$~ 5 (company side)

* **IN THE HIGH COURT OF DELHI AT NEW DELHI**

CO.PET. No. 2/2021

IN THE MATTER OF

YAMAGATA (INDIA) PRIVATE LIMITED(IN VOL. LIQN.)
.....Petitioner

Through: Ms. Ruchi Sindhwani, Sr. Sanding Counsel and Ms. Megha Bharara, Advs. for OL.

CORAM:
HON'BLE MR. JUSTICE C. HARI SHANKAR

O R D E R (ORAL)
% **11.01.2021**
(Video-Conferencing)

1. This petition is filed under section 497(6) of the Companies Act, 1956 (hereinafter referred to as "the Act") by the Official Liquidator (OL), seeking dissolution of the Company Yamagata (India) Private Limited (in members voluntary liquidation).

2. The said Company was incorporated under the provisions of the Companies Act, 1956 with the name "Yamagata (India) Private Limited" with Registrar of Companies, NCT of Delhi & Haryana on 13/07/2012 having Corporate Identity Number U74999DL2012FTC238811**.** The authorized and the Paid - Up Equity Share Capital of the Company (in Vol. Liqn.) was ₹1,00,00,000/-

(Rupees One Crore Only) divided into 10,00,000 (Ten Lakh) equity shares of ₹10/- (Rupees Ten) each.

3. The registered office of the company is situated within the territory of NCT of Delhi at 2nd Floor, N 170, Greater Kailash Part-I, New Delhi - 110048.

4. The first promoters at the time of incorporation were Yamagata Corporation & Kazuyoshi Suga.

5. At the time of the Members Voluntary Winding up of the petitioner company, there were two equity shareholders. The directors at the time of the Members Voluntary Winding-up were Mrs. Anilkumar Vijayalakshmi, Mr. Hiromu Todo & Mr. Michael Ong Teik Loon. The financial position of the company as disclosed in the audited balance sheets for the year ending as on 31.03.2014 & 31.03.2013 are also annexed to the petition.

6. The prescribed Form No. 149 for the Declaration of Solvency was filed with the Registrar of Companies on 13.03.2015 *vide* Challan No. C46198073.

7. Pursuant to the provisions of Section 484 (1) of the Act and other applicable provisions of the Act, an Extra Ordinary General Meeting of the Members of the said company was held on 14.03.2015 and a special resolution was passed whereby Mr. Sanjay Khandelwal, Company Secretary was appointed as the Voluntary Liquidator. In this regard Form MGT-14 was filed with the Registrar of Companies.

8. That as per the requirement of Section 485 of the Act, the Company has published a notification in the newspapers namely "Haribhumi" (Hindi) and "The Financial Express" (English) as well as in the Official Gazette (English & Hindi) on 21.03.2015 & 11.04.2015 respectively.

9. The notice of appointment of Voluntary Liquidator in Form 152 as required under Section 493 R/W Rule 315 of the Companies (Court) Rules, 1959 was filed with the Registrar of Companies. The Voluntary Liquidator had also published Form 151 of his appointment as Voluntary Liquidator.

10. Further, pursuant to the provisions of Section 497 of the Act, the Liquidator published Form No.155 in the newspapers namely 'The Financial Express' (English) & 'Nya India' (Hindi) on 22.12.2015 and in the Official Gazette (English & Hindi) on 16.01.2016 for the final meeting to be held on 27.01.2016.

11. The Final Meeting of the said company was held on 27.01.2016 and the Voluntary Liquidator filed accounts of the said Company in Form No. 156 & 157 as prescribed under Rule 329 & 331 of the Companies (Court) Rules, 1959 for the period from 14.03.2015 to 21.12.2015 with the Official Liquidator on 03.02.2016 and before the Registrar of Companies on 29.01.2016 and 01.02.2016 respectively.

12. The Official Liquidator has received no objection from the Registrar of Companies.

13. The Official Liquidator is not in receipt of any 'No Objection' certificate from the Income Tax Department. However, the Official Liquidator had sent several communications to the Income Tax Department but no response was received informing about any dues w.r.t. the said Company.

14. The Voluntary Liquidator Mr. Sanjeev Khandelwal has filed an Affidavit dated 21.04.2016 stating that *"the company does not have any dues towards government Authorities"* and the Alternate Director Mrs. Anilkumar Vijayalakshmi has filed an Indemnity Bond dated 20.04.2016 undertaking and indemnifying *"to settle all lawful claims and liabilities in future, if any, with the concerned parties/ departments/ Authorities of local/state/Central government of India if any dues/shortage/tax liabilities arise in future in relation with the said company"*.

15. The Official Liquidator is also satisfied that the necessary compliance of Section 497 and other relevant provisions of the Act have been made and the affairs of the said company have not been conducted in a manner prejudicial to the interest of its members or to the public interest and the said company may be dissolved.

16. In view of the foregoing and in view of the satisfaction accorded by the OL by way of the present petition, the said company is hereby wound up and shall be deemed to be dissolved with effect from the date of the filing of the present petition i.e. 23.12.2020.

17. A copy of this order be filed by the Official Liquidator with the Registrar of Companies within the statutory period, as provided for in the Act.

18. The petition is accordingly disposed of.

C. HARI SHANKAR, J.

JANUARY 11, 2021