IN THE NATIONAL COMPANY LAW TRIBUNAL

PRINCIPAL BENCH, NEW DELHI

CP (IB) No. 351/PB/2023

UNDER SECTION 59(7) OF THE INSOLVENCY & BANKRUPTCY CODE, 2016 R/W REGULATIONS OF THE INSOLVENCY AND BANKRUPTCY BOARD OF INDIA (VOLUNTARY LIQUIDATION PROCESS) REGULATIONS, 2017.

IN THE MATTER OF:

India Centric Education Hub Private Limited
Through its Liquidator
Mr. Thirupal Gorige

Registered Address:
House No. 60, Old Anarkali Krishna Nagar,
East Delhi, Delhi,
Delhi, India, 110051

CIN No.: U74999DL2017FTC320694
E-mail ID: gthirupal@gmail.com **...Petitioner/ Applicant**

Versus

Registrar of Company and Anr. **.... Respondents**

CORAM:

CHIEF JUSTICE (RETD.) RAMALINGAM SUDHAKAR
HON'BLE PRESIDENT

SHRI AVINASH K. SRIVASTAVA
HON'BLE MEMBER (TECHNICAL)

Appearances:

For the Petitioner: Nikhil Verma, Adv.

Order pronounced on: 08.02.2024

ORDER

1. This is an application filed under section 59(7) of the Insolvency and Bankruptcy Code, 2016 (*"the Code") by* Mr. Thirupal Gorige, Liquidator of M/s India Centric Education Hub Private Limited (CIN: U74999DL2017FTC320694) for seeking dissolution of the petitioner company in terms of Section 59(7) of the Insolvency and Bankruptcy Code of 2016.
2. The Petitioner Company was incorporated on 14.07.2017 under the Companies Act, 2013 as a private limited company. The registered office of the Company is situated at House No. 60, Old Anarkali Krishna Nagar, East Delhi, Delhi, Delhi, India, 110051. Therefore, this Bench has jurisdiction to deal with the present petition.
3. The main objects for which the Company was incorporated as stated in Memorandum of Association are:

   To carry on the business of providing marketing support to institutions, universities, companies or other entities established in or outside India for promoting their online courses, programs, content etc. within India

   To carry on the business of providing marketing support to institutions, universities, companies or other entities established in or outside India in promoting, creating awareness of their undergraduate, postgraduate, diploma or certificate courses, programs etc.
4. The latest Capital Structure of the Company as on is as follows:

Particulars	**Amount (in Rupees)**
Authorised Share Capital	
400,000 equity Shares of Rs 10/- each	40,00,000/-
Issued Capital (Equity Share Capital)	
3,20,000 Equity Shares of Rs 10/- each	32,00,000/-
Subscribed Capital (Equity Share Capital)	
3,20,000 Equity Shares of Rs 10/- each	32,00,000/-
Paid up Capital (Equity Share Capital)	
3,20,000 Equity Shares of Rs 10/-	32,00,000/-

5. The Board of Directors of the Corporate Person comprise of the following:
   A. Ashirwad Bangalore Shankaralingaswamy (Director) (DIN-07410194)
   B. Richard Harvey Sinkfield III (Director) (DIN 09031061)
   C. Kimberleigh Jean Cantwell (Director) (DIN 09031107)

6. The Shareholders of the Corporate Person comprise of the following:

S. No.	**NAME OF SHAREHOLDERS**	**NO. OF SHARES OF RS. 10/- EACH**	**AMOUNT (IN RUPEES)**
1.	Lei European Investment B.V., the Holding Company	3,19,999	31,99,990/-
2.	Laureate I.B.V, the fellow subsidiary	1	10/-
	Total	3,20,000	32,00,000/-

<u>Reasons for voluntary liquidation</u>

7. The Board of Directors (BoD) of the Company, at its meeting held on 08.12.2021 decided to wind up the affairs of the Company by way of voluntary winding up as per section 59 of the Code read with regulation 3 of Insolvency and Bankruptcy Board of India *("Voluntary Liquidation Process Regulations, 2017").* Further, as proposed by the BoD, the Members of the Company in Extra Ordinary General Meeting (EoGM) held on 20.12.2021, passed a special resolution as required under section 59 of the Code to liquidate the Corporate Person voluntarily on the ground that there has been slow-down in operations of the company for the last two years with no prospect of new projects of new business in the area in which company operates, because of which the Board is of the view that getting new business is difficult for the company.

