2025:BHC-OS:9262

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION

OFFICIAL LIQUIDATOR'S REPORT NO. 7 OF 2025

In the matter of M/s. RREEF India Advisors Private Limited. (In Voluntary Liquidation)

Shri. Himanshu Shantilal Kamdar ...Voluntary Liquidator

Mr. Ranjeev Carvalho, Adv. for OL.

Coram : Sharmila U. Deshmukh, J.
Date : 20th June, 2025.

P. C. :

1. The Official Liquidator's Report has been filed seeking the following directions:

> "**(a)** Whether in view of para. (13) above, this Hon'ble Court may be pleased to dispense with the submission of Affidavit by the directors of company (in voluntary liquidation).
>
> **(b)** If prayer clause (a) is affirmative, whether in view of para. (14) above, this Hon'ble Court may be pleased to direct that the aforesaid company viz., M/s. RREEF India Advisors Private Limited (In Vol. Liqn.) be treated as dissolved from the date of submission of this report to this Hon'ble Court in terms of provisions of section 497(6) of the Companies Act, 1956."

2. As far as direction (a) is concerned, the Affidavit is for purpose of confirming that no outstanding dues are pending against company and to provide indemnity in case any such demand arises in future.

3. The present case is of voluntary winding up of the Company. The shareholders in the Annual General meeting held on 4th June, 2012 resolved to wind up the Company voluntarily and Voluntary Liquidator was appointed. Subsequently, Voluntary Liquidator submitted to the Official Liquidator a final return of winding up in Form 157 under Section 497(6) of the Companies Act, 1956 from which it is evident that final meeting of the Company was held on 31st May, 2023. There is no statutory provision under which such an Affidavit is required to be filed by the Directors of the Company. The same is expected as a matter of practice. As the material on-record does not indicate any need for filing of Affidavit by the Directors and that there are no outstanding dues pending against the Company, the requirement of filing of Affidavit by the Director is dispensed with.

4. The Official Liquidator's Report also seeks direction that the Company in voluntary liquidation to be treated as dissolved from the date of submission of this report to this Court in terms of provisions of Section 497(6) of the Companies Act, 1956. The report states that Voluntary Liquidator has submitted the documents and records of the Company under liquidation on demand by the Official Liquidator. The Company had two shareholders and three directors as on the date of commencement of winding up. The financial position of the Company as on 31st March, 2012 is set out in report. The shareholders of the Company in the Annual General Meeting has resolved to wind up the Company pursuant to which Voluntary Liquidator was appointed who has submitted the final return of winding up under Section 497(6) of the Companies Act, 1956. As the affairs of the Company are wound up, the consequence is dissolution of the Company. There is no material on record to show that affairs of the Company were conducted in the manner prejudicial to the interest of its members or there is any fraud. The resolution of winding up is annexed at Page No. 10 of the Report. The 'No Objection' from the Assistant Commissioner of Income Tax is annexed at Page 22 stating that there are no demands outstanding. Similarly, the Registrar of Companies has given Status Report on 12th July, 2024, which is annexed at Page No. 24 stating that there are no charges, prosecution and complaints pending against the Company.

5. In light of the above, Company is treated as dissolved under Section 497(6) of the Companies Act, 1956 in terms of Official Liquidator's Report No. 7 of 2025 as from this date.

6. Official Liquidator's Report stands disposed of accordingly.

[Sharmila U. Deshmukh, J.]