

o/c

[To be published in the Gazette of India, Extraordinary, Part II,  
Section 3, Sub-section (i)]

**MINISTRY OF CORPORATE AFFAIRS**

**Notification**

New Delhi, the 24<sup>th</sup> January, 2020

GSR.....(E).- In exercise of the powers conferred by sub-sections (1) and (2) of section 468 and sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules, namely:-

**Part 1**

**GENERAL**

**1. Short title, commencement and application.-**

(1) These rules may be called the Companies (Winding Up) Rules, 2020.

(2) They shall come into force on the 1<sup>st</sup> day of April, 2020.

(3) These rules shall apply to winding up under of Companies Act 2013 (18 of 2013).

**2. Definitions.-** In these rules, unless the context or subject matter otherwise requires, -

(a) "Act" means the Companies Act, 2013 (18 of 2013);

(b) "Form" means a Form annexed to these rules;

(c) "Registrar" means the Registrar of the National Company Law Tribunal or National Company Law Appellate Tribunal and includes such other

officer of the Tribunal or Bench thereof to whom the powers and functions of the Registrar are assigned;

(d) "Registry" means the Registry of the Tribunal or any of its Benches or of the Appellate Tribunal, as the case may be, which keeps records of the applications and documents relating thereto;

(e) "Section" means section of the Act;

(f) words and expressions used and not defined in these rules but defined in the Act shall have the meanings respectively assigned to them in the Act.

## Part II

### WINDING UP BY TRIBUNAL

**3. Petition for winding up.-** (1) For the purposes of sub-section (1) of section 272, a petition for winding up of a company shall be presented in Form WIN 1 or Form WIN 2, as the case may be, with such variations as the circumstances may require, and shall be presented in triplicate.

(2) Every petition shall be verified by an affidavit made by the petitioner or by the petitioners, where there are more than one petitioners, and in case the petition is presented by a body corporate, by the Director, Secretary or any other authorised person thereof, and such affidavit shall be in Form WIN 3.

**4. Statement of affairs.-** The statement of affairs, as required to be filed under sub-section (4) of section 272 or sub-section (1) of section 274, shall be in Form WIN 4 and shall contain information up to the date which shall not be more than thirty days prior to the date of filing the petition or filing the objection as applicable and the statement of affairs shall be made in duplicate, duly verified by an affidavit, and affidavit of concurrence of the statement of affairs shall be in Form WIN 5.

**5. Admission of petition and directions as to advertisement.** - Upon filing of the petition, it shall be posted before the Tribunal for admission of the petition and fixing a date for the hearing thereof and for appropriate directions as to the advertisements to be published and the persons, if any, upon whom copies of the petition are to be served, and where the petition has been filed by a person other than the company, the Tribunal may, if it thinks fit, direct notice to be given to the company and give an opportunity of being heard, before giving directions as to the advertisement of the petition, if any, and the petitioner shall bear all costs of the advertisement.

**6. Copy of petition to be furnished.** - Every contributory of the company shall be entitled to be furnished by the petitioner or by his authorised representative with a copy of the petition within twenty four hours of his requiring the same on payment of five rupees per page.

**7. Advertisement of petition.** - Subject to any directions of the Tribunal, notice of the petition shall be advertised not less than fourteen days before the date fixed for hearing in any daily newspaper in English and vernacular language widely circulated in the State or Union territory in which the registered office of the company is situated, and the advertisement shall be in Form WIN 6.

**8. Application for leave to withdraw petition.** - (1) A petition for winding up shall not be withdrawn after presentation without the leave of the Tribunal subject to compliance with any order of the Tribunal, including as to costs.

(2) An application for leave to withdraw a petition for winding up which has been advertised in accordance with the provisions of rule 7 shall not be heard at any time before the date fixed in the advertisement for the hearing of the petition.

**9. Substitution for original petitioner.**- (a) Where a petitioner -

(i) is not entitled to present a petition; or

(ii) fails to advertise his petition within the time prescribed by these rules or by order of Tribunal; or

(iii) consents to withdraw the petition, or to allow it to be dismissed, or fails to appear in support of his petition when it is called on in Tribunal on the day originally fixed for the hearing thereof, or any day to which the hearing has been adjourned; or

(iv) if appearing, does not apply for an order in terms of the prayer of his petition; or,

(b) where in the opinion of the Tribunal there is other sufficient cause for an order being made under this rule, the Tribunal may, upon such terms as it may think just, substitute as petitioner any other person who, in the opinion of the Tribunal, would have a right to present a petition, and who is desirous of prosecuting the petition.

**10. Procedure on substitution.**- Where the Tribunal makes an order substituting a contributory as petitioner in a winding up petition, it shall adjourn the hearing of the petition to a date to be fixed by the Bench and direct such amendments of the petition as may be necessary and such contributory shall, within seven days from the making of the order, amend the petition accordingly, and file two legible and clean copies thereof together with an affidavit in duplicate setting out the grounds, on which he supports the petition and the amended petition shall be treated as the petition for the winding up of the company and shall be deemed to have been presented on the date on which the original petition was presented.

**11. Affidavit-in-objection.**- Any affidavit in objection to the petition under sub-section (1) of section 272 shall be filed within thirty days from the date

of order, and a copy of the affidavit shall be served on the petitioner or his authorised representative forthwith and copies of the affidavit shall also be given to any contributory appearing in support of the petition who may require the same on payment of five rupees per page within three working days.

**12. Affidavit in reply.** - An affidavit in reply to the affidavit in objection to the petition shall be filed not less than seven days before the day fixed for the hearing of the petition, and a copy of the affidavit in reply shall be served on the day of the filing thereof on the person by whom the affidavit in objection was filed or his authorised representative.

### **LIQUIDATOR**

**13. Applicability.** - Unless specified otherwise, the rules hereinafter shall apply to all types of liquidators.

**14. Appointment of provisional liquidator or Company Liquidator.** -

(1) After the admission of a petition for the winding up of a company by the Tribunal, and upon proof by affidavit of sufficient ground for the appointment of a provisional liquidator, the Tribunal, if it thinks fit, and upon such terms and conditions as in the opinion of the Tribunal shall be just and necessary, may appoint a provisional liquidator of the company, pending final orders on the winding up petition, in pursuance of clause (c) of sub-section (1) of section 273, and where the company is not the applicant, notice of the application for appointment of provisional liquidator shall be given to the company in Form WIN 7 and the company shall be given a reasonable opportunity to make its representation unless the Tribunal, for reasons to be recorded in writing, dispenses with such notice.

(2) The order appointing the provisional liquidator shall set out the restrictions and limitations, if any, on his powers imposed by the Tribunal

in accordance with the sub-section (3) of section 275 and the order shall be in Form WIN 8, with such variations as may be necessary.

(3) An order for the appointment of a provisional liquidator as passed in accordance with clause (c) of sub-section (1) of section 273 shall also state that it will be the duty of every person, who is in possession of any property, books or papers, cash or any other assets of the company, including the benefits derived therefrom, to surrender forthwith such property, books or papers, cash or other assets and the benefits so derived, as the case may be, to the provisional liquidator.

(4) Where an order for the appointment of provisional liquidator or Company Liquidator, as the case may be, has been made, the Registrar shall, as provided in sub section (1) of section 277 within a period not exceeding seven days from the date of passing of the order, send intimation to the Company Liquidator or provisional liquidator in Form WIN 9 by registered post or by speed post or by courier service or by electronic means and a copy of the order for the appointment of provisional liquidator or Company Liquidator, as the case may be, shall also be sent to the Registrar of Companies together with a copy of the petition and the affidavit, if any, filed in support thereof.

(5) The provisional liquidator or the Company Liquidator, as the case may be appointed by the Tribunal shall file a declaration in Form WIN 10 disclosing conflict of interest or lack of independence in respect of his appointment, if any, with the Tribunal within seven days from the date of appointment.

(6) The provisional liquidator or the Company Liquidator, as the case may be shall be appointed by the Tribunal from amongst the insolvency professionals registered under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) unless the official liquidator is appointed.

**15. Rules applicable to provisional liquidator.** - The rules relating to Company Liquidators shall apply to provisional liquidators, so far as applicable, subject to such directions as the Tribunal may give in each case.

**16. Costs, etc., of provisional liquidator.** - Subject to any order of the Tribunal, all the costs, charges and expenses incurred by the provisional liquidator shall be paid out of the assets of the company and if the company does not have sufficient assets or any assets to pay the costs, charges and expenses, the Tribunal may make appropriate orders in this regard.

#### **WINDING UP ORDER**

**17. Order to be sent to liquidator and form of order.** - (1) For the purposes of sub section (1) of section 277, the order for winding up shall be in Form WIN 11 with such variations as may be necessary and the order for winding-up shall be sent by the Registrar after it is signed and sealed within a period not exceeding seven days from the date of receipt of the order by the Registrar, to the Company Liquidator and the Registrar of Companies in Form WIN 12 and Form WIN 13, and the copy of the order sent to Company Liquidator shall be accompanied by a copy of the petition and the affidavit, if any, filed in support thereof if not already sent at the time of appointment of the provisional liquidator.

(2) The Company Liquidator shall cause a sealed copy of the order to be served upon the company in accordance with the provisions of section 20, at its registered office or if there is no registered office, at its principal or last known principal place of business, or upon such other person or persons or in such manner as the Tribunal may direct.

(3) A copy of the order made by the Tribunal shall also be filed by the liquidator within thirty days of the receipt with the Registrar of Companies in form INC-28 of the Companies (Incorporation) Rules, 2014.

**18. Contents of winding up order.**— An order for winding up a company shall inter-alia contain that it will be the duty of such of the persons as are liable to submit the books of account of the company completed and audited upto the date of the order, to attend on the Company Liquidator at required time and place and give him all the information, and it will be the duty of every person who is in possession of any property, books or papers, cash or any other assets of the company, including the benefits derived therefrom, to surrender forthwith such property, books or papers, cash or other assets and the benefits so derived, as the case may be, to the Company Liquidator.

**19. Directions on making winding up order.**— At the time of making the winding up order, or at any time thereafter, the Tribunal shall give directions to the petitioner as to the advertisement of the order and the persons, if any, on whom the order shall be served and the persons, if any, to whom notice shall be given of the further proceedings, in the liquidation, and such further directions as may be necessary.

**20. Advertisement of order.**— Save as otherwise ordered by the Tribunal, the order for the winding up of a company by the Tribunal shall, within fourteen days of the date of the order, be advertised by the petitioner in a newspaper in the English language and a newspaper in vernacular language widely circulating in the State or the Union territory where the registered office of the company is situated and shall be served by the petitioner upon such person, if any, and in such manner as the Tribunal may direct, and the advertisement shall be in Form WIN 14.

**21. Declaration by Company Liquidator.**— The declaration by the Company Liquidator regarding disclosing conflict of interest or lack of



independence, if any, in respect of his appointment as Company Liquidator as referred to in sub-section (6) of section 275 shall be filed in Form WIN 10 with the Tribunal.

**22. Company Liquidator to take charge of assets and books and papers of company.**—

(1) On a winding up order being made, the Company Liquidator shall, forthwith take into his custody or under his control all the properties and effects, actionable claims and the books and papers of the company, and it shall be the duty of all persons having custody of any of the properties, books and papers, cash or any other assets of the company, to deliver possession thereof to the Company Liquidator.

(2) Where the company, its promoters, its key managerial personnel or any other person required to cooperate with the liquidator does not so cooperate, the liquidator may make an application to the Tribunal for an appropriate order.

(3) The Tribunal, on receiving an application under sub-rule (2), shall by an order, direct such promoters, key managerial personnel or other person (including contractual counter party, supplier, service provider or auditor) —

(a) to provide the information requested by the liquidator; and

(b) to comply with the instructions of the liquidator and to cooperate with him in collection of information and taking custody of the assets, properties and books of accounts.

**23. Form of proceedings after winding up order is made.**— After a winding up order is made or a provisional liquidator is appointed, every subsequent proceeding in the winding up shall bear the original number of the winding up petition besides its own distinctive number, but against the name of the company in the cause-title, the words 'in liquidation' or 'in provisional liquidation' as the case may be, shall appear in brackets.

## **APPLICATION FOR STAY OF SUITS ETC. ON WINDING UP ORDER**

**24. Application for leave to commence or continue suit or proceeding.**- An application under sub-section (1) of section 279 for leave of the Tribunal to commence or continue any suit or other legal proceeding by or against the company shall be made in Form WIN 15 upon notice to the Company Liquidator and the parties to the suit or proceeding sought to be commenced or continued.

## **REPORTS BY COMPANY LIQUIDATOR UNDER SECTION 281**

**25. Report by Company Liquidator.**- (1) The report to be submitted by the Company Liquidator under sub-section (1) of section 281 shall be in Form WIN 16 with such variations as may be necessary and the Company Liquidator may make further report or reports, if he thinks fit, according to the provisions of sub-section (4) of the said section.

(2) It shall be the duty of the promoters, directors, officers, employees and every person who has made or concurred in making of the statement of affairs, if and when required, to attend on the Company Liquidator and answer all such questions as may be put to him, give all such further information as may be required from him, and provide such assistance as may be required by the Company Liquidator.

(3) The Tribunal shall, within seven days from the receipt of such report, fix a date for the consideration thereof by the Tribunal and notify the date on the notice board of the Tribunal and to the Company Liquidator.

**26. Inspection of statement of affairs and report.**- Every creditor or contributory, by himself, or by his agent, shall be entitled to inspect the statement of affairs submitted under sub-section (4) of section 272 or sub-section (1) of section 274 and the report of the Company Liquidator submitted under sub-rule (1) of rule 25, on payment of a fee of one

thousand rupees and to obtain copies thereof or extracts therefrom on payment of a fee of five rupees per page.

**27. Consideration of report by Tribunal.** - The consideration of the report made by the Company Liquidator pursuant to section 281, shall be placed before the Tribunal, and the Company Liquidator shall personally or by authorised representative attend the consideration of the said report and give the Tribunal any further information or explanation with reference to the matters contained therein which the Tribunal may require and on consideration of the aforesaid report, the Tribunal may pass such orders and give such directions as it may think fit.

### **SETTLEMENT OF LIST OF CONTRIBUTORIES**

**28. Provisional list of contributories.** - (1) Unless the Tribunal dispenses with the settlement of a list of contributories, the Company Liquidator shall prepare and file in the Tribunal not later than twenty-one days after the date of the winding up order a provisional list of contributories of the company with their names and addresses, the number of shares or the extent of interest to be attributed to each contributory, the amount called up and the amount paid up in respect of such shares or interest, and distinguishing in such list the several classes of contributories.

(2) The list shall consist of every person who was a member of the company at the commencement of the winding up or his representative, and shall be divided into two parts, the first part consisting of those who are contributories in their own right, and the second part, of those who are contributories as being representatives of, or liable for the debts of others, as required under sub-section (1) of section 281, and the list shall be in Form WIN 17.

**29. Notice to be given of date of settlement.** - (1) Upon the filing of the provisional list of contributories mentioned in rule 28, the Company

Liquidator shall obtain a date from the Tribunal for settlement of the list of contributories and shall give notice of the date appointed to every person included in such list, stating in such notice in what character and for what number of shares or extent of interest such person is included in the list, the amount called up and the amount paid up in respect of such shares or interest, and informing such person by such notice that if he intends to object to his being settled as a contributory in such character and for such number of shares or interest as mentioned in the list, he should file in Tribunal his affidavit in support of his contention and serve a copy of the same on the Company Liquidator not less than two days before the date fixed for the settlement, and appear before Tribunal on the date appointed for the settlement in person or by authorised representative and such notice shall be in Form WIN 18, and shall be sent in the mode set out in section 20 so that it reaches the contributories not less than fourteen days before the date fixed for the settlement.

(2) The person who posted the notice shall swear by an affidavit in Form WIN 19 relating to the dispatch thereof, and file the same in the Tribunal not later than two days before the date fixed for the settlement of the list.

**30. Settlement of list.** - On the date appointed for the settlement of the list referred to in rule 29, the Tribunal shall hear any person who objects to being settled as a contributory or as a contributory in such character or for such number of shares or extent of interest as is mentioned in the said list, and after such hearing, shall finally settle the list in accordance with sub-section (1) of section 285 and the aforesaid list when settled shall be certified by the Tribunal under its seal and shall be in Form WIN 20.

**31. Notice of settlement to contributories.** - (1) Upon the receipt of the settled list of contributories, as certified by the Tribunal in terms of rule 30, the Company Liquidator shall within a period of 7 days issue notice to every person placed on the said list of contributories, stating in what

character and for what number of shares or interest he has been placed on the said list, what amount has been called up and what amount paid up in respect of such shares or interest and in the notice he shall inform such person that any application for the removal of his name from the aforesaid list or for a variation of the said list, must be made to the Tribunal within fifteen days from the date of service on the contributory of such notice, and such notice shall be in Form WIN 21 and shall be sent to each person settled on the said list by pre-paid registered post or speed post at the address mentioned in the said list.

(2) An affidavit of service relating to the dispatch of the notice to the contributories under this rule shall be sworn by the person who dispatched the said notice and shall be filed in Tribunal within seven days of the said dispatch of notice and such affidavit shall be in Form WIN 22.

**32. Supplemental list of contributories.**- The Tribunal may add to the list of contributories by a supplemental list or lists and any such addition shall be made in the same manner in all respects as the settlement of the original list.

**33. Variation of list.**- Save as provided in rule 31, the list of contributories shall not be varied, and no person settled on the list as a contributory shall be removed from the list, or his liability in any way varied, except by order of the Tribunal and in accordance with such order.

**34. Application for rectification of list.**- If after the settlement of the list of contributories, the Company Liquidator has reason to believe that a contributory who had been included in the provisional list has been improperly or by mistake excluded or omitted from the list of contributories as finally settled or that the character in which or the number of shares or extent of interest for which he has been included in the list as finally settled or any other particular contained therein, requires rectification in any respect, he may, upon notice to the contributory

concerned, apply to the Tribunal for such rectification of the list as may be necessary, and the Tribunal may on such application, rectify or vary the list as it may think fit.

**35. List of contributories consisting of past members.**- It shall not be necessary to settle a list of contributories consisting of the past members of a company, unless so ordered by the Tribunal and where an order is made for settling a list of contributories consisting of the past members of a company, the provisions of these rules shall apply to the settlement of such list in the same manner as they apply to the settlement of the list of contributories consisting of the present members.

#### **ADVISORY COMMITTEE**

**36. Meeting of creditors and contributories.**- The meeting of the creditors and contributories in accordance with the provisions of sub-section (3) of section 287 to determine the persons who may be the members of the advisory committee, shall be convened, held and conducted in the manner hereinafter provided in these rules for the holding and conducting of meeting of creditors and contributories.

**37. Company Liquidator to report result of meeting.**- (1) As soon as possible but not later than seven days after the holding of the meeting of the creditors and contributories, the Company Liquidator shall report the result thereof to the Tribunal and such report shall be in Form WIN 23.

(2) Where the creditors and contributories have agreed upon the constitution and composition of the advisory committee and the persons who are to be members thereof, an advisory committee shall, subject to the provisions of sub-section (2) of section 287, be constituted in accordance with such decision, and the Company Liquidator shall set out in his report the names of the members of the committee so constituted.

(3) After being directed by the Tribunal to constitute an advisory committee where the creditors and contributories have not agreed upon the composition of the advisory committee and the persons who are to be members thereof, the Company Liquidator shall, at the time of making his report as aforesaid, apply to the Tribunal for directions as to what shall be its composition, and who shall be the members thereof, and the Tribunal shall thereupon fix a date for the consideration of the report of the Company Liquidator and the notice of the date so fixed shall be advertised by the Company Liquidator in such manner as the Tribunal shall direct not less than seven days before the date so fixed, and the advertisement shall be in Form WIN 24.

(4) On the date fixed for hearing of the said application for directions, the Tribunal may, after hearing the Company Liquidator and any creditor or contributory who may appear, decide as to who would be the members of the said advisory committee or pass such orders or give such directions in the matter, as the Tribunal may think fit.

**38. Filling -up of vacancy in advisory committee.**- (1) On a vacancy occurring in the advisory committee, the Company Liquidator shall forthwith summon a meeting of creditors or of contributories, as the case may require, to recommend for filling the vacancy and the meeting may, by resolution, recommend for re-appointing the same, or propose for appointing another creditor or contributory, as the case may be to fill the vacancy:

Provided that if the Company Liquidator, having regard to the position in the winding up, is of the opinion that it is unnecessary for the vacancy to be filled, he may apply to the Tribunal and the Tribunal may make an order that the vacancy shall not be filled, or shall not be filled except in such circumstances as may be specified in the order.

(2) The continuing members of the advisory committee, if not less than

two, may act notwithstanding any vacancy in the said committee.

(3) Where the creditors or contributories, as the case may be, fail to fill the vacancy for whatever reason, the Company Liquidator shall forthwith report such failure to the Tribunal and Tribunal may, by order, fill such vacancy.

**39. Company Liquidator and members of advisory committee dealing with company's assets.** - Neither the Company Liquidator nor any member of the advisory committee shall, while acting as such liquidator or member of such committee in any winding up, either directly or indirectly, by himself or through his employer, partner, clerk, agent, servant, or relative, become purchaser of any part of the company's assets, except by leave of the Tribunal and any such purchase made contrary to the provisions of this rule may be set aside by the Tribunal on the application of the said liquidator or of a creditor or contributory, as the case may be, and the Tribunal may make such order as to costs as it may think fit.

**40. Advisory committee not to make profit.** - No member of the advisory committee shall, except under the order of the Tribunal, directly or indirectly, by himself or through his employer, partner, clerk, agent, servant or relative, be entitled to derive any profit from any transaction arising out of the winding up or to receive out of the assets any payment for services rendered by him in connection with the administration of the assets, or for any goods supplied by him to the Company Liquidator for or on account of the company and where any profit or payment has been made contrary to the provisions of this rule, such payment shall be disallowed or the profit shall be recovered, as the case may be, on the audit of the such liquidator's accounts or otherwise.

**41. Cost of obtaining order of Tribunal.** - In any case in which an order of the Tribunal is obtained under rule 39 or rule 40, the costs of obtaining



such order shall be borne by the person in whose interest such order is obtained and shall not be payable out of the companies' assets.

**42. Order sanctioning payment to advisory committee.**- Where the order of the Tribunal to a payment to a member of the advisory committee for services rendered by him in connection with the administration of the company's assets is obtained, the order of the Tribunal shall specify the nature of the services, and such order shall only be given where the service performed is of a special nature, and except by the express order of the Tribunal, no remuneration shall be paid to a member of the advisory committee for services rendered by him in the discharge of the duties attached to his office as a member of such committee.

**43. Meetings of advisory committee.**- (1)The advisory committee shall meet at such times as it may from time to time appoint and the Company Liquidator or one-third of the total number of members of the said committee may also call a meeting of that committee as and when they think necessary.

(2)The quorum for a meeting of the advisory committee shall be one-third of the total number of the members, or two, whichever is higher.

(3)The advisory committee may act by a majority of its members present at a meeting, but shall not act unless a quorum is present.

(4)A member of the advisory committee may resign by notice in writing signed by him and delivered to the Company Liquidator.

(5)If a member of the advisory committee is adjudged as an insolvent, or compounds or arranges with his creditors, or is absent from five consecutive meetings of the said committee without the leave of those members who, together with himself, represent the creditors or contributories, as the case may be, his office shall become vacant.

(6) A member of the advisory committee may be removed, subject to the directions of the Tribunal, at a meeting of creditors if he represents creditors, or at a meeting of contributories if he represents contributories, by an ordinary resolution of which seven days' notice has been given, stating the object of the meeting.

#### **MEETINGS OF CREDITORS AND CONTRIBUTORIES**

**44. Application of rules to meetings.** - Subject to any directions given by the Tribunal, rules as hereinafter set out shall apply to meetings of creditors and contributories as may be convened in pursuance of sub-section (3) of section 287 and sub-section (3) of section 292.

**45. Notice of meeting.** - (1) The Company Liquidator shall summon meetings of creditors and contributories by giving not less than fourteen days' notice by sending individually to every creditor of the company a notice of the meeting of creditors, and to every contributory of the company a notice of the meeting of contributories, by sending notice by registered post or speed post or by electronic means so as to reach such person in not less than fourteen days before the date fixed for the meeting;

Provided that where the number of creditors or contributories, as the case may be, exceeds five hundred, the Company Liquidator shall also give a fourteen days' notice of the time and place appointed for the meeting by advertisement in one daily newspaper in the English language and one daily newspaper in the principal regional language circulating in the State or Union territory concerned.

(2) The notice to each creditor shall be sent to the address given in his proof as referred to in rule 101 or, if he has not so proved, to the address given in the statement of affairs, or, to the address given in the books of the company, or to such other address as may be known to the person summoning the meeting, and the notice to each contributory shall be sent

to the address mentioned in the books of the company as the address of such contributory or to such other address as may be known to the person summoning the meeting.

(3) The notices shall be in Forms WIN 25 to 29 as may be applicable.

**46. Place and time of meeting.**- Every meeting shall be held at such place and time as the Company Liquidator considers convenient for the majority of the creditors or contributories or both and different times or places or both may, if thought fit, be appointed for the meeting of the creditors or contributories or both.

**47. Notice of first or other meeting to officers of company.**- (1) The Company Liquidator shall also give, to each of the officers of the company, who in his opinion ought to attend the first or any other meeting of creditors or contributories, fourteen days' notice in Form WIN 30 of the time and place appointed for such meeting and the notice may either be delivered by hand or sent by registered post or speed post or by electronic means as may be convenient, and it shall be the duty of every officer who receives notice of such meeting to attend if so required by the Company Liquidator, and if any such officer fails to attend, the Liquidator may report such failure to the Tribunal and the Tribunal may issue such directions to such person as it thinks fit.

(2) The Company Liquidator, if he thinks fit, may instead of requiring any of the officers of the company to attend the meeting as aforesaid, require such officer to answer any interrogatories or to furnish in writing any information that he may require for purposes of such meeting, and if such officer fails to answer the interrogatories or furnish such information, the liquidator shall report such failure to the Tribunal and the Tribunal may issue such directions to such officer as it may think fit.

**48. Proof of notice.**- An affidavit by any person who sent the notice, that such notice has been duly sent, shall be sufficient evidence of the notice having been sent to the person to whom the same was addressed and the affidavit shall be filed in the Tribunal in Form WIN 31.

**49. Costs of meeting.**- The cost of convening and conducting the meeting of the creditors or contributories shall be met out of the assets of the company.

**50. Chairman of meeting.**- The Company Liquidator or some person nominated by him shall be the Chairman of the meeting and the nomination shall be in Form WIN 32.

**51. Resolution at creditors' meeting.**- At a meeting of creditors, a resolution shall be deemed to be passed, when a majority in value of the creditors present personally or by proxy and voting on the resolution have voted in favour of the resolution and in a winding up by the Tribunal, the value of a creditor, shall, for the purposes of a first meeting of the creditors meeting held under section 287, be deemed to be the value as shown in the books of the company, or the amount mentioned in his proof as referred to rule 101, whichever is less and for the purposes of any other meeting, the value for which the creditor has proved his debt or claim.

**52. Resolution of contributories' meeting.**- At a meeting of the contributories, a resolution shall be deemed to be passed when a majority in value of the contributories present personally or by proxy and voting on the resolution have voted in favour of the resolution and the value of the contributories shall be determined according to the number of votes to which each contributory is entitled as a member of the company under the provisions of the Act, or the articles of the company, as the case may be.

**53. Copies of resolution to be filed.**- The Company Liquidator shall file in the Tribunal a copy certified by him of every resolution passed at a

meeting of the creditors or contributories and the Registry shall keep in each case a file of such resolution.

**54. Non-receipt of notice by creditor or contributory.** - Where a meeting of creditors or contributories is summoned by notice, the proceedings and resolution at the meeting shall, unless the Tribunal otherwise orders, be valid notwithstanding that some creditors or contributories may not have received the notice sent to them.

**55. Adjournments.** - The chairman of the meeting may, with the consent of the creditors or contributories present in the meeting, as the case may be, adjourn it from time to time, but the adjourned meeting shall be held at the same place as the original meeting unless in the resolution for adjournment another place is specified or unless the Tribunal otherwise orders.

**56. Quorum.** - A meeting may not act for any purpose except for adjournment thereof unless there are present or represented thereat in the case of a creditors' meeting at least three creditors entitled to vote or in the case of a meeting of contributories at least three contributories or all the creditors entitled to vote or all the contributories if the number of creditors entitled to vote or the number of contributories, as the case may be does not exceed three.

**57 Procedure in absence of quorum.** - If, within half an hour from the time appointed for the meeting, a quorum of creditors or contributories, as the case may be, is not present or represented, the meeting shall be adjourned to the same day in the following week at the same time and place and if at such adjourned meeting, the quorum is not present, at least two creditors or contributories present in person shall form the quorum and may transact the business for which the meeting was convened:

Provided that if at the adjourned meeting also two creditors or contributories, as the case may be, are not present, the chairman of the meeting shall submit his report to the Tribunal for such directions as the Tribunal may deem fit.

**58. When creditor can vote.**- In the case of a meeting of creditors held under section 287 or of any adjournment thereof, a person shall not be entitled to vote as a creditor unless he has duly lodged with the Company Liquidator not later than the time mentioned for that purpose in the notice convening the meeting, a proof of the debt which he claims to be due to him from the company and in the case of other meeting of creditors, a person shall not be entitled to vote as a creditor unless he has lodged with the Company Liquidator a proof of the debt which he claims to be due to him from the company and such proof has been admitted wholly or in part before the date on which the meeting is held.

