

**IN THE NATIONAL COMPANY LAW TRIBUNAL**  
**AHMEDABAD**  
**DIVISION BENCH**  
**COURT - 1**

ITEM No.305  
IA/383(AHM)2023  
in CP(IB) 39 of 2020

**Order under Section 54 IBC**

**IN THE MATTER OF:**

Rahul Nareshbhai Shah Liquidator of  
Male Square Retails Pvt Ltd

.....Applicant

.....Respondent

**Order delivered on: 05/07/2024**

**Coram:**

Mr. Shammi Khan, Hon'ble Member(J)  
Mr. Sameer Kakar, Hon'ble Member(T)

**PRESENT:**

For the Applicant :  
For the Respondent :

**ORDER**

**(Hybrid Mode)**

The case is fixed for pronouncement of the order. The order is pronounced in the open court, vide separate sheet.

-Sd-

**SAMEER KAKAR**  
**MEMBER (TECHNICAL)**

-Sd-

**SHAMMI KHAN**  
**MEMBER (JUDICIAL)**

**BEFORE THE ADJUDICATING AUTHORITY  
NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH - COURT-I**

**I.A. No.383 of 2023  
in CP (IB) No.39 of 2020**

*(An application filed by the Liquidator for dissolution of the Corporate Debtor under section 54(1) of the Insolvency and Bankruptcy Code, 2016 r.w. Regulation 14 to 45 of the IBBI (Liquidation Process) Regulations, 2016)*

In the matter of **M/s. Male Square Retail Pvt. Ltd.**

**Mr. Rahul Nareshbhai Shah**

Liquidator of M/s. Male Square Retail Pvt. Ltd.

Having address at:

9B, Vardan Tower, Nr. Vimal House,  
Lakudi Circle, Navrangpura,  
Ahmedabad, Gujarat-380014.

**... Applicant Liquidator**

**Order Pronounced on 03.07.2024**

**CORAM:**

**Mr. SHAMMI KHAN, MEMBER (JUDICIAL)**

**Mr. SAMEER KAKAR, MEMBER (TECHNICAL)**

**APPEARANCE:**

For the Applicant : Mr. Sumit Parikh, Ld. Advocate

**O R D E R  
[Per: Bench]**

1. The present application being **I.A. No.383 of 2023 in CP(IB): 39/9/NCLT/AHM/2020** has been filed by Mr. Rahul N. Shah, Liquidator of the Corporate Debtor, **M/s.**

**Male Square Retail Pvt. Ltd.**, under Section 54 of the Insolvency and Bankruptcy Code, 2016 for an order of dissolution by seeking relief as follows:-

- "a. Your Lordship may be pleased to allow the present application.*
  - b. Your Lordship may be pleased to pass an order under Section 54 of the Insolvency and Bankruptcy Code, 2016 read with Regulation 14 and 45(3)(b) of the IBBI (Liquidation Process) Regulation 2016 seeking for the dissolution of the Corporate Debtor M/s. Male Square Retail Private Limited;*
  - c. Your Lordship may be pleased to grant any other relief as may deem fit in the interest of justice."*
2. The brief facts of the case as submitted by the applicant/liquidator is as follows:
- (i) It is stated that the present application is filed under Section 54 of the Insolvency and Bankruptcy Code, 2016 read with Regulation 14 and 45(3)(b) of the IBBI (Liquidation Process) Regulation 2016 seeking for the Dissolution of the Corporate Debtor i.e., M/s Male Square Retail Private Limited. It is further submitted

that the **Final Report dated 29.03.2023** along with Form-H in compliance of Regulation 45 of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 is annexed herewith and marked as "ANNEXURE-A (COLLY)" to the present application.

