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* **IN THE HIGH COURT OF DELHI AT NEW DELHI**
Date of Decision: 20th July, 2023
 + **CO.PET. 674/2015 and CO.APPL. 522/2023**
SHRI BHUPENDER KUMAR Petitioner
 Through: None.
 versus

GENESIS WELLNESS CLINIC PRIVATE LIMITED Respondent
 Through: Ms Isha Khanna, Standing Counsel
 for OL.

CORAM:
JUSTICE PRATHIBA M. SINGH

Prathiba M. Singh, J. (Oral)

1. This hearing has been done through hybrid mode.
2. This application has been filed by the Official Liquidator under Rule 9 of the Companies (Court) Rules, 1959 praying that 'GENESIS WELLNESS CLINIC PVT. LTD (IN LIQN)' (*hereinafter 'the Company'*) be finally dissolved and the Official Liquidator, Delhi, (*hereinafter 'OL'*) be discharged as its liquidator.
3. It is stated in the application that the Company was ordered to be wound up provisionally by this Court vide order dated 27th July, 2016. The statutory notices under Section 454, 456 of the Companies Act, 1956 for filing of the Statement of Affairs and under Rule 130 of the Rules for recording the statements of the Ex-Directors of the Company, namely, Mr. Kunal Kumar and Mrs. Megha Kumar were issued by the OL on 29th July, 2016 for the appearance of the ex-directors on 11th August, 2016. The said notices were served on Shri Kunal Kumar & Ms. Megha Kunal Kumar at their given address i.e., 3A/50, 3rd Floor, Karol Bagh, New Delhi-110005. Statutory notices were also sent to ROC, NCT Delhi and Haryana; Income Tax; Sales Tax and G.P.O. on 29th July, 2016 informing them about the appointment of the OL.



4. Pursuant to the above said notices, Shri Kunal Kumar and Ms. Megha Kunal Kumar appeared before the OL on 9th August, 2016 and their statements were recorded under Rule 130 of the Rules. They informed that the Company had maintained their Bank Accounts with HDFC Bank and Yes Bank, Patel Nagar Branch, New Delhi. However, the Bank Account Numbers were not given/ As such letters dated 6th June, 2017 were sent to the HDFC Bank and Yes Bank, Patel Nagar Branch, Delhi to provide the Account Numbers of the Bank Accounts held by the Company. A reply dated 3rd July, 2017 was received from Yes Bank with the necessary details. A notice dated 11th August, 2016 was also received on behalf of HDFC Bank addressed to the Company which was replied vide reply dated 8th September, 2016 informing them about the appointment of the OL and that their claims would be settled as per the provisions of the Companies Act, 1956 subject to availability of funds.

5. It is further submitted that as per the requirement of Section 454 of the Companies Act, 1956 the Ex-Directors filed the Statement of Affairs on 23rd August, 2016. However, as the Ex-directors had not handed over any records/books of account of the Company, the OL was unable to scrutinize the same properly.

6. In compliance of the order dated 27th July, 2016 of this Court, a team from this office visited the Regd. Office of the Company situated at 3A/50, 3rd Floor, W.E.A. Karol Bagh, New Delhi-110005. On reaching there, it was found that the building is in the residential locality and on the 3rd floor, the name plate "Bhupender Kumar" was displayed at the entrance door. Mr. Bhupender Kumar introduced himself as the owner of the premises. He informed the team that he is the Petitioner in the said Company Petition and Mr. Kunal Kumar is his son and Mrs. Megha Kunal Kumar is his daughter-in-law who had left the dwelling house, whereas he along with other family members is still residing at the said premises. He stated that one room at the top floor of the building/terrace was used and



occupied by his son Mr. Kunal Kumar as their dwelling house and the clinic was at F-1/U-34, Pitampura, Delhi and somewhere at Patel Nagar. He further clarified that the said personal room on the top floor was locked and the keys of the room were with Mr. Kunal Kumar. The physical inspection of the premises was done by the team of this office and it was observed that the entire premises is a residential premises and was being used by the family members purely for residential purposes. There were no assets/clinic equipment/records of the Company found at the said premises. The copy of the title document i.e., the Sale Deed was furnished by Mr. Bhupender Kumar in support of his statement. The original title deed was seen, verified and returned. Mr. Bhupender Kumar is also stated to have furnished a copy of the public notice debarring his son and daughter-in-law from the property of Mr. Bhupender Kumar. Under these circumstances, the possession of the already locked room was taken by putting the official seal on the already existing lock, followed by pasting of the notice under Section 456 of the Act. Since the said room was on the top floor of the building under the possession/ownership of Mr. Bhupender Kumar therefore he was asked to take care of the sealed premises.