*Provided* that this rule and rules 59 to 62 shall not apply to a meeting of creditors held prior to the meeting of creditors under section 287:

*Provided further* that this rules shall not apply to any creditors or class of creditors who by virtue of these rules or any directions given thereunder are not required to prove their debts.

**59. Case in which creditors may not vote.**- A creditor shall not vote in respect of any unliquidated or contingent debt or any debt, value of which is not ascertained, nor shall a creditor vote in respect of any debt secured by a current bill of exchange or promissory note held by him unless he is willing to treat liability to him thereon of every person who is liable thereon antecedently to the company, and against whom no order of adjudication has been made, as a security in his hands, and to estimate the value thereof, and for the purposes of voting, but not for purposes of dividend, to deduct it from his proof mentioned above.

**60. When secured creditor can vote.**- For the purposes of voting at a meeting, in a winding up by the Tribunal, a secured creditor shall, unless he surrenders his security, state in his aforesaid proof, the particulars of his security, the date when it was given and the value at which it is assessed by a registered valuer, and shall be entitled to vote only in respect of the balance due to him, if any, after deducting the value of his security.

**61. Effect of voting by a secured creditor.**- If a secured creditor votes in respect of his whole debt he shall be deemed to have surrendered his security, unless the Tribunal, on an application by such creditor, is satisfied that the omission to value the security was due to inadvertence.

**62. Procedure when secured creditor votes without surrendering security.**- The liquidator may within fifteen days from the date of the meeting at which a secured creditor voted on the basis of his valuation of the security, require him to give up the security for the benefit of the creditors generally on payment of the value so estimated by him, and may, if necessary, apply to the Tribunal for an order to compel such creditor to give up the security:

Provided that the Tribunal may, for good cause shown, permit the said creditor to correct his valuation before being required to give up the security, upon such terms as to costs as the Tribunal may consider just.

**63. Admission or rejection of proof for purposes of voting.**- The chairman of the meeting shall have power to admit or reject a proof for the purposes of voting, but his decision shall be subject to appeal to the Tribunal, and if he is in doubt whether a proof shall be admitted or rejected, he shall mark it as objected to and allow the creditor to vote subject to the vote being declared invalid in the event of the objection being sustained.

**64. Minutes of proceedings.**- (1) The chairman of the meeting shall cause minutes of the proceedings at the meeting to be drawn up and fairly entered in the Minute Book within 30 days and the minutes shall be signed by him or by the chairman of the next meeting.

(2) A list of creditors and contributories present at every meeting shall be made and kept in Form WIN 33.

**65. Report to Tribunal.**- The Company Liquidator shall, within seven days of the conclusion of the meeting, report the result thereof to the Tribunal in Form No. WIN 34.

#### **PROXIES IN RELATION TO MEETINGS OF CREDITORS AND CONTRIBUTORIES**

**66. Voting by proxies.**- A creditor or contributory may vote either in person or by proxy, and where a person is authorised in the manner provided by section 113 to represent a body corporate at any meeting of creditors or contributories, such person shall produce to the Company Liquidator or and chairman of the meeting, as the case may be, a copy of the resolution so authorising him and such copy must be certified to be a true copy by a director, manager, secretary or other officer of the company duly authorised in that behalf, who shall certify that he is so authorised.

**67. Form of proxies.**- A creditor or contributory may give a general proxy or a special proxy to any person, and a general proxy shall be in Form WIN 35 and a special proxy in Form WIN 36.

**68. Proxies to Company Liquidator or chairman of meeting.**- A creditor or contributory in a winding up by the Tribunal may appoint the Company Liquidator or if there is no such liquidator, the chairman of the meeting, to act as his general or special proxy.



**69. Use of proxies by deputy.**- Where a Company Liquidator who holds any proxies cannot attend the meeting for which they are given, he may in writing depute some person under his official control to use the proxies on his behalf and in such manner as he may direct.

**70. Forms to be sent with notice.**- Forms of proxies shall be sent to the creditors and contributories with the notice summoning the meeting and no name shall be inserted or printed in the form before it is sent.

**71. Proxies to be lodged.**- A proxy shall be lodged not later than 48 hours before the meeting at which it is to be used, with the Company Liquidator in a winding up by the Tribunal.

**72. Holder of proxy not to vote on matter in which he is financially interested.**- No person acting either under a general or special proxy, shall vote in favour of any resolution which would directly or indirectly place himself, his partner or employer in a position to receive any remuneration out of the assets of the company otherwise than as a creditor ratably with the other creditors of the company.

**73. Minor not to be appointed proxy.**- No person shall be appointed as a general or special proxy who is a minor.

**74. Filling in proxy where creditor or contributory is blind or incapable.**-The proxy of a creditor or a contributory who is blind or incapable of writing may be accepted if such creditor or contributory has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address:

Provided that all insertions in the proxy shall be in the handwriting of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the creditor or contributory before he attached his signature or mark.

**75. Proxy of person not acquainted with English.**- The proxy of a creditor or contributory who does not know English may be accepted if it is executed in the manner provided in rule 74 and the witness certifies that it was explained to the creditor or contributory in the language known to him, and gives the creditor's or contributory's name in English below the signature.

**76. Submission of periodical reports to the tribunal.**- The Company Liquidator shall make quarterly reports, referred to in sub-section (1) of section 288, to the Tribunal in Form WIN 37 with respect to the progress of winding up of the company.

**77. Employment of additional or special staff by Official Liquidator.**- Where the Official Liquidator is of the opinion that the employment of any special or additional staff is necessary in any liquidation, he shall apply to the Tribunal for sanction, and the Tribunal may sanction such staff as it thinks fit on such salaries and allowances as the Tribunal may deem appropriate.

**78. Declaration by professional.**- The professional, referred to in section 291, appointed by the Company Liquidator with the sanction of the Tribunal shall file a declaration in Form WIN 38 disclosing any conflict of interest or lack of independence in respect of his appointment with the Tribunal forthwith.

**REGISTERS AND BOOKS OF ACCOUNT TO BE MAINTAINED BY  
COMPANY LIQUIDATOR**

**79. Record book to be maintained by Company Liquidator.**- The Company Liquidator shall maintain a record book for each company in which shall be entered minutes of all the proceedings and resolutions passed at any meeting of the creditors or contributories or of the advisory committee, the substance of all orders passed by the Tribunal in the liquidation proceedings, and all such matters other than matters of account as may be necessary, to furnish a correct view of the administration of the company's affairs.

**80. Registers and books to be maintained by Company Liquidator.**- (1) The Company Liquidator shall maintain the following books of accounts, so far as may be applicable, in respect of the company under winding up:

- (a). Register of Liquidations in Form WIN 38 A;
- (b). Central Cash Book in Form WIN 38 B;
- (c). Company's Cash Book in Form WIN 38 C;
- (d). General Ledger in Form WIN 38 D;
- (e). Cashier's Cash Book in Form WIN 38 E;
- (f). Bank Ledger in Form WIN 38 F;
- (g). Register of Assets in Form WIN 38 G;
- (h). Securities and Investment Register in Form WIN 38 H;
- (i). Register of Book Debts and Outstanding's in Form WIN 38 -I;
- (j). Tenants Ledger in Form WIN 38 J;
- (k). Suits Register in Form WIN 38 K;

- (l). Deceit Register in Form WIN 38 L;
- (m). Sales Register in Form WIN 38 M;
- (n). Register of Claims and Dividends in Form WIN 38 N;
- (o). Contributories Ledger in Form WIN 38-O;
- (p). Dividends Paid Register in Form WIN 38 P;
- (q). Suspense Register in Form WIN 38-Q;
- (r). Documents Register in Form WIN 38 R;
- (s). Books Register in Form WIN 38 S;
- (t). Register of unclaimed dividends and undistributed assets, deposited into the companies liquidation account in the Bank, in Form WIN 38 T.

and in maintaining the registers and books mentioned above, the Company Liquidator shall follow the instructions contained in the respective forms provided for the said books and registers.

(2) The Company Liquidator shall, in addition to the registers and books referred to in sub-rule (1), maintain such other books as may be necessary for the proper and efficient working of his office such as petty cash register, correspondence register, despatch register, daily register of money orders and cheques received for accounting of transactions entered into by him in relation to the company.

(3) Where the accounts of the company are incomplete, the Company Liquidator shall, with all convenient speed, as soon as the order for winding up is made, have them completed and brought up-to-date.

(4) (a) Where the Company Liquidator is authorised to carry on the business of the company he shall keep separate books of account in

respect of such business and such books shall, as far as possible, be in conformity with the books already kept by the company in the course of its business, and the Company Liquidator shall incorporate in the winding up cash book and in the company's cash book, the total weekly amounts of the receipts and payments on such trading account.

(b) The trading account shall, from time to time not less than once in every month, be verified by affidavit, and the Company Liquidator shall thereupon submit such account to the advisory committee (if any) or such member thereof as may be appointed by the said committee for that purpose, who shall examine and certify the same.

(5) The Company Liquidator shall keep proper vouchers for all payments made or expenses incurred by him, and the vouchers shall be serially numbered.

#### **BANKING ACCOUNT OF COMPANY LIQUIDATOR**

**81. All money to be paid into special bank account in a scheduled bank.**— (1) The Company Liquidator shall deposit into a special bank account in his official name opened in any scheduled bank or any other bank as may be permitted by the Tribunal (hereinafter referred to as the bank), all moneys including cheques and demand drafts received by him as the Company Liquidator of the company, and the realisations of each day shall be deposited in the bank without deduction, not later than the next working day of the bank and the Company Liquidator may maintain a petty cash of five thousand rupees or such higher amount as may be permitted by the Tribunal to meet day to day expenses, and all payments out of the aforesaid account by the Company Liquidator above two thousand rupees shall be made by cheque drawn against the said account.

[2] The Company Liquidator shall make quarterly reports to the Tribunal regarding the funds, including filing the bank statements of the special bank account.

**82. Bills, cheques, etc. to be deposited with bank.** - All bills, cheques, hundies, notes and other securities payable to the company or to the Company Liquidator thereof shall, as soon as they come into the hands of the Company Liquidator, be deposited by him with the bank for the purpose of being presented for acceptance and payment or for payment only, as the case may be and the proceeds when realised shall be credited by the bank to the special bank account.

**83. Payments into Bank.** - Where the Tribunal makes an order directing any person to pay any money due to the company into the special bank account maintained by the Company Liquidator, the person so directed shall, at the time of making the payment, produce to the bank a certified copy of the order or a payment in challan endorsed by the Company Liquidator under his signature and the person making the payment shall give notice thereof to the Company Liquidator and produce before him the bank receipt relating thereto.

**84. Company Liquidator's Dividend Account.** - The Company Liquidator shall also open a separate dividend account for the company under liquidation with the sanction of the Tribunal, in any scheduled bank, under the name 'the Dividend Account of..... (name of the company) in liquidation' into which account he shall, upon a declaration of dividend being made in the winding up of the company, deposit by transfer from special bank account, the total amount of the dividend payable upon such declaration and there shall be a separate such account in respect of each declaration of dividend and all payments of dividend shall be made from the said Company Liquidator's dividend account and any unpaid balance in the said account shall be transferred to the Company Liquidation

Dividend and Undistributed Assets Account referred to in sub-section (1) of section 352, and all payments of dividends shall be made by cheques or through Electronic Clearing System drawn against the said account.

**85. Where the company has no available assets.** - (1) Where a company against which a winding up order has been made has no available assets, the Company Liquidator may, with the leave of the Tribunal, incur any necessary expenses in connection with the winding up, out of any permanent advance or other fund provided by the Central Government, and the expenses so incurred shall be recouped out of the assets of the company in priority to the debts of the company:

Provided that where any money has been advanced to the Company Liquidator by the petitioner or other creditor or contributory for meeting any preliminary expenses in connection with the winding up, the Company Liquidator may incur any necessary expenses out of such amount, and the money so advanced shall be paid out of the assets of the company in priority to the debts of the company:

Provided further that if the Official Liquidator maintains any Common Pool Fund or Establishment Fund under order of the court prior to the date of the commencement of these rules, he shall continue to use such fund for the purpose for which the fund was originally created.

(2) The Official Liquidator shall reimburse the amount availed out of the said Common Pool Fund or Establishment Fund for the purpose of meeting the expenditure of the company in liquidation which does not have sufficient funds to its credit from the amounts of the company in liquidation on priority basis as and when any amount comes to its credit.

## INVESTMENT OF SURPLUS FUNDS

**86. Investment of surplus funds.**— (1) All such money for the time being standing to the credit of the Company Liquidator at the bank as is not immediately required for the purposes of winding up, shall be invested in Government securities or in interest bearing deposits in any scheduled bank in the name of the company in liquidation or provisional liquidation represented by Company Liquidator of the company to which the funds belong and such funds so invested shall be monitored regularly by the Company Liquidator and the returns also containing the details of fixed deposit receipts shall be submitted to the Tribunal.

(2) Where the fixed deposit has matured, it shall not be automatically renewed but the Company Liquidator shall carry out the due diligence to assess whether a higher rate of interest is available in any other scheduled bank and the said Liquidator shall report the conclusion of such due diligence to the Tribunal, and in the event a higher rate of interest is available in any other scheduled bank, the said Liquidator shall apply for the leave of the Tribunal to invest the surplus funds in such other scheduled bank offering higher rate of interest.

**87. Company Liquidator to examine accounts for purposes of investment.**— The Company Liquidator shall, at the end of every month, examine account of liquidation to ascertain what moneys are available for investment, and shall make an entry at the end of every month in the record book relating to the company of his having examined the account for the purpose and of the decision taken by him regarding the investment, and in case he decides not to invest any surplus funds, the reasons for such decision.

**88. Investments to be made by Bank.**— All investments shall be made by the bank upon the written request of the Company Liquidator but the securities shall be retained in the bank in the name and on behalf of the



Company Liquidator, and shall not be sold except by the bank and under the written instructions of the Company Liquidator, and when the securities are sold, the proceeds shall be credited by the bank to the account of the Company Liquidator.

**89. Dividend and interest to be credited.**- All dividends and interest accruing from any securities or investments shall from time to time be received by the bank and placed to the credit of the account of the Company Liquidator and intimation thereof shall be given to the Company Liquidator, who shall thereupon credit such dividend or interest in his account to the company to which the security or the investment relating thereto belongs.

**90. Refunds of taxes.**- The Company Liquidator shall claim such refunds of income-tax or other taxes as may be due.

#### **FILING AND AUDIT OF COMPANY LIQUIDATOR'S ACCOUNT**

**91. Half-yearly accounts to be filed.**- For the purposes of sub-section (2) of section 294, unless otherwise ordered by the Tribunal, the Company Liquidator shall file his accounts to Tribunal twice a year and such accounts shall be made up to the 31st of March and 30th of September every year, the account for the period ending 31st March being filed not later than the 30th of June following, and account for the period ending 30th September, not later than the 31st of December following:

Provided that the final accounts of the Company Liquidator shall be filed as soon as the affairs of the company have been fully wound up, irrespective of the period specified above:

Provided further that the Tribunal may permit the Company Liquidator to straight away forward completed accounts of the company in liquidation in respect of relevant period to the auditor for the purpose of audit in Form WIN 42 requesting that the accounts may be audited, and the certificate

of audit shall be submitted to the Tribunal not later than one month from the date of receipt of the copy of the accounts as required under sub-section (3) of section 294:

Provided also that the accounts need not be got audited where the transaction during the period is for ten thousand rupees or less.

**92. Form of account.** - The account shall be a statement of receipts and payments in Form WIN 39 and shall be prepared in accordance with the instructions contained in the said form and three copies thereof shall be filed, and the account shall be verified by an affidavit of the Company Liquidator in Form WIN 40 and the final account shall be in Form WIN 41.

**93. Nil account.** - Where the Company Liquidator has not, during the period of account, received or paid any sum of money on account of the assets of the company, he shall file an affidavit of no receipts or payments on the date on which he shall have to file his accounts for the period.

**94. Registry to send copy of account to auditor.** - As soon as the accounts are filed, the Registry shall forward to the auditor one copy thereof for purposes of audit with a requisition in Form WIN 42 requesting that the accounts may be audited and a certificate of audit be submitted to the Tribunal not later than one month from the date of receipt of the copy of the account as required under sub-section (3) of section 294:

Provided that the accounts need not be got audited where the total transaction during the period is for ten thousand rupees or less.

**95. Audit of Company Liquidator's accounts.** - The accounts shall be preferably audited by one or more Chartered Accountants appointed by the Tribunal from out of the panel to be maintained by the Tribunal, the audit shall be a complete check of the accounts of the Company Liquidator and the Company Liquidator shall produce before the auditor all his books and vouchers for the purposes of the audit, and shall give the auditor all

such explanations, information and assistance as may be required of him in respect of the accounts.

**96. Audit certificate to be filed.** - After the audit of the accounts of the Company Liquidator filed in Tribunal, the auditor shall forward to the Registry a certificate of audit relating to the account with his observations and comments, if any, on the account, together with a copy thereof and shall forward another copy to the Company Liquidator, and the Company Liquidator shall file copy of the audit certificate together with a copy of audited accounts with the Registrar of Companies and the Registry shall file the original audit certificate with the records of the Tribunal.

**97. Audit fees.** - The audit fees shall be fixed by the Tribunal from time to time having regard to the nature and complexity of the case.

**98. Inspection of account and certificate of audit.** - Any creditor or contributory shall be entitled to inspect the accounts and the auditor's certificate in the office of the Tribunal on payment of fees of one hundred rupees and to obtain a copy thereof on payment of the charges at the rate of five rupees per page.

**99. Account and auditor's report to be placed before Tribunal.** - Upon the audit of the account, the Registry shall place the statement of account and the auditor's certificate before the Tribunal for its consideration and orders.

### **Part III**

#### **WINDING UP BY TRIBUNAL (OTHER THAN SUMMARY WINDING UP) DEBTS AND CLAIMS AGAINST COMPANY**

**100. Notice for proving debts.** - (1) Subject to the provisions of the Act and directions of the Tribunal, the Company Liquidator in a winding up by the Tribunal shall, within a period of thirty days from the date of order

of winding up, fix a certain day, and give a notice of fourteen days thereof

- (i) by advertisement in Form No. WIN 43 in one issue of a daily newspaper in the English language and one issue of a daily newspaper in the regional language widely circulating in the State or Union territory where the registered office is situated concerned to the creditors of the company to prove their debts or claims and to establish any title they may have to priority under section 326 or 327, or to be excluded from the benefit of any distribution made before such debts or claims are proved, or, as the case may be, from objecting to such distribution;
- (ii) by such mode of communication as is permitted under section 20 to every person mentioned in the statement of affairs, as a creditor, who has not proved his debt and to every person mentioned in the statement of affairs as a preferential creditor, whose claim to be a preferential creditor has not been established or is not admitted, or where there is no statement of affairs, to the creditors as ascertained from the books of the company and, to each person who, to the knowledge of the Company Liquidator, claims to be a creditor or preferential creditor of the company and whose claim has not been admitted, to the last known address or place of residence of such person.

(2) All the rules hereinafter set out as to the admission or rejection of proofs shall apply with necessary variations to any claim to priority as a preferential creditor.

**101. Proof of debt.**— (1) In a winding up by the Tribunal, every creditor shall, subject as hereinafter provided, prove his debt, unless the Tribunal in any particular case directs that any creditors or class of creditors shall be admitted without proof.

(2) Formal proof of the debts mentioned in clause (d) of sub-section (1) of section 327 shall not be required, unless the Company Liquidator in any special case otherwise directs.

**102. Mode of proof and verification thereof.**- A debt may be proved by delivering or sending to the Company Liquidator by such mode as set out in section 20, an affidavit verifying the debt made by the creditor or by some person authorised by him and if the affidavit is made by a person authorised by the creditor, it shall state the authority and means of knowledge of the deponent and a creditor need not attend upon the examination unless required so to do by the Company Liquidator.

**103. Contents of proof.**- An affidavit proving a debt shall contain or refer to a statement of account showing the particulars of the debt, and shall specify the vouchers, if any, by which the same can be substantiated and the affidavit shall state whether the creditor is a secured creditor, or a preferential creditor, and if so, shall set out the particulars of the security or of the preferential claims, and the affidavit shall be in Form WIN 44.

**104. Workmen's dues.**- In any case where there are numerous claims for wages or any accrued remuneration by workmen and others employed by the company, it shall be sufficient if one proof in Form WIN 45 for all such claims is made either by a foreman or some other person on behalf of all such creditors and such proof shall be annexed thereto as forming part thereof, setting forth the names of the workmen and others and the amounts severally due to them in the schedule in the said form, and any proof made in compliance with this rule shall have the same effect as if separate proofs had been made by each of the said workmen and others.

**105. Production of bills of exchange and promissory notes.**- Where a creditor seeks to prove in respect of a bill of exchange, promissory note or other negotiable instrument or security of a like nature on which the company is liable, such bill of exchange, note, instrument or security shall

be produced before the Company Liquidator and be marked by him before the proof is admitted.

**106. Value of debts.**- The value of all debts and claims against the company shall, as far as is possible, be estimated according to the value thereof at the date of the appointment of the Provisional Liquidator or the order of the winding up of the company, whichever is earlier:

Provided that where before the presentation of the petition for winding up, a resolution has been passed by the company for winding up, the date for estimation of debts and claims shall be the date of the passing of such resolution.

**107. Discount.**- A creditor proving his debt shall deduct therefrom all trade discounts, if any.

**108. Interest.**- On any debt or certain sum payable at a certain time or otherwise, whereon interest is not reserved or agreed for, and which is overdue at the date of the winding up order, or the resolution, as the case may be, the creditor may prove for interest at a rate not exceeding six per cent. per annum or as decided by the Tribunal up to that date from the time when the debt or sum was payable, if the debt or sum is payable by virtue of a written instrument at a certain time, and if payable otherwise, then from the time when a demand in writing has been made, giving notice that interest will be claimed from the date of demand until the time of payment.

**109. Periodical payments.**- When any rent or other payment falls due at the time referred to in rule 108, and the order or resolution to wind up is made at any time other than one of those times mentioned in rule 108, the persons shall be entitled to the rent or payments for a proportionate part thereof up to the date of winding up order or resolution accrued due from day to day:

Provided that where the Company Liquidator remains in occupation of the premises demised to a company which is being wound up, nothing in this rule shall prejudice or affect the right of the landlord of such premises to claim payment by the company, or the liquidator, of rent during the period of the company's or liquidator's occupation.

**110. Proof of debt payable at future time.**- A creditor may prove for a debt not payable at the date of the winding up order, as if it were payable presently, and may receive dividends equally with the other creditors, deducting only thereat a rebate of interest at the rate of six per cent. per annum computed from the date of declaration of the dividend to the time when the debt would have become payable according to the terms on which it was contracted.

**111. Examination of proof.**- The Company Liquidator shall, as soon as possible but not later than thirty days or within such time as may be allowed by the Tribunal on an application by the liquidator, examine every proof of debt lodged with him and the grounds of the debt and he may call for the production of the documentary proof if any referred to in the affidavit of proof or require further evidence in support of the debt, and if he requires further evidence, or requires that the creditor should attend the investigation in person, he shall fix a day and time at which the creditor is required to attend or to produce further evidence and send a notice to such creditor in Form WIN 46 by pre-paid registered post or speed post so as to reach him not later than seven days before the date fixed.

**112. Company Liquidator's right to call any person in connection with investigation.**- The Company Liquidator may call upon any person whom he may deem capable of giving information respecting the debts to be proved in liquidation and may require such person to produce any documents in his custody or power relating to such debts and shall tender with the call such sum as appears to the Company Liquidator sufficient

to defray the traveling and other expenses of the person called for attendance and where the person so called fails without lawful excuse to attend or produce any documents in compliance with the call or avoids or evades service, the Company Liquidator may report the same to the Tribunal and apply for appropriate orders, and the Tribunal may pass any order as it may think fit.

**113. Affidavit.** - For the purpose of his duties, in relation to the admission of proof of debts, where applicable, the Company Liquidator may take affidavits and the Company Liquidator may at his discretion dispense with this requirement and he may also permit the taking of an affidavit or undertaking in lieu of an oath.

**114. Costs of proof.** - Unless otherwise ordered by the Tribunal, a creditor shall bear the costs of proving his debt.

**115. Acceptance or rejection of proof to be communicated.** - As soon as possible, but not later than fourteen days, from the date of conclusion of the examination referred to in rule 111, the Company Liquidator shall, in writing admit or reject the proof in whole or in part, every decision of the liquidator accepting or rejecting a proof, either wholly or in part, shall be communicated to the creditor concerned by means permitted under section 20 when the proof is accepted or rejected, provided that it shall not be necessary to give notice of the admission of a claim to a creditor who has appeared before the liquidator and the acceptance of whose claim has been communicated to him or his agent in writing at the time of acceptance and where the liquidator rejects a proof, wholly or in part, he shall state the grounds of the rejection to the creditor in Form WIN 47, and notice of admission of proof shall be in Form WIN 48.

**116. Appeal by creditor.** - (1) If a creditor is dissatisfied with the decision of the Company Liquidator in respect of his proof, the creditor may, not later than twenty-one days from the date of service of the notice upon him



of the decision of the liquidator, appeal to the Tribunal against the decision.

(2) The appeal shall be made in Form WIN 49, supported by an affidavit which shall set out the grounds of such appeal, and notice of the appeal shall be given to the Company Liquidator and on such appeal, the Tribunal shall have all the powers of an appellate court under the Code of Civil Procedure, 1908 (5 of 1908).

**117. Procedure where creditor appeals.**- (1) The Company Liquidator shall, upon receiving notice of the appeal against a decision rejecting a proof wholly or in part, file with the Registry such proof with the order containing the grounds of rejection.

(2) It shall be open to any creditor or contributory to apply to the Tribunal for leave to intervene in the appeal, and the Tribunal may, if it thinks fit, grant the leave subject to such terms and conditions as may be just, and where such leave has been granted, notice of the hearing of the appeal shall be given to such creditor or contributory.

**118. Company Liquidator not to be personally liable for costs.**- The Company Liquidator shall in no case be personally liable for costs in relation to an appeal from his decision rejecting any proof wholly or in part.

**119. Proofs and list of creditors to be filed in Tribunal.**- The Company Liquidator shall, within thirty days from the date fixed for the submission of proofs under rule 100 or such further time as the Tribunal may allow, file in the Tribunal a list of the creditors, in Form WIN 50, who submitted to him proofs of their claims in pursuance of the advertisement and the notice referred to in rule 100, mentioning the amounts of debt for which they claimed to be creditors, distinguishing in such list the proofs admitted wholly, the proofs admitted or rejected in part, and the proofs wholly

rejected, and the proofs, with the memorandum of admission or rejection of the same in whole or in part, as the case may be, endorsed thereon, shall be filed in Tribunal along with the certificate.

**120. List of creditors not to be varied.**— The list of creditors filed in Tribunal shall be the list of the creditors of the company, and shall not be added to or varied except under the order of the Tribunal and in accordance with such orders and where an order is made adding to or varying the list of creditors, the Company Liquidator shall amend the list in accordance with such order.

**121. Notice of filing list and inspection of same.**— Upon the filing of the list of creditors as settled by the Company Liquidator, the Registry shall notify the filing thereof on the Tribunal's notice board and on the website of the Tribunal, and the list of creditors as settled and the proofs relating thereto shall be open to the inspection of every creditor or contributory on payment of fee of one thousand rupees.

**122. Expunging of proof.**— (1) If after the admission of a proof, the Company Liquidator has reason to believe that the proof has been improperly admitted or admitted by a mistake, he may immediately apply to the Tribunal upon notice to the creditor who made the proof, to expunge the proof or reduce its amount, as the case may be.

(2) Any creditor or contributory may, within ten days of the admission of the proof, also apply to the Tribunal to expunge the proof or reduce the amount thereof, if the Company Liquidator declines to move in the matter, and on such application, the Tribunal may pass such order as it may think just.

**123. Procedure on failure to prove debt within time fixed.**— If any creditor fails to file proof of his debt with the Company Liquidator within the time specified in the advertisement referred to in rule 100, such

creditor may apply to the Tribunal for relief within fifteen days from the time specified in such advertisement, and the Tribunal may, thereupon, adjudicate upon the debt or direct the liquidator to do so.

**124. Right of creditor who has not proved debt before declaration of dividend.**- Any creditor who has not proved his debt before the declaration of any dividend or dividends shall be entitled to be paid out of any money for the time being in the hands of the Company Liquidator available for distribution of dividend, any dividend or dividends which such creditor may have failed to receive before that money is applied to the payment of any future dividend or dividends, but he shall not be entitled to disturb the distribution of any dividend declared before his debt was proved by reason that he has not participated therein.

**125. Payment of subsequent interest.**- In the event of there being a surplus after payment in full of all the claims admitted to proof, creditors whose proofs have been admitted shall be paid interest from the date of the winding up order or of the resolution, as the case may be, up to the date of the declaration of the final dividend, at a rate not exceeding six per cent. per annum or such other rate as may be decided by the Tribunal, on the admitted amount of the claim, after adjusting against the said amount the dividends declared as on the date of the declaration of each dividend.

#### **ATTENDANCE AND APPEARANCE OF CREDITORS AND CONTRIBUTORIES**

**126. Attendance at proceedings.**- (1) Save as otherwise provided by these rules or by an order of the Tribunal, every person for the time being on the list of contributories of the company and every creditor whose debt has been admitted by the Company Liquidator wholly or in part shall be at liberty at his own expense to attend the proceedings before the Tribunal or before the Company Liquidator and shall be entitled upon payment of the costs occasioned thereby to have notice of all such proceedings as he

shall, by request in writing addressed to the Company Liquidator, desire to have notice of; but if the Tribunal shall be of opinion that the attendance of any such person has occasioned any additional costs which ought not to be borne by the funds of the company, it may direct such costs or a gross sum in lieu thereof to be paid by such person and such person shall not be entitled to attend any further proceedings until he had paid the same.

