



**THE NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH, CHANDIGARH
(Exercising powers of Adjudicating Authority under
the Insolvency and Bankruptcy Code, 2016)**

CP (IB) No.107/Chd/Hry/2022

**Under Section 59 of the Insolvency and
Bankruptcy Code, 2016**

In the matter of:

Contentmart Private Limited

Through Liquidator
(Mr. Vinod Kumar Chaurasia)

IBBI Registered Address:

A-756, Sector-2,
Rohini, New Delhi-110085

Office Address:

B-022, Pragati Vihar Hostel,
Lodhi Road, New Delhi-110003
CIN: U74999HR2015FTC056420

... Applicant/Corporate Person

Versus

Registrar of Companies, NCT of Delhi and Haryana

4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi-110019

...Performa Respondent

Judgment delivered on: 03.07.2023

**Coram: HON'BLE MR. HARNAM SINGH THAKUR, MEMBER (JUDICIAL)
HON'BLE MR. SUBRATA KUMAR DASH, MEMBER (TECHNICAL)**

For the Applicant: Mr. Vinod Chaurasia, Liquidator in person

Per: Harnam Singh Thakur, Member (Judicial)



JUDGMENT

The present Company Petition has been filed by the Liquidator, Mr. Vinod Kumar Chaurasia, on behalf of M/s Contentmart Private Limited under Section 59 of the Insolvency and Bankruptcy Code, 2016 (in short, the '**Code**') seeking the relief that the Petitioner Company be dissolved as per the provisions of the Code and the Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017.

2. Brief facts giving rise to the filing of the instant Company Petition, which is just and necessary for adjudication, are narrated hereunder:-

2.1 It is submitted that the company was incorporated on 18.08.2015 and the main object of the company, inter-alia, was to carry on the business of providing an online platform to connect content providers with content seekers be it corporate or non-corporate entities, and to create, establish or conduct the business of digital content, distribution or hosting on web, mobile and such other mode in the digital space that currently exists or that may be developed in future. The Certificate of Incorporation and Memorandum of Association of the company are attached as Annexure A-2 of the petition).

2.2 The Authorized Share Capital of the Petitioner Company is Rs.6.50,00,000/- divided into Equity Shares of Rs. 10/- each, and the issued, subscribed, and paid-up capital is Rs. 6,12,26,390/-. The petitioner company in its board meeting dated 11.04.2019 decided not to carry on financial business and discontinue the business due to non-availability of business prospects and no business opportunities under consideration for the future. The Board of Directors passed a resolution in a meeting



dated 11.04.2019 to voluntarily liquidate the company subject to approval of members of the company in accordance with the provisions of Section 59 of IBC 2016. (Annexure A-3 of the petition)

2.3 Furthermore, the Board of Directors of the company made a declaration of solvency on 17.04.2019. The details of assets, their realizable value along with outstanding liabilities as of 31.01.2019 has been issued by Dharmesh Ahuja and Associates, Chartered Accountants by report dated 06.04.2019 (Annexure A-4 of the petition). It is further submitted that the declaration of solvency by the majority of Directors along with Audited Financial Statements and records of business operations of the company for the previous two financial years (2017-2018 and 2018-2019) were filed with the Registrar of Company in e-Form GNL 2 vide SRN: H56865496 on 25.04.2019 (Annexure A-5 of the petition). The members of the company by an Extraordinary General Meeting dated 23.04.2019 (Annexure A-6 of the petition), passed a special resolution to liquidate the company voluntarily, and appointed Ms. Shalu Khanna, Insolvency Professional, to act as Liquidator of the company. The certified true copy of the resolution was filed with the Registrar of Companies in Form MGT-14 on 25.04.2019 (Annexure A-8 of the petition).

2.4 Thereafter, Ms. Shalu Khanna tendered her resignation w.e.f. 01.08.2019. and Mr. Vinod Kumar Chaurasia was appointed as a new liquidator w.e.f. 05.08.2019. Another form MTG-14 dated 08.08.2019 was filed along with the resolution passed at EGM for the appointment of Mr. Vinod Kumar Chaurasia as the new liquidator. The public announcement was made on 26.04.2019 in two newspapers i.e., 'Financial Express' (English) and 'Jansatta' (Regional) seeking submission of claims by stakeholders within 30 days from commencement of liquidation, therefore the last



date for submission of claims was fixed as 22.05.2019. The necessary intimation was made and submitted to the Insolvency and Bankruptcy Board of India (herein referred to as 'IBBI') on 26.04.2019 and 30.04.2019 via separate emails (Annexure A- 12 of the petition).