8. It is submitted that the majority of the directors on Board of the Corporate Person have given the Declaration of Solvency and resolved to wind up the company under *"Voluntary Winding up"* at the Board meeting held on 25.05.2021, as per section 59(3)(a) of the Code.

9. The majority of the directors on Board of the Company viz. Kimberleigh Jean Cantwell and Ashirwad Bangalore Shankaralingaswamy have made a declaration dated 13.12.2021 and 15.12.2021 respectively that they have made full enquiry into the affairs of the Company, and that having done so, they have formed the opinion that company will be able to pay its debts in full from the proceeds of assets to be sold in the voluntary liquidation within a period of 6 months from the commencement of the liquidation. The declaration is also accompanied by the audited financial statements for year ending on 31.03.2020 and 31.03.2021 and provisional financial statements for period from 01.04.2021 to 30.11.2021.

10. Further, the Members in their EoGM held on 20.12.2021 passed a Special Resolution as required under section 59(3)(c) of the Code to liquidate the Company voluntarily and to appoint **Mr. Thoripal Gorige, Insolvency Professional having IP Reg. No. IBBI/IPA-002/IP- N00016/2016-2017/10030** who has given his consent vide his letter 03.12.2021 to act as a liquidator for the Company, with a remuneration of **Rs 6,00,000/- (Rupees Six Lacs Only**) plus out of expenses actually incurred.

11. The Liquidator made a public announcement of the commencement of liquidation in Form A of Schedule I as per regulation 14 of the Voluntary Liquidation Process Regulations in FINANCIAL EXPRESS in English and in *JANSATTA* in HINDI on 24.12.2021 inviting submission of claims due from the Company by various stakeholders within 30 days from the date of commencement of liquidation i.e., till 23.01.2022. The aforesaid public announcement was also submitted to the Insolvency and Bankruptcy Board of India (IBBI) through an email.

12. There are no creditors of the Corporate Person, nor any unpaid dues towards employees, outstanding government dues and preference shareholders at the time of commencement of liquidation proceedings. There were no litigation pending against the Corporate Person. In response to the advertisement published dated 24.12.2021 in the newspapers, the Liquidator did not receive any claims from any creditors or other stakeholders.

13. The Company notified the RoC on 24.12.2021 by filing Form MGT-14 (SRN: T66869215 dated 24.12.2021) about the Special Resolution dated 20.12.2021 to liquidate the Corporate Person. The Company has filed GNL-2 (SRN T72441967 dated 16.01.2022) in respect of Declaration of Solvency dated 13.12.2021 and 15.12.2021. Further Company has also filed its Final Report pursuant to regulation 38 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process), Regulations, 2017 in GNL-2 (SRN AA2521261).

14. The Liquidator notified the Registrar of Companies and status report on behalf of Registrar of Companies is also filed. The relevant portion of status report is also extracted stating that:

> *3. That as per available records, last Balance Sheet and Annual Return were filed by the company for the financial year 2020-21 in e-form AOC-4 & MGT-7 vide SRN T53955621 & T54050505 dated 12.10.2021 respectively. Further, the company has failed to file financial statement for the period from 01.04.2021 to 19.12.2021 in compliance with section 137(1) of the Companies Act, 2013.*
>
> *6. Further as per data received from various cell in this office as per their records, no inquiry / inspection / complaint /legal action has been shown pending against the subject Company. That this office has complied the above factual report based on the records maintained & document filed by the concerned Company on MCA21 portal.*
>
> *7. The IBBI is the concerned authority under Insolvency &*

Bankruptcy Code, 2016. However, present status report about the company based on information/record as available on MCA21 portal is being filed by this office in compliance of Hon'ble NCLT order dated 02.09.2022"

15. In compliance with regulation 34 of the Voluntary Liquidation Process Regulations, the Liquidator had opened a Bank Account with Axis Bank, A/c No. 917020064512511.