(2) No contributory or creditor shall be entitled to attend any proceedings before the Tribunal, unless and until he or an authorised representative on his behalf has filed an appearance with the Registry and the Registry shall keep an "Appearance Book" in which all such appearances shall be entered.

**127. Representation of creditors and contributories before Tribunal.**

The Tribunal may, if it thinks fit, appoint from time to time any one or more of the creditors or contributories to represent before the Tribunal at the expense of the company, all or any class of creditors or contributories upon any question or in relation to any proceedings before the Tribunal, and may remove any person so appointed, if more than one person is appointed under this rule to represent one class, and the persons so appointed, shall employ the same authorised representative to represent them, and where they fail to agree as to the authorised representative to be employed, the Tribunal may nominate an authorised representative for them.

**COLLECTION AND DISTRIBUTION OF ASSETS IN WINDING UP BY  
TRIBUNAL**

**128. Powers of Company Liquidator.** - The duties imposed by sub-section (1) of section 290 with regard to the collection of the assets of the company and the application of the assets in discharge of the company's liabilities

shall be discharged by the Company Liquidator subject to the control of the Tribunal.

**129. Company Liquidator to be in position of receiver.**- For the discharge by the Company Liquidator of the duties imposed by sub-section (1) of section 290, the Company Liquidator shall, for the purpose of acquiring and retaining possession of the property of the company, be in the same position as if he were a Receiver of the property appointed by the Tribunal, and the Tribunal may on his application enforce such acquisition or retention accordingly.

**130. Company's property to be surrendered to Company Liquidator on requisition.**- Any contributory for the time being on the list of contributories, trustee, receiver, banker, agent, officer or other employee of a company which is being wound up under order of the Tribunal, shall on notice from the Company Liquidator and within such time as he shall by notice require, pay, deliver, convey, surrender or transfer to or into the hands of the Company Liquidator any money, property or books and papers in his custody or under his control to which the company is or appears to be entitled and where the person so required fails to comply with the notice, the Company Liquidator may apply to the Tribunal for appropriate orders and the notice shall be in Form WIN 51.

#### **CALLS IN WINDING UP BY TRIBUNAL**

**131. Calls by Company Liquidator.**- Subject to the provisions of sub-sections (2) of section 465, the Tribunal may by order grant leave to the Company Liquidator to make calls referred to in section 296.

**132. Company Liquidator to realise uncalled capital.**- Notwithstanding any charge or encumbrance on the uncalled capital of the company, the Company Liquidator shall be entitled to call and realise the uncalled capital of the company and to collect the arrears, if any, due on calls made

prior to the winding up, but shall hold all moneys so realised subject to the rights, if any, of the holder of any such charge or encumbrance.

**133. Application for leave to make call.** - (1) The Company Liquidator shall not make any call without obtaining the leave of the Tribunal for the purpose.

(2) Within seven days of the settlement of the list of contributories, the Company Liquidator may apply to the Tribunal for leave to make a call on the contributories and the application shall state the proposed amount of such call and shall be in Form WIN 52 which shall be supported by the affidavit of the Company Liquidator which shall be in Form WIN 53.

**134. Notice of application.** - (1) Notice of an application for leave to make a call shall be served on every contributory proposed to be included in such call, by post under certificate of posting so as to reach such contributory, in the ordinary course of post not less than seven clear days before the date appointed for the hearing thereof, or if the Tribunal so directs, notice of the application may be given by advertisement in Form WIN 54, in newspapers as the Tribunal may direct, not less than seven clear days before the date appointed for the hearing, without a separate notice to each contributory.

(2) The affidavit of service relating to the dispatch of notice to each contributory, or to the advertisement, as the case may be, shall be filed in the Tribunal three days before the date fixed for the hearing.

**135. Order granting leave to make call and document making call.** - The order granting leave to make a call shall be in Form WIN 55, and shall contain directions as to the time within which such calls shall be paid and when an order has been made granting leave to make a call, the Company Liquidator shall file in Tribunal, document making the call in Form WIN 56 with such variations as circumstances may require.

**136. Service of notice of call.** - Immediately after filing the document making the call as referred to in rule 135, the Company Liquidator shall serve by registered post or speed post or in electronic mode, a copy of the order granting leave to make the call upon each of the contributories included in such call together with a notice in Form WIN 57 specifying the amount or balance due from such contributory in respect of such call and the order granting leave to make a call need not be advertised unless the Tribunal otherwise orders for any special reason.

**137. Order for payment of call.** - The Company Liquidator may apply to the Tribunal for an order against any contributory or contributories for payment of moneys due on the calls made by him and the application shall be made in Form WIN 58 supported by an affidavit in Form WIN 59 and notice of the application together with a copy of the affidavit shall be served on the contributory by registered post or speed post not less than seven days before the date fixed for the hearing of the application, and the order for payment shall be in Form WIN 60.

**138. Other moneys due by contributories.** - When any money is due to the company from a contributory or from the estate of the person whom he represents, other than moneys due on calls made subsequent to the winding up but including moneys due on calls made prior to the winding up the Company Liquidator may make an application to the Tribunal supported by an affidavit for an order against such contributory for the payment of such moneys and the notice of the application shall be given to such contributory by registered post or speed post not less than seven days prior to the date fixed for the hearing of the application.

#### **EXAMINATION UNDER SECTIONS 299 AND 300**

**139. Application for examination under section 299.** - (1) An application for the examination of a person under section 299 may be made ex-parte, provided that where the application is made by any person

other than the Company Liquidator, notice of the application shall be given to the Company Liquidator.

(2) The application referred to in sub-rule (1) shall be in Form WIN 61 and where the application is by the Company Liquidator, it shall be accompanied by a statement signed by him setting forth the facts on which the application is based, and where the application is made by a person other than the Company Liquidator, the application shall be supported by an affidavit of the applicant setting forth the matters in respect of which the examination is sought and the grounds, relied on in support of the application.

**140. Directions at hearing of application.**- Upon the hearing of the application referred to in rule 139, the Tribunal may, if satisfied that there are grounds for making the order, make an order directing the issue of summons against the person named in the order for his examination or for the production of documents or both, and unless the Tribunal otherwise directs, the examination of such person shall be held in Chambers and the order shall be in Form WIN 62.

**141. Service of summons.**- The summons issued in pursuance of the order of the Tribunal shall be in Form WIN 63 and shall be served, in the mode as referred to in section 20, on the person to be examined not less than seven days before the date fixed for the examination, and when the summons are served in person, there shall be paid or tendered to the person summoned along with the summons a reasonable sum for his expenses to be fixed by the Tribunal or Registry with due regard to the scale of fees in force in the Tribunal and when the summons are served by registered post, such sum shall be sent to such person by postal money order.

**142. Conduct of examination.**- (1) The Company Liquidator shall have the conduct of an examination under section 299, provided that the



Tribunal may, if for any reasons it thinks fit so to do, entrust the conduct of the examination to any contributory or creditors and where the conduct of the examination is entrusted to any person other than the Company Liquidator, the Company Liquidator shall nevertheless be entitled to be present at the examination in person or by authorised representative, and may take notes of the examination for his own use and put such questions to the person examined as the Tribunal may allow.

(2) Save as provided in sub-rule (1), no person shall be entitled to take part in an examination under section 299 except the Company Liquidator and his authorised representative, but any person examined shall be entitled to have the assistance of his authorised representative, who may re-examine the witness :

Provided that the Tribunal may permit, if it thinks fit, any creditor or contributory to attend the examination subject to such conditions as it may impose.

(3) Notes of the examination may be permitted to be taken by the witness or any person on his behalf on his giving an undertaking to the Tribunal that such notes shall be used only for the purpose of the re-examination of the witness and on the conclusion of the examination, the notes shall, unless otherwise directed by the Tribunal, be handed over to the Tribunal for destruction.

**143. Notes of deposition.**- (1) The notes of the deposition of a person examined under section 299 shall be signed by such person and shall be lodged in the office of the Registry, but the notes shall not be open to the inspection of any creditor, contributory or other person, except the Company Liquidator, nor shall a copy thereof or extract therefrom be supplied to any person other than the Company Liquidator, save upon orders of the Tribunal.

(2) The Tribunal may from time to time give such general or special directions as it shall think expedient as to the custody and inspection of such notes and the furnishing of copies thereof or extracts therefrom.

**144. Order for examination under section 300.-** (1) Where an order is made for the examination of any person or persons under section 300, the examination shall be held before the Tribunal:

Provided the Tribunal may direct that the whole or any part of the examination of any such person or persons be held before any person or authority as may be mentioned in the order and where the date of the examination has not been fixed by the order, the Company Liquidator shall take an appointment from the Tribunal, or the person or authority before whom the examination is to be held as to the date of the examination, and the order directing examination shall be in Form WIN 64.

(2) The Tribunal may, if it thinks fit, either in the order for examination or by any subsequent order, give directions as to the specific matters on which such person is to be examined.

**145. Notice of examination.-** Not less than seven clear days before the date fixed for the examination, the Company Liquidator shall give notice thereof to the creditors and contributories of the company by advertisement in Form WIN 65 in such newspapers as the Tribunal shall direct, and shall within the same period, serve, either personally or by registered post or by speed post, on the person or persons to be examined, a notice in Form WIN 66 of the date and hour fixed for the examination and the officer before whom it is to be held, together with a copy of the order directing the examination and where the examination is adjourned, it shall not be necessary to advertise the adjournment or serve notice thereof unless otherwise ordered by the Tribunal.

**146. Adjournment of examination for orders of Tribunal.** - Where on an examination held before the person or authority appointed by the Tribunal, such person or authority is of the opinion that the examination is being unduly or unnecessarily protracted or, for any other sufficient cause, he is of the opinion that the examination should be held before the Tribunal, such person or authority may adjourn the examination of any person, or any part of the examination, to be held before the Tribunal and submit his report to the Tribunal, and the Tribunal may thereupon hold the examination itself or pass such orders as it may think fit.

**147. Procedure for contumacy.** - (1) If a person examined before the person or authority appointed by the Tribunal refuses to answer to the satisfaction of such the person or authority any question which he may put or allow to be put, such the person or authority shall forthwith report such refusal to the Tribunal and upon such report being made, the person in default shall be in the same position and be dealt with in the same manner as if he had made default in answering before the Tribunal.

(2) The report shall be in writing and shall set forth the question or questions put and the answer or answers given, if any, by the person examined, and the person or authority shall notify the person examined of the date when he should attend before the Tribunal, and the report shall be in Form WIN 67 and upon receiving the report, the Tribunal may take such action thereon as it may think fit.

**148. Notes of examination.** -The notes of every examination shall, after being signed as required by sub-section (7) of section 300, form part of the records of winding up and the Company Liquidator, the person examined or contributory of the company, shall be entitled to obtain a copy thereof from the Tribunal on payment of five rupees per page.

**149. Application under sub-section (5) of section 300.** - An application under sub-section (5) of section 300 by any person ordered to be examined

to be exculpated from any charges made or suggested against him, shall be made upon notice to the Company Liquidator and to such other persons as the Tribunal may direct.

**150. Warrant of arrest of contributory.** - (1) If the Tribunal is satisfied as referred to in section 301 and that notice of the date and hour fixed for the examination was duly served on such contributory, the Tribunal may, issue without any further notice, a warrant in Form WIN 68 for the arrest of the said contributory.

(2) Every warrant of arrest of the contributory issued under this rule shall remain in force until it is cancelled by the Tribunal which issued it or by the Appellate Tribunal to which appeals ordinarily lie from the decisions of such Tribunal, or until it is executed.

**151. Prison to which contributory arrested on warrant is to be taken.** - Where the Tribunal issues a warrant for the arrest of the contributory as referred to in section 301, the prison in which such contributory shall be detained, shall, unless the Tribunal otherwise orders, be specified in the order of the Tribunal in the exercise of its powers under the Act, and the warrant for keeping the said contributory in prison shall be in Form WIN 69 and the order of releasing him on bail shall be in Form WIN 70.

**152. Execution of warrant of arrest outside jurisdiction of Tribunal.** - (1) Where a warrant has been issued by the Tribunal under these rules for the arrest of a contributory who is or is believed to be outside the jurisdiction of the Tribunal, the Tribunal issuing the warrant may send the warrant of arrest for execution to the District Court or, to the Court of Small Causes at Bombay, Calcutta or Madras (if the warrant has to be executed in any of these places) within the ordinary jurisdiction of which such contributory shall then be or be believed to be, with a requisition in Form WIN 71 annexed thereto under the seal of the Tribunal requesting execution of the warrant by the Court to which it is sent and the last

mentioned Court shall seal the warrant with its seal and shall cause the arrest to be made by its own officers or by a Court subordinate to it and the concerned police officers shall aid and assist within their respective jurisdiction in the execution of such warrant.

(2) The Court making the arrest shall send the contributory arrested in proper custody to the Tribunal by which the warrant of arrest was originally issued, unless he furnishes the required security to the satisfaction of the Court for his appearance before the Tribunal, in which case the Court shall release him on such security and inform the Tribunal by which the warrant of arrest was originally issued.

#### **APPLICATION AGAINST DELINQUENT DIRECTORS, PROMOTERS AND OFFICERS OF THE COMPANY**

**153. Application under section 339 or section 340.**- An application under sub-section (1) of section 339 or under sub-section (1) of section 340, shall be made by a summons returnable in the first instance in chambers and the summons shall state the nature of the declaration or order for which the application is made, and the grounds of the application, and shall be served on every person against whom an order is sought not less than seven days before the day named in the summons for the hearing of the application, and it shall not be necessary to file any affidavit or report before the return of the summons and the summons shall be in Form WIN 72 or Form WIN 73 with such variations as may be necessary.

**154. Directions at preliminary hearing of summons.** -On the return of the summons, the Tribunal may give such directions as it shall think fit as to whether points of claim and defence are to be delivered, as to the taking of evidence wholly or in part by affidavit or orally, as to the cross-examination, on the hearing, before the Tribunal or of any deponents to affidavits in support of or in opposition to the application, as to any report,

the Tribunal may require the liquidator to make, and generally as to the procedure on the summons and for the hearing thereof, and points of claim to be delivered shall be in Form WIN 74 or Form WIN 75 with such variations as may be necessary.

**155. Liberty to apply for further directions.** - Where the Tribunal has directed that points of claim and defense shall be delivered, it shall be open to either party who wishes to apply for any further direction as to any interlocutory matter, to apply, by restoration of the summons, before the summons has been set down for trial, for such direction, upon giving two clear days' notice in writing to the other party stating the grounds of the application and a copy of the notice shall be filed with the Registry, two clear day's before the day fixed for the hearing of the application.

#### **DISCLAIMER**

**156. Application for disclaimer.** - (1) An application for leave to disclaim any part of the property of a company pursuant to sub-section (1) of section 333 shall be made by an application supported by an affidavit setting out the full facts relating to the property, the parties interested, the nature of their interests, and stating whether the company is solvent and whether any notice has been served on the liquidator by any person referred to in sub-section (4) of the said section requiring him to elect whether or not he will disclaim.

(2) The notice and application referred to in sub-rule (1) shall be in Forms WIN 76 to 82 with such variations as may be necessary.

**157. Preliminary hearing of application.** - The application referred to in rule 156 shall be posted before the Tribunal ex-parte in the first instance for directions as to the persons on whom notice of the application should be served, and the Tribunal shall thereupon fix a date for the hearing of

the application and give such directions as may be necessary as to the persons on whom notice of the application should be served.

**158. Claimant to furnish statement of his interest.** -Where a person claims to be interested in any part of the property of the company which the Company Liquidator wishes to disclaim, such person shall, if so required by the liquidator, furnish a statement of the interest claimed by him.

**159. Service of notice.** - Notice of the date fixed for the hearing of the application referred to in rule 156 shall be in Form WIN 83 and shall be served not less than seven days before the date fixed for the hearing, together with a copy of the application and of the affidavit filed in support thereof, and the notice shall require that any affidavit-in-opposition to the application shall be filed in Tribunal and a copy thereof served on the Company Liquidator not later than two days before the date fixed for the hearing.

**160. Order granting leave to disclaim.** -On the hearing of the application referred to in rule 156, the Tribunal may after hearing the Company Liquidator and such parties as may appear in response to the notices issued, and such other persons appearing and interested as the Tribunal may think fit to hear, grant leave to the liquidator and to disclaim on such terms and conditions if any, as to the Tribunal may deem just and the order granting leave to disclaim shall be in Form WIN 84.

**161. Disclaimer to be filed in Tribunal.** -Every disclaimer shall be filed in Tribunal by the Company Liquidator and shall not be operative until it is so filed and where the disclaimer is in respect of a leasehold interest, it shall be filed in Tribunal forthwith; the notice of the filing of the disclaimer shall be given to the persons interested in the property; the disclaimer shall contain particulars of the interest disclaimed and a statement of the persons to whom notice of the disclaimer has been given; a disclaimer shall

be in Form WIN 85, and a notice of disclaimer in Form WIN 86, and where a disclaimer has been filed in Tribunal, the Company Liquidator shall file a copy thereof with the Registrar of Companies.

**162. Vesting of disclaimed property.** – (1) Where the disclaimed property is a leasehold interest and an application is made under sub-section (6) of section 333 for an order vesting the property in any person and it appears that there is an under-lessee or mortgagee or holder of a charge by way of demise in respect of such property, claiming under the company, the Tribunal may direct that notice shall be given to such under-lessee, mortgagee or holder of charge, that if he does not elect to accept and apply for a vesting order upon the terms required by the abovementioned sub-section and such other terms as the Tribunal may think just, within a time to be fixed by the Tribunal and stated in the notice, he will be excluded from all interest in and security upon the property and the Tribunal may adjourn the application for such notice to be given and for such under-lessee, mortgagee or holder of charge, to be added as a party to and served with a copy of the application, and to make, if he deem fit, such election and application as is mentioned in the notice, and if at the expiration of the time so fixed by the Tribunal, such under-lessee, mortgagee or holder of charge, fails to make such election and application, the Tribunal, may make an order vesting the property in the applicant or other person who, in the opinion of the Tribunal, may be entitled thereto, and excluding such under-lessee, mortgagee or holder of charge, from all interest in or security upon the property.

(2) An order requiring parties interested in a disclaimed lease to apply for a vesting order or to be excluded from all interest in the lease shall be in Form WIN 87, and an order vesting lease and excluding persons who have not elected to apply, shall be in Form WIN 88.



## COMPROMISE OR ABANDONMENT OF CLAIMS

**163. No claim to be compromised or abandoned without sanction of Tribunal.** -In a winding up by the Tribunal, no claim by the company against any person shall be compromised or abandoned by the Company Liquidator without the sanction of the Tribunal upon notice to such person as the Tribunal may direct.

**164. Application for sanction of compromise.** -Every application for sanction of a compromise or arrangement referred to in clauses (ii) and (iii) of sub-section (1) of section 343 shall be accompanied by a copy of the proposed compromise or arrangement and shall be supported by an affidavit of the Company Liquidator, along with final report of the Advisory committee, stating that for the reasons set out in the affidavit he is satisfied that the proposed compromise or arrangement is beneficial to the company.

## SALE BY COMPANY LIQUIDATOR

**165. Sale to be subject to sanction and to confirmation by Tribunal.** - Unless the Tribunal otherwise orders, no property or asset belonging to company which is being wound up by the Tribunal shall be sold by the Company Liquidator without the previous sanction of the Tribunal, and every sale shall be subject to confirmation by the Tribunal.

**166. Procedure at sale.** - Every sale shall be held by the Company Liquidator, or, if the Tribunal shall so direct, by an agent or an auctioneer approved by the Tribunal, and subject to such terms and conditions, if any, as may be approved by the Tribunal and all sales shall be made by public auction or by inviting sealed tenders or by electronic bidding or in such manners as the Tribunal may direct.

**167. Expenses of sale.** - Where property forming part of a company's assets is sold by the Company Liquidator through an auctioneer or other

agent, the gross proceeds of the sale shall, unless, the Tribunal otherwise orders, be paid over to the liquidator by such auctioneer or agent and the charges and expenses connected with the sale shall afterwards be paid to such auctioneer or agent in accordance with the scales, if any, fixed by the Tribunal.

#### **DIVIDENDS AND RETURNS OF CAPITAL IN WINDING UP BY TRIBUNAL**

**168. Declaration of dividend or return of capital.** - No dividend to creditors or return of capital to contributories shall be declared by the Company Liquidator without the sanction of the Tribunal.

**169. Notice of declaration.** -The Company Liquidator shall give notice of the declaration of dividend not less than fifteen days prior to the date fixed for the payment thereof and unless otherwise directed by the Tribunal, such notice shall be given by advertisement in such newspapers as the Tribunal shall direct and by sending by registered or speed post and electronic mode if any, a notice to every person whose name appears in the list of creditors as on such date and the advertisement shall be in Form WIN 89 and the notice to creditor in Form WIN 90.

**170. Form of authority to pay dividend.** -A person to whom dividend is payable may lodge with the Company Liquidator an authority in writing to pay such dividend to another person named therein and such authority shall be in Form WIN 91.

**171. Transmission of dividends, etc. by post.** -Dividends and returns of capital may, at the request and risk and cost of the person to whom they are payable, be transmitted to him by money order, or to his bank account through electronic means as may be appropriate.

**172. Form of order directing return of capital.** -Every order by which the Company Liquidator is authorised to make a return to contributories

of the company, shall, unless the Tribunal otherwise directs, contain or have appended thereto a schedule or list (which the Company Liquidator shall prepare) setting out in a tabular form the full names and addresses of the persons to whom the return is to be paid, and the amount of money payable to each person, and particulars of the transfers of shares (if any) which have been made or the variations in the list of contributories which have arisen since the date of the settlement of the list and such other information as may be necessary to enable the return to be made and the schedule or list shall be in Form WIN 92 with such variations as circumstances shall require and the Company Liquidator shall send a notice of return to each contributory by registered or speed post and electronic mode if any in Form WIN 93.

**173. Payment of dividend or return of capital due to deceased creditor or contributory.** - Where a claim made in respect of a dividend due to a deceased creditor or a return of capital due to a deceased contributory is one lakh rupees or less, the Company Liquidator may, upon satisfying himself as to the claimant's right and title to receive the dividend or the return, as the case may be, apply to the Tribunal for sanctioning the payment of such dividend or return to the claimant without the production of a succession certificate or like authority, however, in respect of the claim mentioned above, pertaining to a deceased creditor or contributory where the claim amount is one lakh rupees or less, in lieu of succession certificate, the claimant shall produce Family Member Certificate issued by competent authority in the State Government or Union territory, as the case may be, and where the Tribunal sanctions the payment, the Company Liquidator shall make the payment upon obtaining a personal indemnity as well as an affidavit duly stamped from the payee.

## TERMINATION OF WINDING UP

**174. Company Liquidator to apply for dissolution.** - After the affairs of the company have been fully wound up and final accounts thereof are audited, the Company Liquidator shall apply to the Tribunal within ten days along with audited final accounts and auditors certificate thereon for orders as to the dissolution of the company.

**175. Dissolution of company.** - Upon the hearing of the application, the Tribunal may, after hearing the Company Liquidator and any other person to whom notice may have been ordered by the Tribunal, upon perusing the account as audited, make such orders as it may think fit as to the dissolution of the company, the application, subject to the provisions of the Act, of the balance in the hands of the Company Liquidator or the payment thereof into the Company Liquidation Dividend and Undistributed Assets Account, and the disposal of the books and papers of the company and of the liquidator.

**176. Liquidator to pay the balance into Company Liquidation Dividend and Undistributed Assets Account.** - Upon an order for dissolution being made, the Company Liquidator shall forthwith pay into the Company Liquidation Dividend and Undistributed Assets Account any unclaimed dividends payable to creditors or undistributed assets refundable to contributories in his hands on the date of the order of dissolution, and such other balance in his hands as he has been directed by the Tribunal to deposit into the Company Liquidation Dividend and Undistributed Assets Account and every order of dissolution shall direct that the Company Liquidator shall forward a certified copy of the order to the Registrar of Companies not later than seven days from the date of the order, and along with the copy of the order shall be filed with the Registrar of Companies, a statement signed by the Company Liquidator that the

directions of the Tribunal regarding the application of the balance as per his final account have been duly complied with.

**177. Conclusion of winding up.** - The winding up of a company shall, for purposes of section 302, be deemed to be concluded at the date on which the order dissolving the company has been reported by the Company Liquidator to the Registrar of Companies unless any fund or assets of the company remaining unclaimed or undistributed in the hands or under the control of the Company Liquidator, have been distributed, or paid into the Company Liquidation Dividend and Undistributed Assets Account as provided in section 352.

**178. Application to declare dissolution void.**-An application under section 356 shall be made upon notice to the Central Government and the Registrar of Companies and where the Tribunal declares the dissolution to have been void, the order shall direct that the applicant shall file a certified copy of the order with the Registrar of Companies not later than twenty-one days from the date of the order.

**PAYMENT OF UNCLAIMED DIVIDENDS OR UNDISTRIBUTED ASSETS  
INTO THE COMPANY LIQUIDATION DIVIDEND AND UNDISTRIBUTED  
ASSETS ACCOUNT IN A WINDING UP**

**179. Statement to accompany payment.** - (1) The statement to be furnished, under section sub-section (3) of 352 to the Registrar of Companies, by the liquidator when making any payment of unclaimed dividends or undistributed assets into the Company Liquidation Dividend and Undistributed Assets Account in a scheduled bank under sub-sections (1) and (2) of the said section, shall be in Form WIN 94.

(2) The liquidator shall, whenever called upon by the Registrar of Companies so to do, certify whether a person claiming payment from the Company Liquidation Dividend and Undistributed Assets Account under

sub-section (7) of section 352 is or is not entitled to the whole or any part of the amount claimed.

**180. Unclaimed dividends or undistributed assets under investment.**

For purposes of payment of unclaimed dividends and undistributed assets into the Company Liquidation Dividend and Undistributed Assets Account, money invested or deposited at interest by the liquidator shall be deemed to be money in his hand, and when such money forms part of the unclaimed dividends or undistributed assets of the company, the liquidator shall realise the investment or withdraw the deposit and shall pay the proceeds into the Company Liquidation Dividend and Undistributed Assets Account.

**181. Application by person for payment of money paid into the Company Liquidation Dividend and Undistributed Assets Account.**

An application under sub-section (6) of section 352 by any person claiming to be entitled to any money paid into the Company Liquidation Dividend and Undistributed Assets Account for payment of such money shall state whether the applicant had made an application to the Central Government for the payment, and, if so, the result of the application.

**182. Cost and expenses payable out of the assets in a winding up by Tribunal.**

(1) The assets of a company in a winding up by the Tribunal remaining after payment of the fees and expenses properly incurred in preserving, realising or getting in the assets shall, subject to any order of the Tribunal and to the rights of secured creditors if any, be liable to the following payments which shall be made in the following order of priority, namely :-

First- the taxed costs of the petition including the taxed costs of any person appearing on the petition, whose costs are allowed by the Tribunal;

Next-the costs and expenses of any person who makes, or concurs in making, the company's statement of affairs;

Next-the necessary disbursements of the Company Liquidator other than expenses properly incurred in preserving, realising or getting in the properties of the company;

Next-the cost of any person properly employed by the Company Liquidators;

Next-the cost, charges and expenses incurred by the liquidator;

Next-the actual out of pocket expenses necessarily incurred by the members of the advisory committee, and sanctioned by the Tribunal.

(2) Save as otherwise ordered by the Tribunal, no payments in respect of bills of authorised representatives, shall be allowed out of the assets of the company without proof that the same have been considered and allowed by the taxing officer of the Tribunal and the taxing officer shall before passing the bills or charges of an authorised representative, satisfy himself that the appointment of an authorised representative to assist the liquidator in the performance of his duties has been duly sanctioned.

(3) Nothing contained in this rule shall apply to or affect costs which, in the course of legal proceedings by or against the company which is being wound up by the Tribunal, are ordered by the Tribunal in which such proceedings are pending, to be paid by the company or the liquidator, or the rights of the person to whom such costs are payable.

## PART IV

### COSTS, ETC.

**183. Costs in the discretion of Tribunal.** - Costs shall be in the discretion of the Tribunal and no costs of, or incidental to, a proceeding shall be allowed between party and party, unless the same are expressly awarded by an order of the Tribunal.

**184. Bill of costs by authorised representative, etc. employed by Company Liquidator.**- Every authorised representative, accountant, auctioneer or other person employed by the Company Liquidator in a winding up by the Tribunal, shall, on request by the Company Liquidator (to be made in sufficient time before the declaration of a dividend) deliver his bill of costs or charges to the Company Liquidator, and if he fails to do so within four weeks of the receipt of the request or such extended time as the Tribunal may allow, the Company Liquidator shall declare and distribute the dividend without regard to such person's claim and the claim shall be forfeited :

Provided that the Tribunal may, at any time before the declaration of the final dividend, for good cause shown, restore the claim and order the bill to be received without prejudice to the distribution of dividends declared prior to the making of the order, and the request by the Company Liquidator shall be in Form WIN 95 and shall be served personally or by registered post or speed post.

**185. Fees in misfeasance proceeding.**-In a proceeding against the persons referred to in sections 339 or 340, the fees to authorised representatives shall be allowed as decided by the Tribunal having regard to the nature and complexity of the case.

**186. Fees when proceeding is compromised.**-Where a proceeding is compromised prior to its being set down for hearing, the fees to be allowed



to authorised representatives of the parties shall be as decided by the Tribunal having regard to the nature and complexity of the case.

