

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH – II, CHENNAI**

IA/398/CHE/2022

in

IBA/946/2019

(Filed under Section 54 of the Insolvency and Bankruptcy Code, 2016)

*In the matter of **Shapre Infotech India Limited***

Mr.L.V.Shyam Sundar,

Liquidator Shapre Infotech India Limited
No.17, 3rd Floor, Gandhi Road,
Alwarthirunagar, Chennai – 600 087

... Applicant

Order Pronounced on 20th June 2022

CORAM:

Justice (Retd) S.RAMATHILAGAM, MEMBER (JUDICIAL)

ANIL KUMAR B, MEMBER (TECHNICAL)

For Applicant : Mr. Vijay Vigneshwar, Advocate

ORDER

Per: Justice (Retd) S.RAMATHILAGAM, MEMBER (JUDICIAL)

The IA/398/2022 has been filed by the Applicant under Section 54 of the Insolvency and Bankruptcy Code, 2016 seeking relief as follows;

- a. *To pass appropriate Orders for dissolution of the Corporate Debtor under Section 54 of the Insolvency and Bankruptcy Code, 2016;*
- b. *To pass such orders as are deemed fit and necessary in the nature and circumstances of this case.*




2. It is averred in the Application that this Tribunal vide order dated 25.10.2019 passed in IBA/946/2019 had ordered CIRP of **Shapre Infotech India Limited** (hereinafter the "Corporate Debtor") and appointed the Applicant herein as the Interim Resolution Professional (IRP) and the Public Announcement regarding CIRP was made on 29.10.2019.
3. Thereafter, the Corporate Debtor was ordered for Liquidation by this Tribunal under Section 33 of the Insolvency and Bankruptcy Code, 2016 (hereinafter the "Code") vide Order dated 27.01.2021 passed in IA/894/IB/2020 in IBA/946/2019.
4. Pursuant to the order of Liquidation, the Liquidator caused Public Announcement on 09.02.2021. Subsequent to the Public Announcement, the Applicant received a claim only from Mardia Sons Holdings Private Limited, the Financial Creditor who had initiated the CIRP against the Corporate Debtor. The Liquidator upon verification admitted the claim submitted by the Financial Creditor. Apart from the above, no further claim has been received by the Applicant in the entire Liquidation Process.
5. It was further averred that the Applicant has prepared the Preliminary Report as per Regulation 13 of the IBBI (Liquidation Process) Regulations, 2016 on 10.03.2021 along with the Asset Memorandum pursuant to Regulation 5(1)(b) of the IBBI

(Liquidation Process) Regulations, 2016 and the same is annexed at Annexure 4 of the typed set of the Application.

6. Pursuant to that as per Regulation 31 of the IBBI (Liquidation Process) Regulations, 2016, the Liquidator had prepared the list of stakeholders and the same is annexed at Annexure 5 of the typed set of the Application. Further the list of Stakeholders and their claim received and admitted as per Regulation 31 of IBBI (Liquidation Process) Regulations, 2016 is as follows:

S. No	NAME OF THE FINANCIAL CREDITOR	AMOUNT CLAIMED (AMOUNT IN RS.)	AMOUNT ADMITTED (AMOUNT IN RS.)
1	Mardia Sons Holdings Private Limited	22,06,128	22,06,128

7. It was further averred that the company did not have any operations since 2014. Further, as per the last audited Balance Sheet of the Corporate Debtor for the year ended 31-03-2014, there were no assets in the name of the Corporate Debtor. Further, there were no transactions and no bank account of the corporate is in existence for the past 5 years. The only transaction identified by the Applicant which needed verification was the write off of receivables amounting to a sum of Rs.28,00,64,991/- from overseas companies, which as per the promoter's letter is no longer in existence and the copy of the Financial Statements for the year ending and the list of debtors of the Corporate Debtor are Annexed at Annexure 6. 

8. It was further averred that upon enquiry the Applicant was informed by the Erstwhile Promoter that the receivables which were written off pertains to the period 2001-2002, However, the exact details of the transaction are not available. The Erstwhile Promoter further stated that an application for write off was made by the Corporate Debtor in the year 2008 but the Reserve Bank of India / Authorized Dealer Bank has neither approved nor rejected the application. A copy of the said application was requested from AD Banker who have responded that there is no such amount in the name of the Corporate Debtor as per their records, while RBI has responded.

