appointment of the Liquidator	44 - 52 of the Clarification Memo
3.	Section 59 (4) and Reg 3 (2)	Declaration of solvency verified by the Affidavit by majority directors	4 - 9 of the Clarification Memo
4.	Section 59 (4) and Reg 3	Intimating Board Resolution and Special Resolution for voluntary liquidation passed by shareholders in AGM to RoC and IBBI	31 – 45 of the Petition
5.	Regulation 14	Form-A Public Announcement in Business Standard (English) and Malai Malar (Tamil) dated 02.05.2023.	29 - 30 of the Petition
6.	Section 178 of IT Act, 1961	Intimation of Voluntary Liquidation process to the Income Tax Department dated 04.05.2023	62 of the Petition
7.	Reg 9	Preliminary report dated 09.06.2023.	55 - 61 of the Petition
10.	Reg34	Closure of Bank Accounts Account bearing No. 54003970598 of SBI located at Kellys Branch, Kellys - Chennai dated 23.06.2023 Account Bearing No. 978412424 of Indian Bank, Kellys Branch, Kellys - Chennai dated 27.09.2023 Liquidation Current Account Bearing No. 41899787156 of SBI, Kellys Branch, Kellys - Chennai dated 21.12.2023.	246 of the Petition, 27 – 28, 43 of the Clarification Memo
11.	Reg 38	Final report dated 28.12.2023	250 - 474 of the Petition
12.	Reg 38	Form-H – Compliance certificate dated 03.01.2024	480 - 489 of the Petition
13.	Reg 38	Submission of Final Report to RoC and IBBI	475 – 479 of the Petition

13. Pursuant to the Publication petitioner has received 57 claims from the contributories which accounts for 10,41,093 equity shares of Rs.1/- each.

14. It is observed that the company did not have any assets to be sold for the purpose of realization. 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 claimants.

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

4. Details of realization during Voluntary Liquidation Process:

Sl.	Particulars	Amount (Rs.)
(1)	(2)	(3)
1	Sale of Assets	Nil
2	Refund from Statutory Authorities (Receipts per Trading Account (Return of Security Deposit – Chennai Regus Centre))	Rs. 1,18,430/-
3	Cash / Bank balance	Rs. 2,31,31,785/-
4	Realization of uncalled / unpaid capital contribution	Nil
5	Distribution of unsold asset	Nil
6	Any other (Please specify)	Nil
	Total	Rs. 2,32,50,215/-

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

(Amount in Rs.)

Sl.	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. 52(1)(b)]	-	-	-	-	-
2	Liquidation Cost [Sec. 53(1)(a)]	7,95,074	7,95,074	7,95,074	100	Nil
3	Workmen's Dues [Sec. 53(1)(b)(i)]	-	-	-	-	-
4	Debts of Secured Creditors [Sec. 53(1)(b)(ii)]	-	-	-	-	-
5	Wages and Unpaid Dues to Employees [Sec. 53(1)(c)]	-	-	-	-	-

6	Debts of Unsecured Financial Creditors [Sec. 53(1)(d)]	-	-	-	-	-
7	Government Dues + Amount Unpaid following Enforcement of Security Interest [Sec. 53(1)(e)]	25,076	25,076	25,076	100	Nil
8	Any remaining Debts and Dues [Sec. 53(1)(f)]	-	-	-	-	-
9	Preference Shareholders [Sec. 53(1)(g)]	-	-	-	-	-

10	Equity Shareholders [Sec 53(1)(h)]	10,41,093	10,41,093	1,94,68,440		The Surplus remaining after meeting expenses were distributed to contributories in proportion to number of shares held by them
	Amount Transferred to IBBI - Corporate Voluntary Liquidation Account [Sec 39(5)]					
	a) Unpaid /unclaimed Dividend and Deposit	3,67,911	3,67,911	3,67,911	100	Nil
11	b) Interest on delay of Submission	9,618	9,618	9,618	100	Nil
	c) Unclaimed amounts pertaining to contributories	138,187	138,187	25,84,096.90		The Surplus remaining after meeting expenses were transferred to IBBI
Total		23,76,959	23,76,959	2,32,50,215	100	-

*If there are sub-categories in a category, please add rows for each sub-category.