**187. Costs of parties having common interest.**- (1) Where two or more petitions or applications raise a common issue and are heard together and decided by a common judgment, unless the Tribunal otherwise orders, only one set of costs shall be allowed to all the parties together in the said petitions or applications who have a common interest.

(2) Where different parties in the same proceeding have a common interest, only one set of fees shall be allowed to all of them together, though they may be represented by different authorised representatives, unless the Tribunal otherwise orders.

**188. Tribunal's power to fix a fee.** - (1) Nothing in these rules shall be deemed to prevent the Tribunal from fixing a fee for any matter if in any particular case the Tribunal considers it necessary to do so in the interest of justice.

(2) In any case where the contest has not been of a substantial nature, the Tribunal may direct that the costs shall be on the uncontested scale.

**189. Allowance to witnesses.**-The allowances to be made to witnesses shall be on the scales as determined by the Tribunal.

## **PART V**

### **SUMMARY PROCEDURE FOR LIQUIDATION**

**190. Powers and functions of Official Liquidator.** - (1) The Official Liquidator shall exercise the powers and perform the duties as specified in the Act and these rules.

(2) For the purpose of clause (ii) of sub-section (1) of section 361, the class of companies shall be as under, based on the latest audited Balance Sheet:-

(a) the company which has taken deposit and total outstanding deposits is not exceeding twentyfive lakh rupees; or

(b) the company of which the total outstanding loan including secured loan does not exceed fifty lakh rupees; or

(c) the company of which turnover is upto fifty crore rupees; or

(d) the company of which paid up capital does not exceed one crore rupees.

(3) The Official Liquidator shall maintain the Registers and books of accounts in the manner provided in rules 79 and 80.

(4) For the purpose of filing and audit of the Official Liquidator's accounts, the procedure laid down in the preceding rules 91 to 99 shall be followed with the modification that wherever the word Tribunal is mentioned, it shall be read as Central Government and with further directions issued by the Central Government as may be necessary, from time to time.

(5) The Official Liquidator shall dispose of all the assets in the manner as described in preceding rules 165 to 167 with the modification that wherever the word Tribunal is mentioned, it shall be read as Central Government and with further directions issued by the Central Government as may be necessary, from time to time.

(6) The monies received by the Official Liquidator as referred to in section 349 shall be paid by him into the public account of India in the Reserve Bank of India as mentioned in that section not later than the next working day of the said Bank.

(7) For the purposes of section 363, the creditors of the company shall prove their claim in the manner as provided under rules 100 to 125, with the modification and directions by Central Government as mentioned in sub-rule (4).

(8) In the absence of any rules under this Part, on any subject for conduct of liquidation proceeding by the Official Liquidator, the relevant rules in the other Parts of these rules shall be followed with necessary modifications as directed by the Central Government.

#### **Part VI.**

#### **MISCELLANEOUS**

**191. Inspection of file.** - (1) Every duly authorised officer of the Central Government and, save as otherwise provided by these rules, every person who has been a director or officer of a company which is being woundup, shall be entitled, free of charge, at all reasonable times to inspect the file of proceedings of the liquidation, and to take copies or extracts from any document therein on payment at the rate of five rupees per page, to be furnished with such copies or extracts.

(2) Save as otherwise provided by these rules, every contributory and every creditor, whose claim or proof has been admitted, shall be entitled, at all reasonable times to inspect the file of proceedings on payment of one hundred rupees and to be furnished with copies and extracts from any document therein at the rate of five rupees per page.

**FORM WIN 1**

[See rule 3(1)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act, \_\_\_\_\_)

Petition No.....of 20.....

.....Petitioner

Petition for winding up

The petition of (full name, description, occupation and address of petitioner) showeth:-

1. The address of the petitioner above named for the service of all notices, processes, etc., is that of his representative Shri.....at.....
2. The company above named, viz.,.....(hereinafter referred to as 'the company') was incorporated in the month of.....19..../20....., under the (Companies Act, \_\_\_\_\_) as a public (private) company limited by shares/limited by guarantee/as an unlimited company.
3. The registered office of the company is situated at.....
4. The nominal capital of the company is Rs.....divided into.....shares of Rs.....each. The amount of capital paid up or credited as paid-up is Rs.....(or as the case may be.)
5. The objects for which the company was incorporated are (herein set out the main objects) and any matter considered necessary for furtherance thereof set forth in the memorandum of association thereof.
- 6,7,8, etc. [Here set out in numbered paragraphs, as may be necessary, the facts on which the petitioner relies in support of the petition. Where the petitioner is a contributory, the petition should state whether the conditions of sub-section (2) of section 272 are satisfied. Where the petition is presented by the Registrar of Companies or by a person authorised by the Central Government, the order of sanction or authorisation of the Central Government should be annexed to the petition. After setting out the facts conclude as follows:-]

**PRAYER**

The petitioner, therefore, prays as follows:—

(1) That the.....Co., [Ltd.] be wound up by the Tribunal under the provisions of the Companies Act, \_\_\_\_\_, and

(2) Such other order may be made in the premises as shall be just.

Representative of Petitioner

Petitioner

Note: It is intended to serve this petition on.....

**ENCLOSURES-**

1. Where the petition is presented by the Registrar of Companies or a person authorized by the Central Government, the order of sanction or authorisation of the Central Government.

2. Statement of affairs in FORM WIN4.....in case winding up petition is being filed by the company.

**FORM WIN 2**

[See rule 3(1)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Company Limited - Petitioner

**Petition by company**

The petition of.....Co. Ltd., the petitioner herein, sheweth as follows:—

(Paragraphs 1 to 5 as in FORM WIN1).

6. Where the company is already being wound-up voluntarily or by the Tribunal, the facts showing that the voluntary winding-up or winding-up by the Tribunal, as the case may be, cannot be continued with due regard to the interests of the creditors or contributories or both, should be set out.

7. By a special resolution of the company duly passed in accordance with section 271 of the Companies Act, 2013, at a general meeting thereof, held on the.....day of 20....., after due notice as provided in the Act, it was resolved unanimously (or, by a majority of.....votes against.....votes) as follows:—

(Here set out the resolution)

[Here set out in paragraphs the facts relating to the financial position of the company and the circumstances that have led to the passing of the special resolution.]

8. The petitioner therefore prays as follows:—

(1) That the.....Co., [Ltd.], may be wound-up by the Tribunal under the provisions of the Companies Act, \_\_\_\_\_, and

(2) Such other order may be made in the premises as shall be just.

Representative for the Petitioner

Petitioner

ENCLOSURES-

1. Copy of notice calling the meeting in which resolution is passed.
2. Copy of resolution passed.
3. Copy of statement of affairs.

**FORM WIN 3**

[See rule 3(2)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—— LTD (give the name of the company)  
[Company incorporated under Companies Act,.....]

Petition No.....of 20.....

.....Petitioner

**Affidavit verifying petition**

I, I. A.B., son of ..... aged ..... residing at  
.....do hereby solemnly affirm and state as follows:

[ Note : To be filled in by the petitioner other than a company]

- 1 I am a director/secretary/...../ of ..... Ltd., the petitioner in the above matter and am duly authorised by the said petitioner to make this affidavit on its behalf.

[Note- To be filled in cases where the petitioner is the company.]

- 2 The statements made in paragraphs ..... of the petition herein now shown to me and marked with letter 'A', are true to my knowledge, and the statements made in paragraphs ..... are based on information, and I believe them to be true.

Solemnly affirmed at ..... on this ..... day of ..... 20.....

Deponent



**FORM WIN 4**

[See rule 4]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....IN THE MATTER OF-----LTD (give the name of the company)  
(Company incorporated under Companies Act, \_\_\_\_\_)

Petition No.....of 20.....

.....Petitioner

**Statement of affairs under section 274(1)**

Statement of affairs of the above named company as on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ do solemnly affirm and say that the statement made herein and the several lists hereunto annexed marked 'A' to 'F' are to the best of my/our knowledge and belief a full, true and complete statement as to the affairs of the above-named company, on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and that the said company carries/carried on the following business:-

(Here set out nature of company's business)

Solemnly affirmed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
Before me

Signature(s)

Commissioner for Oaths.

The Commissioner is particularly requested, before swearing the affidavit, to ascertain that the full name, address and description of the deponent are stated, and to initial any crossing out or other alterations in the printed form. A deficiency in the affidavit in any of the above respects will entail its refusal by the Tribunal, and will necessitate its being re-sworn.

Note - The several lists annexed are not exhibits to the affidavit.

**STATEMENT OF AFFAIRS AND LISTS TO BE ANNEXED**

Statement as to the affairs of \_\_\_\_\_ Ltd., on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, showing assets at estimated realisable values and liabilities expected to rank:-

	Estimated Realisable Value		Rs.	
<b>Assets not specifically pledged (as per List 'A')</b>				
Balance at bank				
Cash in hand				
Marketable Securities				
Bills Receivable				
Trade Debtors				
Loans and Advances				
Unpaid Calls				
Stock in Trade				
Work in progress				
-----				
Freehold property, Land & Buildings				
Leasehold property				
Plant & Machinery				
Furniture, Fittings, Utensils, etc.				
Investments other than marketable securities				
Livestock				
Vehicle etc.				
Other Property, viz., ...				
-----				
<b>*Asset specifically pledged (as per list 'B')</b>	-----			
	(a)	(b)	(c)	(d)
	Estimated Realisable Values	Due to secured creditors	Deficiency ranking as unsecured	Surplus carried to last column
	Rs.	Rs.	Rs.	Rs.
Freehold property				
Rs. ....	_____			

Estimated surplus from assets specifically pledged		
Estimated total assets available for preferential creditors, debenture-holders secured by a floating charge, and unsecured creditors (brought forward)		
Summary of Gross Assets		Rs.
		Rs.
Gross realisable value of assets specifically pledged	—	
Other assets	—	
Gross Assets Rs.	—	—

\*Note : All assets specifically mortgaged, pledged or otherwise, given as security should be included under this head. In the case of goods given as security, those in possession of the company and those not in possession should be separately set out.

			Rs.
(f)	Estimated total assets available for preferential creditors, debenture-holders secured by a floating charge, and unsecured creditors (brought forward).		
Gross Liabilities		Liabilities	
Rs.			
	(to be deducted from surplus or added to deficiency as the case may be.)		
	Secured creditors (as per List 'B') to extent to which claims are estimated to be covered by assets specifically pledged [item (a) or (b) on preceding page, whichever is the less]		_____
	[Insert in 'Gross Liabilities' column only]		
	Preferential creditors (as per List 'C')—		_____
	Estimated balance of assets available for debenture holders secured by a floating charge and unsecured creditors	Rs.	_____
	Debenture-holders secured by a floating charge ( as per list 'D')/Estimated Surplus/Deficiency as regards debenture holders.	Rs.	_____
	Unsecured Creditors (as per List 'E')		
	Estimated balance of claims of creditors* partly secured on specific assets, brought from preceding page.		
(g)			

Trade Accounts \_\_\_\_\_  
 Bills Payable \_\_\_\_\_  
 Outstanding Expenses \_\_\_\_\_  
 Contingent liabilities (state nature) \_\_\_\_\_

Rs. \_\_\_\_\_

Rs. \_\_\_\_\_  
 Estimated Surplus/Deficiency as regards  
 creditors being difference between Gross  
 Assets brought from preceding page (d)  
 and Gross Liabilities as per column (e)

Rs. \_\_\_\_\_

Issued and Called-up Capital #

\_\_\_\_\_ Preference shares of \_\_\_\_\_ each  
 \_\_\_\_\_ Called up (as per list 'F')  
 \_\_\_\_\_ equity shares of \_\_\_\_\_ each  
 \_\_\_\_\_ Called up (as per list 'G')

Rs.

Rs.

Rs.

Rs.

Estimated Surplus/Deficiency as regards  
 Members (as per list 'H')

Rs. \_\_\_\_\_

# These figures must be read subject to the following notes:-

- (1) (f) there is no unpaid capital liable to be called up, or  
 (g) the nominal amount of unpaid capital liable to be called up  
 is Rs. \_\_\_\_\_ estimated to produce Rs. \_\_\_\_\_ which is/is not charged in  
 favour of debenture holders [ strike out (f) or (g) ]  
 (2) The estimates are subject to costs of the winding up and to  
 any surplus or deficiency on trading pending realisation of assets.

**LIST 'A' - ASSETS NOT SPECIFICALLY PLEDGED**

Statement of Affairs - List 'A'

Full particulars of every description of property not specifically pledged and not included in any other list are to be set forth in this list.

Full statement and nature of property		Book Value Rs.	Estimated to produce Rs.
State name of bankers	Balance at Bank	—	
	Cash in hand	—	
	Marketable Securities, viz.,	—	
	_____	—	
	Bills Receivable (as per Schedule I)	—	
	Trade Debtors (as per Schedule II)	—	
	Loans & Advances (as per Schedule III)	—	
	Unpaid calls (as per Schedule IV)	—	
State nature	— Stock in Trade (as per Schedule V) —	—	
State nature	— Work in Progress —	—	
	Freehold property, viz.,	—	
	_____	—	
	Leasehold property, viz.	—	
	_____	—	
	Plant and Machinery, viz.,	—	
	_____	—	
	Furniture, Fittings, Utensils, etc.	—	
	Patents, Trade Marks, etc., viz.,	—	
	_____	—	
	Investments other than Marketable Securities viz.,	—	
	Livestock, Vehicles, etc.	—	
	Other Property, viz.,	—	
	_____	—	
Signature:		Dated _____ 20____	

SCHEDULE I

BILLS OF EXCHANGE, PROMISSORY NOTES, ETC., ON HAND AVAILABLE AS ASSETS

Statement of Affairs: Schedule I to LIST 'A'

The names to be arranged in alphabetical order and numbered consecutively

No.	Name of Acceptor Of bill or note	Address, etc.	Amount of bill or note	Date when due	Estimated to produce	Particulars of any property held as security for payment of bill or note
			Rs.		Rs.	

Signature: \_\_\_\_\_

Dated \_\_\_\_\_ 20 \_\_\_\_

**SCHEDULE II**

**TRADE DEBTORS**

Statement of Affairs: Schedule II to List 'A'

The names to be arranged in alphabetical order and numbered consecutively.

**Note:** If the debtor to the company is also a creditor, but for a less amount than his indebtedness, the gross amount due to the company and the amount of the contra account should be shown in the third column, and the balance only be inserted under the heading 'Amount of debt' thus :

Rs.  
Due to the Company  
Less Contra Account

No such claim should be included in the List 'I'

No.	Name	Residence & Occupation	Amount of Debt			Folio of ledger or other book where particulars to be found	When contracted	Estimated to produce	Particulars of securities held for debt
			Good Rs.	Doubtful Rs.	Bad Rs.				
							Month Year	Rs.	

Signature: \_\_\_\_\_

Dated: \_\_\_\_\_ 20\_\_

**SCHEDULE III**

**LOANS AND ADVANCES**

*Statement of Affairs- Schedule III to List 'A'*

Serial No.	Date of advance	Name and Address of Person to whom advanced	Amount due Rs.	Estimated to realise	Particulars of security, if any	Folio of ledger or other book where particulars to be found
------------	-----------------	---	-------------------	----------------------	---------------------------------	---

Signature:

Dated.....20....



**SCHEDULE IV**

**UNPAID CALLS**

*Statement of Affairs: Schedule IV to List 'A'*

The names to be arranged in alphabetical order and numbered consecutively.

---

Consecutive No.	No. in shares register	Name of shareholder	Address	No. of shares held	Amount of call per share unpaid Rs.	Total amount due Rs.	Estimated to realize Rs.
<hr/>							

---

Signature:

Dated.....20....

SCHEDULE V

STOCK IN TRADE

Statement of Affairs: Schedule V to List 'A'

---

Serial No.	Description	Quantity	Book Value	Estimated to realise
			Rs.	Rs.
<hr/>				

Signature:

Dated.....20....

SCHEDULE VI

DEBTS DUE FROM CONTRIBUTORIES

(Other than unpaid calls)

*Statement of Affairs: Schedule VI to List 'A'*

---

Consecutive No.	No. in share register	Name of shareholder	Address	Nature and particulars of debt	Amount due	Securities held, if any, for the debt	Serial no. in Schedule LII or III, as the case may be where the debt is included

---

Rs.

Signature:

Dated.....20....

**LIST B-ASSETS SPECIFICALLY PLEDGED AND CREDITORS FULLY OR PARTLY SECURED**  
(Not including debentures holders secured by a floating charge)

The names of the secured creditors are to be shown against the assets on which their claims are secured, numbered consecutively, and arranged in alphabetical order as far as possible.

*Statement of Affairs: List B'*

Particulars of assets specifically pledged	Date when security given	Estimated value of security	No. of credits	Name of creditor	Address and occupation	Amount of debt	Date when contract entered	Consideration	Balance of debt unsecured carried to list "A"	Estimated surplus from security
		Rs				Rs			Rs	Rs

Signature: \_\_\_\_\_

Dated .....20...

\*All assets specifically mortgaged, pledged, or otherwise given as security should be set out: goods given as security but in possession of the company and goods not in possession should be separately set out.

---

**LIST 'C' - PREFERENTIAL CREDITORS FOR RATES, TAXES, SALARIES, WAGES AND OTHERWISE THE NAMES  
TO BE ARRANGED IN ALPHABETICAL ORDER AND NUMBERED CONSECUTIVELY**

*Statement of Affairs: List 'C'*

---

No	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued due	Date when due	Amount of claim Rs.	Amount payable in full Rs.	Amount payable as overriding preferential payments	Balance not preferential carried to list 'E' Rs.
----	------------------	------------------------	-----------------	---------------------------------------	---------------	------------------------	-------------------------------	--	---

---

Signature:

Dated ..... 20 ..

**LIST 'D' - LIST OF DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE**

The names to be arranged in alphabetical order and numbered consecutively

Separate Lists must be furnished of holders of each issue of Debentures, should more than one issue have been made.

*Statement of Affairs: List 'D'*

<i>No.</i>	<i>Name of holder</i>	<i>Address</i>	<i>Amount</i>	<i>Description of assets Over which security extends</i>
			Rs. -	

*Signature:*

*Dated* ..... 20 .....

**LIST 'E' - UNSECURED CREDITORS**

The names to be arranged in alphabetical order and numbered consecutively  
*Statement of Affairs: List 'E'*

Note: (1) When there is a contra account against the creditor less than his claim against the company, the amount of the creditor's claim and the amount of the contra account should be shown in the third column and the balance only inserted under the heading 'Amount of Debt' thus :-

		Rs.
Total amount of claim	---	
Less: Contra account	---	

No such set-off should be included in Schedule I attached to List 'A'

(2) The particulars of any Bills of Exchange and Promissory Notes held by a creditor should be inserted immediately below the name and address of such creditor.

---

No.	Name	Address & Occupation	Amount of debt	Date when contacted	Folio of ledger or other books where particulars to be found	Consideration
-----	------	----------------------	----------------	---------------------	--	---------------

---

			Rs.	Month	Year	
--	--	--	-----	-------	------	--

*Unsecured balance of creditors partly secured*  
- Brought from List 'B'  
*Balance not preferential of preferential creditor*  
- Brought from List 'C'

Signature: \_\_\_\_\_

Dated ..... 20 .....

**LIST 'F' - LIST OF PREFERENCE SHAREHOLDERS**

The name to be arranged in alphabetical order and numbered consecutively  
*Statement of Affairs: List 'F'*

---

<i>Consecutive no.</i>	<i>Register No.</i>	<i>Name of Shareholder</i>	<i>Address</i>	<i>Nominal amount of share</i>	<i>No. of shares held</i>	<i>Amount per share called up Rs</i>	<i>Total amount called up Rs</i>
<hr/>							
<hr/>							

*Signature:*

*Dated, ..... 20 ..*



**LIST 'G' - LIST OF EQUITY SHAREHOLDERS**

The names to be arranged in alphabetical order and numbered consecutively  
*Statement of Affairs: List 'G'*

---

<i>Consecutive no.</i>	<i>Register No.</i>	<i>Name of Shareholder</i>	<i>Address</i>	<i>Nominal amount of share</i>	<i>No. of shares held</i>	<i>Amount per share called up Rs</i>	<i>Total amount called up Rs</i>
----------------------------	-------------------------	--------------------------------	----------------	--	-----------------------------------	--	--

---

*Signature:*

*Dated.....20...*

## LIST 'N' -DEFICIENCY OR SURPLUS ACCOUNT

### Statement of Affairs: List 'N'

The period covered by this Account must commence on a date not less than 3 years of the date of presentation of the winding up petition or, if the company has not been incorporated for the whole period, the date of formation of the company, unless the Tribunal otherwise agrees.

Items contributing to deficiency (or reducing surplus):

		Rs.
1. Excess (if any) of Capital and Liabilities over Assets on the _____ 20____ as shown by balance sheet (copy annexed) _____		
2. Net dividends and bonuses declared during the period from _____ 20____ to the date of the statement.	---	
3. Net trading losses (after charging items shown in note below) for the same period.	---	
4. Losses other than trading losses written off or for which provision has been made in the books during the same period (give particulars or annex schedule)	---	
5. Estimated losses now written off or for which provisions have been made for the purpose of preparing the statement (give particulars or annex schedule).	---	
6. Other items contributing to Deficiency or reducing Surplus _____	---	
		Rs. _____

Items reducing Deficiency (or Contributing to Surplus):

7. Excess (if any) of assets over capital and liabilities on the _____ 20____ as shown on the Balance Sheet (copy annexed) _____		Rs.
8. Net trading profits (after charging items shown in note below) for the period from the _____ 20____ to the date of statement.	---	Rs.
9. Profits and income other than trading profits during the same period (give particulars or annex schedule).	---	Rs.
10. Other items reducing Deficiency or contributing to Surplus: Deficiency/Surplus as shown by statement.	---	Rs.

Note as to Net Trading Profits and losses:

Particulars are to be inserted here (so far as applicable) of the items mentioned below, which are to be taken into account in arriving at the amount of net trading profits or losses shown in this account:

Provision for depreciation, renewals, or diminution in value of fixed assets.

Charges for income-tax and other taxation on profits.

Interest on debentures and other fixed loans.

Payment to directors made by the company and required by law to be disclosed in the accounts.

Exceptional or non-recurring expenditure:

Less Exceptional or non-recurring receipts:

Balance, being other trading profits or losses

		Rs.
	_____	
	_____	Rs.
		Rs. _____

Net trading profits or losses as shown in Deficiency or Surplus Account above

Rs. \_\_\_\_\_

Signature: \_\_\_\_\_

Dated \_\_\_\_\_ 20\_\_\_\_

**LIST 'I'**

**Statement of Affairs: List 'I'**

In substitution for such of the Lists 'A' to 'H' as will have to be returned blank

---

List	Particulars	Remarks
		Where no entries are made on anyone or more of list 'A' to 'H' the word 'Nil' should be inserted in this column opposite to the list or lists thus left blank.
A.	Assets not specifically pledged. ....	
B.	Assets specifically pledged and creditors fully or partly secured (not including debenture-holders secured by a floating charge).	
C.	Preferential creditors for Rates, Taxes, Salaries, Wage and overriding preferential payments and otherwise. ....	
D.	Debenture-holders secured by Floating Charge. ....	
E.	Unsecured creditors. ....	
F.	Preferential shareholders. ....	
G.	Equity shareholders. ....	
H.	Deficiency or Surplus Account. ....	

---

Signature:

Dated.....20.....

**FORM WIN 5**

[See rule 4]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF---LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Affidavit of concurrence in statement of affairs**

I/We,.....[name(s), description(s) etc.] do solemnly affirm and say as follows :—

That I/we have perused the statement of affairs lodged herein by.....and that to the best of my/our information, knowledge and belief, such statement contains a full and accurate account of the company's affairs [except as stated below].

[Here state, if necessary, in what respects, if any, the statement of affairs is not concurred in.]

Solemnly affirmed etc.

*Signature of deponent*

*Commissioner for Oaths*

.....

**FORM WIN 6**

[See rule 7]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Advertisement of petition**

Notice is hereby given that a petition for the winding up of the above-named company by the Tribunal at..... was on the day of... 20 presented to the said Tribunal by the said company [or. where the petition was not presented by the company, state the name and address of the petitioner and the capacity in which he presents the petition *e.g.*, contributory, etc.] and that the said petition is directed to be heard before the Tribunal on the day of ..... 20..... Any contributory or other person desirous of supporting or opposing the making of an order on the said petition should send to the petitioner or his representative notice of his intention signed by him or his representative with his name and address so as to reach the petitioner or his representative not later than five days before the date fixed for the hearing of the petition and appear at the hearing for the purpose in person or by his representative. A copy of the petition shall be furnished by the undersigned to any creditor or contributory on payment of the prescribed charges for the same. Any affidavit intended to be used in opposition to the petition should be filed in Tribunal and a copy served on the petitioner or his representative not less than five days before the date fixed for the hearing.

Representative for Petitioner

**FORM WIN 7**  
[See rule 14(1)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

*Company Petition No.....of 20.....*  
*.....—Petitioner*  
*Company Application No.....of 20....*  
*.....Applicant.*  
Before the Hon'ble Member of the Bench.....

Dated.....

**Notice of the application for appointment of provisional liquidator**

To

.....

Take notice that the application for appointment of provisional liquidator of the company pending final orders on the winding up petition in pursuance of section 273(1)(c) was presented by.....( here mention whether it is a contributory or contributories , the Registrar of Companies or person authorised by the Central Government or the Central Government or the State Government, and admitted on the .....day of 20....., and that the said application is fixed for hearing before the Tribunal on the.....day of.....20.....

If you desire to support or oppose the application at the hearing, the notice thereof in writing should reach the Tribunal not later than.....days before the date fixed for the hearing of the application, and appear at the hearing in person or by your representative. If you wish to oppose the application, the grounds of opposition or a copy of affidavit should be furnished with the notice. A copy of the application is enclosed herewith\*

*Name*

*Dated..... (Sd).....*  
*(Representative for applicant)*

[This notice should be served on or before the.....day of.....20...]

**FORM WIN 8**  
[See rule 14(2)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

*Company Application No ..... 20 ....*  
*..... Applicant.*

Before the Hon'ble Mr. -----

Dated .....

**Order appointing provisional liquidator**

Upon the application of.....and upon hearing Shri..... ,  
representative for the applicant, and Shri.....(name , designation,  
postal address, email id , land line phone number or mobile phone  
number ) , representative for the company and upon reading the petition  
and affidavit filed the day of... 20..... , and the affidavit of the applicant  
herein filed the ...day of...20 ....

This Tribunal doth appoint the Shri \_\_\_\_\_, resident of \_\_\_\_\_ to  
be provisional liquidator of the above-named company;

And the Tribunal doth hereby limit and restrict the powers of the said  
provisional liquidator to the following acts, that is to say:-

[Here describe the acts which the provisional liquidator is authorised to  
do.]

And the Tribunal doth order that the provisional liquidator do forthwith  
take charge of all the property and effects of the company;

And that the costs of this application shall be costs in the petition.

*(By the Tribunal)*

*Registrar*

**Note:** It will be the duty of such of the persons as are liable to submit the  
books of account of company completed and audited upto the date of order



to liquidator under section 274(3) to attend on the provisional liquidator at such time and place as he may appoint and to give him all information he may require.

\*Where the Tribunal directs that the provisional liquidator is to take possession of any specific properties, the clause should be suitably modified, and the particulars of such properties should be set out in a schedule to the order.

**FORM WIN 9**  
[See rule 14(4)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

*Company Petition No ..... 0/ 20 .*  
*Application No ..... 0/20 .*  
*..... Petitioner (Applicant)*

**Notice of appointment of provisional liquidator**

To  
The provisional liquidator  
.....(Address)

Order pronounced this day by the Hon'ble Mr. \_\_\_\_\_ for  
appointment of the provisional liquidator of the under-mentioned  
company:

1. Name of company;
2. Registered office of the company;
3. Petitioner's representative;
4. Date of presentation of petition;

A copy each of the petition and the affidavit filed in support is herewith  
enclosed.

*Dated.....*

Tribunal.....

Note.- It will be the duty of such of the persons as are liable to submit  
the books of account of company completed and audited upto the date of  
order to liquidator under section 274(3), to attend on the provisional  
liquidator at such time and place as he may appoint and to give him all  
information he may require.

Copy to Registrar of Companies.

**FORM WIN 10**

[See rules 14(5) and 21]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act, \_\_\_\_\_)

Petition No.....of 20.....  
.....Petitioner

**Disclosure of interest or lack of independence by provisional liquidator or  
by Company Liquidator**

To

.....  
Registrar/Deputy Registrar

Disclosure is hereby given that I,.....appointed as the provisional liquidator or company liquidator of the above mentioned company by an order dated the .....day of ..... 20....., have no interest in the above named company and, am in no way so concerned with the company to affect my independence in the discharge of my duties as provisional liquidator or Company Liquidator of the said company.

[I have the following interests in the above named company which may affect my independence in discharge of my duties as the provisional liquidator or Company Liquidator of the said company (set out the interest)]

Dated this.....day of .....20

(Sd.)Provisional Liquidator or Company Liquidator

**FORM WIN 11**

[See rule 17(1)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Company Petition No..... / 20 .....

..... - Petitioner

Before the Hon'ble Mr. ....

Dated .....