- (ii) It is submitted that, M/s. Male Square Retail Private Limited was incorporated on 18/06/2013 under the provisions of the Companies Act, 1956, bearing CIN No. U51909GJ2013PTC075668 and having its registered office situated at 339,3d Fl. Block-F, TPS-14, Sumel Business Park - 6, Nr. Dudheshwar Circle, Dudheshwar Ahmedabad Gujarat 380004.
- (iii) As stated, the Operational Creditor Mr. Hardik Fakirchand Shah Prop. of Cotton Hub had preferred and filed an application under Section 9 of the Insolvency and Bankruptcy Code, 2016 seeking Initiation of Corporate Insolvency Resolution Process ("CIRP") against the Corporate Debtor i.e. M/s. Male Square Retail Private Limited.
- (iv) It is stated that this Bench vide its order dated 27.04.2022 passed in CP (IB) No.

39/9/NCLT/AHM/2020 had admitted the application filed under Section 9 of the Code and initiated the CIRP of Corporate Debtor. Further in the same order this Bench appointed Mr. Rahul Nareshbhai Shah, as the Interim Resolution Professional ("IRP") of the Corporate Debtor. A copy of Admission Order dated 27.04.2022 is annexed at Annexure-A to the Final Report dated 29.03.2023 attached at Annexure-A of the present application.

- (v) It is submitted that there were no assets excepts loans and advances of the Corporate Debtor, the members of CoC in its Third Meeting dated 16.08.2022 resolved to initiate liquidation process of Corporate Debtor. Accordingly, an interlocutory application bearing IA No. 731 of 2022 in CP (IB) No. 39 of 2020 came to be preferred by the applicant seeking for liquidation of Corporate Debtor. The applicant submits that this Hon'ble Tribunal vide order dated 01.11.2022 passed an order of liquidation and further appointed applicant herein as liquidator of corporate debtor. A copy of Liquidation Order bearing **IA No. 731 of 2022** in CP

IB No. 39 of 2020 dated **01.11.2022** is annexed at Annexure- B to the Final Report dated **29.03.2023** attached at as Annexure-A of the present application.

- (vi) It is submitted that, subsequently the Liquidator made the public announcement in the prescribed "Form B" as required under the Regulation 12 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 in English & Gujarati Newspaper i.e. "Financial Express" on 07.12.2022 and invited the claims from all the stakeholders of Corporate Debtor. A copy of public announcement in Form-B dated 07.12.2022 is annexed at Annexure-C to the Final Report dated 29.03.2023 attached at Annexure-A of the instant application.
- (vii) It is stated that the applicant/liquidator, in accordance with Regulation 15 of the IBBI (Liquidation Process) Regulations, 2016 prepared 1<sup>st</sup> Progress Report for the period 01.11.2022 to 31.12.2022 and submitted before this Bench on 12.01.2023. A copy of First Progress Report is annexed here and marked at Annexure-D to

the Final Report dated 29.03.2023 attached at Annexure-A of the present application.

(viii) It is stated that the applicant/ liquidator, in compliance of Regulation 13 of the IBBI (Liquidation Process) Regulations, 2016, prepared a Preliminary report along with Asset Memorandum and List of stakeholders and the same was filed with the registry of this Bench on 02.01.2023. The given details of the stakeholders are as under: -

<b>Sr. No.</b>	<b>Name of the Creditor</b>	<b>Amount Admitted (in Rs.)</b>
1	Mr. Shrenik Shah, Prop. Of Rajendra Mobile (Financial Creditor)	4,00,000/-
2	Assistant State Tax Officer State Tax Department, Ahmedabad (Operational Creditor)	1,67,63,243/-
3	Cotton Hub	24,42,730/-

A Copy of Preliminary Report along with Asset Memorandum and List of Stake holder is attached at Annexure- E of the Final Report dated 29.03.2023 of the present application.

