

IN THE HIGH COURT OF KERALA AT ERNAKULAM
(Original Jurisdiction)

In the matter of the Companies Act, 1956
and
In the matter of M/s.Moothakunnam Industries Pvt. Ltd. (in Liquidation)

Co.Appl. No.68/2020 in Co.Pet. No.31/2009

Before:

The Honourable Mr.Justice HARISANKAR V. MENON
Monday, the 22nd day of June, 2026/1st Ashadha, 1948

Applicant

Official Liquidator, High Court of Kerala,
Ernakulam (Liquidator of M/s.Moothakunnam
Industries Private Limited (In Liquidation)

Respondents:-

1. Smt.Prabhavathy Shaji,
W/o.Late Shaji, Mulakkalezhath House,
Moothakunnam P.O.,
Madaplathuruth Kara,
Paravoor Taluk.
2. Sri.M.K.Venu,
Mulakkalezhath House,
Moothakunnam P.O.,
Madaplathuruth Kara,
Paravoor Taluk.
3. M.K.Joshy,
Mulakkalezhath House,
Moothakunnam P.O.,
Madaplathuruth Kara,

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Paravoor Taluk.

4. Sub Registrar,
Paravur Taluk,
Ernakulam.
5. Village Officer,
Moothakunnam Village,
Paravur Taluk.
6. Smt.Pushpa,
W/o.Sri.Krishnan,
Ward No.IX/318,
Engandiyoor Village,
Pokkalakkara Desom,
Thirumangalam P.O.,
Trichur – 680 616.
7. Sri.Viswanathan,
S/o.Pandarikkal Madhavan,
1/442, Pavaratty Village,
Chavakkad Taluk,
Trichur – 680 570.
8. Smt.Gigi Kamalakshan (w/o petitioner)
W/o.Late Kamalakshan,
Mulakkezhathu House,
Andippillikavu,
Moothakunnam P.O.,
Ernakulam – 683 516.

Company Application under Section 531A of the Companies Act, 1956,
read with Rule 9 of the Companies (Court) Rules, 1959, filed by the applicant
above named, praying for an order to:-

- i) Order notice to the above respondents 1 to 8.

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- ii) Order the transfer/sale of property made on 05.02.2009 and 07.02.2009, respectively, made by the ex-directors may be treated as null and void against the liquidator as per section 531A of the Companies Act, 1956.
 - iii) Order to set aside the sale of 39.500 cents of land comprised in Sy.No.249/3/45 and 249/3 of Moothakunnam Village, Paravur Taluk, Trichur District, registered by the SRO, Paravur Taluk, Ernakulam District as per Document No.379/2009 and 400/2009;
 - iv) Direct the Sub Registrar, Paravur Taluk, to cancel the sale effected in respect of the properties mentioned at (iii) above.
 - v) Direct the Village Officer, Moothakunnam Village, to cancel the mutation effected in respect of the property mentioned at (iii) above;
 - vi) Permit the Official Liquidator to take over possession of the properties and measuring 39.500 cents of land as mentioned above;
- and
- vii) Pass such other order or orders as may be deemed fit and proper in the premises of the case.

This Company Application coming on for orders on this day upon hearing Sri.K.Moni, Standing Counsel for the Official Liquidator, Sri.Subhash Cyriac, Advocate for the Respondents 1 to 3, Government Pleader for Respondents 4 & 5, and M/s.Nivea K.G., V.A.Pradeep Kumar, Jenny Thankam & Anoop Krishna Advocates for Respondents 6 & 7, the court passed the following:

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and

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Co.Appl. No.115/2023 in Co.Pet. No.31/2009

Before:

The Honourable Mr.Justice HARISANKAR V. MENON
Monday, the 22nd day of June, 2026/1st Ashadha, 1948

Applicant

Smt.Gigi Kamalakshan,
aged 54 years, W/o.Late Kamalakshan V.K.,
Mulakkalezhathu House,
Andippilli Kara,
Moothakunnam P.O.,
Pin – 683 516.