**Winding up Order**

Upon the petition of.....presented on the ..... day of.....  
20...., upon hearing Shri ..... representative for the petitioner  
Shri..... representative for the creditors (or contributories) supporting  
the petition, Shri ..... representative for the creditors (or contributories)  
opposing the petition, and Shri ..... representative for the company,  
upon reading the said petition, the affidavit of A.B., filed the ..... day  
of..... 20...., verifying the said petition, the affidavit of x.y., filed the  
.....day of .....20...., the (state or union territory), paper publication of  
the advertisement of the said petition, this Tribunal doth order:

\* (1) That the said company be wound up by this Tribunal under the  
provisions of the Companies Act, 2013; and

(2) That the provisional liquidator or Company Liquidator, as the case  
may be, as liquidator of the company aforesaid, forthwith take charge of  
all the property, effects, actionable claims and books and papers of the  
said company;

\*\* (3) That the provisional liquidator or Company Liquidator shall cause a  
sealed copy of this order to be served on the company by pre-paid  
registered post;

(4) That the petitioner do advertise within fourteen days from this date a  
notice in the prescribed form of the making of this order in one issue (each)  
of... (here enter the newspaper or newspapers in which the order is to be  
advertised);

(5) That the said petitioner do serve a certified copy of this order on the  
Registrar of Companies not later than one month from this date; and

(6) That the cost of the said petition shall be paid out of the assets of the said company.

Dated this ....day ....20 .

(By the Tribunal)

Registrar

\*Where the company ordered to be wound up is a Banking Company, or an Insurance Company, add at the end of clause (1) 'and the Banking Companies Act, 1949' or 'and the Insurance Act, 1938', as the case may be.

\*\* To be inserted only where the company is not the petitioner.

Note:

1. It will be the duty of such of the persons as are liable to submit the books of account of company completed and audited up to the date of order under section 274(3) to attend on the Company Liquidator at such time and place as he may appoint and to give him all information he may require.

2. It will be the duty of every person who is in possession of any property, books or paper, cash or any other assets of the company including the benefits derived therefrom, such person shall forth with surrender such property, books, papers, etc.

**FORM WIN 12**

[See rule 17(1)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Notice to Company Liquidator of winding up order**

To  
The Company Liquidator,  
.....Name  
.....(Address)

Order pronounced this day by the Hon'ble Mr. .... for  
winding up the under-mentioned company under the Companies Act,2013.

1. Name of company:
2. Registered office of the company:
3. Petitioner's representative:
4. Date of presentation of petition:

\* A copy each of the petition and the affidavit filed in support is herewith enclosed.

Dated..... Tribunal.....

\*Strike out, where copies of the petition and the affidavit have been sent to the Company Liquidator along with notice of an order appointing provisional liquidation, if any.

Note: It will be the duty of such of the persons as are liable to submit the books of accounts of company completed and audited upto the date of order of liquidator under section 274(3) to attend on the Company Liquidator at such time and place as he may appoint and to give him all information he may require.

**FORM WIN 13**

[See rule 17(1)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Notice to Registrar of Companies Winding up order**

To  
The Registrar of Companies,  
.....(Address)

Order pronounced this day by the Hon'ble Mr. .... for winding up the under-mentioned company under the Companies Act, 2013

1. Name of company;
2. Registered office of the company;
3. Petitioner's representative;
4. Date of presentation of petition;

\* A copy each of the petition and the affidavit filed in support is herewith enclosed.

Dated..... Tribunal.....

\*Strike out, where copies of the petition and the affidavit have been sent to the Registrar of Companies along with notice of an order appointing provisional liquidator, if any.

**Note:**

1 It will be the duty of such of the persons as are liable to submit the books of accounts of company completed and audited upto the date of order of liquidation under section 274(3) to attend on the Company Liquidator at such time and place as he may appoint and to give him all information he may require.

2 In case of a listed company, the Registrar shall send intimation of such order to the Stock Exchange, where the Securities of the company are listed.

**FORM WIN 14**

[See rule 20]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

*Company Petition No ..... 20*  
*..... - Petitioner*

**Notice of winding up order**

By an order made by the Tribunal in the above matter dated the ..... day  
of ..... 20 ....it was ordered that the above-named company be wound-  
up under the provisions of the Companies Act, 2013.

*Dated.....*

*Representative for the Petitioner*



**FORM WIN 15**

[See rule 24]

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....**

**IN THE MATTER OF—LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)**

*Company Petition No.....of 20....*

*Application No.....of 20....*

.....Applicant

**Application for leave to commence or continue any suit or proceeding  
under section 279(1) of the Companies Act, 2013**

The application of (full name, description, occupation and address of applicant) showeth:-

1. The address of the applicant/his representative for the service of all notices, processes etc., is Shri.....at.....

2. The company named, viz.....(hereinafter referred to as 'the company') was incorporated in the month of.....19...../20....., under the (Companies Act, \_\_\_\_\_) as a public (private) company limited by shares/limited by guarantee/as an unlimited company.

3. The registered office of the company is situated at.....

4. The nominal capital of the company is Rs.....divided into.....shares of Rs.....each. The amount of capital paid up or credited as paid-up is Rs.....(or as the case may be.)

5. The order for the winding up the company or for appointment of provisional liquidator dated .....has been passed by the Tribunal.

6. The applicant hereby applies for the leave to commence [or continue] the suit [or proceeding] under section 279(1) of the Companies Act 2013, the details of which are as mentioned below:

Dated this.....day of.....20....

Applicant

**FORM WIN 16**

[See rule 25(1)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Report of the Company Liquidator under section 281(1)**

The Company Liquidator, in pursuance of section 281(1) of the Companies Act, 2013 hereby submits his Report to the Tribunal as follows :-

**1. Capital:** The nominal capital of the company is Rs..... divided into ... shares of Rs ..... each.

The number of shares issued is ..... and comprises ..... shares allotted as fully paid and ..... shares subscribed for cash and fully called up (or on which Rs .... per share has been called up.) The unpaid calls amount to Rs .....

**2. Assets:** The assets of the company located at....., are estimated by the registered valuer (or as the case may be) to be of the value of Rs .... and they comprise the following :-

Assets not specifically pledged:

(1) Cash on hand	RS...
Cash at Bank	RS...
Negotiable Securities	RS...
(2) Debts due from contributories	RS...
(3) Debts due to the company: (name, addresses and occupation of person from whom they are due and the amount likely to be realised on account thereof)	
(a) Secured	RS...
Securities available:	
(give particulars of the properties given as security, whether security given by company or an officer ,their value and dates on which they were given)	
(b) Unsecured	RS...
(4) Guarantee, if any, extended by company	
RS....	
(5) Movable & Immovable properties:	
(a) Movable properties:	RS...
(i) Stock in trade	RS...
(ii) Other movables (give particulars)	RS...

(b) Immovable properties: (give particulars)	
RS...	
(6) Unpaid Calls	RS...
(7) List of contributories and dues, if any, payable by them	
RS...	
(8) Details of Trade Marks and intellectual property, if any, owned by the company	
(9) Other assets	
Assets specifically pledged:	
RS...	
(1) Assets held by fully secured creditors (give particulars)	
RS...	
(2) Assets held by partly secured creditors (give particulars)	
RS...	
<b>3. Liabilities :</b> The liabilities of the company are returned as amounting to Rs. _____ and include the following :-	
(1) Fully secured creditors	Rs
.....	
(2) Partly secured creditors	Rs
.....	
(3) Preferential creditors	Rs
.....	
(4) Debenture holders	
Rs .....	
(5) Unsecured creditors	
Rs .....	
4. Details of subsisting contracts, joint venture and collaboration, if any.	
5. Details of holding and subsidiary companies, if any.	
6. Details of legal cases filed by or against the company, if any.	
7. Causes of failure: The company was formed to carry on the business of .....	
The failure of the company is in the opinion of the company Liquidator due to .....	
8. Any other information which Tribunal may direct or Company Liquidator may consider necessary to include.	
9. The manner in which the company was promoted or formed and the Company Liquidator is of the opinion that fraud has been/has not been committed by any person in its promotion or formation.	
Dated this ....day of .... 20 ...	
Company Liquidator	

**FORM WIN 17**

[See rule 28(2)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....IN THE MATTER OF-----LTD (give the name of the company )  
[Company incorporated under Companies Act,.....]Petition No.....of 20.....  
.....Petitioner**Provisional list of contributories**

The following is a list of members of the above-named company liable to be placed on the list of contributories of the said company made out by me from the books and papers of the said company, together with their respective addresses and the number of shares [or extent of interest] to be attributed to each, and the amount called up and the amount paid up in respect of such shares [or interest] so far as I have been able to make out or ascertain the same.

In the first part of the list are set forth the persons who are contributories in their own right.

In the second part of the list are set forth persons who are contributories as being representatives of or liable for the debts of others.

**First Part**

Contributories in their own right

Sl. No.	Name & Description	Address	No. of shares or extent of interest	Amount called up at date of commencement of winding up	Amount paid up at date of commencement of winding up
1	2	3	4	5	6

**Second Part**

Contributories as being representatives of or liable for the debt of others

Sl. No	Name and Description	Address	In what character included	No. of shares or extent of interest	Amount called up at date of commencement of winding up	Amount paid up at date of commencement of winding up
1	2	3	4	5	6	7

Sd/-  
Company Liquidator

**FORM WIN 18**  
[See rule 29(1)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Notice to contributory of date fixed to settle list of contributories**

To  
.....  
.....

Take notice that I..... the Company Liquidator of the above company, have fixed .....day the ..... day of... 20... at... ..o'clock in the ..... noon at my office, to settle the list of contributories of the above named company which has been made out by me, pursuant to the Companies Act, 2013 and the rules made thereunder, and that you are included in such list. The character and the number of shares [or extent of interest] in and for which you are included, and the amount called up and the amount paid up in respect of such shares [or interest] are stated below. If no sufficient cause is shown by you to the contrary at the time and place aforesaid, the list will be settled including you therein as set forth in the said list.

No. of list	Name & Description	Address	In what character included	No. of shares or extent of interest	Amount called up at date of commencement of winding up	Amount paid up at date of commencement of winding up
1	2	3	4	5	6	7

Dated this.....day of .....20.....

(Sd.)  
Company Liquidator

Notes:

1. Contributories are under no obligation to attend before the Company Liquidator if they are satisfied that the particulars contained in the notice are correct.
2. A shareholder's name cannot be omitted from the list of contributories on account of his inability to pay calls; this question will be dealt with when application is made for payment of the calls.
3. A change of address may be notified by giving notice by post before the date fixed for the settlement of the list.

**FORM WIN 19**

[See rule 29(2)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Affidavit as to the posting of notices fixing a date for the  
settlement of the list of contributories**

I,..... (name and description) do solemnly affirm and say as follows:-

1. That I did on the ..... day of... 20....., send to each contributory mentioned in the provisional list of contributories made out by the Company Liquidator on the ..... day of... .. 20 , and now on the file of proceedings of the above-named company, at the address appearing in such list, a notice of the time and place fixed to settle the list of contributories, in the form hereunto annexed marked 'A', except that in the tabular form at the foot of such copies respectively I inserted the number, name and description, address, in what character included, the number of shares (*or* extent of interest), the amount called up and the amount paid up in respect of the shares (*or* interest), of the person to whom such copy of the said notice was issued.
2. That I sent the notices by putting the same pre-paid into the post office/by speed post at... before the hour of ..... o'clock in the ..... noon on the said day, and I obtained from the post office the certificate of posting relating thereto, which is herewith annexed\*.

Solemnly affirmed, etc.

*Deponent*

\*To be annexed



**FORM WIN 20**

[See rule 30]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

*Dated* : .....

**List of contributories as settled by Tribunal**

The result of the settlement of the list of contributories of the above company, made out and filed in Tribunal by the Company Liquidator of the said company on the ..... day of 20.... , so far as the said list has been settled up to the date of this certificate, is as follows :-

1. The several persons whose names are set forth in the second column of the First Schedule hereto have been included in the said list of contributories as contributories of the said company in respect of the number of shares [or extent of interest] set opposite the names of such contributories respectively in the said Schedule.
2. In the first part of the said Schedule are set forth such of the said several persons as are contributories in their own right.
3. In the second part of the said Schedule are set forth such of the said several persons as are contributories as being representatives of or liable for the debts of others.
4. The several persons whose names are set forth in the second column of Second Schedule hereto, were included in the provisional list of contributories, and have been excluded from the said list of contributories.
5. In the fifth column of the first part and the sixth column of the second part of the First Schedule, and in the sixth column of the Second Schedule, are set forth, opposite the name of each of the several persons respectively, the date when such person was included in or excluded from the said list of contributories.
6. In the sixth and seventh columns of the first part, and the seventh and eighth columns of the second part, of the First Schedule, are set forth opposite the names of each of the said persons respectively the amount

called up at the date of the commencement of the winding-up and the amount paid up at such date in respect of their shares [ or interest].

**THE FIRST SCHEDULE ABOVE REFERRED TO**

First Part

Contributories in their own right

Sl. No	Name and Description	Address	No. of shares or extent of interest	Date when included in the list	Amount called up the date of commencement of winding up	Amount paid up at date of commencement of winding up
1	2	3	4	5	6	7

Second Part

Contributories as being representatives of or liable for the debts of others

Sl. No	Name and Description	Address	In what character included	No. of shares or extent of interest	Date when included in the list	Amount called up the date of commencement of winding up	Amount paid up at date of commencement of winding up
1	2	3	4	5	6	7	8

**THE SECOND SCHEDULE ABOVE REFERRED TO**

Sl. No.	Names and Description	Address	In what character proposed to be included	No of shares or extent of interest	Date when excluded from the list
1	2	3	4	5	6

Dated the ..... day of..... 20.....

Registrar National Company Law Tribunal

**FORM WIN 21**

[See rule 31(1)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Notice to contributory of final settlement of list of contributories  
and that his name is included**

To

.....  
.....

Take notice that I, ..... the Company Liquidator of the above-named company have by certificate dated the ...., day of... .. 20 ..... under my hand, finally settled the list of contributories of the said company, and that you are included in such list. The character and number of shares (or extent of interest) in and for which you are included and the amount called up and the amount paid up in respect of such share (or interest) are stated below.

Any application by you to vary the said list of contributories or that your name may be excluded therefrom, must be made by you to the Tribunal within fifteen days from the date of service on you of this notice. Any application made after the expiry of the said period will not be entertained.

The said list may be inspected by you at the office of the Registrar of the National Company Law Tribunal, ..... on any day during office hours.

Dated this ..... day of ..... 20.....

(Sd.)

Company Liquidator

No. List	Name and Description	Address	In what character included	No. of shares or extent of interest	Amount called up at date of commencement of winding up	Amount paid up at date of commencement of winding up
1	2	3	4	5	6	7

*Company Liquidator*

**FORM WIN 22**

[See rule 31(2)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF ----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Affidavit of service of notice on contributory**

I, ..... (name and description of deponent), of., solemnly affirm and say as follows :-

1. I did on the .. day of. 20 , in the manner hereinafter mentioned serve a true copy of the notice now produced and shown to me and marked 'A' upon each of the respective persons whose names, descriptions and addresses appear in the second and third columns of the First Schedule to the list of contributories of the said company settled by the Company Liquidator of the said company on the..... day of.....20..... and now on the file of the proceedings of the said company. In the tabular form at the foot of such copies respectively I inserted the number on list, name, description, address, in what character included, the number of shares */or* extent of interest] and the amount called up and the amount paid up in respect of the shares */or* interest], of the person on whom such copy of the said notice was served, in the same words and figures as the same particulars are set forth in the said Schedule.

2. I served that said respective copies of the said notice duly addressed to such persons respectively according to their respective names and addresses appearing in the said Schedule by registered post/speed post on ... at the post office at.. , and the postal receipts and acknowledgements received from the said post office in respect thereof are annexed hereto. In the following cases, either the notices were returned unserved or the notices have not been returned nor the acknowledgements received:-

Number on list	Name of Person	Whether notice was returned unserved. Whether notices not returned for acknowledgement received

Solemnly affirmed, etc.

Deponent

**FORM WIN 23**

[See rule 37(1)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Report of result of meeting of creditors and contributories under  
section 287(3)**

I ..... (name), Company Liquidator of the Tribunal, and Chairman of the meetings of the creditors and contributories held under section 287(3), do hereby report the result of the said meetings :-

1. A meeting of the creditors of the above-named company was summoned by advertisement in  
(here enter the newspaper or newspapers) of the date(s) ..... 20....., and was held on the day  
of..... 20 .....at..... I was the chairman of the said meeting.

2. The said meeting was attended either personally or by proxy by .... creditors whose proofs of debt against the said company were admitted for voting purposes, amounting in the whole to the value of Rs ... .

3. The question submitted to the said meeting of creditors was, they wished that a advisory committee shall be appointed to act with the Company Liquidator and so, who are to be the members of the advisory committee.

4. At the said meeting it was resolved unanimously (or as a result of the voting set out below) that there should be advisory committee consisting of following members:-

(Here set out the names of members)

[or the result of the voting on the said proposition was as set out below]

5. A meeting of the contributories of the above-named company was summoned by advertisement in (here enter the newspaper or newspapers) of the date(s) ..... 20 and was held on the ..... day of ... 20, at... for the purpose of considering the aforesaid decision of the creditors' meeting and



to express the views of the contributories as to who are to be members of advisory committee . I was the Chairman of the said meeting.

6. The said meeting was attended either personally or by proxy by contributories holding in the whole .....shares of the said company and entitled to..... votes.

7. At the said meeting it was resolved unanimously (or as a result of the voting as set out below) as follows:-

[Here set out the resolution or resolutions.]

**RESULT OF VOTINGS**

Resolutions	Voting on resolutions			
	For		Against	
	No.	Amount	No.	Amount
State the substance of any resolutions and give names of members of Committee (if any) and amount of their proofs if creditors, or shares,(if contributories).				
	No.	Shares vote	No.	Shares/votes
Creditors: .....				
Contributories .....				

Sd/-.....  
Company Liquidator and Chairman

**FORM WIN 24**

Form of advertisement  
[See rule 37(3)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Company Petition No.....of 20....  
Application No. ....20....

**Notice to creditors and contributories**

Whereas the meeting of the contributories of the above company held under section 287(3) has not accepted the decision of the meeting of the creditors held regarding the composition of a advisory committee, notice is hereby given that an application has been made to the Tribunal by the Company Liquidator for directions of the Tribunal under section 287(3) as to who shall be the members thereof, and that the said application will be heard by the Tribunal on.....day the.....day of.....20..... at.....o'clock in the..... noon, when any creditor or contributory of the above-named company who wishes to be heard may appear and make such representations to the Tribunal as he wished to make in the said matter.

Dated this.....day of.....20.....

-----  
Company Liquidator

**FORM WIN 25**  
*Form of advertisement*  
[See rule 45(3)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Company Petition No .... of 20 ...

**Notice of meetings of creditors and contributories under section  
287(3)**

Notice is hereby given that -

(1) A meeting of the creditors of the above-named company will be held at...  
... (place) on .... day, the .... day of... .. 20 ... , at... .. o'clock in the .....  
noon, to determine as to who are to be the members of the advisory  
committee.

Note :To entitle a creditor to vote at the meeting of creditors aforesaid, his  
proof must be lodged with the Company Liquidator not later than .....  
o'clock in the ..... noon, on the .... day of... .. 20 ...

(2) A meeting of the contributories of the above-named company will be  
held at... .. (place) on .... day the .... day of... .. 20 ... , at... .. o'clock in  
the ..... noon, to consider the decision of the said meeting of creditors and  
to express the views of the contributories as to who are to be the members  
of the advisory committee.

Forms of proof and of general and special proxies can be had at the office  
of the Company Liquidator. Proxies should be lodged with the Company  
Liquidator not later than ..... o'clock on the .... day of... .. 20 ...

Dated this .... day of .... 20 ...

Company Liquidator

[The company's statement of affairs has not been lodged /or has been  
lodged and may be inspected at the office of the Company Liquidator  
during office hours on payment of the prescribed fee.]

\*The date fixed should be within fourteen days of the creditors' meeting.

**FORM WIN 26**

*Form of individual notice to creditors*  
[See rule 45(3)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Company Petition No ..... of.....20 ...

**Notice of creditors' meeting under section 287(5) of the Companies  
Act, 2013**

To

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Take notice that a meeting of the creditors of the above-named company will be held at ..... (place) on ..... day the ..... day of... .. 20 ... at... .. o'clock in the ..... noon, for the purpose mentioned below:

*Agenda*

To determine as to who are to be the members of the advisory committee.

To entitle you to vote thereat your proof must be lodged with the Company Liquidator not later than ..... o'clock in the ..... noon on the day of... .. 20 ...

The company's statement of affairs has not been lodged /or has been lodged and may be inspected at the office of the Company Liquidator during office hours on payment of the prescribed fee].

Forms of proof and of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with the Company Liquidator not later than ..... o'clock in the ..... ..noon on the day of..... .. 20 .

Dated this day of ..... 20 ...

Company Liquidator

**FORM WIN 27**

Individual notice to contributories

[See rule 45(3)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Company Petition No ..... of... 20 ...

**Notice of contributories' meeting under section 287(5) of the  
Companies Act, 2013**

To

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Take notice that a meeting of the contributories of the above-named company will be held at... .. [place] on ..... day the ..... day of... .. 20 ..., at... .. o'clock in the ..... noon, for the purpose mentioned below:

**Agenda**

To consider the decision to be taken at a meeting of the creditors of the said company to be held on the ..... day of ..... 20 ..., for determining as to who are to be the members of the advisory committee, and to express the views of the contributories on the said matters.

The Company's statement of affairs has not been lodged [or has been lodged and may be inspected at the office of the Company Liquidator during the office hours on payment of the prescribed fee].

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with the Company Liquidator at his office not later than ..... o'clock in the ..... noon on the ..... day of... 20 ...

*Dated this .. day of ... 20 .*

*Company Liquidator*

**FORM WIN 28**

Form of individual notice  
[See rule 45(3)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Company Petition No ..... of 20 ...

**Notice of Meeting (General Form)**

To

..... creditor (or contributory)  
..... of the said company

Take notice that a meeting of creditors [or contributories] in the above matter will be held at... .. (place) on the ..... day of... .. 20 ... , at... .. o'clock in the ..... noon.

**Agenda**

[Here insert the purpose for which the meeting is called].

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with the Company Liquidator not later than ..... o'clock in the ..... noon on the ..... day of... .. 20 ...

Dated this .. day of ... 20 ,

Company Liquidator

**FORM WIN 29**

*Form of advertisement*

[See rule 45(3)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
{Company incorporated under Companies Act, .....

*Company Petition No ..... of 20 ...*

**Notice of meeting (General Form)**

Notice is hereby given that a meeting of creditors [or contributories] in the above matter will be held at... .. (place) on the ..... day of... .. 19 ... at... .. o'clock in the ..... noon.

*Agenda*

[Here insert the purpose for which the meeting is called].

Forms of general and special proxies can be had at the office of the Company Liquidator. Proxies to be used at the meeting must be lodged with the Company Liquidator not later than ..... o'clock in the ... noon on the ..... day of... .. 20 ...

Dated this ..... day of ..... 20 ... .

Company Liquidator

**FORM WIN 30**

[See rule 47]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,....)

*Company Petition No..... of 20.....*

**Notice to officers of company to attend meeting of creditors or  
contributories**

To

.....  
.....

Take notice that a [the first] meeting of creditors [or contributories] will be held on the....day of....20...., at....o'clock in the....noon at (here insert the place where the meeting is to be held) and that you are required to attend thereat and give such information as the meeting may require.

*Dated this....day of....20....*

*Company Liquidator*



**FORM WIN 31**

[See rule 48]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD [give the name of the company]  
(Company incorporated under Companies Act,.....)

Company Petition No ..... of 20...

**Affidavit as to the posting of notices of meeting**

I,..... (name and description) of etc., solemnly affirm and say as follows:-

1. That I did on the ..... day of .... 20..., send to each creditor mentioned in the company's statement of affairs [and to each contributory mentioned in the Register of Members of the company] a notice of the time and place of the (respective) meeting(s) of, creditors (and contributories) in the form(s) annexed hereto and marked 'A' (and 'B').

2. That the notices for creditors were addressed to the said creditors respectively according to their respective names and addresses appearing either in their proofs or in the statement of affairs or in the books of the company, or to the last known addresses of such creditors [and that the notices for contributories were addressed of the contributories respectively according to their respective names and addresses appearing in the Register of the company or to their last known addresses.]

3. That I further sent to each of the officers of the company mentioned below at their respective addresses a notice of the time and place of the (respective) meeting(s) of creditors (and contributories) in the Form annexed hereto and marked 'C'.

4. That I sent the notices by putting the same pre-paid into the post office at... .. before the hour of... .. o'clock in the ..... noon on the said day.

[5. That the notice was also advertised in (here set out the newspapers) dated ..... and copies of the said newspapers containing the advertisement are herewith annexed.]

.....

*Deponent*

Solemnly affirmed, etc.

\*Form of the notice(s) sent to be annexed.

Omit what is not required.

\*\*FORM WIN. 32.

To be inserted where the notice of meeting was advertised.

**FORM WIN 32**

[See rule 50]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

*Company Petition No ..... of 20 ...*

**Nomination of Chairman by Company Liquidator**

I, ....., the Company Liquidator of the above-named company, do hereby nominate ..... (name and description) of... .. to be chairman of the meeting of creditors (or contributories) in the above matter appointed to be held at... .. on the ..... day of... .. 20 ... , and I depute him to attend such meeting and use, on my behalf, any proxy or proxies held by me in this matter.

*Dated this ..... day of ..... 20 ...*

Company Liquidator

**FORM WIN 33**

[See rule 64(2)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....IN THE MATTER OF---LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Company Petition No ..... of 20 ...

**List of creditors (or contributories) present at a meeting**

Meeting held at... .. this ..... day of ... .20

Consecutive Number	Name of contributory represented	creditor present or	Amount of proof (for number of shares and votes held by each contributory)	
			In person	By proxies
1				
2				
3				
4				
5				
6				
7				
	Total number of creditors (or contributories) present or represented.			

Company Liquidator

**FORM WIN 34**

[See rule 65]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....IN THE MATTER OF—LTD (give the name of the company )  
[Company incorporated under Companies Act,.....]

Company Petition No ..... of 20 ...

**Report of result of meeting(s) of creditors/ contributories held  
under order of Tribunal dated ..... 20 ...**

I ..... name, Company Liquidator of the Tribunal and Chairman of the meeting(s) of the creditors/ contributories held in pursuance of the order of the Tribunal dated ..... 20 ..., do hereby report the result of the said meeting(s):

1. In pursuance of the order of the Tribunal dated 20 ....., a meeting of the creditors/ contributories of the above company was summoned by advertisement in (here enter the newspaper or newspapers) of the date(s) . . .20 ....., and was held on the day of, .... 20 ..... at, o'clock in the ..... noon at, ... I was the Chairman of the said meeting.

2. The said meeting was attended either personally or by proxy by ..... creditors of the said company whose proofs of debts against the company were admitted /or admitted for voting purposes) amounting in the whole (as admitted) to the value of Rs ... /or by contributories of the said company holding in the whole ..... shares of the said company] and entitled to .....votes.

3. The question(s) submitted to the said meeting was (were):  
[Here set out the question(s) submitted to the meeting].

4. At the said meeting it was resolved unanimously /or as a result of the voting as set out below] as follows:-

[Here set out the resolution(s) passed at the meeting].

Resolutions	Voting on resolutions			
	For		Against	
	No.	Amount	No.	Amount
State the substance of any resolution passed,.....				
Creditors,.....				

Contributors .....	No.	Shares	Votes	No.	shares	Votes

Dated this ....day of.....20

Company Liquidator

**FORM WIN 35**

[See rule 67]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act,...)

Company Petition No ..... of 20.....

**Form of general proxy**

I/We ..... of... a creditor [or contributory] of the above-named company, hereby appoint... of..... as my/our general proxy to vote for me/us and on my/our behalf at the meeting of creditors [or contributories] of the said company summoned to be held in the above matter on the ..... day of .....20 .., and at any adjournment thereof.

Dated this .. day of ..... 20 ..

Sd/-, A.B.

Notes:

1. It is open to a creditor or contributory to appoint the Company Liquidator or if there is no liquidator, the Chairman of the meeting to act as his proxy.
2. If the proxy is given by a firm, sign the firm's trading name and add by A.B. a partner in the said firm. If the proxy is given by a corporation, then the form of the proxy must be under its common seal or under the hand of some officer duly authorised in that behalf, and the fact that the officer is so authorised must be stated.
3. The proxy form when signed must be lodged with the Company Liquidator within the time mentioned in the notice convening the meeting at which it is to be used.

**FORM WIN 36**

[See rule 67]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,....)

Company Petition No.....of 20.....

**Form of special proxy**

I/We .....of.....a creditor [or contributory] hereby appoint.....as my/our proxy at the meeting of creditors [or contributories] to be held on the .....day of .....20....., or at any adjournment thereof, to vote. [Here insert the word 'for' or the word 'against', as the case may require, and specify the particular resolution] the resolution numbered.....in the notice convening the meeting.

Dated this.....day of.....20.....

Sd/- A.B.

**Notes :**

1. It is open to a creditor or contributory to appoint the Company Liquidator or if there is no liquidator, the chairman of the meeting to act as his special proxy.

2. If the proxy is given by a firm, sign the firm's trading name and add 'by A.B., a partner in the said firm. If the proxy is given by a corporation, then the form of proxy must be under its common seal or under the hand of some officer duly authorised in that behalf, and the fact that he is so authorised must be stated.

3. The proxy form when signed must be lodged with the Company Liquidator within the time mentioned in the notice convening the meeting at which it is to be used.

4. Where the person giving proxy wishes to give instructions regarding voting on any amendments that may be moved or as the case may be, such instructions may be noted in the proxy if so desired.



**FORM WIN 37**

[See rule 76]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Company Petition No.....of 20.....

Dated.....

