

IN THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH
COURT - IV

C.P.(IB)/27/ND/2024

[Under section 59 of the Insolvency & Bankruptcy Code, 2016 r/w the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017]

In the matter of:

DSS Healthcare Private Limited
CIN: U24231DL2005PTC134181
Registered Office at 40, Hanuman Road,
1st Floor, New Delhi-110001
(In Voluntary Liquidation)

...Corporate Person

And

Mr. Amarpal
IBBI Registration Number: IBBI/IPA-001/IP-P01584/2018-2019/12411
Registered Office at C-2, Plot No. 50,
Gyan Khand-2, Indirapuram,
Ghaziabad-201014
(Liquidator for DSS Healthcare Private Limited)

...Applicant

Order Delivered on: 03.07.2024

CORAM:

SHRI MANNI SANKARIAH SHANMUGA SUNDARAM, HON'BLE MEMBER
(JUDICIAL)
DR. SANJEEV RANJAN, HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant : Mr. Shashank Tandon, CS
For the RoC : Ms. Jyoti Khurana, Adv.

ORDER

PER: DR. SANJEEV RANJAN, MEMBER (TECHNICAL)

1. The instant application has been filed by the Liquidator Mr. Amarpal, on behalf of M/s. DSS Healthcare Private Limited ("Applicant Company") bearing CIN: U24231DL2005PTC134181 under Section 59 of the Insolvency & Bankruptcy Code, 2016 ("Code") read with the

Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 ("Voluntary Liquidation Regulations") seeking the following prayer(s): -

- a) To pass an order for dissolution of the Corporate Person;
- b) To pass any other order as may be deemed expedient by this Tribunal.

2. The brief facts, giving rise to filing of the instant Application, which are just and necessary for adjudication, are narrated hereunder: -

- i. The Applicant Company i.e., M/s DSS Healthcare Private Limited is a private limited company incorporated on 18.03.2005 under the provisions of the Companies Act, 1956 having CIN: U24231DL2005PTC134181 and registered office situated at 40, Hanuman Road, 1st Floor, New Delhi-110001. The Applicant Company submits that since its incorporation it was engaged in the business of providing Healthcare Services whilst also investing into Healthcare Ventures.
- ii. The Applicant submits that the Board of Directors in their meeting held on 09.04.2021 had approved the resolution for voluntary liquidation of the Applicant Company and appointment of Liquidator and directors of the Applicant Company had signed the declaration of solvency of the Applicant company on 09.04.2021 in compliance with the provisions of Section 59(3) of the Code, 2016 and the same has filed with RoC in the e-form GNL-2 vide SRN T16050551 dated 02.06.2021.
- iii. The Applicant submits that the meeting of shareholders of the company in the Extra Ordinary General Meeting (EGM) was held on 20.04.2021 wherein a special resolution relating to voluntary winding up of the company and appointment of Mr. Amarpal, Insolvency Professional [IBBI/IPA-001/IP-P01584/2018-

2019/12411] as Liquidator who has given his consent to act as Liquidator was passed. The special resolution duly notified to the ROC in the e-form MGT-14 vide SRN T16051286 dated 30.04.2021 has been filled which is on record.

- iv. The Applicant submits that as per Regulation 14 of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, public announcement in Form A of schedule I was published in the “Financial Express” English and “Jansatta” in Hindi (Regional Language) on 24.04.2021, being the newspaper having circulation in the State of Delhi inviting claims of stakeholders, if any, and to submit their claim within 30 days from the date of commencement of liquidation. The applicant company further submits that the copy of the publication was also filed with the Insolvency and Bankruptcy Board of India for publication on its website. Pursuant to the public announcement only one claim was received by the Corporate Person from the Operational Creditor.
- v. The Applicant submits that in compliance of the Regulation 9 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 the Liquidator had prepared preliminary report dated 16.06.2021 which was circulated by the Liquidator amongst the stakeholders vide email dated 17.06.2021.
- vi. Further, subsequent to the finalization and circulation of the Preliminary Report, the process of verification of the claims was carried out by the Liquidator in pursuance of the provisions of the Regulation 29 of the Regulations. Further, the list of stakeholders dated 17.06.2021 was also prepared by the Liquidator with the stipulated timelines.
- vii. The Applicant opened a Voluntary Liquidation Account with AU Small Finance Bank, East of Kailash Branch for transfer and distribution of all the proceeds arising out of the Voluntary Liquidation Process on 28.06.2021.