9. It was further averred that the Applicant vide letter dated 15.02.2021 requested the Reserve Bank of India (RBI) and the Indian Overseas Bank (IOB) (AD Banker) to provide an approval for the writing off the receivables of the Corporate Debtor within 10 days from the receipt of the letter and the copy of the said letter is Annexed at Annexure 7. However, no response was received either from Reserve Bank of India or Indian Overseas Bank.

10. Thereafter, the Applicant had sent a follow-up letter dated 03.03.2021 intimating the Reserve Bank of India and Indian Overseas Bank about his intention to file an application for early dissolution of the company and requested to intimate in case the Reserve Bank of India or the Indian Overseas Bank have any

objections within 7 days of the said letter and the copy of the said letter is placed at Annexure 8.

11. It was further averred in the Application that the Indian Overseas Bank had vide email dated 08.03.2021 responded to the letter dated 03.03.2021 stated that there is no bank account in the name of the Corporate Debtor in their system / record and the copy of the reply is enclosed at Annexure 9.

12. Thereupon, the Applicant having received only the claim, constituted the Stakeholders Consultation Committee with the only Financial Creditor and had filed the report on Constitution of Stakeholders Consultation Committee pursuant to Regulation 31 of the IBBI (Liquidation Process Regulations, 2016 on 09.03.2021.

13. It was further averred that the RBI vide its letter dated 10.03.2021 replied that the IOB had approached them in July, 2012 for write off of receivables and the RBI had sought certain clarifications in the year 2012 and further clarifications in 2015 from IOB. However, no reply was received from IOB and further no cases are pending with RBI with respect to this Corporate Debtor as on date. In addition to this, the RBI had stated that as per their records, 52 shipping bills pertaining to the period 1999-2002 aggregating to Rs.53.93 crore are pending for realization in the name of the Corporate Debtor and also the Corporate Debtor had



been caution listed in October, 2016 for non-realization of export bills. Apart from this, the RBI in their letter included that as per the Master Direction No. 16/2015-16 on Export of Goods and Services on Write-off of unrealized export bills (C.23) states that if an exporter has not been able to realize the outstanding export dues despite best efforts may either self-write-off or approach the AD Category- 1 Bank to write-off the same. In conclusion of their letter, RBI stated that the matter needs to be examined by the Authorized Dealer Bank and the copy of the aforesaid letter received from RBI is enclosed as Annexure 11.

14. Thereafter, the Liquidator had sent various letters dated 08.04.2021, 04.05.2021, 22.05.2021 and 03.06.2021 to the authorized dealer bank (AD Bank), i.e., IOB to advise whether any amount is recoverable and to guide the Liquidator on the process of recovery of receivables. Further, it was requested that if in case no amount is recoverable, the bank may approve the writing off of receivables. However, no reply has been received from the AD Banker till date. The copy of the all above mentioned letters are enclosed as Annexure 12.

15. It was further averred that a meeting of the Stakeholder Consultation Committee (SCC) was held on 14.06.2021, wherein the Applicant informed the members of the committee that there are no assets in the Corporate Debtor to cover the cost of

liquidation. Further the Applicant informed that several correspondences have been sent to the Indian Overseas Bank with respect to the realization of export bills, however, no proper response has been received from the AD banker. The Applicant requested the Financial Creditor and the Promoter to write off the receivables and give their consent to dissolve the Corporate Debtor and the same were provided by the Financial Creditor and the Promoter. A copy of the minutes of the Stakeholders Consultation Committee meeting is enclosed as Annexure 13.

16. It was further averred that the Erstwhile Director Mr. Nagaraj Sharma, in his letter Dated 19.11.2019 to the Applicant stated that no amount can be recovered from the Foreign Companies as they were hit by dotcom bust/ economic meltdown and had closed down operations for more than a decade. The Applicant further states that the receivables amounting to Rs. 28,00,64,991/- pertain to the period 1999-2002 and the Corporate Debtor has not filed any legal suit and the Applicant is of the view that the dues may be barred by limitation. Therefore, the Applicant concluded that no amount is recoverable in this regard. The above said letter dated 19.11.2019 is enclosed as Annexure 14.

17. It was further averred in the Application that the office of the Resolution professional was closed from 10.05.2021 to 31.07.2021 due to the lockdown imposed by the State Government on account

of the second wave of the Covid 19 Pandemic. Therefore, the period of 82 days from 10.05.2021 to 31.07.2021 was excluded from the Liquidation period pursuant to Regulation 47A of IBBI (Liquidation Process) Regulations, 2016.