**Quarterly Report with respect to progress of winding up under section 288(1) of the Companies Act, 2013**

I, .....(name), Company Liquidator of the above named company, in accordance with section 288(1) of the Companies Act, 2013, do hereby report the progress of winding up during this quarter:—

**1. Details of meetings held during the quarter:-**

- (a) Number of meetings:
- (b) Dates:
- (c) Contributory/creditors/members meeting
- (d) Agenda

**2. Decision taken at the meetings**

3. Steps taken by the company liquidator for proceeding to winding up

4. Pending actions for winding up

5. Any other important information needs to reported

(Sd.)  
Company Liquidator

**FORM WIN 38**

[See rule 78]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

*Company Petition No. ....of 20....*

*Name of Company.....Limited*

*Presented by:..... (Professional appointed to assist company  
liquidator)*

**Declaration disclosing conflict of interest or lack of independence  
under section 291 of the Companies Act, 2013**

I,..... s/o,.....r/o,....., have been appointed by the  
Company Liquidator vide letter dated ..... to assist him in the  
performance of his duties and functions under Companies Act, 2013.

I solemnly affirm and declare that I am not having any conflict of interest  
/ lack of independence in respect of my appointment as assistant to  
Company Liquidator of the above named company.

Or

I solemnly affirm and declare that I have the following interest in the above  
named company which may affect my independence in respect of my  
duties.

And I make this solemn declaration believing the same to be true.

Solemnly affirmed and declared at.....the.....day of.....20....  
before me.

Professional appointed

**FORM WIN 38 A**

[See rule 80]

**Register of Liquidations**

Company Petition No.....of 20.....

Name of the Company.....(in liquidation)

Name of Petitioner.....

By representative Shri.....

<i>Date of presentation of petition for winding up</i>	<i>Date of order if any appointing Provisional Liquidator</i>	<i>Date of Winding-up order</i>	<i>Date of communication to Company Liquidator of orders in columns 2 &amp; 3</i>	<i>Dates of taking possession of the books and papers and assets of the company</i>	<i>Date when notice, if any was issued to officers of the company for submission of statement of affairs</i>	<i>Date of submission of statement of affairs</i>	<i>Date of filing report by Company Liquidator under section 281 (1)</i>	<i>Date of applications for directions under Rule 38(3) and date of order on Application</i>
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)

If Advisory Committee is appointed, date of appointment	Date of filing of further report(s) by Company Liquidator under section 281(4), if any	Date of examination, if any	Date of misfeasance Summons against promoters and officers of company, if any	Date fixed for filing proofs of claims against the company	Date of settlement of list of creditors	Date of filing provisional list of contributories	Date of settlement of final list of contributories	Dates and rates of calls made, if any
(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)	Date Rate (18)

Dates of filing Company Liquidator or accounts	Dates and Rates of dividends (mention whether preferential or ordinary)	Dates and Rates of return of share	Dates of deposit of unclaimed dividends or undistributed assets under	Date of order for dissolution of the company	Date of filing the order of dissolution with the Registrar	Date of deposit into the Scheduled Bank of unclaimed dividends or	Date and manner of disposal of the books	Remarks

into Tribunal		capit al	section 352(1)		of companie s	undistribut ed assets of the company under section 352(2)	and papers of the compan y	
(19)	(20)	(21)	(22)	(23)	(24)	(25)	(26)	(27)

#### Assets

- A. 1. Cash on hand.....
2. Balance with banks.....
3. Investments :
- (a) Government Securities.....
- (b) Other investments.....
- B. *Immovable Properties*

\*Serial number

Description of property

Estimated value

1

2

3

C. Other property

\*Serial number

Description of property

Estimated value

1

2

3

D. Approximate amount of debts and outstandings to be realised—Rs.....

Approximate amount of debts and liabilities to be paid—Rs.....

E. Amount of debts and outstandings realised (give progressive total)

After 6 months

After 12 months

After 18 months

After 24 months

1

2

3

4

F. Costs and expenses in liquidation

After 6 months

After 12 months

After 18 months

After 24 months

1

2

3

4

G. Remarks :

**\*Note :** Where the properties are too many to be entered here, give reference to the Register of Assets and mention the number of items, and the total estimated value of the properties.

**FORM WIN 38 B**

[See rule 80]

**Central Cash Book**

(Cash Book of the Company Liquidator)

Receipts						Payments							
Date	Name of Company	Particulars	Number of receipt	Amount		Date	Name of company	Particulars	Number of voucher or challan	Amount			Number of cheques
				Cash	Bank					Cash	Bank	Number	
				Rs.P	Rs.P					Rs.P	Rs.P		
1	2	3	4	5	6	7	8	9	10	11	12	13	

*Instructions:*

1. This register is common to all the liquidations administered by the Company Liquidator, and the day to day transactions of the Company Liquidator should be entered in this Register chronologically. Sufficient details should be entered under the column 'particulars' to show clearly the nature of the transaction, the person by whom or to whom the payment was made, and on what account it was made.
2. All cash and cheques received by the Company Liquidator should, upon their receipt, be entered on the Receipts Side Under 'Cash' and 'Bank' respectively. When the cash collections are paid into the Bank by the Company Liquidator, an entry against cash on the Payments Side should be made, and a corresponding entry made under Bank on the Receipts Side. Where money is withdrawn from the Bank by cheque, the amount should be entered as a Payment under 'Bank', on the Payments Side and entered as a receipt under 'Cash' on the Receipts Side.
3. Where a cheque paid into the Bank is returned dishonoured, the entries previously made in the account in regard to it should be reversed by appropriate reverse entries.
4. Cash and cheques should be remitted into Bank under separate challans, and remittances in respect of each company should be made under a separate challan.
5. Vouchers for payments made by the Company Liquidator should be obtained at the time of making payment, and they should be numbered consecutively in a separate series for each half year. Receipts for payments made to the Company Liquidator should be issued out of a counterfoil receipt book, the leaves of which are machine numbered consecutively.
6. Where the Liquidator carries on a business, only the weekly totals of the Receipts and Payments on the trading account should be brought into the Central Cash Book and the Company's Cash Book from the books of the trading account.
7. Where dividends are paid to creditors, only the total amounts of the dividends paid each day must be entered in the Central Cash Book and the Company's Cash Book and the details of individual payments made should be entered in the Dividends Paid Register.



8. Cash Books should have their pages machine numbered. As far as possible no lines should be left blank, but if any space on a page of the Cash Book has to be left blank a diagonal line should be drawn to cancel the blank space, so that it may not be possible to make any subsequent entries therein. Interpolation of entries should be avoided, but when it becomes necessary to make any entries between two ruled lines or to make any additions to, or interpolation between, entries already made, such addition or interpolation should invariably be attested and dated by the Liquidator under his initials.

9. The Cash Book should be balanced at the end of each day and the Cash and Bank Balances carried over to the following day. The Cash on hand should be verified daily by some responsible officer, and at least once a month by the Company Liquidator personally. A certificate of verification of Cash by actual count should be recorded in the Cash Book by the Officer verifying the Cash. The Cash Book should be closed monthly under the personal attestation of the Company Liquidator. The Bank balances should be reconciled with the Bank Statement at the end of each month, after taking into account factors arising out of cheques drawn but not cashed, or remittances made but adjusted in the Bank's Books in the accounts of a different month.

10. The total of the Cash and Bank Balances of all the companies should be tallied with the balances in the Central Cash Book once every month and a certificate should be recorded in the Register that the total of the balances in the individual companies' accounts agrees with the consolidated balance in the Central Cash Book.

**FORM WIN 38 C**

[See rule 80]

**Company's Cash Book**

Company Petition No.....of 20.....  
 Name of Company.....[In liquidation]

Date	Particulars	Ledger Folio	Receipt number	Receipts			Voucher number	Payments			Balance		
				Cash	Bank	Total		Cash	Bank	Total	Cash	Bank	Total
1	2	3	4	5	6	7	8	9	10	11	12	13	14

*Instructions:*

1. There should be a separate Cash Book for each Company.
2. The entries in the Cash Book should be posted from the receipts and vouchers relating to the company and checked with the corresponding entries in the Central Cash Book.
3. Under 'particulars', the head of account to which the entry relates should be indicated so that the entry may be posted under the proper head in the General Ledger.
4. The instructions regarding the filling up of Bank and Cash columns in the Central Cash Book apply in the case of this Cash Book also.
5. The total of the Cash and Bank balances of all the companies should be tallied with the balances in the Central Cash Book once every month.

**FORM WIN 38 D**

[See rule 80]

**General Ledger**

Company Petition No.....of 20...

Name of Company .....(in liquidation)

.....(Head of account)

Date	Particulars	Dr.	Cr.	Balance
		Rs. P.	Rs. P.	Rs. P.
1	2	3	4	5

*Instructions :*

1. A General Ledger should be maintained for each company with such heads of account as the Company Liquidator may think necessary and appropriate. The following heads of account may be found suitable:—

- (1) Property account
- (2) Investments account
- (3) Book Debts & Outstandings account
- (4) Calls
- (5) Rents Collected
- (6) Interest on Securities and Deposits
- (7) Advances received
- (8) Miscellaneous receipts payments
- (9) Establishment
- (10) Legal charges

- (11) Rents, Rates and Taxes
- (12) Fees and Commission account
- (13) Other expenses
- (14) Suspense account
- (15) Secured creditors and Preferential
- (16) Dividend account.

2. The entries in the General Ledger should be posted from the Company's Cash Book.

3. The total of the debit balances and the total of the credit balances of the several heads of account in the General Ledger should agree, after taking into consideration the cash and bank balances as shown in the Company's Cash Book. The totals should be tallied once a month.

**FORM WIN 38 E**

[See rule 80]

**Cashier's Cash Book**

Date	Particulars	Amount received		Amount paid		Balance	
		Rs.	P.	Rs.	P.	Rs.	P.
1	2	3		4		5	
	Opening Balance						
	Closing Balance						

**Instructions:**

1. The opening and closing balances should be struck for each day.
2. Under 'particulars' it should be shown by whom or to whom and on what account the payment is made.
3. The number of the challan or receipt should also be given.



**FORM WIN 38 G**

[See rule 80]

**Register of assets**

Company Petition No.....of 20...  
Name of Company.....(in liquidation)

<i>Serial number</i>	<i>Description of assets</i>	<i>Date of taking possession</i>	<i>Serial number of Sales Register</i>	<i>Date of sale</i>	<i>Date of realisation</i>	<i>Amount</i>	<i>Remarks</i>
<i>1</i>	<i>2</i>	<i>3</i>	<i>4</i>	<i>5</i>	<i>6</i>	<i>7</i>	<i>8</i>

**Instructions:**

All the property of the company except the Liquidator's investments in securities and outstandings to be realised should be entered in this Register.

**FORM WIN 38 H**

[See rule 80]

**Securities and Investment Register**

<i>Serial number</i>	<i>Company petition number and name of the company</i>	<i>Date of investment</i>	<i>Nature and particulars of security in which investment is made</i>	<i>Amount invested</i>	<i>Dividend or interest received with date of receipt</i>	<i>Date of disposal</i>	<i>Remarks</i>
1	2	3	4	5	6	7	8



**FORM WIN 38 I**

[See rule 80]

**Register of book-debts and outstandings**

(Debtors' Ledger)

Company Petition No.....of 20....

Name of Company.....[in liquidation]

<i>Serial number</i>	<i>Name and address of debtor</i>	<i>Particulars of debt</i>	<i>Amount due</i>	<i>Date of bar by limitation</i>	<i>Action taken</i>	<i>Amount realised</i>	<i>Date of realisation</i>	<i>Reference to Suits Register</i>	<i>Remarks</i>
1	2	3	4	5	6	7	8	9	10

**Instructions :**

All debts due to the company, both secured and unsecured, including amounts due for arrears of calls made prior to the winding-up, should be entered in this Register.

**FORM WIN 38 J**

[See rule 80]

**Tenants Ledger**

Company Petition No.....of 20.....  
 Name of Company..... (in liquidation)

1. Description of property :
2. Name and address of tenant :
3. Date of tenancy :
4. Period of tenancy :
5. Rent (monthly or annual) :
6. Special terms, if any :
7. Arrears on date of taking charge of property :
8. Advance received, if any :

<i>19/20.....</i>	<i>Demand</i>		<i>Realisation</i>		<i>Balance</i>		<i>Remarks</i>
<i>Month</i>	<i>Amount</i>		<i>Date</i>	<i>Amount</i>		<i>Amount</i>	
	<i>Rs.</i>	<i>P.</i>		<i>Rs.</i>	<i>P.</i>	<i>Rs.</i>	<i>P.</i>
1	2		3	4		5	6
January							
February, etc.							

**FORM WIN 38 K**

[See rule 80]

**Suits Register**

Company Petition No.....of 20.....

Name of Company..... (in liquidation)

Serial numb er	Numb er of suit or appea l and court	Name and addres s of plaintiff / appella nt and his advoca te	Name and address of defendan t/ responde nt and his advocate	Amou nt of claim	Dat e of filin g	Dates of heari ng	Date of decre e or final order	Natur e of relief grante d	Amou nt decre ed	Costs decre ed	Referen ce to Decree Register	Remar ks
1	2	3	4	5	6	7	8	9	10	11	12	13

---

---

*Instructions :*

1. A single register may be maintained for all the companies in liquidation, but the register should be maintained company-wise, sufficient number of pages being allotted to each company.
2. Applications made by or against the company which are in the nature of suits should also be entered in this Register.

**FORM WIN 38 L**

(See rule 80)

**Decree Register**

<i>Company petition number and name of company</i>	<i>Number of suit or appeal and court</i>	<i>Name and address of judg- ment debtor</i>	<i>Amount decreed</i>	<i>Date of decree</i>	<i>Action taken</i>	<i>Amount realised</i>	<i>Date of realisa- tion</i>	<i>Reference to Suits Register</i>
1	2	3	4	5	6	7	8	9

**Instructions :**

1. This Register is common to all the liquidations, the purpose of the Register being to enable the Official Liquidator to keep watch on the progress of the realisation of decrees in favour of the companies in his charge.
2. Every decree or order for payment of money or delivery of property in favour of the company including an order for payment of costs whether made in a suit, appeal or application, should be entered in this Register.

**FORM WIN 38 M**

[See rule 80]

**Sales Register**

<i>Serial No.</i>	<i>Company Petition number and name of company</i>	<i>Serial number of Assets Register</i>	<i>Description of property</i>	<i>Estimated value</i>	<i>Date of sale</i>	<i>Method of sale public or private)</i>	<i>Name and address of purchaser</i>	<i>Highest bid</i>	<i>Sale price &amp; date of confirmation</i>
1	2	3	4	5	6	7	8	9	10

<i>Advance received with date</i>	<i>Interest realised, if any</i>	<i>Balance realised</i>		<i>Cost of sale ----- Nature of Rs.P expenditure</i>	<i>Amount paid or adjusted against mortgage, if any</i>	<i>Date of payment or adjustment</i>	<i>Remarks</i>
		<i>Date</i>	<i>Rs. P.</i>				
11	12	13		14	15	16	17

*Instruction* : This Register is common to all the liquidations administered by the Company Liquidator, and entries in this Register should be made as and when sales of property are held.

**FORM WIN 38 N**

[See rule 80]

**Register of Claims and Dividends**

*Petition No.....of 20....*

*Name of Company..... (in liquidation)*

Claims						Dividends declared and paid									Remarks
Serial Number	Name and Address of creditor	Amount claimed	Nature of claim	Amount admitted	Whether ordinary or preferential	Date	Amount	Date and Mode of Payment	Rate	Amount	Date and mode of payment	Rate	Amount	Date and mode of payment	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16

**Instructions :**

1. Only claims admitted either wholly or in part should be entered in this Register.
2. The page on the left side should be reserved for claims and the page on the right side for Dividends.



**FORM WIN 38 O**

[See rule 80]

**Contributories' Ledger**

*Petition No. ....of 20....*

*Name of Company.... (in liquidation)*

Serial Number	Name and address of contributory	Number of shares or extent of interest held, and amount paid thereon	Calls			Remarks	Returns of share capital			Remarks
			First call		2 <sup>nd</sup> call/ 3 <sup>rd</sup> call		Rate of return	Date of Payment	Amount paid	
			Date of call and amount called	Amount paid and date of payment						
1	2	3	4	5	6 to 9	10	11	12	13	14

**Instruction :**

Only contributories settled on the list should be entered in this Register and they should be entered in the same order as in the list.

**FORM WIN 38 P**

[See rule 80]

**Dividends paid register**

Petition No. .... of 20....

Name of company ..... (in liquidation)

Date on which dividend is payable :

Total dividend payable in respect of the declaration

Date	Number on list of creditor	Particulars	Receipts	Payments
1	2	3	4	5

**Instructions :**

1. Separate pages should be set apart for preferential and ordinary dividends.
2. The payments should be entered as and when they are made. Any amount which is returned unpaid should be re-entered in the account under 'Receipts'.
3. The number in column 2 should be the number of the creditor in the list of creditors as finally settled.
4. The total amount of unclaimed dividends payable into the Reserve Bank of India, and the amount paid into the Bank with the date of payment, should be shown at the end of the account.
5. An account on similar lines should, if necessary, be maintained in respect of share capital returned to contributories.



**FORM WIN 38 R**

[See rule 80]

**Documents Register**

Company Petition No. .... of 20...

Name of company.....(in liquidation)

Sl. No	Description of document	Date of receipt	From whom received	Reference number of shelf in which document is kept	How disposed of	Remarks
1	2	3	4	5	6	7

*Instruction :* All documents of title like title-deeds, shares, promissory notes, etc., should be entered in this Register.

**FORM WIN 38 S**

[See rule 80]

**Books Register**

Petition No. .... of 20....

Name of company.....(in liquidation)

Date	From whom received	Serial Number	Description of books including files	Shelf number	How disposed of	Remarks
	2	3	4	5	6	7
1						

*Instruction :* In this Register should be entered all books and files of the company which come into the hands of the liquidator.



Date of payment into the Companies Liquidation Dividend and Undistributed Assets Account in the Scheduled Bank	Amount paid into Bank Rs. P.	Person by whom claim, if any, for the amount is made under section 352(a)	Date and nature of order made on the claim, if any	If refunded person to whom money is refunded	Amount refunded Rs. P.	Security taken, if any	Remarks
9	10	11	12	13	14	15	16

## FORM WIN 39

[See rule 92]

### Instructions regarding the preparation of the Statement of Account

The following general instructions shall be observed in preparing the statements of account to be filed in Tribunal :—

1. The statement should be a detailed account of all the Liquidator's realisations and disbursements in respect of the company. Under realisations should be entered all receipts derived from assets existing at the commencement of the winding-up and subsequently realised, including balance in Bank, Book Debts and Calls collected, Property sold etc., and under disbursements should be entered all payments for costs and charges, or to creditors and contributories. Where property has been realised, the gross proceeds of sale must be entered under realisations, and the necessary payments incidental to sales must be entered as disbursements. The statement should not contain payments into or out of the Bank (which should be shown by the Bank pass book), nor the temporary investments by the Liquidator or the proceeds of such investments when realised, which should be shown separately by a separate detailed statement of moneys invested by the Liquidator and the investments realised.

Interest allowed or charged by the Bank, Bank Commission etc., and profit or loss upon the realisation of temporary investments should, however, be inserted in the accounts of realisations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet, and the totals carried forward, from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the Liquidator respectively.

2. Where the Liquidator carries on a business, a Trading Account must be furnished as a distinct account, and only the totals of receipts and payments on the Trading Account must be brought into the statement.

3. When dividends or instalments of composition are paid to creditors, or a return of surplus assets is made to contributories, the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum; and the Liquidator must furnish separate accounts showing in lists the amount of the claim of each creditor, and the amount of dividend or composition payable to each creditor, and of surplus assets payable to each contributory, distinguishing in each list the dividends and instalments of composition and shares of surplus assets actually paid and those remaining unpaid.

4. When unclaimed dividends, instalments of composition or return of surplus assets are paid into the Company Liquidation Dividend and Undistributed Assets



Account, the total amount so paid should be entered in the statement of disbursements as one sum.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act,....)

Petition No.....of 20.....

.....Petitioner

Exhibit 'A' referred to in the affidavit of .....

Solemnly affirmed this.....day of..... 20 .....

Before me

Commissioner

**Company Liquidator's Statement of Account**

(To be filed under section 294(2) of the Companies Act, 2013)

1. Name of company :
2. Date of winding up order;
3. Date of commencement of winding up;
4. Period of account :

Realisations					Disbursements				
Date	Of whom received	Nature of assets realised	Receipt No.	Amount Rs. nP.	Date	To whom paid	Nature of disbursement	Voucher No.	Amount Rs. nP.
1	2	3	4	5	1	2	3	4	5
Brought forward Carried forward					Brought forward Carried forward				

**Notes:** 1. The statement should be made out in accordance with Instructions 1 to 4 herein.

2. No balance should be shown on this account, but only the total realisations and disbursements which should be carried forward to the next statement of account.

3. Only the total amount of dividends paid to creditors or capital returned to contributories should be included under disbursements, and the details should be given in the Annexure below.

### Analysis of Balance

Total realisations Rs	P.	
Total disbursements		
Balance		
The balance is made up as follows :—		Rs.
P.		
1. Cash in hands of the Company Liquidator		
2. Total payments into Bank including balance at date of commencement of winding-up as per Bank Book		
Total withdrawals from Bank		
Balance at Bank		Rs.
P.		
*3. Amounts invested by Company Liquidator		
Less		
Amounts received by realisation of investment		
Deduct profit or add loss on realisation of investment (carried into account)		

Balance under investment  
Total balance as shown above

**\*Note:** Full details of investments made and realisations thereof should be given in a separate statement.

### Annexure to the Account

#### *I. Calls made by the Company Liquidator :*

Date of call:  
Rate of call:  
Total amount of call:  
Total amount realised on the call:

#### *II. Dividends declared:*

1. Date of declaration :  
2. Rate of dividend:  
3. If not declared, state reasons, and when declaration may probably be made: (Where dividends have been declared and paid the following account should be furnished)

Number on list	Name of creditor	Amount of proof	Amount of dividend (or composition)			
			Paid		Unclaimed	
			Rs.	nP.	Rs.	nP.
1	2	3	4		5	
		Total				

III. List of amounts paid and payable to contributories during the period of account

Number on list	Name of contributory	Number of shares	Amount returnable on shares					
			Paid			Unclaimed		
			Rs.	nP.	Rs.	nP.	Rs.	nP.
1	2	3	4		5			
			Total					

If any actions or other proceedings are delaying the close of the liquidation, state shortly the nature and probable duration thereof. State also any other circumstances tending to delay the winding up of the company, or affecting the realised value of the property or the costs of realisation.

IV. Legal proceedings authorised

Date of order authorising employment of representative	Name of representative	Nature of work authorised to be done	Limit of costs, if any
1	2	3	4

V. Liquidator's Trading Account\*

The Company Liquidator in account with the estate								
Dr.	Receipts				Payments		Cr.	
Date	Particulars	Rs.	nP.	Date	Particulars	Rs.		nP.
	Total				Total			

Date .....

(Sd.)  
Company Liquidator

\*To be furnished where the Company Liquidator carries on business.

**FORM WIN 40**

[See rule 92]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF— LTD (give the name of the company)  
{Company incorporated under Companies Act,.....}

Petition No.....of 20.....  
.....Petitioner

**Affidavit verifying account**

I, ....., the Company Liquidator of the above-named company solemnly affirm and say :—

That the account herunto annexed and marked 'A' contains a full and true account of my receipts and payments in the winding-up of the above-named company from the ..... day of ..... 20 ....., to the ..... day of ..... 20 ....., inclusive and that I have not nor has any other person by my order or for my use during such period, received or paid any moneys on account of the said company other than and except the items mentioned and specified in the said account.

I further say that the particulars in the annexed account marked 'A' with respect to the proceedings in and position of the liquidation, are true to the best of my knowledge and belief.

Solemnly affirmed by the Company Liquidator at ..... this ..... day of ..... 20 .....

Before me.

Commissioner.

*Company Liquidator*

**FORM WIN 41**

[See rule 92]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,....)Petition No.....of 20....  
.....Petitioner**Company Liquidator's Final Account**

1. Name of company:
2. Date of winding-up order:
3. Date of commencement of winding-up:
4. Period of account:

Realisations					Disbursements				
Date	Of whom received	Nature of assets	Receipt number	Amount Rs. P.	Date	To whom paid	Nature of disbursement	Voucher number	Amount Rs. P.
1	2	3	4	5	1	2	3	4	5
Brought forward Total					Brought forward Total				

**Note:** The statement should be made out in accordance with the directions contained in the Form relating to the half-yearly statements.

**Analysis of Balance**

Rs.      P.

Total realisations

Total disbursements

Balance

The balance is made up as follows:—

1. Cash in hands of the Company Liquidator

Rs.

P.

2. Total payments into Bank (including balance at date of commencement of winding-up)

Total withdrawals from Bank

Balance at Bank

Total balance as shown above

*(Trading account for the period, if any, to be attached)*

Subject to the directions of the Tribunal, it is proposed to pay the balance shown as above into the Company Liquidation Dividend and Undistributed Assets Account in the Scheduled Bank under section 352(2) of the Companies Act, 2013.

Company Liquidator's report to accompany account

I. (i) Assets realised :

*As per statement of affairs, or where there is no statement of affairs, according to the Liquidator's estimate	Assets at commencement of winding-up	*Estimated value Rs. P.	Total realised from the assets Rs. P.	Remarks
	1. Property (as per register of Assets) 2. Book Debts & Outstandings 3. Surplus from securities 4. Unpaid calls (prior to winding-up) 5. Capital called up Total			

(ii) Assets which are unrealisable and should be written off: (Give particulars and state reasons why they could not be realised)

Assets at the commencement of winding-up	Estimated value	Reasons why they could not be realised and should be written off
1. Property (as per Register of Assets)		
2. Book Debts & Outstandings		
3. Unpaid calls prior to winding-up		
4. Capital not realised		

2. Liabilities :

	Amount due	Total amount paid by way of dividend or otherwise
	Rs. P.	Rs. P.
1. Secured creditors		
2. Preferential creditors		
3. Debenture holders (secured by a floating charge)		
4. Unsecured creditors		
5. Return of capital to contributories		

3. Expenses of winding-up

Rs.

4. Statement of unclaimed dividends and undistributed assets paid and payable into the Company Liquidation Dividend and Undistributed Assets Account in the Scheduled bank.

Rs.

nP.

(a) Total amount of unclaimed dividends and undistributed assets paid into the Company Liquidation Dividend and Undistributed Assets Account as per previous account. Amount of unclaimed dividends and undistributed assets paid



into the said account during the period of this account

Total

(b) Unclaimed dividends and undistributed assets pending payment into the Company Liquidation Dividend and Undistributed Assets Account in the Scheduled Bank.

5. Particulars of unclaimed dividends and undistributed assets paid into the Company Liquidation Dividend and Undistributed Assets Account in Scheduled Bank during the period of account:

Number on list of creditors or contributories	Name and address of creditor or contributory	Amount of dividend or asset payable	Date of payment into Company Liquidation Dividend and Undistributed Assets Account	Remarks
1	2	3	4	5

6. Particulars of unclaimed dividends or undistributed assets pending payment into the said account

Number on list of creditors or contributories	Name and address of creditor or contributory	Amount of dividend or asset payable	Date when payable to creditor or contributory	Remarks
1	2	3	4	5

Dated.....

*Company Liquidator*

**FORM WIN 42**

[See rule 94]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act, ....)

Petition No.....of 20.....  
.....Petitioner

**Requisition for audit of account**

To

.....  
.....

Sir,

I am to enclose herewith a copy of the statement of account filed by the Company Liquidator relating to the above company in liquidation for the period from.....to....., and to request that the said account may be audited with reference to the books and vouchers, kept by the Company Liquidator, under the Companies (Winding Up) Rules, 2020, and the orders of this Tribunal, and that upon such audit, a certificate of audit may be issued in regard to the said account and forwarded to this Tribunal with your observations thereon, if any, in duplicate, within one month from this date. A copy of the certificates of audit may also be forwarded to the Company Liquidator of this Tribunal for his reference.

*Yours faithfully,*

*Registrar*

Company Liquidator

**FORM WIN 43**

[See rule 100]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,....)

Petition No.....of 20.....

**Advertisement of notice to creditors to prove their claim**

Notice is hereby given to the creditors of the above-named company that they are required to submit to the Company Liquidator proofs of their respective debts or claims against the above-named company by delivering at the office of the Company Liquidator on or before the.....day of.....20....., or sending by post to the Company Liquidator so as to reach him not later than the said date, an affidavit proving the debt or claim in FORM WIN44 with their respective names, addresses and particulars of debt or claim, and any title to priority under section 326/327. Any creditor who fails to submit his affidavit of proof within the time limited as aforesaid will be excluded from the benefit of any distribution of dividend before his debt is proved, or, as the case may be, from objecting to such distribution.

Any creditor who has sent in his proof, if so required by notice in writing from the Company Liquidator, shall either in person or by his representative, attend the investigation of such debt or claim at such time and place as shall be specified in such notice and shall produce such further evidence of his debt or claim as may be required.

Dated this.....day of.....20.....  
.....

*Company Liquidator*

**FORM WIN 44**

[See rule 103]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act, ...)

Petition No.....of 20.....

**Affidavit of proof of debt**I, ..... of, etc. (full name, address and occupation of deponent to be given)  
do solemnly affirm and state as follows :—

1. The above-named company was, at the date of the order winding-up the same\*, viz, the.....day of.....20...., and still is, justly and truly indebted to me [or to me and C.D., and E.F., my copartners in trade, or, as the case may be,] in the sum of Rs.....for [here state consideration, e.g., goods sold and delivered by me/my firm to the said company between the dates of.....or monies advanced by me/my firm in respect of the under-mentioned bill of exchange, or as the case may be], as shown by the account in the schedule below.