- viii. It is submitted that all the funds held with the Corporate Person were in the form of Cash & Bank Balances (being majorly 'Fixed Deposits') except for the investments in the units of 'Essel Funds, Asset-II' which amounting to Rs. 84 Lakh approx. as on the 'Liquidation Commencement Date'. The Fixed Deposits & other Bank Balances were left mutatis mutandis for the sake of maximization of the wealth for the Shareholders until the time the investments in the Essel Units supra could be disposed of.
- ix. After a few months of relentless efforts, it was eventually decided (with the prior consent of the Shareholders) to dispose of/ sell off the investments made in the Units of Essel Funds, Asset-II by way of 'Public E-Auction'.
- x. Accordingly, again with the prior consent of Shareholders, an 'E-Auction' of the aforesaid Units was conducted at the e-auctions portal at 'www.eauctions.co.in/' for which a 'Public Advertisement' on 09.02.2022 in 'Financial Express' in English language and 'Jansatta' in Hindi language was published to invite the proposed bids. Even at this juncture, after the receipt of the Capital & the interest Payouts, the notional value of the said Units was Rs. 73 Lakh approx.
- xi. It was apprised to the Shareholders that the said E-Auction failed miserably, after which, efforts were again made to sell off the said Units directly to an interested buyer at a reasonable price.
- xii. However, when no fruitful results could be reaped, with the prior consent of the Shareholders, a 'Re-Auction' of the said Investments was again lined up in the month of April, 2022. The 'Re-Auction' supra was conducted at the e-auctions portal at 'www.eauctions.co.in/' for which a 'Public Advertisement' on 07.04.2022 in 'Financial Express' in English language and 'Jansatta' in Hindi language was published to invite the proposed bids.
- xiii. It is not out of line to mention here that a few bids were received, however, none was a serious buyer. The moment documents were

solicited by the purportedly interested buyer, the same went unresponsive, thereby again lagging the Voluntary Liquidation Process which was already delayed.

- xiv. Simultaneously, during the e- auctions supra, process for the transfer of funds lying at the 'HDFC Bank, Green Park Extn. Branch' & K.G. Marg Branch (amounting to Rs. 25,88,000/- approx.) to the 'Voluntary Liquidation Account', was initiated, when it occurred to the knowledge of the Applicant that the Bank Account held and maintained with the former was arbitrarily frozen by the Bankers subsequent to the initiation of the Voluntary Liquidation Process primarily on the basis that the status of the Corporate Person on the MCA Portal was still being reflected as 'Active'.
- xv. Despite numerous calls, appraisal of facts and the legal position and sharing of relevant documents supporting the initiation of Voluntary Liquidation Process; the legal team of the HDFC Bank was adamant/ stringent enough to unfreeze the Bank Accounts for the only reason that the status of the Corporate Person being reflected on the MCA was not then changed to 'Under the process of Voluntary Liquidation'.
- xvi. Follow-ups for seeking a change of status of the Corporate Person from 'Active' to 'under the process of voluntary liquidation' were also taken by the Liquidator's office with the RoC NCT of Delhi & Haryana in order to satisfy the HDFC Bank but on one pretext or the other, the same was delayed.
- xvii. Eventually, after failure of all discussions with the Bankers, the Applicant in the month of August, 2022 was constrained to prefer an application on behalf of the Corporate Person before the NCLT, New Delhi Bench whilst seeking an Order to direct the Bankers to unfreeze the Bank Accounts of the Corporate Person held with the Green Park Extn & K.G. Marg Branches, so that transfer of the amount lying therein could be made to the Voluntary Liquidation Account.