18. It was further averred in the application that there are no assets in the Corporate Debtor and the present value of assets over liabilities of the Corporate Debtor is Rs. (-)22,06,128/-. The Applicant has received only one claim from the sole financial creditor amounting to a sum of Rs. 22,06,128/-.

19. It was further averred in the application that the Liquidator had further vide letters dated 16.09.2021 & 30.03.2022 informed the Statutory Authorities EPFO & ESI and Income Tax Department and GST Department regarding the dissolution of the Corporate Debtor respectively. Further, it was submitted that the Liquidator has not received any communication or response from the above mentioned authorities till the date of this Application and the copy of the above said letters sent to the Statutory Authority is enclosed at Annexure 15.

20. It was further averred in the application that there is no asset in the Corporate Debtor to cover the cost of Liquidation Process and therefore the Applicant Financial Creditor had borne the entire CIRP and Liquidation Cost incurred.

21. It is also seen that the Liquidator has annexed the detailed Final Report as per Regulation 45(1) of the IBBI (Liquidation Process) Regulations, 2016 which has been filed along with this Application and the Liquidator has also filed his Compliance Certificate in Form-H which is placed at Annexure 16 of the typed set of the application. A perusal of the Affidavit shows that the amounts were distributed as per Sections 53 of the IBC, 2016, which is extracted hereunder:

S.No	STAKEHOLDERS UNDER SECTION 53(1)	AMOUNT CLAIMED	AMOUNT ADMITTED	AMOUNT DISTRIBUTED	AMOUNT DISTRIBUTED TO THE AMOUNT CLAIMED (%)	REMARKS
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1	(a) CIRP Costs	71,332	71,332	71,332		
2	(a) Liquidation Costs	96,103	96,103	96,103		
3	(b)(i) Workmen Dues					
4	(b)(ii) Secured Creditors					
5	(c) Wages					
6	(d) Unsecured Creditors	22,06,128	22,06,128	0	0	
7	(e) (i) Statutory dues					
8	(e) (ii) Secured Creditors up on enforcement of Security interest					
9	(f) Other Debts					
10	(g) Preference Shareholders					
11	(h) Equity Shareholders					
	TOTAL	23,73,566				

22. It is also seen from Form-H that the Applicant / Liquidator has not filed any Application under Chapter III of IBC, 2016 which contains Sections 43, 45, 50 and also under Chapter VI which contains Section 66 of IBC, 2016. Under the said circumstances, the Applicant submitted that since there has been no activity and income and no assets left with the Corporate Debtor apart from the amount which was lying in the bank account which was also duly distributed to the stakeholders under Section 52 and 53 of IBC, 2016 after meeting the CIRP and liquidation cost and hence prayed that the orders may be passed for dissolution of the Corporate Debtor.

23. Heard the submissions made by the Learned Counsel for the Applicant. Section 54 of the IBC, 2016 provides as follows: -

Section 54

“(1) Where the assets of the corporate debtor have been completely liquidated, the liquidator shall make an application to the Adjudicating Authority for the dissolution of such corporate debtor.

(2) The Adjudicating Authority shall on application filed by the liquidator under sub-section (1) order that the corporate debtor shall be dissolved from the date of that order and the corporate debtor shall be dissolved accordingly.

(3) A copy of an order under sub-section (2) shall within seven days from the date of such order, be forwarded to the authority with which the corporate debtor is registered.”



24. From the submissions made in the Application along with the perusal of the final report and the Compliance Certificate filed in Form-H by the Applicant, it is seen that the Corporate Debtor has been completely liquidated and in the circumstances as averred and as prayed for by the Applicant that an order for dissolution is required to be passed by this Adjudicating Authority under Section 54 of the IBC, 2016.

25. Accordingly, we hereby order for the dissolution of the Corporate Debtor viz., **Shapre Infotech India Limited** and the Liquidator is directed to forward a copy of this Order to the RoC concerned and also to the IBBI for its records within a period of 7 days from the date of this Order. Accordingly, IA/398/CHE/2022 stands **allowed**.


ANIL KUMAR B
MEMBER (TECHNICAL)

Gopishankar.D


Justice (Retd) S.RAMATHILAGAM,
MEMBER (JUDICIAL)