

**NATIONAL COMPANY LAW TRIBUNAL  
BENGALURU BENCH**

ATTENDANCE CUM ORDER SHEET OF THE HEARING OF NATIONAL COMPANY LAW TRIBUNAL,  
BENGALURU BENCH, BENGALURU, HELD ON 17.06.2020

**THROUGH VIDEO CONFERENCING**  
**CAUSE LIST**

PRESENT: 1. Hon'ble Member (J), Shri Rajeswara Rao Vittanala  
2. Hon'ble Member (T), Shri Ashutosh Chandra

CP/CA No.	Purpose	Sec	Name of Petitioner	Petitioner Advocate	Name of Respondent	Respondent Advocate
CP No. 81/BB/2020	For admission	Sec 59 of I&B code 2016	M/s Atoptech Design Automation Pvt Ltd	Hari Babu Thota		

ADVOCATE FOR PETITIONER/s:

*Hari Babu Thota,*

ADVOCATE FOR RESPONDENT/s:

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**ORDER**

Heard Mr. Hari Babu Thota, Learned Counsel for the Petitioner through Video Conference. CP No. 81/BB/2020 is disposed of by separate order.

*[Signature]*  
MEMBER (T)

*[Signature]*  
MEMBER (J)

**IN THE NATIONAL COMPANY LAW TRIBUNAL**  
**BENGALURU BENCH**

C.P.No.81/BB/2020  
U/s 59 (7) of IBC, 2016  
R/w IBBI (Voluntary Liquidation) Regulations, 2017

**In the matter of:**

**Mr. Hari BabuThota**

*Liquidator of Atoptech Design Automation Limited*

No. 41/1, 2<sup>nd</sup> Floor,  
11<sup>th</sup> Cross, 8<sup>th</sup> Main,  
2<sup>nd</sup> Block, Jayanagar,  
**Bengaluru - 560 011**

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Applicant/ Liquidator

**Date of Order: 17<sup>th</sup> June, 2020**

**Coram:** 1. Hon'ble Shri Rajeswara Rao Vittanala, Member (Judicial)  
2. Hon'ble Shri Ashutosh Chandra, Member (Technical)

**Counsel/Parties Present (through Video Conference):**

For the Applicant/Liquidator : Mr. Hari BabuThota, Liquidator

**ORDER**

**Per:** Rajeswara Rao Vittanala, Member (Judicial)

1. C.P.No.81/BB/2020 is filed by Mr. Hari BabuThota, (hereinafter referred to as 'Applicant/Liquidator') under Section 59(7) of the IBC Code, 2016 R/w Regulation 38 (3) of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2016, by inter alia seeking to dissolve the Corporate Person/Company viz., M/s. Atoptech Design Automation Private Limited.
2. Brief facts of the case, as mentioned in the Company Petition, which are relevant to the issue in question, are as follows:

- (1) M/s. Atoptech Design Automation Private Limited (hereinafter referred to as the 'Company/Applicant') was incorporated on

  
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30.12.2010 under the Companies Act, 1956 with CIN: U72200KA2010PTC056429 and having its registered office situated at Indiqube Alpha, Unit B3, 5<sup>th</sup> Floor, Plot No. 19/4 & 27, Kadubeesanahalli Village, VarthurHobli, Bangalore – 560 103. The Authorized Share Capital of the Company is Rs.5,00,000/- (Rupees five Lakhs only) divided into 50,000 Equity Shares of Rs.10/- each and its Issued, and Paid-up Capital is Rs.5,00,000/- divided into 50,000 Equity Shares of Rs.10/-each. The main objects of the Company *inter alia* are to carry out business of computer hardware and software solutions and technologies including design of IC and other companies etc.

- (2) It is stated that considering the slow-down in the operations of the Company for the last two years and being not viable in the area the company operates, the Directors were in view that getting new business is difficult for the Company and there was also no other revenue model available, therefore decided to close the operations. The Board of Directors of the Company considered the matter and due to non-availability of business prospect and long term financial resources was not financial viable to carry on the business activities and proposed to close the company by way of voluntary liquidation, therefore passed resolution to liquidate the company voluntarily in their meeting held on 10.07.2018.
- (3) As per Section 59 of the I & B Code 2016, both the Directors of the Company, made declaration on 10<sup>th</sup> July 2018 and also filed the same with the Registrar of Companies (ROC), Karnataka in e-form GNL – 2 on 26.07.2018 vide SRN G94050036 along with Audited financial statements for previous two years and financial statements as on date of declaration.



- (4) Further, the notice of Extraordinary General meeting (EGM) was issued to all the shareholders on 10.07.2018 and the meeting was held on 23.07.2018. At the EGM held on 23.07.2018, the shareholders passed a special resolution for the liquidation of the company as required u/s 59 of the I & B Code, 2016 read with Insolvency and Bankruptcy Board of India (IBBI) (Voluntary Liquidation Process) Regulations, 2017 (Regulations) and appointed Mr. Hari Babu Thota as Liquidator of the Company. The special resolution passed by the shareholders was also intimated to the Registrar of Companies, Karnataka through form MGT - 14 on 27<sup>th</sup> July 2018 vide SRN G94188893.
- (5) The Liquidator made an public announcement of commencement of liquidation in Form A, in Deccan Chronicle-English Newspaper and SamyukthaPrabha - Kannada Newspaper on 28.07.2018 seeking submission of claims by the stakeholders, if any, within 30 days for the date of commencement of liquidation i.e., 21.08.2018 and the same was submitted to the IBBI to place on website. Further the intimation of commencement of Liquidation of the Company was made by the Applicant to the following authorities:
- i. The Insolvency and Bankruptcy Board of India
  - ii. The ICSI Insolvency Professional Agency
  - iii. The Registrar of Companies, Karnataka, Bengaluru
  - iv. The Income Tax Department
- (6) Pursuant to Regulation 34, the Liquidator opened a Bank Account in the name of 'Atoptech Design Automation Private Limited in voluntary liquidation' with Oriental Bank for realisation and payment to the creditors and Members. The Company was registered with the following statutory authorities:



- i. Service Tax
- ii. Import Export Code
- iii. Professional Tax
- iv. Shop and Establishment
- v. Employee State Insurance
- vi. Employee Provident Fund
- vii. Income Tax

(7) It is stated that de-registration was successfully completed from all the authorities. Further, no demand/dues letter dated 21.10.2018 was issued by the Income Tax department. The Applicant has not received any claim form claiming the debt from the Company. Further the Applicant submitted the preliminary report to the Company as per Regulation 9 on 03.09.2018. The Applicant also obtained auditors' certificate on liquidation, showing receipts and payments pertaining to liquidation since the liquidation commencement date.

(8) The Applicant prepared final report showing the realisation and payment to the creditors and Members of the Company containing the details as required under Regulations 38 and same was submitted to the ROC, Karnataka in e-form GNL-2 and the IBBI through speed post. As per the books of accounts of the Company, the liability contains advance received from customer from the holding company and not received any claim form, the Applicant has written off the same from Books of the Company. Further, the Applicant forgone the IT refund due as the same is not expected to be received. The following is the statement depicting the receipts and payments during the liquidation:

RECEIPTS	AMOUNT IN INR	PAYMENTS	AMOUNT IN INR
Balance at Bank including proceed form investments Other than	3,87,009.92,	Legal Liquidation fee and other incidental payments	
		Liquidator Fee	2,95,000.00

Marketable securities		Payment of advance tax	0
		Payment of dividend Distribution tax	0
		Towards book keeping charges	47,200.00
		Chartered Accountant's fees for issuance of annual and final certificate of liquidation	25,000.00
		Professional fees towards certification of Form GNL-2 which has to be filed with the ROC, Karnataka for submission of final report by the Applicant	6,500.00
		Liquidation expenses (Newspaper advertisement, filing fee etc)	40,324.54
Income Tax Refund due from AY 2018-19	27,390.00	Payment to Creditors	0
		Bank charges	375.38
		Payments to Member	0
		Dividend	0
		Capital Per Rupees 10 @ share	0
		Cash and Cash Equivalent	0
		Cash at Bank	
<b>Net Realisation (Rs.)</b>	<b>4,14,399.92</b>	<b>Net Payment (RS.)</b>	<b>4,14,399.92</b>

(9) Subsequent to the distribution of the amount remaining in the books of the company towards expenses during liquidation, nothing was left in the bank account; accordingly, the Applicant closed the liquidation account. Hence the application.

3. Heard Ms. Hari BabuThota, learned Counsel **through Video Conference**. We have carefully perused the pleadings of the Party and extant provisions of the Code and the Rules/ Regulations made thereunder.



4. In view of the above facts and circumstances, namely that the operations of the company have slow-down and the business of the company is not viable, therefore, the Board of Directors of the Company at their meeting held on 10<sup>th</sup> July, 2018 passed a Resolution by interalia declaring solvency of the Company to pay its debts in full during the process of Voluntary Liquidation. Subsequently a notice dated 10<sup>th</sup> July, 2018 was given to all shareholders proposing to convene EGM on 23<sup>rd</sup> July, 2018 with a proposal to liquidate the company. Accordingly, a special resolution was passed unanimously in the Extraordinary General Meeting held on 23<sup>rd</sup> July 2018 for the voluntary liquidation of the Company. The Liquidator has complied with all the conditions and procedural requirements as specified under various provisions of Section 59 of the Insolvency and Bankruptcy Code, 2016 and of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, before initiating Voluntary Liquidation Process of the Corporate Person, and the due Liquidation process is completed. Thus, the Petition/Application deserves to be allowed as prayed for.
5. In the result, by exercising the powers conferred on the Adjudicating Authority, under provisions of Section 59 of the Code, **C.P.No.81/BB/2020** is hereby allowed with the following directions:
- (1) The Corporate Person/Company, **M/s. Atoptech Design Automation Private Limited**, is hereby dissolved, with immediate effect;
  - (2) The Registry is directed to forward a copy of this Order to the Registrar of Companies Karnataka, Bengaluru, immediately.



- (3) The Liquidator is also directed to forward copies of this Order to all other Statutory Authorities connected with the affairs of the Company.
- (4) The Liquidator is directed to issue paper notification one in English language 'Deccan Chronicle' and one in vernacular language 'Samyuktha Prabha' intimating about this order on the liquidation of the Company.



**ASHUTOSH CHANDRA  
MEMBER, TECHNICAL**



**RAJESWARA RAO VITTANALA  
MEMBER, JUDICIAL**

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