- xviii. Parallely, during the month of June, 2022, it was proposed to distribute the Units held as investments in the 'Essel Group' amongst the Shareholders of the Corporate Person in their existing shareholding ratio for which the approvals were sought from all the Shareholders. Since, some of the Shareholders were abroad, the respective approvals inter-alia the collation of documents for effectuating the transfer of units took a considerable period of time. However, by the month of April, 2023, all the Units held in the Essel Funds were transferred in the name of the Shareholders of the Corporate Person in their respective Shareholding percentage. A copy of the 'Unit Transfer Confirmation Letters' has been annexed herewith and marked as 'Annexure-19' (Colly).
- xix. Further, it is stated that the necessary books of accounts subsequent to the initiation of Voluntary Liquidation Process were maintained and subsequently the distribution of assets was given effect to in the manner as mentioned in the detailed 'Distribution Sheet'; which was prepared in pursuance of the provisions of Section 53 of the Insolvency & Bankruptcy Code, 2016. The details of the distribution of assets as per the provisions of section 53 of the Code which is reproduced hereunder: -

o.	Particulars		Amount (INR)	
COST OF LIQUIDATION/ LIQUIDATION FEE				
(i)	Liquidator's Fee	1,18,000.00		
(ii)	Professional Fee for Centrik Business Solutions LLP	46,500.00		
(iii)	Increase in Liquidator's Fee	1,18,000.00	2,82,500.00	
WORKMEN DUES/ SECURED CREDITORS WHO HAVE RELINQUISHED THEIR SECURITY				
2	Workmen's dues for the period of 24 months preceeding the Liquidation			
(i)	Commencement Date	0.00		
(ii)	Debts owed to Secured Creditors who have relinquished their securities	0.00	0.00	
3 WAGES AND ANY UNPAID DUES TO EMPLOYEES				
(i)	Wages and any unpaid dues owed to Employees other than workmen for a period of 12 months preceeding the Liquidation Commencement date	0.00	0.00	
4 FINANCIAL DEBTS OWNED TO UNSECURED CREDITORS				
		0.00	0.00	
5 GOVERNMENT DUES/ SECURED CREDITORS				
(i)	Amount due to Central/ State Government in respect of whole or any part of period of 2 years preceeding the Liquidation Commencement date	0.00		
(ii)	Debts owed to Secured Creditors for any amount unpaid following the enforcement of Security Interest	0.00	0.00	
6 ANY REMAINING DEBTS & DUES				
	- Cost of all E-filings made with MCA by Company Secretary	23,600.00		
	- Auction Advertisements	25,000.00		
	-Reimbursement of MCA Fee to Mr. Shashank Tandon	2,400.00		
	-Application filed before HDFC Bank for unfreezing of the Balance lying therein	78,000.00		
	-Fee paid to Statutory Auditors for the Financial Year 2019-2020, 2020-21	47,200.00		
	-Fee to be paid to the Statutory Auditors for the Financial Year 2021-22	16,520.00		
	-Expenses to be borne for transfer of Essel Funds amongst the Shareholders	44,250.00		
	-Claim Received from Mr. Shashank Tandon	83,550.00		
	-NCLT Filing Fee and printing Charges	5,500.00	3,26,020.00	
	Total of Cost of Liquidation, Dues & Expenses		6,08,520	
	Total amount to be deducted prior to distribution of funds as on 11.11.2022		6,08,520.00	
	Total Amount lying in the Voluntary Liquidation Account as on 11.11.2022		2,85,94,944.77	
	Total Distributable Amount		2,79,86,424.77	
MANNER OF DISTRIBUTION OF ASSETS AMONGST EQUITY SHAREHOLDERS				
	Name of Shareholders	No. of Shares	% of holdings	Amount
1	Satwant Singh	10,958.00	0.2561	71,662.92
2	Reema Satwant Singh	9,663.00	0.2258	63,193.91
3	M & R International	6,65,441.00	15.5498	43,51,838.55
4	PENR Associates	13,30,882.00	31.0996	87,03,677.11
5	Vinod Kumar Gupta	22,62,469.00	52.8687	1,47,96,052.28
	Total	42,79,413.00	100.00	2,79,86,424.77
MANNER OF DISTRIBUTION OF INVESTMENTS IN ESSEL FUNDS AMONGST EQUITY SHAREHOLDERS: 68162.658 Units				
	Name of Shareholders	No. of Shares	% of holdings	Number of Units
1	Satwant Singh	10,958.00	0.2561	174.539
2	Reema Satwant Singh	9,663.00	0.2258	153.913
3	M & R International	6,65,441.00	15.5498	10,599.170
4	PENR Associates	13,30,882.00	31.0996	21,198.341
5	Vinod Kumar Gupta	22,62,469.00	52.8687	36,036.695
	Total	42,79,413.00	100.00	68,162.658

xx. Subsequent to the Distribution of Assets the Bank Accounts of the corporate person inter-alia the Voluntary Liquidation

Accounts were closed on 29.08.2023, 08.09.2023, 23.10.2023. The copy of the Bank Account Closure Certificates is placed on record.