(ix) It is stated that, in accordance with Regulation 41 of the Liquidation Regulation, the applicant/Liquidator opened a new bank account in the name of Corporate Debtor 'in Liquidation', with Canara Bank on 01.07.2022, the Bank details are submitted as under:-

<b>Name of the Account</b>	Male Square Retail Private Limited (In Liquidator)
<b>Branch</b>	Navrangpura, Ahmedabad
<b>A/c. No.</b>	120001284012
<b>IFSC Code</b>	CNRB0000280

(x) It is stated that the applicant/Liquidator further submitted Preliminary Report within 75 days and an Asset Memorandum in accordance with Regulation 34 of the IBBI (Liquidation Process) Regulations, 2016 to this Tribunal on 04.01.2023. The copy of Preliminary Report, Assets Memorandum and List of Stakeholders are annexed at Annexure-E of the Final Report dated 29.03.2023 attached at Annexure-A of the present application.

(xi) The Applicant/Liquidator submitted that in accordance with Regulation 15 of the IBBI (Liquidation Process) Regulations, 2016 has prepared 2nd Progress

Report for the period 01.01.2023 to 28.03.2023 was submitted before this Tribunal on 12.01.2023. A copy of Second Progress Report is annexed here and marked at Annexure-F to the Final Report dated 29.03.2023 attached as Annexure-A of the present application.

- (xii) The applicant/Liquidator submitted that he has conducted and completed the liquidation process of corporate debtor and has disposed of assets of the Corporate Debtor, M/s. Male Square Retail Private Limited. It is further stated that as all the assets of corporate debtor are liquidated and there being no other assets to be utilized for recovery of dues of the creditors/stakeholders, the applicant conducted meeting of Stakeholders Consultation Committee on 11.11.2022 and 24.03.2023 wherein the Stakeholder Consultation Committee resolved for dissolution of corporate debtor company. A copy of the Minutes of the Minutes of the respective Meeting dated 11.11.2022 and 24.03.2023 is annexed as ANNEXURE G and ANNEXURE H to the Final Report dated

29.03.2023 attached at ANNEXURE A of the present application.

3. The List of claims from the financial creditors received were submitted in the Final Report as under:

Sr. N.o.	Name of Financial Creditors	Amount Claimed (in ₹)	Amount Admitted (in ₹)	Security Interest
<b>Part- A Secured Creditors</b>				
1	NIL	NIL	NIL	NIL
	Sub Total A	NIL	NIL	
<b>Part- B Unsecured Creditors</b>				
1	Shrenik Shah - Proprietor of Rajendra Mobile	6,44,000	4,00,000	Unsecured
	<b>Total (A+B)</b>	<b>6,44,000</b>	<b>4,00,000</b>	

4. The List of claims from Operational Creditors is also submitted as under:

Sr. No.	Name of Operational Creditor	Amount Claimed (in ₹)	Amount Provisionally Admitted (in ₹)	Amount under Verification	Remarks
<b>Claim from Govt. Authority</b>					
1	Asst State Tax Officer ,State tax Dept Ahmedabad	1,67,63,243	1,67,63,243	NIL	--
	<b>Sub-total</b>	<b>1,67,63,243</b>	<b>1,67,63,243</b>	<b>NIL</b>	
<b>Claim from other than Govt. Authority, Workmen and Employees</b>					
1	Cotton Hub through Proprietor Hardik Shah	2442730	2442730	NIL	--
	<b>Total</b>	<b>2442730</b>	<b>2442730</b>	<b>NIL</b>	<b>--</b>

5. This Bench, vide its order dated the applicant/ Liquidator further submitted the affidavit in compliance of this Bench's order dated 12.01.2024.

