

**IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - II**

CP (IB)/449/MB/2022

Application under Section 59(7) of the Insolvency and Bankruptcy Code, 2016 read with the Regulation 38 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017.

In the matter of

**Mr. Sekar Ananthanarayan, Liquidator of
Hutch Info Systems Private Limited,**

..... Applicant/ Liquidator

AND

In the matter of

**HUTCH INFO SYSTEMS PRIVATE
LIMITED,**

CIN: U30007MH2002PTC137212,

Having its Registered Office at: - Unit No.
1001-C, Plot No. C-70, The Capital, B-Wing,
G-Block, Bandra Kurla Complex, Bandra
(East), Mumbai-400051.

.....Corporate Person/

Applicant Company

Order Delivered on :- 25.01.2024.

Coram:

**Mr. Anil Raj Chellan
Member (Technical)**

**Mr. Kuldip Kumar Kareer
Member (Judicial)**

Appearances (Hearing in VC Mode):

For the Petitioner: Advocate Shruti Pednekar.

ORDER

Per: - Coram.

1. This Company petition is an application filed by **Mr. Sekar Ananthanarayan, Liquidator** of M/s. Hutch Info Systems Private Limited, (hereinafter referred to as "the Liquidator") for **dissolution of Corporate Person** namely M/s. **Hutch Info Systems Private Limited** ("the Company") through voluntary liquidation under Section 59(7) of the Insolvency and Bankruptcy Code, 2016 ("the Code") read with the Regulation 38 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017.
2. The Company was incorporated on 16th September, 2002 in India under the provisions of the Companies Act, 1956 with Corporate Identification Number (CIN): U30007MH2002PTC137212 having its Registered Office at Unit No. 1001-C, Plot No. C-70, The Capital, B-Wing, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai-400051. The Authorised Share Capital of the Company is Rs. 12,00,000/- (Rupees Twelve Lakhs Only) divided into 1,20,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 12,00,000/- (Rupees Twelve Lakhs Only) divided into 1,20,000 Equity Shares of Rs. 10/- each.

3. The main objects of the Company as per its Memorandum of Association are as follows:

- a. To manufacture, design, develop, market, import, export and support software particularly in the field of telecom, to install hardware and software and to provide service thereon such as programming systems, design, analysis documentation, data processing services, ERP solutions, data preparation, planning, computerisation service, project planning, scheduling, production, entertainment, animation technology software, web designing software and commercial systems and such other services related to the above hardware and software, whether such services be on closed or open shop basis, block time or shared time basis, self-service or operator assisted basis or on a turnkey contract basis or otherwise and to act as factors, assemblers, designers, agents, in various products used by any industry, business or profession, to develop and provide software solutions in the field of digital communications and telecom administrations through internet enabled systems and devices.
- b. To act as consultants and advisors on information /internet systems and purveyors of information services and to promote, encourage, establish, develop, maintain, organize, undertake, manage, operate, conduct and to run in India or abroad e-commerce activities and run internet training centres, data processing centres and provide computer consultancy, software consultancy, communication net services, hardware consultancy, and oilier activities and web based E-mail services, development and designing of custom mail services, and also to

provide market and product service through internet, provide web solution through internet, to set up web site/s and carry on E-commerce activities.

4. The Company has not been carrying on any significant business operations since last two years. Therefore, the Board of Directors of the Company were of the opinion to close down the business of the Company by way of voluntarily liquidation. The Board of Directors of the Company have made an enquiry into the affairs of the Company and have formed an opinion that the Company will be able to pay off its debts in full from the proceeds of assets to be sold in the voluntary liquidation. Accordingly, the Board of Directors of the Company convened a Board Meeting on 19/06/2018 and passed a Board Resolution to voluntarily liquidate the Company under the provisions of Section 59 of the Code and decided to appoint the Petitioner i.e., Mr. Sekar Ananthanarayan as Liquidator of the Company.

5. All the directors have declared on Affidavit dated 19.06.2018 that they have made full enquiry into the affairs of the Company and formed an opinion that the Company will be able to pay its debt in full from the proceeds of assets to be sold in the voluntary liquidation and further affirmed that the Company is not being liquidated to defraud any person. Audited financial statements and records of business operations of the Company of the previous two financial years, viz. year ending 31.03.2016 and 31.03.2017 are also annexed to the application.