16. The Liquidator has filed a Preliminary Report on 20.01.2022. In the preliminary report the liquidator has made a statement that there are no liabilities of the Company and no assets have been pledged. The Corporate Person is holding cash in Bank Account and negotiable instruments to the tune of INR 16,68,908/-. The Corporate Person is also possessing other assets viz. 'Investment other than Marketable Securities' and 'other current assets to the tune of INR 99,732/-.

17. Final Report has also been submitted by the liquidator on 19.05.2023. In the final report, the liquidator has submitted that the proceeds of liquidation and cash have been distributed in the manner extracted below:

RECEIPTS	Rs.	PAYMENTS		Rs.
		Legal, Liquidation Fee and other incidental payments		
Balance at Bank	14,85,843.16	1	Liquidator Fee	6,60,800.00
		2	Liquidation expenses (Newspaper advertisement, filings fee etc.)	37852.85
		3	Payment of consultancy fees for Accounting, Finance and other support services	2,47,232.00
		4	Payment of Auditors fee for audit of liquidation account	67,850.00
		5	Bank Charges	2,973.58
		6.Payment to Members		
		a	Dividend	-
		b	Refund of share capital	4,69,134.73
		7..	Balance at bank	-
Net Realization (Rs.)	14,85,843.16		Net Payment Rs.	14,85,843.16

18. Further the Liquidator in compliance with order dated 30.08.2023 has filed gist of the matter as per checklist, which is extracted below:

SYNOPSIS

S No. (1)	Compliance (2)	(Yes / No) (3)	Reference (4)
1.	**(Sec. 59 (3) (a) read with Regulation 3(4))** *Declaration by way of an Affidavit from majority of the Directors to be filed.*	Yes	68-78 page number of the petition
2.	**(Sec. 59(3)(b)(i))** *Audited Financial Statements and record of business operations for the previous two years to be filed.*	Yes	79-117
3.	**(Sec. 59(3)(b)(ii))** *Valuation Report to be filed.*	NA	No assets
4.	**(Sec. 59(3)(c)(i))** *Special Resolution requiring the Company to be liquidated voluntarily and appointing an insolvency professional within 4 weeks from the Declaration made under Section 59(3)(a).*	Yes	EoGM dated 20.12.2021 150-152
5.	**(Proviso to Sec. 59(3)(c))** *Approval of Resolution passed under Section 59(3)(c) by creditors (2/3rd in value) if any, within 7 days from the date of Resolution.*	NA	
6.	**(Sec. 59(4))** *Intimation to RoC & IBBI within 7 days from the date of the Resolution under 59(3)(c) or after approval of the creditors*	Yes	RoC - 146-149 IBBI - 160-162
7.	**(Regulation 14)** *Proof of Public Announcement made in 'Form - A' within 5 days from the date of appointment*	Yes	158-159

8.	**(Regulation 30)** *List of Stakeholders in case of claims under Chapter V of the Regulations*	Nil claim	
9.	**(Regulation 9)** *'Preliminary Report' along with proof of submission of the same tothe Company within 45 days from the LCD*	Yes	163-165
10.	**(Regulation 34)** *Opening of Bank Account in the name of the Company followed by the words 'in liquidation' in a Scheduled Bank*	NA	Since there was no asset to be realized, existing bank account was used.
11.	*Proof of Closure of the above BankAccount and any other account in the name of the Company*	Yes	171-172
12.	**(Regulation 35)** *Proof of distribution within six months from the receipt of realization*	No	Due to FEMA issue, there was delay in payment of capital- 173 - 175
13.	**(Regulation 38)** *'Final Report' along with proof of submission of the same to RoC & IBBI*	Yes	Final Report 173 -175 Proof of Submission 176-179A
14.	**(Regulation 37)** *Completion of liquidation processwithin twelve months from LCD*	No	Meeting of the contributories was held on 02.01.2022 163-165