Sr. No. (1)	Compliance (2)	(Yes / No) (3)	Reference & Page No. (4)
1.	<b>(Regulation 12)</b> <i>Public Announcement in Form B within five days of the appointment of the Liquidator.</i>	YES	Page No. 35 of the Main application
2.	<b>(Regulation 35(2))</b> <i>Appointment of Registered Valuers in matters where no valuation conducted during the CIRP.</i>	No	
3.	<b>(Regulation 31(2))</b> <i>Filing the List of Stakeholders within forty-five days of LCD.</i>	Yes	Page No. 60 of Main application.
4.	<b>(Regulation 31A)</b> <i>Constitution of SCC within sixty days from LCD.</i>	Yes	Page No. 60 of Main application.
5.	<b>(Regulation 13)</b> <i>Filing 'Preliminary Report' before the Adjudicating Authority within seventy-five days from the LCD.</i>	Yes	Page No. 51-55 of Main application.
6.	<b>(Regulation 34)</b> <i>Preparation of Asset Memorandum within seventy-five days from LCD.</i>	Yes	Page No. 57-59 of Main application.
7.	<b>(Regulation 41)</b> <i>Opening of Bank Account in the name of the Company followed by the words 'in liquidation' in a Scheduled Bank.</i>	Yes	D. S. Shukla CAHUL NARE Reg. No.

8.	<i>Proof of Closure of the above Bank Account and any other account in the name of the Company.</i>	No	Applied for Closure of Bank account on 30.01.24
9.	<b>(Regulation 15)</b> <i>Quarterly Progress Reports and proof of filing the same before the Adjudicating Authority.</i>	Yes	Page No. 38-42 of the Main application.
10.	<b>(Regulation 36)</b> <i>Asset Sale Report after sale of Assets.</i>	N/A	In view that there were no assets.
11.	<b>(Regulation 42(2))</b> <i>Proof of distribution within ninety days from the receipt of realization.</i>	N/A	
12.	<b>(Regulation 45(3))</b> <i>'Final Report' along with Compliance Certificate in Form H to be filed along the Application.</i>	Yes	Final Report from Page No. 14 – 23 & Form H is on 89-93 of the Main application
13.	<b>(Regulation 5(1)(e))</b> <i>(Compilation of the Minutes of SCC).</i>	Yes	Page No. 69 of the Main application
14.	<b>(Regulation 15)</b> <i>Audited accounts of receipts and payments. (Page No. of the Auditor Certificate in the Application Typeset)</i>	No	
15.	<b>(Regulation 37)</b> <i>Completion of liquidation process within one year from LCD or extension if any, date of the order &amp; period.</i>	Yes	
16.	<i>To furnish of details of any application pending before the Adjudicating Authority if any.</i>	No	
17.	<i>Whether any application pending before this Tribunal in relation to the Corporate Debtor, if any. (Details to be furnished)</i>	No	

6. The Applicant/Liquidator submitted a tabulated representation of the realisation of the assets/sales as under. As submitted table shows, there was no asset or no amount recovered from the Corporate Debtor.

**18. REALISATION:**

<b>Si No.</b>	<b>Assets</b>	<b>Mode of Sale</b>	<b>Estimated Liquidation Value</b>	<b>Realisation amount (In Rs.)</b>	<b>Date of Transfer into Liquidation Account</b>
(1)	(2)	(3)	(4)	(5)	(6)
NA	NA	NA	NA	NA	NA

7. The applicant/Liquidator submitted a tabulated representation of the distribution of proceeds as under:

<b>Sl. No.</b>	<b>Stakeholders* under section 52 and 53 (1)</b>	<b>Amount Claimed</b>	<b>Amount Admitted</b>	<b>Amount Distributed</b>	<b>Amount Distributed to the Amount Claimed (%)</b>	<b>Remarks</b>
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1	Realization of Security Interest		NA	NA		
2	CIRP Cost	1,80,862/-	1,80,862/-	73,968/-	40.89%	Amount Contributed by SCC Member
2A	Liquidation Cost [Sec. 53(1)(a)]	51,032/-	51,032/-	26,032/-	51.01%	Amount Contributed by SCC Member
3	Workmen's Dues [Sec. 53(1)(b)(i)]	Nil	Nil	Nil	Nil	
4	Debts of Secured Creditors [Sec. 53(1)(b)(ii)]	Nil	Nil	Nil	Nil	
5	Wages and Unpaid Dues to Employees[Sec. 53(1)(c)]	Nil	Nil	Nil	Nil	
6	Debts of Unsecured Financial Creditors [Sec. 53(1)(d)]	6,44,000/-	4,00,000/-	Nil	0	
7	Government Dues + Amount Unpaid following Enforcement of Security Interest [Sec.53(1)(e)]	1,67,63,243/-	1,67,63,243/-	Nil	0	
8	Any remaining Debts and Dues [Sec. 53(1)(f)] Ms Cotton Hub through Prop. Hardik Shah	24,42,730/-	24,42,730/-	Nil	0	
9	Preference Shareholders [Sec. 53(1)(g)]	Nil	Nil	Nil	0	
10	Equity Shareholders [Sec.53(1)(h)]	Nil	Nil	Nil	0	
<b>Total</b>		2,00,81,867/-	19837867/-	1,00,000/-	0.50%	