6. The members of the Company in the Extra-Ordinary General Meeting held on **03.07.2018**, as per provision of the Companies Act, 2013, had passed a Special Resolution to liquidate the Company voluntarily and appointed Mr. Sekar Ananthanarayan, an Insolvency Professional, with registration No. IBBI/IPA-003/IP-N00052/2017-18/10492 to act as Liquidator. Copy of the said Special Resolution is annexed to the Application. Thus, the Liquidation Commencement date in the instant case is 03rd July, 2018. The Liquidator had notified the Registrar of Companies, Mumbai, Maharashtra under sub-section (4) of Section 59 of the IBC about the passing of a Special Resolution to liquidate the Corporate Person and appointment of Liquidator in Form MGT-14 vide SRN No. G93382463 on 20th July, 2018.
7. The Liquidator made a public announcement of commencement of liquidation in Form A of Schedule I as per Regulation 14 of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 in English Newspaper, “Business Standard” and in Marathi Newspaper, “Mumbai Lakshadeep”, both dated 08.07.2018 i.e. within the period of 5 days of his appointment on 03/07/2018 calling upon the stakeholders to submit their claims along with the proof within 30 days from the date of commencement of liquidation i.e. on or before 01st August, 2018 to the Liquidator and the copy of public announcement was sent to IBBI with request to place it on its website and same was published on the website of IBBI.
8. The Liquidator has also referred to the IBBI Circular No. IBBI/LIQ/45/2021 dated 15.11.2021 stating that the point 5 of the circular clarified that “as per the provisions of the Code and the Regulations

read with Section 178 of the Income-tax Act, 1961, an Insolvency Professional handling voluntary liquidation process is not required to seek any NOC/NDC from the Income-Tax Department as part of compliance in the said process.”

However, in compliance of the provisions of Section 178 of the Income Tax Act, 1961, the liquidator had served notice of his appointment vide Letter dated 29th January, 2019 by-hand on 04th February, 2019 to the Income Tax Department informing them about the voluntary liquidation of the Company and requested the Assessing Officer to notify the Liquidator the amount which in his opinion would be sufficient to provide for any tax which is likely to become payable by the Company in liquidation within 3 months of receiving the notice from the Liquidator. The Income Tax Department vide Letter dated 07th May, 2019 issued a No Due Certificate to the Applicant/Liquidator in respect of the Company under voluntary liquidation. Subsequently, the Liquidator intimated all the concerned authorities including the Banker of the Company, Auditor of the Company regarding commencement of voluntary liquidation proceedings against the Company.

9. The Liquidator had received no claims from any of the creditors. The liquidator submitted that they have received no claims as there are no stakeholders other than equity shareholders as on the liquidation commencement date. The Liquidator further submits that the Company has no employees. There are no assets in the Company except cash at bank. The Liquidator states that there are no extortionate credit transactions in the Company. There were no dues of Corporate Person to be recovered during the liquidation process. The Liquidator has prepared Stakeholders' List on the basis of proof of

claims submitted and accepted under Regulation 30 within 45 days from the last date for receipt of claim i.e. on 10th September, 2018.

10. The Liquidator has submitted a Preliminary Report dated 10.08.2018 to the shareholders of the Corporate Person within the prescribed time limit i.e., 45 days from the liquidation commencement date 03.07.2018. Under the provisions of Regulation 37 of the IBBI (Voluntary Liquidation Process) Regulations, 2017, annual status report on the voluntary liquidation was placed before the shareholders of the Company in their meetings held on 15th July, 2019 and 18th August, 2021. The Annual Status Reports are also enclosed with the audited accounts of the liquidation showing the receipts and payments pertaining to liquidation since the liquidation commencement date. The reason for non-compliance of voluntary liquidation within 12 months as required under Regulation 37 is that the shareholders of the Company had arranged to deposit an amount of Rs. 3,17,925/- in the IDBI Bank Account of "Hutch Info Systems Pvt Ltd-In Voluntary Liquidation" on 07th June, 2019 in order to meet the liquidation expenses of the Company. Further, enormous time was lost in co-ordination with the stakeholders, consultations involved in the matter and restriction created due to Covid-19 pandemic compounded the delay.
11. The Liquidator submitted the copy of Final Report dated 14.01.2022, detailing the liquidation process being conducted. The Final Report states that all the Company did not have any assets to be sold off and the Company was not having any creditors on the Liquidation Commencement Date and the liquidation expenses have been

adequately paid. The Final Report also mentions that no litigation is pending against the Corporate Person. The Audited Accounts of the Company under liquidation for the period of liquidation from 03.07.2018 to 31.12.2021 showing the receipts and payments pertaining to liquidation since the voluntary liquidation commencement date, have been enclosed to the Final Report. It is seen from the record that pursuant to Regulation 38 of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the said Final Report of the Liquidator has been submitted to the Registrar of Companies in Form GNL-2 on 25.02.2022 vide SRN: T83134650 and to IBBI vide e-mail dated 08.03.2022. Copy of the said Final Report is annexed to the application. It is submitted on behalf of the Liquidator that the instant Company Petition has been filed on 30.03.2022 and the same was registered on 01.04.2022. Regulation 38 of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 was amended vide Notification No. IBBI/2022-23/GN/REG081, dated 05-04-2022 (w.e.f. 05-04-2022) mandating the submission of Compliance Certificate in Form 'H' and Final Report along with the application u/s 59(7) of the Code to the Adjudicating Authority. However, since the present application u/s 59(7) of the Code has been filed by the Applicant before 05th April, 2022, the Compliance Certificate in Form 'H' is not required to be submitted.