16. The details of payment to the shareholders is found at 87 - 96 of *the petition*. As per the Regulation 38 & 39 of the IBBI (Voluntary Liquidation) Regulation, 2017, the Petitioner has deposited the Unpaid Dividends/ Deposits, Undistributed Proceeds and Interest at the rate of 12% on the amount retained beyond due date in three tranches on 21.07.2023 and 06.12.2023 via Bank Accounts bearing No. 978412424 (Indian Bank) & No.41899787156 (SBI). The Petitioner has annexed the Form G submitted to IBBI at Page 104 – 241 of the Petition. The said amounts were deposited with IBBI – Corporate Voluntary Liquidation Account bearing Account No. 2254002100020356 maintained with Punjab National Bank, Barakhamba Road Branch, New Delhi. The Form G is extracted as follows,

FORM C

DEPOSIT OF UNCLAIMED DIVIDENDS AND/OR UNDISTRIBUTED PROCEEDS

[Under Regulations 39(5) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017]

A. Details of Voluntary Liquidation Process:

Sr. No	Description	Particulars
(1)	(2)	(3)
1	Name of the Corporate Person	KELLYS BENEFIT NIDHI LIMITED
2	Identification Number of Corporate Person (CIN/LLPIN)	U67120TN1987PLC015141
3	Voluntary Liquidation Commencement Date	28/04/2023
4	Date of Deposit into the Corporate Voluntary Liquidation Account	21/07/2023
5	Amount deposited into the Corporate Voluntary Liquidation Account (Rs.)	Rs. 3,44,511.95/-
6	Bank Accounts from which the amount is transferred to Corporate Voluntary Liquidation Account as below:	
	(1) a. Account No:	978412424
	b. Name of Bank:	Indian Bank
	c. IFSC:	IDIB000K071
	d. MICR:	600019024
	e. Address of Branch of the Bank	Kellys Branch – 6 Harleys Road, Kellys Chennai 600010
	f. Amount:	Rs. 1,87,261.30
	(2) a. Account No:	41899787156
	b. Name of Bank:	State Bank of India
	c. IFSC:	SBIN0040297

	d. MICR:	600002329
	e. Address of Branch of the Bank	40297-Kilpauk Garden, Chennai PB No. 761, No. 68 Landons Road, Kilpauk Chennai – 600010
	f. Amount:	Rs. 1,57,250/65
7	Details of the Amount (Rs.) deposited into Corporate Voluntary Liquidation Account	
	a. Unclaimed dividends/Deposits	Rs. 3,44,511/95
	b. Undistributed proceeds	Nil
	c. Income earned till the due date of deposit	Nil
	d. Interest at the rate of twelve per cent on the amount retained beyond due date (Please show computation of interest amount)	Nil
	Total	Rs. 3,44,511.95/-

FORM G


DEPOSIT OF UNCLAIMED DIVIDENDS AND/OR UNDISTRIBUTED PROCEEDS

[Under Regulations 39(5) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017]

A. Details of Voluntary Liquidation Process:

Sr. No	Description	Particulars
(1)	(2)	(3)
1	Name of the Corporate Person	KELLYS BENEFIT NIDHI LIMITED
2	Identification Number of Corporate Person (CIN/LLPIN)	U67120TN1987PLC015141
3	Voluntary Liquidation Commencement Date	28/04/2023
4	Date of Deposit into the Corporate Voluntary Liquidation Account	06/12/2023
5	Amount deposited into the Corporate Voluntary Liquidation Account (Rs.)	Rs. 26,17,115/-

6	Bank Accounts from which the amount is transferred to Corporate Voluntary Liquidation Account as below:	
	a. Account No:	41899787156
	b. Name of Bank:	State Bank of India
	c. IFSC:	SBIN0040297
	d. MICR:	
	e. Address of Branch of the Bank	40297-Kilpauk Garden, Chennai PB No. 761, No. 68 Landons Road, Kilpauk, Chennai – 600010 Tamil Nadu
	f. Amount:	Rs. 26,17,115/-



7	Details of the Amount (Rs.) deposited into Corporate Voluntary Liquidation Account	
	a. Unclaimed dividends /Deposits	Rs. 23,399.05
	b. Undistributed proceeds	Rs. 25,84,096.90
	c. Income earned till the due date of deposit	Nil
	d. Interest at the rate of twelve per cent on the amount retained beyond due date (Please show computation of interest amount- As per Attachment)	Rs. 9,618.80
	Total	Rs. 26,17,115/- (Rounded off)

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

Members' Voluntary Liquidation under the Insolvency and Bankruptcy Code, 2016

Liquidator's Statement of Account of the Winding-up (Members' Voluntary Winding-up)

Name of the Company:

Nature of Proceedings:

Date of commencement of the winding-up:

Name and address of the Liquidator:

KELLYS BENEFIT NIDHI LIMITED

Members' Voluntary Liquidation under section 59 of IBC, 2016

28.04.2023

L Chandrasekar

IBBI/PA-001/P-P-01782/2019-20/12968

D 3 Ashok Amoga Apartments,

99 Gandhi Nagar First Main Road,

Adyar, Chennai,

Tamil Nadu PIN - 600020

Chan58@gmail.com

Statement showing how the Liquidation has been conducted From 28.04.2023 (commencement of Voluntary Liquidation) to 22.12.2023 (Date of Annual Status Report)

Receipts	Estimated Value in Rs.	Value Realised in Rs.	payments	in Rs.
Assets				
Cash at Bank at liquidation commencement date	2,31,31,785.00		Liquidator's remuneration	3,54,000.00
Cash in hand	0		Statutory Advertisement and other Incidental expenses connected with Liquidation	12,012.00
			TDS paid to Government account	25,076.00
Marketable Securities	0		Professional Fees for Auditors, Company secretaries and Lawyers for application for dissolution, Fee on handling GST and closure thereon, preparation and filing of IT returns and TDS Returns and obtaining NOC thereon	3,40,000.00
Debt Receivable	0		Incidental outlay (establishment charges and other expenses of liquidation)	
			Services charges relating to period from April to till date for maintenance of office	56,000.00
Trade Debtors	0			
Loans and Advances (IT refund for AY 2023-24)	1,18,430.00		Dividend Distribution Tax	
Stock in Trade	0		i. Total costs & charges:	
Work in Progress	0		Payment of Rs. ... Per Rs., debenture	
Household Property	0		ii. Creditors	
Household property	0		Preferential	
			(Unsecured (settled fully))	
Plant and Machinery Furniture, Fittings, Utensils etc.	0		iii. Returns to Contributors: Paid to Shareholders who have made claims	1,94,68,439.00

842

Patents, Trade Marks, etc.	0	Transfer to IBBI with regard to unpaid dividend and interest	3,77,530.00
Investments other than Marketable Securities...	0	Transfer to IBBI with regard to contributories	25,84,096.00
		Travelling and conveyance during the period of liquidation	15,000.00
		Scanning fee and other legal expenses , NCLT fees , TDS Fee	
		Xerox , miscellaneous exp	17,179.00
Surplus from Securities	0	Bank Charges	883.00
Amounts received from calls on contributories made in winding-up	0		
Receipts per Trading Account (Return of Security Deposit - Chennai Regus centre)	0		
other property	0		
Total	2,32,50,215.00		2,32,50,215.00
Balance available			

The company has one class of equity shares of Rs. 1 each

(1) The following assets estimated to be of the value of Rs have proved to be unrealisable:— (Give details of the assets which have proved to be unrealisable) Nil

(2) Amount paid into the Companies Liquidation Account in respect of:—

(a) Undaimed dividends and Deposits payable in the Winding up

Dividend	1,43,875.00	
Deposits	2,24,036.00	3,67,911.00

(b) Other unclaimed distributions in the winding-up - amount not claimed by contributories 25,84,096.00


(c) Moneys held by the company in trust in respect of dividends or other sums due before the commencement of the winding-up to any person as a member of Nil


(d) Unclaimed Creditor payable in the Winding up - TDS dues 34,000.00

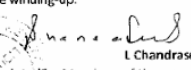
(3) Add here any remarks the Liquidator thinks desirable:—


I declare that the above statement is true and contains a full and accurate account of the winding-up from the commencement to the close of the winding-up.

As per my Report of even date


B. Ravikumar
Chartered Accountant
M. No. 206333




L. Chandrasekar
Liquidator Appointed by Members of the company,
Insolvency Professional
IBBI/IPA-001/IP-P-01782/2019-20/12968



UDIN : 23206333BGRPTU9445 Date : 22.12.2023

18. 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.	Type of Transaction	Date of Filing with Adjudicating Authority	Date of Order of the Adjudicating Authority	Brief of the Order
(1)	(2)	(3)	(4)	(5)
1	Preferential transactions under section 43	-	-	-
2	Undervalued transactions under section 45	-	-	-
3	Extortionate credit transactions under section 50	-	-	-
4	Fraudulent transactions under section 66	-	-	-

19. 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.

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

21. Therefore, the Company Petition **CP (IBC) / 10 (CHE) 2024** stands *allowed and disposed off*.

22. 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)