7. It is submitted that the Clinic of the Company situated at F-11U-34, Pitampura, Delhi on 1st February, 2017 was also visited by the OL for taking over the possession of the same. On reaching there, the team found that a Clinic in the name and style of 'Gen. Next' was running there. The team entered the premises and met Dr. Kunal Kumar who stated that he is an employee of the Clinic 'Gen. Next' which is a Proprietorship Firm and informed the team that 'Genesis Wellness Clinic Pvt. Ltd.' had left the said premises in the year 2014. He also informed the team that the premises i.e, F-11U-34, Pitampura, Delhi is a rented premises and the firm is running their business from there since one and a half year.



8. Upon physical inspection of the premises, no records/books of Accounts/assets belonging to the Company was found there and Dr. Kunal stated in writing that all the assets belong to 'Clinic Gen. Next'. Thus, the OL could not take over the possession of the said premises.

9. In compliance of the order dated 28th May, 2018 of the Court, the movable assets/goods lying at 3A/50, 3rd Floor, WEA, Karol Bagh, New Delhi-110005 were sold to Mr. Kunal Kumar, the Ex-Director of the Company for Rs. 5,000/-. Upon receipt of the sum of said sum Rs. 5,000/- from him, the possession of the moveable assets was handed over to Mr Kunal Kumar.

10. It is further submitted that in compliance of the order dated 25th April, 2023, possession of the Registered Office of the Company situated at 3rd Floor, 3A/50, W.E.A, Karol Bagh, New Delhi-110005 was also was handed over to Mr. Bhupender Kumar, the owner of the premises on 4th May, 2023.

11. It is submitted by the OL that although a claim in Form No.66 was received from one Sh. Vishal Ganda for Rs. 1,62,300/- against a decree dated 1st January, 2016 passed by the District Consumer Dispute Redressal Forum, South, New Delhi in **consumer Complaint bearing no. 718/2010** titled **Vishal Ganda Vs. Genesis the Wellness Clinic**. However, as no funds were available, nothing could be paid against the abovesaid claim.

12. It is the further submission of the Id. Counsel for the OL that no useful purpose will be served by inviting claims from the creditors as no funds are available in the account of the Company and there are no recoverable assets in the knowledge of the OL.

13. It is stated that after deduction of all liquidation expenses including, Audit Fee, Legal Expenses, Salaries, Govt. Commission etc. incurred by this office, the fund position of the Company is Rs.23,749.00/- as on 16th June, 2023. It is submitted by the Id. Counsel for the OL that the abovesaid sum of Rs.23,749/-



may be permitted to be transferred to the Common Pool Fund maintained with the OL.

14. It is further submitted that the OL has no further assets either moveable or immoveable from which any money may be realized for the Company and therefore, no useful purpose would be served by keeping this matter pending. Thus, the OL has sought to close the books of accounts of the Company maintained by the office of the Official Liquidator and the Company be dissolved.

15. In view of the above facts and circumstances of this case, in the opinion of the Court, the liquidation proceedings deserve to be brought to an end. Consequently, **M/s GENESIS WELLNESS CLINIC PRIVATE LIMITED** is dissolved. The amount of Rs.23,749/- be also transferred to the Common Pool Fund.

16. A copy of this order be communicated to the Registrar of Companies within 30 days by the OL.

17. The petition along with all pending applications is disposed of, and the Official Liquidator is discharged.

18. Next date of hearing is cancelled.

PRATHIBA M. SINGH
JUDGE

JULY 20, 2023

Rahul/sk