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

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\+ CO.PET. 85/2016

IMAGES MULTIMEDIA PVT. LTD ..... Petitioner
Through: None.

versus

MAGNUM INTERIORS PVT.LTD. ..... Respondent
Through: Mr. D. Bhattacharya, Standing Counsel for OL.

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\+ CRL.O.(CO.) 5/2018

MAGNUM INTERIORS PVT.LTD.(IN LIQN.) ..... Petitioner
Through:

versus

SUDARSHAN SHARMA & ANR. ..... Respondents
Through: Mr. D. Bhattacharya, Standing Counsel for OL.

CORAM:
HON'BLE MR. JUSTICE DHARMESH SHARMA

O R D E R

% 13.02.2024

CO.APPL. 795/2023 & OLR 279/2019

1. The instant application has been preferred by the Official Liquidator and has been instituted under Section 481 of the Companies Act, 1956[1], seeking dissolution of the company (in liquidation) – M/s Magnum Interior Pvt. Ltd. and praying that the Official Liquidator be discharged as its Liquidator.

2. This application for dissolution of the company (in liquidation) has been moved by the Official Liquidator in the present company

[1]The Act

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petition which was preferred under Sections 433 (e) and (f) and 434(1)(A) of the Act read with Rule 9 of the Companies (Court) Rules, 1959 seeking winding up of the respondent company. The said company petition for winding up is predicated on the non-payment of dues amounting to Rs.10,57,399/- payable by the respondent company to the petitioner.

3. On a perusal of the record it is borne out that the present company petition was admitted vide order of this court dated 08.09.2017 and an Official Liquidator attached with this court was appointed as the Provisional Liquidator of the respondent company. Further, the Official Liquidator was directed to take over the assets, books of accounts and records of the company and also publish relevant citations in the newspapers 'Statesmen' (English) and 'Veer Arjun' (Hindi). The citations were published on 03.01.2018 and 04.01.2018 respectively. Thereafter, vide order dated 30.04.2019, the Official Liquidator was appointed as the Liquidator of the respondent company.

4. It is stated that as per the record of the Registrar of Companies, Delhi, the Registered Office of the company was situated at 115, Adhchini, Sri Aurobindo Marg, New Delhi - 110017, and the following persons are shown to be the Ex-Directors of the company (in liquidation):

(i) Mr. Rahul Kalhan
40/118 Chitranjan Park,
New Delhi- 110019.

(ii) Mr. Sudarshan Sharma
40/118 Chitranjan Park,
New Delhi- 110019.

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5. The above-noted registered office of the company (in liquidation) was seized by the office of the Official Liquidator on 21.09.2017. However, the said premises were released to the Bank of Maharashtra (Secured Creditor) pursuant to the order of this court dated 05.04.2018 passed in CO.APPL. 1776/2017 and the building was thereafter handed over to the Bank of Maharashtra on 21.08.2018

6. Thereafter, vide order dated 22.11.2019, the Official Liquidator was permitted to invite claims from the creditors of the company pursuant to which notices for inviting claims were published in the newspapers 'Hindustan Times' (English) and 'Veer Arjun' on 24.02.2020. In this regard, it is stated that the office of the Official Liquidator received no claims. It is noted that no claims were brought forth by the workmen/EPFO or the tax department either.

7. In view of the fact that no assets were seized or realised, and no claimants came forth, it is stated on behalf of the Official Liquidator that no useful purpose will be served in keeping the present winding up proceedings pending. Further, it has been stated that the funds position of the company is Rs. (-) 27,834/- as on 23.02.2023.

8. As regards the dissolution of a company, and in respect of bringing a quietus to the winding up process, reliance may be placed on the case of **Meghal Homes (P) Ltd. v. Shree Niwas Girni K.K. Samiti &Ors.**[2], wherein the Supreme Court held as under:-

> "When the affairs of the Company have been completely wound up or the court finds that the Official Liquidator cannot proceed with the winding up of the Company for want of funds or for any other reason, the court can make an order dissolving the Company from the date of that order. This puts an end to the winding up process."

[2](2007) 7 SCC 753

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9. At this juncture, it would also be expedient to consider Section 481 of the Act, which provides for dissolution of a company under such circumstances as are prevailing in the present matter, and the relevant portion of the same reads as under:

> "**Section 481. Dissolution of company.**
> (1) When the affairs of a company have been completely wound up or when the Court is of the opinion that the liquidator cannot proceed with the winding up of a company for want of funds and assets or for any of the reason whatsoever and it is just and reasonable in the circumstances of the case that an order of dissolution of the company should be made, the Court shall make an order that the company be dissolved from the date of the order, and the company shall be dissolved accordingly."
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> .....

10. In view of the above-noted decision of the Supreme Court in ***Meghal Homes (supra)***, as also the import of Section 481 (1) of the Act and the facts and circumstances of the present case, these liquidation proceedings warrant to be brought to an end. Thus, the company stands dissolved and the Official Liquidator is permitted to close the books of accounts of the company after adjusting all expenses and losses.

11. The OLR 279/2019 is taken on record.

12. Therefore, this application stands disposed of accordingly.

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13. The respondent company M/s. Magnum Interiors Pvt. Ltd. is thereby dissolved and the Official Liquidator is discharged.

14. The Official Liquidator is permitted to close the books of accounts of the company.

15. A copy of this Judgment be communicated to the Registrar of Companies within 30 days by the Official Liquidator.

16. Accordingly, this petition stands disposed of.

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CRL.O.(CO.) 05/2018

17. This is a petition moved on behalf of the Official Liquidator under Sections 454(5) and 5(A) of the Companies Act, 1956, against the Ex-Directors of the respondent company for failing to comply with the mandatory provisions of Section 454(3) of the Act as also contravening the directions of this court.

18. However, the Official Liquidator has since moved CO.APPL. 795/2023 under Section 481 of the Companies Act, 1956 seeking dissolution of the company (in liquidation) wherein it has been stated that the Official Liquidator is seized of no realisable assets, either moveable or immoveable, and further that no claimants have come forth before the office of the Official Liquidator. The same has been allowed and disposed of, and the company (in liquidation) stands dissolved accordingly. Therefore, no useful purpose will be served in continuing with the present complaint.

19. Accordingly, this petition stands disposed of.

DHARMESH SHARMA, J.

FEBRUARY 13, 2024/*ym/sm*

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