16. REALISATION:

Sl.	Particulars	Amount (Rs)
(1)	(2)	(3)
1	Sale of Assets	
2	Refund from Statutory Authorities	
3	Cash / Bank balance	1485843.16
4	Realization of uncalled/unpaid capital contribution	
5	Distribution of unsold asset	
6	Any other (Please specify)	
	Total	**1485843.16**

17. DISTRIBUTION:

Sl. No.	Stakeholders under Sections 52 and 53 (1)	Amount Claimed	Amount Admitted	Amount Distributed	Amount Distributed to the Amount	Remarks
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1	Realization of Security Interest					
2	Liquidation Cost [Sec.53(1)(a)]			1016708.43		
3	Workmen's Dues [Sec.53(1)(b)(i)]					
4	Debts of Secured Creditors [Sec.53(1)(b)(ii)]					
5	Wages and Unpaid Dues toEmployees [Sec. 53(1)(c)]					
6	Debts of Unsecured Financial Creditors [Sec. 53(1)(d)]					
7	Government Dues + AmountUnpaid following Enforcement of Security Interest					

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8	Any remaining Debts and Dues [Sec. 53(1)(f)]					
9	Preference Shareholders [Sec.					
10	Equity Shareholders [Sec.53(1)(h)			4,69,134.73		
Total				14,85,843.16		

Findings and Orders

19. On hearing the submissions made by the liquidator and perusing the documents annexed to the application, it appears that the affairs of the Corporate Person have been completely wound up and its assets have been completely liquidated. No liabilities have been left unsatisfied.

20. As regards non filing of Financial Statement for period from 01.04.2021 to 19.12.2021, as stated in Report filed by ROC, we are find that the provisional financial statement has been duly placed before us for period from 01.04.2021 to 30.11.2021 (@ page 108 of the Application). Even otherwise we are of the view that liability of filing financial statement arises only for complete financial year in terms of section 137 of the Companies Act 2013. Hence, non-filing of Financial Statement for period from 01.04.2021 to 19.12.2021, as stated in Report filed by ROC, does not create an embargo for voluntary liquidation of the Corporate Person in terms of section 59 of the Code.

21. We are satisfied that requisites of section 59 of the Code are met in the present case and from perusal of documents on record we are convinced that the voluntary liquidation is not with the intent to defraud any person.

22. In view of the above facts and circumstances, we are inclined to pass orders for dissolution of the Company**, M/s India Centric Education Hub Private Limited**, and **CP (IB) No. 351/PB/2023 is allowed** accordingly.

23. The Liquidator of the Corporate Person is further directed to serve a copy of this order upon the Registrar of Companies (hereinafter referred as RoC), DELHI, immediately and, in any case, within fourteen days of receipt of this order. The RoC shall take further necessary action upon receipt of a copy of this order.

24. The liquidator is also directed to preserve a physical or electronic copy of the reports, registers and books of accounts for at least 8 years as per Regulation 41 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process Regulations) 2017 either with himself or with an information utility.

25. The Company Petition bearing CP (IB) No. 351/PB/2023 is disposed of with the above directions.

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

27. Certified copy of this order may be issued, if applied for, upon compliance of all requisite formalities.

28. File be consigned to the record storage (current).

Sd/-
(RAMALINGAM SUDHAKAR)
PRESIDENT

Sd/-
(AVINASH KUMAR SRIVASTAVA)
MEMBER (TECHNICAL)