12. A table below reflects the estimates of assets and liabilities as on the Liquidation Commencement Date i.e., 03rd July, 2018 based on the books of the Company as per the Preliminary Report:

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<u>Sr. No.</u>	<u>Particulars</u>	<u>Book Value (INR)</u>	<u>Estimated Realizable Value (INR)</u>
a.	Cash on Hand	Nil	Nil
b.	Balance with Banks	63,660	63,660
c.	Fixed Deposit with Banks	Nil	Nil
d.	Marketable Securities	Nil	Nil
e.	Bills Receivables	Nil	Nil
f.	Trade Debtors	Nil	Nil
g.	Loans and Advances	Nil	Nil
h.	Stock in trade, Work in progress	Nil	Nil
i.	Freehold Properties	Nil	Nil
j.	Leasehold Properties	Nil	Nil
k.	Plant and Machinery	Nil	Nil
l.	Furniture, fittings, utensils, etc.	Nil	Nil
m.	Patents, trademarks, etc.	Nil	Nil
n.	Investments other than marketable securities	Nil	Nil
o.	Other assets	Nil	Nil
p.	Deferred Tax Assets (Net)	Nil	Nil
	TOTAL	63,660	63,660

Total Estimated Value of Assets: Rs. 63,660/-

Total Estimated Liabilities: Rs. 54,300/-

a. Estimated Costs of Liquidation- Rs. 40,000/-

b. Other Liabilities- Rs. 14,300/-

Estimated Surplus after paying debts in full: Rs. 9,360/-.

The assets and liabilities of the Corporate Person have been disposed of as under: -

<u>Sr. No.</u>	<u>Particulars</u>	<u>Book Value as on 03.07.2018 (INR)</u>	<u>Amount Realised (INR)</u>
a.	Cash and Cash Equivalents	63,660.28	63,660.28

b.	Trade Receivables	-	-
c.	Loans and Advances	-	-
d.	Non-Current Investments	-	-
e.	Deferred Tax Assets (Net)	-	-
f.	Other assets: Other Current Assets	-	-
g.	Contribution received from Shareholders to meet the Liquidation Expenses	3,17,925.00	
	TOTAL	3,81,585.28	3,81,585.28
	Less: Liquidation Costs	N.A.	(3,81,567.00)
	Less: Bank Charges	N.A.	(18.28)
	Surplus/(Deficit)		NIL

13. As per Regulation 34 of IBBI Regulations, the Liquidator had opened a separate current bank account in the name of 'HUTCH INFO SYSTEMS PVT LTD-IN VOLUNTARY LIQUIDATION' with IDBI BANK ON 29th August, 2018 bearing Account No. 0571102000017046 situated at Mumbai for realization of all moneys and for payment of liquidation expenses. The Corporate Person submits that after meeting expenses of liquidation, there was no amount left for distribution and hence, no amount was distributed to the shareholders though the two equity shareholders of the Company had lodged their claims before the Liquidator in Form 'F'. In fact, to meet the expenses of liquidation, the shareholder made contribution. After meeting the liquidation expenses of the Company, the liquidator has closed the aforementioned Bank Account on 21st December, 2019. Copy of Bank Account Closure Letter from IDBI Bank has been annexed to the Application. Copy of Receipts and Payments Account of the Liquidator for the period from 03rd July, 2018 to 31st December, 2021 as certified by Chartered Accountant has been annexed to the

Petition to show the realisation and distribution of assets amongst the stakeholders.

14. Heard submissions and perused the documents annexed to the Application. It is seen that the affairs of the Company have been completely wound up and the assets of the Company have been completely liquidated in accordance with the provisions of the Code and therefore, this Application u/s 59(7) of the Code is complete and as such, the Applicant Company i.e., Hutch Info Systems Private Limited is required to be dissolved.

15. Necessary compliances as per provisions of the Code have been made by the Corporate Person and the Liquidator. In exercise of the powers conferred under sub-section (8) of Section 59 of the Insolvency and Bankruptcy Code, 2016, the instant **Application is allowed** with the following directions:
 - i. Hutch Info Systems Private Limited having CIN: U30007MH2002PTC137212, stands **dissolved** from the date of this Order.
 - ii. The Liquidator is directed to file this order with the concerned Registrar of Companies, Income Tax Department and IBBI within 14 days from the date of receipt of an authentic copy this order, for information and necessary action.
 - iii. The Liquidator is also directed to file this order with all other Statutory Authorities connected with the affairs of the Company.
 - iv. The Liquidator shall preserve a physical or an electronic copy of the reports, registers and books of account referred to in Regulations 8 and 10 of IBBI (Voluntary Liquidation Process) Regulations, 2017

for at least eight years after the dissolution of the Corporate Person,
either with himself or with an information utility.

- v. Copy of the order be served to the respective parties.
- vi. **Company Petition (IB) No. 449/MB/2022 is allowed and stands disposed of on above terms.**
- vii. File be consigned to records.

Sd/-

ANIL RAJ CHELLAN
(MEMBER TECHNICAL)

Sd/-

KULDIP KUMAR KAREER
(MEMBER JUDICIAL)