- xxi. Since, the complete process of Voluntary Liquidation could not be completed during the prescribed period, a Meeting of contributories in pursuance of Regulation 37 of the Insolvency & Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 was scheduled to be held on 03.05.2023 which was adjourned to 04.05.2023 due to lack of quorum. A copy of the said minutes of the meeting of Contributories has been annexed herewith and marked as 'Annexure-22'.
- xxii. The Liquidator had prepared a final report dated 06.11.2023 in accordance with the provisions of Regulation 38 of the Insolvency and Bankruptcy Board (Voluntary Liquidation Process) Regulations, 2017. The same has been filed with the RoC in e-form GNL-2 bearing SRN: AA6291850 dated 01.12.2023.
- xxiii. The Applicant declared that the matter regarding with this application is not pending before any Tribunal of law or any other authority or any other Tribunal.

3. Notice was issued to the Registrar of Companies (RoC), NCT of Delhi & Haryana vide this Adjudicating Authority's order dated 19.01.2024. In compliance with the above order, RoC had filed its report dated 07.05.2024, whereby it has stated that as per their records, no inquiry /inspection/complaint/legal action has been proceeded/pending against the Applicant Company. Further, during the course of arguments dated 03.06.2024, the Learned Counsel for the RoC submitted that the RoC have no objection if the present application stands allowed.

4. We have heard the submissions made by the Ld. Counsel and perused the documents annexed to the petition. From a perusal of the instant Application and documents annexed therewith, it is seen that the Liquidator, after his appointment has duly performed his duties and completed necessary formalities to complete the liquidation process of the Applicant Company, which has been averred in the present application and, thus, the Liquidator has prayed for an order from this Adjudicating Authority to dissolve the applicant company.
5. The Liquidator had filed copies of paper publication as well as copy of public announcement in Form-A. The Liquidator in compliance of Regulation 38(3) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation process) Regulations, 2017 had placed on record the Compliance Certificate in Form-H annexed as Annexure- A26 at Page No. 185-196 with the present application.
6. Further, no adverse comments have been received from any statutory authority or from public at large against such dissolution of the Applicant Company, despite there being a public announcement by the liquidator and also updation of the same in the website of the Insolvency and Bankruptcy Board of India (IBBI). It is also evident from the record that the proposed liquidation was duly communicated to the Registrar of Companies, NCT of Delhi & Haryana as per Form MGT-14 and Form GNL-2 filed with the Registrar of Companies, NCT of Delhi and Haryana and the same are also reported to have been approved. It appears that the affairs of the Applicant Company have been completely wound up and its assets have been completely liquidated and no liabilities have

been left unsatisfied. We have also duly considered the merits thereof, in the light of the statutory provisions of Section 59 of the Code, 2016 read with the relevant regulations.

7. Further as per record of the present case, it is seen that the Applicant Company is not found being involved in such kind of business activities, which are detrimental to the interest of the public at large. Furthermore, it is not the case that the proposed dissolution may adversely affect its shareholders/members or is contrary to the provisions of law.
8. By taking into consideration the above stated facts and circumstances, the instant Application **(C.P.(IB)/27/ND/2024) stands allowed.** Consequently, this Adjudicating Authority in exercise of power conferred to it under Section 59 (8) of the Insolvency and Bankruptcy Code, 2016, orders that the Applicant Company i.e., M/s. DSS Healthcare Private Limited having CIN: U24231DL2005PTC134181 shall stand dissolved with effect from the date of pronouncement this order.
9. The Liquidator is directed to communicate a copy of this order to the respondent i.e., Registrar of Companies, NCT of Delhi & Haryana, wherein the registered office of the Applicant Company is situated. Further, a copy of this order should also be communicated to the IBBI, New Delhi, for information. Such communication should be made within the stipulated period of fourteen (14) days from the date of receipt of certified copy of this order.

10. The Registry is directed to send e-mail copies of the order forthwith to the Applicant Company represented by its Liquidator and its Ld. Counsel for taking further necessary steps.

File be consigned to the records.

Sd/-

**DR. SANJEEV RANJAN
MEMBER (TECHNICAL)**

Sd/-

**MANNI SANKARIAH SHANMUGA SUNDARAM
MEMBER (JUDICIAL)**