2. In respect of the said sum or any part thereof, I say I have not, nor have my partners or any of them, nor has any person, by my/our order, to my/our knowledge or belief, for my/our use, had or received any manner of satisfaction or security whatsoever, save and except the following :—  
[Here state the particulars of all securities held, and where the securities are on the property of the company, assess the value of the same, and if any bills or other negotiable securities be held specify them in the schedule.]  
[If the claim is made as a preferential claim, say so and set out the grounds on which the preference is claimed.]

**SCHEDULE***Bills of Exchange*

<i>Date</i>	<i>Drawer</i>	<i>Acceptor</i>	<i>Amount</i>		<i>Due Date</i>
			<i>Rs.</i>	<i>P.</i>	

*Particulars of account referred to*  
(Credit should be given for *contra* accounts)

<i>Date</i>	<i>Consideration</i>	<i>Amount</i>		<i>Remarks</i> <i>The vouchers (if any) by which the account can be substantiated should be set out here</i>
		<i>Rs.</i>	<i>P.</i>	

Solemnly affirmed

at.....on.....  
.....day, the.....day of.....20.....

Before me, Commissioner.

*Deponent's signature*

Notes :

1. Bills of exchange or negotiable securities must be produced before the proof can be admitted.

2. The proof cannot be admitted for voting at the first meeting unless it is properly completed and lodged with the Company Liquidator before the time named in the notice convening the meeting.

3. Where the affidavit is not by the creditor, but by some person authorised by him, the deponent should state in a separate paragraph his authority for making the affidavit and the means of his knowledge, and suitable alterations should be made in paragraphs 1 and 2 above and the name, address and description of the creditor should be set out in paragraph 1.

\*Where before the presentation of the petition for winding-up, a resolution has been passed by the company for winding-up, the date of the said resolution must be substituted for the date of the winding-up order.

**FORM WIN 45**

[See rule 104]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act, ....)Petition No.....of 20....  
.....Petitioner**Proof of debt of workmen**

I,.....of etc., (fill in full name, address and occupation of deponent), on behalf of the workmen and others employed by the above-named company, solemnly affirm and say:—

That the above-named company was, on the....day of.....20...., and still is justly and truly indebted to the several persons whose names, addresses and descriptions appear in the Schedule below in sums severally set against their names in column 7 of the said Schedule for wages due to them respectively as employees or others in the employees of the company, in respect of services rendered by them respectively to the company during such periods as are set out against their respective names in column 5 of the said Schedule, and for the accrued holiday remuneration so due to them in respect of such periods as are so set out in column 6 of the aforesaid Schedule, for which said sums or any part thereof, I say that they have not, nor has any of them, had or received any manner of satisfaction or security whatsoever.

.....  
*Deponent***SCHEDULE**

Sl. No.	Full name of workmen	Address	Description	Period over which wages due	Period over which accrued holiday remuneration due	Amount due	
						Rs.	P.
1	2	3	4	5	6	7	

Solemnly affirmed, etc.

.....  
*Deponent's signature*

**FORM WIN 46**

[See rule 111]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act,....)

Petition No.....of 20.....  
.....Petitioner

**Notice to a creditor to attend the investigation or produce further  
evidence**

To

.....  
.....  
Take notice that pursuant to rule 111 of the Companies (Winding Up) Rules, 2020 you are hereby required to attend before the Company Liquidator at his office in person or by representative on.....day, the.....day of.....20....., at.....o'clock in the.....noon for the investigation of your debt or claim against the above-named company and furnish further evidence in support of your proof against the above-named company.

The further evidence required is as follows:—

\*\*\*

And take further notice that unless the above evidence is produced to the Company Liquidator on or before the said date, your said proof is liable to be rejected.

Dated this.....day of.....20.....  
.....

*Company Liquidator*

**FORM WIN 47**

[See rule 115]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company)  
(Company incorporated under Companies Act, 1956/2013 having CIN----)

Petition No.....of 20.....  
.....Petitioner

**Notice of rejection of proof of debt**

To

.....  
.....

Take notice that as the Company Liquidator of the above-named company, I have this day rejected your claim against the company [or to the extent of Rs. ....]. on the following grounds:—

\*\*

\*\*

\*\*

And take further notice that, subject to the power of the Tribunal to extend the time, no application to reverse or vary my decision in rejecting your proof will be entertained after the expiration of twenty-one days from the date of the service of this notice.

Dated this..... day of.....20.....

.....

*Company Liquidator*



**FORM WIN 48**

[See rule 115]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act, ....)

Petition No.....of 20.....  
.....Petitioner

**Notice of admission of proof**

To

.....

You are hereby informed that your claim against the above-named company  
has been allowed at the sum of Rs.....

Sd/-

.....

.....  
*Company liquidator*

**FORM WIN 49**

[See rule 116]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,...)

Company Petition No. ....of 20...

Appeal No. ....of 20...

Creditor—Applicant

**Appeal by creditor**

The appeal of (full name, description, occupation and address of applicant) showeth :-

1. The address of the appellant for the service of all notices, processes, etc., is Shri.....at.....
2. The company named, viz.,.....[hereinafter referred to as 'the company'] was incorporated in the month of.....19...../20....., under the (Companies Act, .....) as a public (private) company limited by shares/limited by guarantee/as an unlimited company.
3. The registered office of the company is situated at.....
4. The nominal capital of the company is Rs.....divided into.....shares of Rs.....each. The amount of capital paid up or credited as paid-up is Rs.....(or as the case may be.)
5. The order for the winding up the company has been passed on .....  
The order for appointment of Company Liquidator has been passed by the Tribunal on .....
6. The Company Liquidator has settled the list of creditors and the amount of debts or claims after following the due procedure of calling all the creditors to prove their claims.
7. The decision of the liquidator accepting or rejecting the proof in whole or in part has been communicated to the concerned creditors.
8. The appellant has also received the decision in which the whole/ part of the claim has been rejected by the Liquidator.
9. The appellant therefore prays that for the reasons .....(state the reasons), the records be called for, this appeal be allowed, the decision about the appellant's

debt's under the list settled by the liquidator be set aside and quashed, and orders deemed just and proper be kindly passed.

Dated this.....day of.....20....

Appellant

**FORM WIN 50**

[See rule 119]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Certified list of proofs tendered to, and admitted or rejected by, the  
Company Liquidator**

I,....., Company Liquidator of the above-named company, hereby certify that the following is a correct list of all creditors who submitted their proofs of debts or claims against the said company pursuant to advertisement, dated the....day of....20..., and the notices issued individually to the creditors. I further certify that in the first part of the said list are set out debts and claims admitted by me in full or in part, and the amounts admitted altogether amount to Rs..... In the second part are set out the claims which have been wholly rejected by me.

*First Part*

DEBTS AND CLAIMS ADMITTED WHOLLY OR IN PART

<i>Serial No.</i>	<i>Name, address and description of creditor</i>	<i>Particulars of debt or claim</i>	<i>Amount claimed</i>	<i>Amount admitted</i>	<i>Whether admitted as preferential</i>

*Second Part*  
CLAIMS WHICH HAVE BEEN WHOLLY REJECTED

<i>Serial No.</i>	<i>Name, address &amp; description of creditor</i>	<i>Particulars of debt of claim</i>	<i>Amount of claim</i>

*Sd/*

.....  
.....  
*Company Liquidator*

**FORM WIN 51**

[See rule 130]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Notice by Company Liquidator requiring payment of money or delivery of property, books, etc., to the Company Liquidator**

I, the undersigned, the Company Liquidator of the above-named company, hereby require you, the under-mentioned.....(name of person to whom notice is addressed) to pay to me (or deliver, convey, surrender, transfer to or into my hands) at my office the sum of Rs. ....being the amount appearing to be due from you on your account with the said company [or any money, property\*, books or papers] now in your hands and to which the said company is entitled [or otherwise, as the case may be].

Dated this.....day of.....20...

*Sd./*  
*Company Liquidator*

To

.....  
(Name and address of the person to whom the notice is addressed)

\*Property to be specifically described.

**FORM WIN 52**

[See rule 133]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

*Application No. ....of 20...*  
*Company Liquidator—Applicant*

**leave to make a call**

Let the several persons whose names and addresses are set forth in the second column of the Schedule hereto, being contributories of the above-named company, as shown in the third column of the said Schedule, attend the Tribunal on the .....day of.....20..., at.....o'clock in the....noon, on the hearing of an application by the Company Liquidator of the above-named company for leave of the Tribunal to make a call to the amount of Rs. ....per share on all the contributories [or as the case may be] of the said company [and that notice of this may be given by advertisement without separate notice to each contributory].

*Dated this.....day of.....20...*

*Company Liquidator*

*Registrar*

SCHEDULE

<i>No. on list</i>	<i>Name and address</i>	<i>In what character included</i>

[**Note** : Where a copy of this has to be served on any contributory, only the particulars relating to such contributory need be set out in the Schedule to the copy to be served on him.]

**FORM WIN 53**

[See rule 133]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Application No .....of 20...

**Affidavit in support of application for leave to make a call**

I, A. B., the Company Liquidator of the above-named company, solemnly affirm and say as follows :—

1. The above-named company was, by the order of the Tribunal dated. ....day of ....20...., ordered to be wound up by the Tribunal.

2. The list of contributories of the said company was settled on....day of ....20...., and....persons have been settled on the list in respect of the total number of.....shares.

3. I have in the Schedule hereunder set forth a statement showing the amount due in respect of the debts proved and admitted against the said company and the estimated amount of the costs, charges and expenses of and incidental to the winding up of the affairs thereof which several amounts form in the aggregate the sum of Rs. ....or thereabouts.

4. I have also in the said Schedule set forth a statement of assets in hand belonging to the said company amounting to the sum of Rs. ....and no more, out of which I have realised the sum of Rs. ....I estimate that the assets still remaining to be collected will realise approximately Rs. ....

There are no other assets belonging to the said company except the amounts due from certain of the contributories of the said company, and to the best of my information and belief, it will be impossible to realise in respect of the said amounts more than the sum of Rs. .... or thereabouts.

5. For the purpose of satisfying the several debts and liabilities of the said company and of paying the costs, charges and expenses of and incidental to the winding up of the affairs thereof, I believe the sum of Rs. ....will be required in addition to the amount I have now on hand and the amount still to be collected by realisation of the outstanding assets.

6. In order to provide the said sum of Rs. ...., it is necessary to make a call upon the several persons who have been settled on the list of contributories as before mentioned, and having regard to the probability that some of such contributories will partly or wholly fail to pay the amount of such call, I believe that for the purpose of realising the amount required as before mentioned, it is necessary that a call of Rs. ....per share should be made.

SCHEDULE

Solemnly affirmed etc.

Company Liquidator



**FORM WIN 54**

[See rule 134]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Application No. ....of 20...

**Advertisement of application for leave to make a call**

Notice is hereby given that the Tribunal has appointed....day the....day of.....20...., at.....o'clock in the ....noon, for the hearing of an application by the Company Liquidator of the said company for leave to make a call to the amount of Rs. ....per share on the contributories of the said company [or as the case may be]. All persons interested may attend the Tribunal at the said day and hour and offer objections to the making of the said call.

*Dated this.....day of.....20...*

*Company Liquidator*

**FORM WIN 55**

[See rule 135]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act, .....)

Application No. .... of 20...

Company Liquidator—Applicant

Before the Hon'ble Member of the Bench...

Dated .....

**Order giving leave to make a call**

Upon the application of the Company Liquidator of the above-named company, and upon reading the order to wind up the above-named company, the list of contributories of the said company and the Company Liquidator's (or, the Tribunal's) certificate of the final settlement of the same filed on the day ... of ...20..., the affidavit of the said Company Liquidator filed on the.....day of.....20..., and upon hearing, etc.

IT IS ORDERED that leave be given to the Company Liquidator to make a call of Rs. ....per share on all the contributories of the said company (or as the case may be);

And it is ordered that each contributory do, on or before the .....day of.....20..., pay to the Company Liquidator at his office or into the scheduled bank to the credit of the special bank account of the said company, the amount due from such contributory in respect of such call.

Dated this .....day of.....20.....

(By the Tribunal)

Registrar

**FORM WIN 56**

[See rule 135]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Application No. ....of 20...

**Document making a call**

I, A.B., the Company Liquidator of the above-named company, in pursuance of the order of Tribunal made herein dated the.....day of.....20..., hereby make a call of Rs. ....per share on all the contributories of the company, which sum is to be paid at the office of the Company Liquidator [or in the scheduled bank to the credit of the special bank account of the said company], on or before the .....day of.....20...

Dated this.....day of.....20...

*Company Liquidator*

**FORM WIN 57**

[See rule 136]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act,....)

Application No. .... of 20..

**Notice to be served with order sanctioning call**

To

.....X.....Y.....

.....

Take notice that the amount due from you, X, Y, in respect of the call made pursuant to the leave given by the order of the Tribunal dated.....20..., a copy of which is attached hereto, is the sum of Rs. ...., and that you should, on or before the .....day of.....20..., pay the said sum to the Company Liquidator at his office or into the Scheduled bank to the credit of the special bank account of the said company. If you wish to make the payment into the scheduled bank, you must produce this notice and the copy of the order hereto attached at the Bank to enable the Bank to receive payment, and after making the payment you should give forthwith notice thereof to the Company Liquidator enclosing with such notice the voucher obtained from the said bank in respect of the payment, in default whereof proceedings will be taken against you to enforce the order.

*Dated this.....day of.....20...*

*Company Liquidator*

**FORM WIN 58**

[See rule 137]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act, .....

*Application No. ....of 20...*

Company Liquidator—*Applicant*

**Application to enforce call**

Let all parties concerned attend the Tribunal on the.....day of.....20...., at.....o'clock in the .....noon, on the hearing of an application made by the Company Liquidator of the above named company for an order that the several persons named in the column 2 of the Schedule to this application, being respectively contributories of the above company be ordered to pay to the said Company Liquidator at his office or into the scheduled bank to the credit of the special bank account of the said company, the several sums set opposite their respective names in the column 6 of the said Schedule hereto, such sums being the amounts due from the said several persons respectively in respect of the call of Rs.....per share, made by the applicant, with interest thereon at six per cent per annum from the date of the order, and that the said several persons may be ordered to pay to the applicant the costs of and incidental to this application.

**SCHEDULE**

<i>No.</i>	<i>Name and description</i>	<i>Address</i>	<i>In what character included</i>	<i>Amount of call</i>	<i>Amount due</i>
1	2	3	4	5	6

*Dated this.....day of.....20*  
*Company Liquidator*

*Registrar*

**FORM WIN 59**

[See rule 137]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF---LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

*Application No. ....of 20...*  
Company Liquidator—*Applicant*

**Affidavit in support of application for payment of call**

I, A.B., Company Liquidator of the above-named company, solemnly affirm and say as follows :—

1. The contributories of the said company whose names are set forth in the Schedule to FORM WIN58 herein marked 'A', have not paid the sums set opposite their respective names in the said Schedule, which sums are the amounts now due from them respectively under the call of Rs....., per share duly made under the Companies Act, 2013, pursuant to the order of this Tribunal dated.....20...., granting leave to make a call.

2. A copy of the said order dated.....20...., and a notice in FORM WIN57 specifying the amount due from each of the said contributories were duly served by registered post(or speed post, as the case may be) on such contributories respectively.

3. The respective amounts set opposite the names of such contributories respectively in the column 6 of the aforesaid Schedule are the true amounts now due and owing by them respectively in respect of the said call.

Solemnly affirmed etc.

*Company Liquidator*

**FORM WIN 60**

[See rule 137]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company)  
(Company incorporated under Companies Act,...)

*Application No. ....of 20....*  
Company Liquidator—*Applicant*

*Before the Hon'ble Member of the Bench.....*  
*Dated:.....*

**Order for payment of call amount due from contributory**

Upon the application of the Company Liquidator of the above-named company, and upon reading the order dated.....20..., granting leave to make a call, the affidavit of.....filed the ....day of...20..., and the affidavit of the Company Liquidator filed the .....day of.....20..., it is ordered :

That C.D., of etc., (or E.F., the legal representative of L.M., late of.....etc., deceased), one of the contributories of the said company [or, if against several contributories. That the several persons named in column 2 of the Schedule to this order, being respectively contributories of the said company] do on or before the .....day of.....20..., pay to the Company Liquidator of the said company at his office or into the Scheduled Bank to the credit of the special bank account of the said company, the sum of Rs. ....(If against the legal representative add, out of the assets of the said L.M. deceased in his hands as such legal representative as aforesaid) [or if against several contributories, the several sums of money set opposite to their respective names in column 5 of the said Schedule ], being the amount(s) due from the said C.D., [or L.M., or the said several persons respectively] in respect of the call of Rs. ....per share duly made pursuant to the said order of this Tribunal .

And it is further ordered that said C.D., [or L.M. or the said several persons] do also pay interest at the rate of six per cent. per annum on the said amount(s) specified in column 5 of the aforesaid Schedule from this date to the date of payment.

### SCHEDULE

(To be included where there are two or more contributories)

<i>No. on list</i>	<i>Name and Description</i>	<i>Address</i>	<i>In what character included</i>	<i>Amount due</i>
1	2	3	4	5

Dated this.....day of.....20.....  
(By the Tribunal)

Registrar.

**Note :** The copy for service of the above order must bear the following endorsement :—

"If you, A, B, neglect to obey this order by the time mentioned therein you will be liable to process of execution for the purpose of compelling you to obey the same."



**FORM WIN 61**

[See rule 139]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

*Application No. ....of 20....*  
Company Liquidator (or as the case may be)—*Applicant*

**Application for leave to examine person(s) under section 299**

Let all parties concerned attend the Tribunal on....day the .....day of.....20...., on the hearing of an application of the Company Liquidator of the above company for an order .....[Here insert the name(s) of the person(s) to be examined] be examined by the Tribunal respecting [the property (or books and papers) of the company in his (their) possession or his (their) indebtedness to the company or the promotion, formation, trade, dealings, property, books or papers, or affairs of the company] [and/or for the production of all books, papers, writings and documents in his (their) custody or power relating to the said company] and that a date be fixed for such examination and summons(es) be issued to the said person(s) for his (their) appearance on the date fixed and that all necessary directions may be given in the said matter.  
(Omit what is not required).

*Dated this.....day of.....20....*  
*Company Liquidator*

*Registrar.*

Annexure:- In case application filed by Company Liquidator, a statement signed by him setting forth the facts on which the application is based.

-In case application is made by a person other than Company Liquidator, affidavit of applicant setting forth the matters in respect of which the examination is sought and grounds, relied on in support of application.

**FORM WIN 62**

[See rule 140]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,....)

*Application No.....of 20....*  
Company Liquidator — *Applicant*

*Before the Hon'ble Member of the Bench.....*  
*Dated.....*

**Order for examination under section 299**

Upon the application dated.....20...., of the Company Liquidator (or of X, Y, a contributory) of the above-named company and upon hearing, etc., and upon reading the order to wind up the said company (or, the order appointing a Provisional Liquidator), dated.....20...., and the statement of the Company Liquidator (or, the affidavit of the said X, Y.) filed.....20....,

It is ordered :

1. That.....(name and description)\* be summoned to attend the Tribunal on the.....day of .....20...., at.....o'clock in the.....noon, for the purpose of being examined under section 299 concerning [the property (or books or papers) of the company in his possession or his indebtedness to the company or the promotion, formation, trade, dealings, property, books or papers, or affairs of the company ] [and the said.....be required to bring with him and produce at the said time and place the documents mentioned in the Schedule hereto, and all other books, papers, deeds, writings and other documents in his custody or power in any way relating to the above-named company];
2. That the Company Liquidator do have the conduct of the examination of the said person(s);
3. That the examination shall be in Tribunal (or as directed by the Tribunal);
- \*\*[4. That.....(name) being a creditor (or contributory) of the said company be at liberty to attend (and take part in) the said examination.]

## SCHEDULE

(Of persons to be examined and/or of documents to be produced, as the case may be)

Dated this.....day of.....20.....

(By the Tribunal)

Registrar.

\*Where more than one person is to be examined, say, "That the persons mentioned in the afore Schedule be summoned, and give the names and addresses in the said Schedule to the order".

\*\*Omit what is not required. To be included where necessary.

**FORM WIN 63**

[See rule 141]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

*Application No.....of 20....*  
*Company Liquidator—Applicant*

**Summons to witness for examination under section 299**

To

.....  
.....  
Whereas by an order of the Tribunal dated the.....day of.....20...., made herein, it was ordered that you.....(name and description) be examined under the provisions of section 299 touching the affairs of the above-named company (or as the case may be), you are hereby required to attend the Tribunal on the.....day of.....20....at.....o'clock in the.....noon to be examined as aforesaid; And you, the said....., are hereby required to bring with you and produce at the time and place aforesaid the (here give the description of the property or document, etc.) and other documents in your custody or power in any way relating (or belonging) to the company.

If you fail to attend at the said place and time, having no lawful impediment to be then made known to the Tribunal and allowed by it, the Tribunal may impose appropriate cost.

A sum of Rs.....is herewith tendered (or, sent separately by postal money order) for your expenses in connection with the aforesaid examination.

*Dated this.....day of.....20....*

*Company Liquidator.*

*Registrar*

**FORM WIN 64**

[See rule 144]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)Petition No.....of 20.....  
.....Petitioner*Before the Hon'ble Member of the Bench.....***Order directing examination**

Upon reading the further report of the Company Liquidator in the above matter dated the.....day of.....20....., made under section 281(4), etc. of the Companies Act, 2013, IT IS ORDERED :

1. That the several persons whose names and addresses are set forth in the Schedule hereto do attend before the Tribunal on the day and hour to be appointed for the purpose, and be examined as to the promotion or formation or the conduct of the business of the company, or as to their conduct and dealings as officers of the company.
2. That notice of the date fixed for the examination be advertised in one issue (each) of (here set out the newspaper or newspapers in which the advertisement is to be inserted) and such notice be served on the persons to be examined not less than seven days before the date of the examination.
3. That the examination shall be held before (here name the officer\* and follow up with any further directions that may be given relating to the conduct of the examination or the matter on which the persons are to be examined).

## SCHEDULE

Sl. No.	Name	Address	Connection with the company

Dated this.....day of.....20.....  
(By the Tribunal)

Registrar.

**FORM WIN 65**

[See rule 145]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Notice of examination**

Notice is hereby given that a examination under section 300 will be held in Tribunal on the.....day of.....20..... at.....o'clock in the.....noon before....., of....., a director (or other officer) of the above-named company.

*Company Liquidator*

**FORM WIN 66**

[See rule 145]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....

.....Petitioner

**Notice to attend examination**

Whereas by an order of this Tribunal made on the.....day of.....20...., it was ordered that you, the undermentioned X.Y., should attend before the Tribunal and be examined as to the promotion or formation of the company and/or as to the conduct of the business of the company, and/or as to your conduct, and dealings as (here insert, director or officer, as the case may be);

And whereas it has been directed that the said examination be held before the Tribunal [or the Tribunal has directed that the said examination be held before (here mention the officer) before whom the examination has been directed to be held], and whereas the.....day of.....20...., at.....o'clock in the.....noon has been fixed as the time for holding the said examination;

Notice is hereby given that you are required to attend at the said time and place and at any adjournments of the examination which may be ordered, and to bring with you and produce all books, papers, and writings and other documents in your custody or power in any way relating to the above-named company.

And take further notice that if you fail, without reasonable excuse, to attend at the said time and place and at any adjournments of the said public examination, a warrant for your arrest will issue, and you will be liable to be committed to prison without further notice.

**Note :** A copy of the report of the Company Liquidator on which the order for examination was made will be furnished to you on payment of the prescribed charges for the same.

*Dated this.....day of.....20....*

*Company Liquidator.*

To

X.Y.,

.....  
(Name)

.....  
(Description and address)  
.....



**FORM WIN 67**

[See rule 147]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Report to the Tribunal where person examined refuses to  
answer to satisfaction of the person or authority referred to in rule 147**

At the examination of.....(name and description of the person examined) held  
before me this.....day of.....20....., the following question(s) was (were) put  
by me (or allowed to be put by me) to the said person (hereinafter referred to as  
'the witness').

Q. [Here state the question(s).]

The witness refused to answer the said question(s) (or) the witness answered the  
said question(s) as follows:—

[Here insert the answer(s), if any.]

I thereupon intimated the witness that I was reporting his refusal to answer (or  
his answer(s)) to the Tribunal and that he should attend the Tribunal on  
the.....day of.....20....., at.....o'clock in the.....noon when the report will  
be considered by the Tribunal.

*Person/ Authority holding the examination.*

**FORM WIN 68**

[See rule 150]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Warrant against contributory who fails to attend examination**

To  
X.Y., the Officer of this Tribunal.  
(or as the case may be).

Whereas by order of this Tribunal dated.....20....., A.B., (name of the contributory required to attend) was ordered to attend before the Tribunal (or the person or authority authorised by the Tribunal as the case may be), for the purpose of being examined under section 301 on a day and at a time to be appointed; and

Whereas the.....day of.....20....., at.....o'clock in the.....noon was fixed for the said examination before the Tribunal (or officer etc.); and

Whereas by evidence taken upon oath (or by affidavit of.....solemnly affirmed) it has been made to appear to the satisfaction of the Tribunal that notice of the said order and of the said time and place so appointed was duly served upon the said A. B.; and

Whereas the said A.B., did without good cause fail to attend on the said.....day of.....20....., for the purpose of being examined, according to the requirements of the said order of the Tribunal made on the.....day of.....20....., directing him to attend [or and that the said A.B., has absconded (or that there is reason to believe that the said A.B. is about to abscond) with a view to avoiding the said examination];

This is to command you to arrest and take the said A.B., into your custody and bring him before the Tribunal with all convenient speed.

You are further ordered to return this warrant on or before.....20...., with an endorsement certifying the day on which and the manner in which it has been executed, or the reason why it has not been executed.

Given under my hand and the seal of the Tribunal this.....day of.....20.....

*Tribunal*

**FORM WIN 69**

[See rule 151]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Warrant for keeping in prison**

To  
The Officer in charge of the Jail,  
.....Jail.....  
.....

Whereas A.B., whose attendance is required before this Tribunal for being examined under section 301, has been arrested and brought before the Tribunal in custody, and whereas the Tribunal called upon the said.....to give security for his appearance before the Tribunal for his being examined under the said section , and the said A.B., has failed to do so.

This is to require you to receive the said A.B., into your custody in the civil prison and produce him before the Tribunal at.....o'clock in the.....noon on the.....day of.....20....., and on such other day or days as may hereinafter be ordered.

Dated this.....day of.....20.....

Tribunal

**FORM WIN 70**

[See rule 151]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Order to release prisoner on bail**

Upon the application dated.....20....., of A.B., now a prisoner in civil prison in the Government Jail at....., who was arrested by warrant of this Tribunal dated.....20....., pursuant to the order of this Tribunal dated.....20....., and upon hearing Shri....., representative for the applicant, and the Company Liquidator of the above-named company, and upon reading the order to wind up, etc., and the said A.B., by his counsel undertaking to attend before the Tribunal (or officer etc.) on the.....day of.....20....., at.....o'clock in the.....noon for being examined pursuant to the said order dated.....20....., and at any adjournments of the said examination.

IT IS ORDERED that upon payment into this Tribunal by the said A.B., of Rs..... [or upon the said A.B., furnishing two sureties for Rs.....each to the satisfaction (of the Registrar) of this Tribunal for his due appearance before this Tribunal], the Officer in charge of the Government Jail at....., do discharge the said A.B., out of his custody under the said warrant dated.....20.....

Dated this.....day of.....20.....

*(By the Tribunal)*

*Tribunal or Registrar.*

**FORM WIN 71**

[See rule 152]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company)  
(Company incorporated under Companies Act,....)

Petition No.....of 20.....  
.....Petitioner

**Requisition to ... Court in whose jurisdiction the contributory  
against**

**whom a warrant of arrest has been issued is believed to be**

Whereas the warrant of arrest hereto annexed has been issued by this Tribunal against the contributory named therein, namely.....of....., under the provisions of the Companies Act, 2013 and the Companies (Winding Up) Rules 2020, and

Whereas he is outside the jurisdiction of this Tribunal and is believed to be within the jurisdiction of the Court of..... (or, the Court of Small Causes at Mumbai, Kolkata or Chennai, as the case may be),

These are to request you to cause the said warrant to be executed .

You are further requested to return this warrant on or before.....20....., with an endorsement certifying the day on which and the manner in which it has been executed or the reason why it has not been executed.

Should the said contributory on being produced before you, furnish security to your satisfaction in a sum of Rs.....for his due appearance before this Tribunal for examination under section 301 on such dates and such times as may be intimated to him by this Tribunal, the said person may be released on such security.

*Dated this.....day of.....20....  
Seal of the Tribunal from which  
the warrant was originally  
issued.*

*Tribunal*

Enclosure : Warrant.

To  
The Court of.....  
[or Chief Judge, Court of Small Causes, Mumbai, Kolkata or Chennai, as the  
case may be]

**FORM WIN 72**

[See rule 153]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Application No.....of 20.....

[Company] Liquidator of the company  
[or A.B., a creditor or contributory  
as the case may be]

—Applicant

versus

.....

—Respondents

**Summons under section 339(1) of the Companies Act, 2013**

Let all parties attend the Chambers on the.....day of.....20...., at.....o'clock  
in the.....noon on the hearing of an application under section 339(1) of the  
Companies Act, 2013 on the part of the [Company] Liquidator of the company  
aforesaid [or, A.B., of.....a creditor/contributory of the said company] for the  
following declarations and orders:—

1. A declaration that the business of the said company was carried on from  
the.....20...., to the.....20...., (the date of the commencement of the winding  
up of the company), with intent to defraud creditors and for other fraudulent  
purposes by reason of the fact that [Here set out the facts showing the fraudulent  
purposes, e.g., that the company continued to trade and to obtain goods on credit  
and to incur other liabilities without any means or prospect of being able to pay  
or provide for payment thereof, and further for the purpose of increasing the  
amount of assets available for distribution among the debenture holders,  
including the respondent C.D., etc., or, as the case may be] and that the  
respondents as the.....of the company were knowingly parties to the carrying  
on of the business of the said company in the manner aforesaid.