Respondents:-

1. M/s.Moothakunnam Industries Pvt. Ltd. (In Liquidation),
Represented by the Official Liquidator,
High Court of Kerala, Ernakulam – 682 031.
2. Sivaraman,
S/o.Karappan,
Pavaratty Veedu,
Pavaratty – 680 507.
3. Viswanathan,
S/o.Madhavan,
Pandarikkal,
Pavaratty – 680 507.

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4. Smt.Pushpa,
W/o.Sri.Krishnan,
Chulliparambil, Pokkuntangara,
Thirumangalam P.O.,
Engandiyoor – 680 615.

5. Venu, aged 60 years,
S/o.Kumaran, Mulakkalezhath,
Vadakkera, Moothakunnam P.O. - 683 516.

- 7 Joshy, aged 63 years,
S/o.Kumaran, Mulakkalezhath,
Vadakkera, Moothakunnam P.O. - 683 516.

Company Application under Rule 9 of the Companies (Court) Rules, 1959 filed by the applicant above named praying for an order to stay all further proceedings in OS No.419 of 2012 and EP No.149 of 2017 therein, pending before the Sub Court, Paravur till the disposal of the above Company Application.

This Company Application coming on for orders on this day upon hearing Sri.K.Ravikumar, Advocate for the Applicant and Sri.K.Moni, Standing Counsel for the Official Liquidator, the court passed the following:

HARISANKAR V. MENON, J.

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Dated this the 22nd day of June, 2026

ORDER

These company applications are presented by the Official Liquidator, as well as the wife of one late Kamalakshan, who was the former Managing Director of the company under liquidation. It is pointed out in these applications that, Mrs.Kamalakshan preferred C.P. No.31 of 2009 for the purpose of winding up the company referred to above, on 11.08.2009. With reference to the afore date, these applicants further point out that the assets of the company under liquidation – 42.450 cents of land and a cinema theatre situated in Sy. No.249/3/4 and 249/3/2 of Moothakunnam village - have been disposed of pursuant to document No.373/2009 dated 05.02.2019 for a consideration of Rs.2,20,000/- and document No.400/2009 dated 07.02.2009, for a consideration of Rs.8,00,000/- The applicants have filed the afore applications with reference to the provisions of Section 531A of the Companies Act, 1956 (for short, the 'Act'), which reads as under:-

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“531A. Avoidance of voluntary transfer.-- Any transfer of property, movable or immovable, or any delivery of goods, made by a company, not being a transfer or delivery made in the ordinary course of its business or in favour of a purchaser or encumbrancer in good faith and for valuable consideration, if made within a period of one year before the presentation of a petition for winding up by the Tribunal or the passing of a resolution for voluntary winding up of the company, shall be void against the liquidator.”

Thus, it is clear that if any transfer of the assets of the company under liquidation is made within a period of one year before the presentation of the petition for winding up of the company, the same shall be void as against the liquidator. In the case at hand, as already noticed, C.P.No.31 of 2009 was presented on 11.08.2009. Therefore, the execution of the documents on 05.02.2009 and 12.02.2009 are hit by the mandate and restrictions under Section 531A of the Act. Sri.K.Moni, learned Standing Counsel for the Official Liquidator would also point out that even though the properties have been disposed of as above, the consideration with respect to the sale of the properties have not been credited to the account of the Official Liquidator, till date.

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2. There is no appearance from the side of the respondents for the last around three postings.

In the light of the uncontested factual position, noticed as above, I am of the opinion that these applications are required to be allowed. Therefore, C.P. No.68 of 2020 would stand allowed, setting aside the document Nos.373/2009 dated 05.02.2019 and document No.400/2009 dated 07.02.2009, exercising the power under Section 531 of the Act.

The learned counsel for the applicant, in view of the afore order, states that no further orders are required in Co. Appln. No.115 of 2023, and therefore, the same would stand closed.

Sd/-

HARISANKAR V. MENON, JUDGE

Skk