8. A perusal of the above table reveals that out of the total claimed amount of Rs.2,00,81,867/-, an amount of Rs.1,98,37,867/- was admitted, against which, total realisation was NIL. To meet the CIRP and Liquidation cost, one of the SCC member contributed an amount of Rs.1,00,000/-, leaving a NIL balance.
9. The Applicant/Liquidator, in compliance of our order dated 08.05.2024, filed an affidavit vide inward diary no.D-4711 dated 18.06.2024, produced a copy of certificate of closure of the bank account issued by the Canara Bank and stated that the account was closed on 17.05.2024. The balance sheet produced by the Canara Bank shows that on 17.05.2024, there was a NIL Balance.
10. We heard the Learned Counsel for the Applicant and perused the material available on record. At this juncture, it is relevant to point out Section 54 of the IBC, 2016 provides as follows:-

#### **Section 54:**

*“(1) Where the assets of the corporate debtor have been completely liquidated, the liquidator shall make an*

*application to the Adjudicating Authority for the dissolution of such corporate debtor.*

*(2) The Adjudicating Authority shall on application filed by the liquidator under sub-section (1) order that the corporate debtor shall be dissolved from the date of that order and the corporate debtor shall be dissolved accordingly.*

*(3) A copy of an order under sub-section (2) shall within seven days from the date of such order, be forwarded to the authority with which the corporate debtor is registered.”*

11. From the averments made in the Application along with the perusal of the final report and the Compliance Certificate filed in Form-H by the Applicant, it is seen that the Corporate Debtor has been completely liquidated. No assets are left with for any further disposal. Since the assets of the Corporate Debtor are completely liquidated, there remains nothing and no applications are pending in the matter. In the circumstances, as averred and as prayed for by the Applicant that an order for dissolution is to be passed by this Tribunal under Section 54(1) of the Code.
  
12. Accordingly, in exercise of the powers conferred under Section 54(1) of IBC, 2016, we pass the following order:-

- i) The Adjudicating Authority in exercise of powers conferred to it under Section 54(2) of the IBC, 2016 orders that the Corporate Person (Applicant Company) viz., **M/s. Male Square Retail Pvt Ltd.** having CIN No. **U51909GJ2013PTC075668** stands dissolved from the date of this order.
- ii) The Registry of this Bench and the Applicant/liquidator is directed to serve a copy of this order to the RoC concerned, Income Tax Department and also to the IBBI within seven days from this order for information and necessary action.
- ii) The Applicant/Liquidator shall preserve physical or electronic copy of the reports, registers, and books of account referred to in Regulations 45A of the IBBI (Liquidation Process) Regulations, 2016 for at least eight years after the dissolution of the Corporate Debtor, either with himself or with an information utility.

iii) Consequently, the Applicant/liquidator **Mr. Rahul Nareshbhai Shah** is hereby discharged from his duties and responsibilities as the liquidator of the Corporate Debtor.

13. In terms of the above, **IA No.383 of 2023** in **CP (IB) No. 39/AHM/2020** is allowed and stands disposed of.

-Sd-

**SAMEER KAKAR**  
**MEMBER (TECHNICAL)**

-Sd-

**SHAMMI KHAN**  
**MEMBER (JUDICIAL)**

AT