2. A declaration that the respondents..... (Names)..... shall be personally  
responsible, without any limitation of liability, for all the debts or other liabilities  
of the company.

3. A declaration that the said respondents are jointly and severally liable to pay  
to the [Company] Liquidator sums amounting to Rs.....being the amount of  
debts owing by the company in respect of goods supplied to or services rendered



to or other liabilities incurred by the said company during the period aforesaid or such part of the said sums as to the Tribunal shall seem fit after due inquiry.

4. An order for payment to the [Company] Liquidator by the said respondents of the said sum of Rs.....or such other sum as to the Tribunal shall seem fit.

5. An order that for the purpose of giving effect to the foregoing declarations, the liability of the respondent.....[name] shall constitute a first charge on [Here set out the debt, mortgage or interest of the respondent on which the charge is created under section 339(2)(b)], [and that the liability of the respondent C.D., thereunder shall be and constitute a first charge on the debenture issued by the said company to him, and the money secured thereby].

6. An order that the respondents do pay to the applicant costs of and incidental to this application.

7. Such other order in the premises as the Tribunal shall think fit to make.

Dated this ..... day of ..... 20....

Registrar.

This summons was taken out by Shri ..... representative for the applicant.

To

..... (respondents)  
.....

**Note :** If you do not attend, either in person or by your representative, at the time and place above-mentioned, such order will be made and proceedings taken as the Tribunal may think just and expedient.

**FORM WIN 73**

[See rule 153]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act, .....)

*Application No. .... of 20...*  
*[in Company Petition No. .... of 20 ...]*

[Company] Liquidator of the company  
[or A.B., a creditor or contributory  
of the said Company]

—Applicant

versus

.....

—Respondents

**Summons under section 340(1) of the Companies Act, 2013**

Let all parties attend the sitting Judge in Chambers on ..... day the  
..... day of ..... 20..., at ..... o'clock in the ..... noon, on the  
hearing of an application under section 340(1) of the Companies Act, 2013 on  
the part of the [Company] Liquidator of the company aforesaid [or A.B., a  
creditor/contributory of the above company] for—

1. A declaration that the respondents, the ..... (promoters,  
directors, etc., as the case may be) of the above company had misapplied,  
retained or become liable or accountable for the money or property of the  
company, or were guilty of misfeasance and breach of trust in relation to the said  
company in [here set out briefly the ground on which the declaration is sought,  
*e.g.*, paying to the shareholders dividend out of capital in respect of the financial  
year ....., or lending without consideration and, without taking any security  
Rs. .... of the said company to ..... on ..... 20..., whereby the  
same became wholly lost to the said company on the adjudication of  
the said ..... as insolvent on ..... 20..., or as the case may be].

2. An order that all necessary inquiries be made and accounts taken for  
ascertaining what sums the respondents are liable to contribute to the assets of  
the said company by way of compensation for such misfeasance and breach of  
trust as aforesaid.

3. An order that the respondents do jointly and severally contribute to the assets  
of the said company and do pay to the [Company] Liquidator of the said company

all such sums as they may be found liable to contribute to such assets together with interest on such sums at the rate of ..... per cent per annum as from the several dates when the said sums were respectively wrongfully paid away until the date of repayment.

4. An order that the said respondents do pay the costs of and incidental to this application.

5. Such other order as in the premises, the Tribunal shall think fit to make.

*Dated this ..... day of ..... 20...*

*Representative for applicant*

*Registrar.*

[This summons was taken out by Shri ..... representative for the applicant.]

To  
..... (respondents)  
.....

**Note :** If you do not attend, either in person or by your representative, at the time and place above-mentioned, such order will be made and proceedings taken as the Tribunal may think just and expedient.

**FORM WIN 74**

[See rule 154]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act, ....)

Application No. .... of 20...

[ Company Petition No. .... of 20 ...]

.....—Applicant  
versus  
.....—Respondents

**Points of claim under section 339(1) of the Companies Act, 2013**

1. The above-named company [hereinafter called 'the company'] was incorporated on the .....20...., with a capital of Rs. .... divided into ..... shares of Rs. .... each, of which ..... shares were at all material times issued and fully paid.
2. By an order made on the ..... 20....., the company was ordered to be wound up by the Tribunal.
3. The company is insolvent and the estimated deficiency according to [the statement of affairs] is Rs. ....
4. The respondent was a director/managing agent, etc., of the said company (state the position occupied by the respondent in the company and the period during which he occupied such position, and the salary paid to him).
5. Etc. [Set out in separate paragraphs, as may be necessary, the nature of the business of the company, the way in which it was carried on and the facts showing that the business was conducted fraudulently and that the respondent was knowingly a party to the same.]

The Company Liquidator/Liquidator/A.B., the applicant claims :—

- (1) A declaration that the respondent is liable without any limitation of liability for all the debts of the company amounting to the sum of Rs. ....
- (2) If necessary, an amount of the debts of the company.
- (3) Payment by the respondent of the said sum of Rs. .... or other sum for which he may be found responsible on the taking of accounts.
- (4) Costs.

(5) Further or other relief.

Applicant

Delivered the .... day of .... 20... by ....

Representative for the Applicant.

**FORM WIN 75**

[See rule 154]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Application No. .... of 20...  
[in Company Petition No. .... of 20 ...]

.....—Applicant  
VERSUS  
.....—Respondents

**Points of claim under section 340(1) of the Companies Act, 2013**

1. The above-named company (hereinafter called 'the company') was incorporated on the .....20..., with a capital of Rs. .... divided into ..... shares of Rs. .... each, of which ..... shares were at all material times issued and stood credited in the books of the company as fully paid.
2. By an order dated the ..... 20..., the company was ordered to be wound-up by the Tribunal.
3. The respondents were at all material times [state the position occupied by each of them, e.g. promoter, past or present director, managing agent, secretaries and treasurers, manager, liquidator or officer of the company].
4. Etc. [Set out in separate paragraphs as may be necessary the main facts showing the misfeasance or breach of trust committed by each of the respondents and the amounts which they are jointly and severally liable to make good to the company in consequence of such misfeasance or breach of trust].

And the Company Liquidator/Liquidator/A.B., the applicant claims :—

(1) A declaration that the respondents and each of them as past (or present) directors [or, as the case may be] as aforesaid, have been guilty of misfeasance and breach of trust in relation to the company as aforesaid.

(2) An order that the respondents and each of them do repay to the (Company) Liquidator of the said company the said sums, together with interest at the rate of ..... per cent per annum from ..... 20..., down to the date of payment.

(3) Costs.

(4) Further or other relief.

*Applicant.*

*Delivered the ..... day of ..... 20.., by .....*

**FORM WIN 76**

[See rule 156]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

*Company Petition No. .... of 20...*

**Notice to Liquidator to elect whether he will disclaim**

I, the undersigned, give you notice that the above-named company was, at the time of the making of the winding up order herein [or at the time of the passing of the resolution for winding up], the lessee of the property described in the Schedule hereto [or as the case may be], and I, as lessor of the said property [or as the case may be], hereby require you pursuant to the provisions of section 333(4) of the Companies Act, 2013, within twenty-eight days after the receipt of this notice to decide whether you will disclaim the said lease [or as the case may be], and if you decide to disclaim as aforesaid, to give me notice within the said twenty-eight days of your intention to apply to the Tribunal for leave to disclaim accordingly\*\*.

*Dated this ..... day of ..... 20 ...*  
(Signature)

*Address :*

*(Lessor or representative for the  
lessor, or as the case may be)*

To  
The (Company) Liquidator of  
..... Co., Ltd. (in liquidation)

**SCHEDULE**

Here set out particulars of the property, lease, contract, etc.

\*\*In the case of a contract, add at the end "and also disclaim the contract within the said period".



**FORM WIN 77**

[See rule 156]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Notice by Liquidator of intention to apply to  
Tribunal for leave to disclaim**

Take notice that I intend to apply to the Tribunal for leave to disclaim [here specify the property, lease, contract etc., with short particulars and the interest of the company therein sought to be disclaimed] referred to in the notice given by you to me as the Liquidator of the above-named company.

*(Signature)*  
*(Company) Liquidator of the said company*

To

.....  
.....

**FORM WIN 78**

[See rule 156]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

*Application No. .... of 20 ...*  
(Company) Liquidator of the said company — *Applicant*

**Summons for extension of time for giving notice of intention to  
apply for leave to disclaim**

Let all parties concerned attend the Tribunal on the ..... day of .....  
20..., on the hearing of an application by the applicant herein for an order that  
the applicant as the (Company) Liquidator of the above-named company may be  
at liberty within ..... days of the order to be made herein to give notice to  
..... of ..... of his intention to apply to the Tribunal for leave to  
disclaim [here specify the property, lease or contract etc., and the interest of the  
company therein to be disclaimed, with short particulars thereof].

*Dated this ..... day of ..... 20 ...*

*(Company) Liquidator*

*Registrar*

This summons as taken out by the (Company) Liquidator of the above-named  
company.

To  
(Insert names of persons to be served, if any)

**FORM WIN 79**

[See rule 156]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act.....)

Petition No.....of 20.....  
.....Petitioner

**Order extending time for disclaimer**

Upon the application of etc.

IT IS ORDERED that the applicant, as such Liquidator, be and is hereby allowed a further period of ..... days from the ..... 20...., within which he may give notice to ..... of his intention to apply to the Tribunal for leave to disclaim the [here specify the property, lease, contract etc., with short particulars and the interest of the company therein which is to be disclaimed].

Dated this ..... day of ..... 20 .....

*(By the Tribunal)*

*Registrar*

**FORM WIN 80**

[See rule 156]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Notice of interest in property sought to be disclaimed**

To

The (Company) Liquidator etc,

Take notice that I, the undersigned, claim to be interested in [specify the property, lease, contract etc., with short particulars] which is sought to be disclaimed by you, and that the nature of my interest therein is as follows:-

\*\*  
\*\*

\*\*

(Signature)

Address

**FORM WIN 81**

[See rule 156]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Application No. .... of 20....  
(Company) Liquidator of the said company - Applicant

**Application for leave to disclaim**

Let all parties concerned attend the Tribunal on the ..... day of .....  
20 ..., at ..... o'clock in the ....., noon, on the hearing of an  
application of the (Company) Liquidator of the above-named company for an  
order pursuant to section 333 of the Companies Act, 2013, that the said  
Liquidator [notwithstanding that the time limited thereof by the said section has  
expired\*] may be at liberty to disclaim [here specify property, lease, contract etc.,  
with short particulars and the interest of the company therein sought to be  
disclaimed] and that the costs of the application may be provided for.

Dated this ..... day of ..... 20....

Liquidator of the said company.

Registrar

**Note :** On the hearing, the summons will be adjourned for notice to interested parties.

\*To be included where the time has expired.

**FORM WIN 82**

[See rule 156]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Application No. .... of 20....

(Company) Liquidator of the said company — Applicant

**Affidavit in support of summons for leave to disclaim a lease**

I, the (Company) Liquidator of the said company, do solemnly affirm and say as follows:—

1. The above-named company [hereinafter referred to as the company] was ordered to be wound up by this Tribunal by order dated the ....., 20...., and I was appointed Liquidator for the purpose of the winding up).

2. By a lease dated the ..... day of ..... 20 .... made between ..... of the one part and the company of the other part, the said ..... demised unto the company all that (specify shortly the premises leased and the rent, mentioning any special covenants). The said lease\* is now produced and shown to me marked 'A'.

3. The premises so demised to the company were used by them for the purposes of (specify what) but have not been occupied or used by the company since the month of ..... 20 ...., (etc., as the case may be) nor are there any goods and chattels of the company thereon.

4. I have/have not endeavoured to sell the said lease. Having regard to the rent payable and the terms thereof, the lease is not a profitable one. I have/have not entered into possession of the premises thereby demised or exercised any act of ownership in relation thereto (or as the case may be).

5. The said lease is of no benefit to the company, its creditors or shareholders, and to the best of my knowledge, information and belief there are no persons interested in the said lease except the company and ..... the lessors as aforesaid (or, as the case may be, and state any advantages sought to be attained by the disclaimer, how it would affect other people, etc.).

6. (If the 'Disclaimer' is out of time, facts in explanation on which the Tribunal may be properly asked to extend the time should be stated).

7. On the ..... 20 ..., I received a notice from ..... of ..... requiring me to say whether or not it was my intention to disclaim the said contract. The notice is hereto annexed, marked ..... on the ..... day of ..... 20 ..., within twenty-eightdays of the receipt of the said notice (or if the Tribunal has extended the time, add, by leave of the Tribunal notwithstanding that twenty-eightdays had elapsed since the receipt by me of the said notice) I gave notice to the said ..... of my intention to make this application to the Tribunal. A copy of the said notice is hereto annexed and marked .....

8. The assets of the company are insufficient to meet the claims of the creditors (or as the case may be).

9. In these circumstances, I ask for leave to disclaim the said lease, and the said ..... should be allowed to prove for the loss suffered by reason of the said disclaimer along with the other creditors.

*Solemnly affirmed etc.*  
*Liquidator.*

**\*Note :** The original or a certified copy of the lease to be produced.

**FORM WIN 83**

[See rule 159]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner.

**Notice to parties interested in the property in respect of which  
the application to disclaim is made**

Notice is hereby given that on an application to the Tribunal by me as (Company) Liquidator of the above-named company for leave to disclaim a lease to the above-named company dated the ....., 20..., etc., (or as the case may be), the Tribunal adjourned the matter until the ..... day of ..... 20 ..., for notice to be given to you.

If you desire to be heard on the said application, you should attend the adjourned hearing before the Tribunal on ..... day, the ..... day of ..... 20 ..., at ..... o'clock in the ..... noon, either in person or by representative.

Any affidavit that you intend to use in opposition should be filed in Tribunal and a copy thereof served on me not later than two days before the date of the adjourned hearing.

A copy of the summons and a copy of my affidavit filed in support thereof are sent herewith.

(Signature)

.....  
Liquidator.

To

.....  
.....



**FORM WIN 84**

[See rule 160]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act,....)

*Application No. .... of 20 ...,*

(Company) Liquidator of the said company - *Applicant*

**Order giving leave to disclaim**

Upon the application by summons dated ..... 20..., of the (Company) Liquidator of the above named company and upon hearing the applicant in person (or Shri ..... representative for the applicant [and the representative for ..... (party interested) or no one appearing for or on behalf of ..... a party interested although he has been duly served with notice of the said application pursuant to the directions of the Tribunal as appears by the affidavit of ..... filed on ..... 20.....], and upon reading the order to wind up the said company dated the ..... 20 ..., the affidavit of ..... filed the ..... 20 ..., and the affidavit of ..... filed the ..... 20 ..., and the exhibits in the said affidavits respectively referred to [Exhibit ..... to the first mentioned affidavit being the contract or lease or as the case may be].\*

IT IS ORDERED that the (Company) Liquidator of the said company, the applicant, be at liberty, on or before ..... 20 ..., to disclaim the contract (or the lease, or the shares or other property as the case may be) dated the....., 20 ..., made between ..... of the one part, and the said company of the other part, whereby (set out in brief the nature of the contract or the lease or the shares or other property as the case may be) particulars of which are set out in the Schedule hereto, upon the following terms, namely:-

[Here set out the terms and conditions if any subject to which leave to disclaim has been granted.]

*SCHEDULE*

[Here set out the particulars of the property disclaimed e.g., contract or lease dated ..... 20 ..... made between etc. or shares of the face value of Rs. .... in ..... of which Rs. .... are paid up etc. (or as the case may be)].

Dated this ..... day of ..... 20 ..

*(By the Tribunal)*

*Registrar.*

**\*Note :** Where the Tribunal has made an order extending the time, that order should also be mentioned in the preamble to this order.

**FORM WIN 85**

[See rule 161]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
[Company incorporated under Companies Act,.....]

Petition No.....of 20.....  
.....Petitioner

**Disclaimer of lease\***

Pursuant to an order of the Tribunal dated the ..... day of....., 20  
... 1, the undersigned, the Company Liquidator of the above-named company,  
hereby disclaim all interest in the lease dated the....., 20....., whereby  
the premises (here insert description of the property disclaimed) were demised  
to ..... at a rent of Rs. .... per annum (or per mensem) for a term of  
..... years.

Notice of this disclaimer has been given to .....

Dated this ..... day of ..... 20 ...

*Company Liquidator.*

\*The form to be suitably altered in the case of property other than lease.

**FORM WIN 86**

[See rule 161]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Notice of disclaimer of lease\***

Take notice that pursuant to an order of the Tribunal, dated the.....day of....., 20....., I, the undersigned, the Company Liquidator of the above-named company, by writing under my hand bearing date the.....day of.....20....., disclaimed all interest in the lease dated the.....day of.....20....., whereby the premises (here insert description of property disclaimed) were demised to.....at a rent of Rs.....per annum (or per mensem) for a term of.....years.

The above-mentioned disclaimer was filed in Tribunal on the.....day of.....20.....

Dated this.....day of.....20.....

*Company Liquidator.*

\*Form to be suitably altered in the case of property other than lease.

**FORM WIN 87**

[See rule 162]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act, .....)

*Application No.....of 20.....*

*A.B.—Applicant*

*C.D.—Respondent*

**Order requiring parties interested in disclaimed lease to apply for vesting order or to be excluded from all interest in the leasehold premises**

1. Whereas it appears by the affidavit of.....and the affidavit of.....filed respectively in the above matter on the....., 20....., and the....., 20....., that :—

(a) By a lease dated the....., 20....., and made between A.B., the applicant herein of the one part and the above-named company (hereinafter called 'the company') of the other part, the premises comprising.....(give particulars) were demised unto the company for a term of.....years from the....., 20....., at a rental of Rs.....per annum (or per mensem);

(b) By a sub-lease dated the....., 20....., made between the company of the one part and C.D., the respondent of the other part, in consideration of the payment therein made and the covenants and conditions therein named, the company demised (part\* of) the said premises to the said C.D. [or By a mortgage or charge dated the....., 20....., and duly registered with the Registrar of Companies, the company charged the said premises to secure the repayment of a sum of Rs.....together with interest at.....per cent. per annum in favour of the said C.D.].

2. And whereas on the....., 20....., an order was made for the winding-up of the company by Tribunal and Shri.....was appointed liquidator for purposes of winding up;

3. And whereas the Company Liquidator of the said company was by order dated the....., 20....., given leave to disclaim the said lease;

4. And whereas the said Company Liquidator of the above-named company on the....., 20....., gave notice of his intention to disclaim the said lease, and by writing under his hand dated the....., 20....., disclaimed the said lease, and filed such disclaimer in these proceedings on the.....,

20....., and served notice thereof on or about the ....., 20....., on the said A.B., the applicant;

Now upon the application by summons dated the....., 20....., of the said A.B., of.....for an order that the respondent C.D., do elect whether he will or will not take a vesting order of the disclaimed property comprised in the said lease, being.....(give particulars of the property);

This Tribunal doth order that unless the said respondent C.D., within fourteen days after the service of this order on him applies for a vesting order of the said lease subject to the same liabilities and obligations as those to which the company was subject under the lease in respect of the property on the ....., 20....., the date of the commencement of the winding up (or subject to the same liabilities and obligations as if the said lease had been assigned to him on the....., 20....., the date of the commencement of the winding up of the said company), the said C.D., be excluded from all interest in and security upon the said premises.

That this summons do stand adjourned for further orders to the....., 20....., for service of this order on the said C.D.

Dated this.....day of....., 20.....

*(By the Tribunal)*

*Registrar.*

\*If different parts have been sub-leased to different persons, repeat the provision to cover all such sub-leases.

**FORM WIN 88**

[See rule 162]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF—LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

A.B.—Applicant  
C.D.—Respondent

Dated.....

**Order vesting lease and excluding persons who have not  
elected**

**Paragraphs 1 to 4 as in FORM WIN 87**

5. And whereas upon the hearing of this application by summons of the said A.B., for an order that the respondent C.D., do elect whether or not he will take a vesting order of the disclaimed property comprised in the said lease, the Tribunal on the....., 20....., ordered that unless the said respondent C.D., within fourteen days after the service of the said order on him applied for a vesting order of the said lease subject to the conditions mentioned in the said order, the said C.D., be excluded from all interest in and security upon the said premises.

6. And whereas the said order was duly served on the said C.D., as appears from the affidavit of.....filed.....20.....

7. And whereas the said C.D., has not applied or intimated his intention to apply for a vesting order within the time limited by the said order [\*or the said C.D., has applied for a vesting order of the said lease.]  
Upon hearing, etc., and upon reading, etc., this Tribunal doth order :

That the said C.D., be and is hereby excluded from all interest in and security upon the premises aforesaid [and that the property do vest in.....].

[or That the company's interest in the premises.....more particularly described in the lease deed dated the....., 20....., do vest in C.D., the respondent

herein, for the residue of the term of.....years demised by the said lease, subject to the same liabilities and obligations as those to which the company was subject under the lease in respect of the property at the commencement of the winding up (or subject only to the same liabilities and obligations as if the lease had been assigned to that person on the....., 20....., the date of the commencement of the winding up)

Dated this.....day of....., 20.....

*(By the Tribunal)*

*Registrar.*

\*Where such an application for a vesting order is made, the application should be included in the cause-title.



**FORM WIN 89**

[See rule 169]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Advertisement as to declaration of dividend**

Notice is hereby given that a\*.....dividend of..... (in the rupee)  
has been declared and that the same will be payable on the.....day  
of....., 20....., and on the subsequent working days upto the.....day  
of.....,20.....at the office of the Company Liquidator.

Every person entitled to participate in this dividend will receive a notice to that  
effect and no payment will be made except upon production of such notice.

*Company Liquidator.*

\*Insert here 'first' or 'second' or 'final' as the case may be.

**FORM WIN 90**

[See rule 169]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Notice of dividend**

(Please bring this dividend notice with you)

Dividend of..... (in the rupee)

To

.....(Name)  
.....(Address)

Take notice that a\*.....dividend of.....(in the rupee) has been declared. The amount payable to you is Rs....., and the same will be payable at my office on the.....day of....., 20....., and on the subsequent working days up to the.....day of....., 20....., between the hours of.....

Upon applying for payment this notice must be produced entire with any bills of exchange, promissory notes or any other negotiable securities held by you. If you desire the dividend to be paid to some other person, you may sign and lodge with the Company Liquidator an authority in FORM WIN 91. If you do not attend personally you must fill up and sign the enclosed forms of Receipt and Authority.

Dated at.....this.....day of....., 20.....

*Company Liquidator*

**Notes :** 1. The receipt and authority should, in the case of a firm, be signed in the firm's name, and in the case of a limited company, by an officer of the company so described.

2. If you do not claim the dividend, declared and payable as above, within six months after the date when it became payable, the Company Liquidator shall pay the said amount into the Company Liquidation Dividend and Undistributed Assets Account in the Scheduled Bank, under section 352(2) of the Companies Act, 2013.

\*Insert here 'first' or 'second' or 'final' as the case may be.

Enclosures:

**Receipt**

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

*Address :*

*Date :*

RECEIVED from the Company Liquidator of the above company the sum of  
Rs..... being the amount payable to me/us in respect of  
the.....dividend of ..... in the rupee. Rs...../

*Payee's signature*

**\*Authority for delivery**

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....IN THE MATTER OF----LTD (give the name of the  
company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

*Address :*

*Date :*

Sir,

Please deliver to the bearer.....(name of bearer) [or send to me by  
cheque by post or by postal money order, at my expense and risk] the  
.....dividend of Rs..... payable to me. Rs...../

*Payee's signature*

To  
The Company Liquidator of.....(company),

.....

**Note** : This is an authority only to deliver the dividend (the cheque or the amount as the case may be), and not to make it payable to another person, for which FORM WIN 91 should be used.

Insert here 'first' or 'second' or 'final' as the case may be.

**FORM WIN 91**

[See rule 170]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Authority to Company Liquidator to pay dividend to another person**

*Address :*

*Date :*

Sir,

I hereby authorise and request you to pay the dividend referred to in the enclosed notice

to.....of.....(a specimen of whose signature is given below)  
whose receipt shall be a sufficient discharge.

*Signature*

Witnesses to the signature of.....

1. ....(signature)  
.....(occupation)  
.....(address)

2. ....(signature)  
.....(occupation)  
.....(address)

Specimen signature of person appointed as above  
.....

*(specimen)*

Witness to specimen signature :

.....(signature)  
.....(occupation)  
.....(address)

Dated the.....day of....., 20.....

**FORM WIN 92**

[See rule 172]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF-----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Schedule of contributories to whom return is to be paid**

Number as in settled list	Name of contri- butory as in settled list	Address	Number of shares held as per settled list	Total amount called up Rs.	Total amount paid up Rs.	Arrears of calls at date of return Rs.	Previous return of capital appropri- ated by liqui- dator for arrears of calls Rs.	Amount of return payable at.....per share Rs.	Net return payable Rs.	Debit and particulars of transfer of interest or other vari- ation in list	Remarks
2	3	4	5	6	7	8	9	10	11	12	

**Note :** Where the articles of the association of the company provide that the amount divisible among the members or any class of members shall be divisible in proportion to the amount paid up or which ought to have been paid up at the date of winding up, or contain any other provision which will necessitate further information before a return can be made, columns should be added showing the amount called up and the amount paid up at such date in respect of shares then held by such members or class or members or such other facts as may be requisite.

**FORM WIN 93**

[See rule 172]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

**Notice of return to contributories**

To

.....  
.....

Notice is hereby given that a first/second/final return of.....per share has been declared. The amount payable to you is Rs.....and the same will be payable at my office on the.....day of....., 20....., and the subsequent working days up to the.....day of....., 20....., between the hours of.....

Upon applying for payment, this notice must be produced entire together with the share certificate. If you do not attend personally you must forward the share certificate and fill up and sign the enclosed forms of receipt and authority for delivery.

Dated.....

*Company Liquidator*

**Note** : The receipt should be signed by the contributory personally, or in the case of joint contributories, by each of them, and in the case of a limited company, by an officer of the company so described.

Enclosures :

(1)

**RECEIPT**

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,.....)

Petition No.....of 20.....  
.....Petitioner

RECEIVED from the Company Liquidator of the above company the sum of Rs.  
.....being the amount payable to me/us in respect of the  
first/second/final return of.....per share held by me/us in the above  
company.

Rs.....

Dated.....

(Signature/Signatures)

Address

#### **AUTHORITY FOR DELIVERY**

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT.....

IN THE MATTER OF----LTD (give the name of the company)  
(Company incorporated under Companies Act,....)

Petition No.....of 20.....  
.....Petitioner

Address.....

Date.....

Sir,

Please deliver to the bearer.....(name of bearer) [or send to me/us by  
cheque by post or by postal money order, at my/our expense and risk] the  
first/second/final return of Rs.....payable to me/us.

Rs.....

To

Payee's signature



The Company Liquidator of.....(company)

**Note:** This is an authority only to deliver, and not to make the return payable to another person.

**FORM WIN 94**

[See rule 179]

State the number of the petition and the date of the order.

**Statement of unclaimed dividends or undistributed assets, paid under section 352 (1) and (2), into the Company Liquidation Dividend and Undistributed Assets Account.**

Name of the company

Nature of the proceeding\*

Date of commencement of winding up

Date of payment into the Company Liquidation Dividend and Undistributed Assets Account

- I. Particulars of the unclaimed dividends paid into the Companies Liquidation Dividend and Undistributed Assets Account in the Scheduled Bank.

Number on list of creditors	Name of the creditor to whom the dividend is due	Last known address of creditor	Date of declaration and rate of dividend		Total amount of dividend payable	Last date when payable	Amount paid into Companies Liquidation Dividend and Undistributed Assets Account	Remarks
			Date	rate				
1	2	3	4	5	6	7	8	9
							Total	

- II. Particulars of undistributed assets paid into the Company Liquidation Dividend and Undistributed Assets Account.

Number on list of contributors	Name of contributor	Last known address of contributor	Date of declaration and rate of return		Total amount of return payable	Last date when payable	Amount paid into Companies Liquidation Dividend and Undistributed Assets Account	Remarks
			Date	rate				
1	2	3	4	5	6	7	8	9

Total Rs P

Total amount of unclaimed dividends paid into the Companies Liquidation  
Dividend and Undistributed Assets Account

Rs

Total amount of undistributed assets paid into the Companies Liquidation  
Dividend and Undistributed Assets Account

Total amount paid under both heads

*Dated the.....day of.....*

*(Sd/-)*  
*Company Liquidator(s)*

---

**FORM WIN 95**

[See rule 184]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT..... \*

IN THE MATTER OF----LTD (give the name of the company )  
(Company incorporated under Companies Act,.....)

Petition No.....of 20,....

.....Petitioner

**Request to deliver bill**

I hereby request that you will, within four weeks of the receipt hereof or such further time as the Tribunal may allow, deliver to me your bill of cost (or charges) as .....failing which, I shall, in pursuance of Companies Act, 2013 and the rules made thereunder, proceed to declare and distribute a dividend without regard to any claim which you may have against the assets of the company, and your claim against the assets of the company will be liable to be forfeited.

Dated this ..... day of ..... 20.....

Company Liquidator

I here state the nature of the employment e.g. advocate, auctioneer, etc.

  
F.No. 01/30/2013-CL-V Pt-III  
24/01/2020

K.V.R. MURTY, JOINT SECRETARY