2.5 As per Regulation 34(1) of IBBI (Voluntary Liquidation Process), Regulations, 2017, the liquidator intimated the Bank about the commencement of voluntary liquidation, and the existing Current Account No. 50200013621934 at HDFC Bank in the name of the Company was changed, and converted into a Liquidation Account for realization and payment to the creditors, members, and stakeholders of the Company.

2.6 It is further averred that no claims were received up till the last date of submission of claims i.e. 22.05.2019, however, the claims for a total amounting to Rs. 3,67,957/- were received after the initiation of the liquidation process which was thereby paid. The preliminary report of the company was prepared on 07.06.2019 in terms of Regulation 9 of IBBI (Voluntary Liquidation Process), Regulations, 2017 which is marked as Annexure A-13 of the petition. The liquidator also prepared a list of stakeholders of the petitioner company and submitted its report which stood NIL as on the last date of submission of claims. The said report is annexed as Annexure A-14.

2.7 It is submitted by the liquidator that he has sent various letters dated 24.05.2019, 30.05.2019, and 28.08.2019 to the concerned Income Tax Department, and the petitioner company received a notice from the Income Tax Department towards Limited Scrutiny and a demand of Rs. 27,233/- was raised which was duly deposited on 11.01.2021. Thereafter, the Income Tax Department issued two different notices



dated 24.12.2020 and 13.01.2022 for non-filing of Statement of Financial Transaction for which appropriate replies were filed by the petitioner company. Further, a request was made by the petitioner for the issuance of 'No Objection Certificate' for the winding up of the company. Despite repeated follow-ups, the Income Tax Department has not given their No Objection Certificate, however, on 14.07.2021 DCIT-Income Tax sent an email to the petitioner company along with a copy of demand ledger showing NIL Balance (Annexure A-16 of the petition).

2.8 The petitioner also brings forward Circular No. IBBI/LIQ/45/2021 dated 15.11.2021 of the Insolvency and Bankruptcy Board of India (IBBI) which clarifies that the requirement of obtaining NOC has been dispensed with. (Annexure A-17 of the petition)

2.9 The liquidator had sent an intimation letter about surrendering the employees Provident fund Organization on 23.05.2019 for which penalty and damages were received. The said were duly deposited with the said department on 12.03.2021 and an NOC was issued vide letter dated 26.04.2021. Intimation was also sent to the GST department on 22.05.2019 and the GST cancellation certificate was received on 13.06.2019. Another intimation was sent to Shop and Establishment Department on various dates informing that the registration was valid up to 31.03.2021 and therefore no requirement of NOC. The liquidator also sent intimation to the ESI department vide letter dated 19.05.2021 which was duly acknowledged by this department and a deemed NOC is considered vide letter dated 30.06.2021.

2.10 It is further mentioned that after making all the payments for claims and expenses, the balance amount was distributed to the contributories i.e. Rs.



9,49,666.94/- in the form of return capital, which has been made on 16.03.2022.

Subsequently, the liquidator closed the said liquidation bank account on 30.03.2022.

2.11 Furthermore, as per Regulation 37 of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the liquidator commenced the meetings of the Contributories' of the corporate person. The first Contributories' meeting was held on 11.09.2020. It has been stated that due to the pending receipt of NOCs from various departments and delays caused due to the nationwide lockdown imposed due to the pandemic, a delay was caused in the liquidation proceedings. Thereby, the third and final Contributories' meeting was conducted on 06.04.2022. The final report dated 08.04.2022 as required under Regulation 38 of the Regulations is annexed and marked as Annexure A-26 of the petition.

2.12 The final report of the liquidation process was prepared and submitted to the Registrar of Companies in form GNL-2 and also to IBBI Board on 08.04.2022. (Annexure A-27 of the petition)

3. On the basis of the aforementioned grounds and reasons, the company, through the liquidator, has prayed for an order from this Adjudicating Authority for the dissolution of the Petitioner Company and making a declaration to this effect.

4. Notice was issued to the Registrar of Companies (RoC), Delhi. The affidavit of service was filed vide Diary No. 00705/01 dated 31.05.2022. In compliance with the above order, RoC filed its report vide Diary No.00705/02 dated 03.08.2022, whereby it has stated that no inquiry/inspection/complaint/legal action has been proceeded/pending against the concerned company. The IBBI report is filed vide Diary No. 705/06 dated 15.09.2022, wherein it is stated that as per Section 38(2) of the Regulations, the liquidator had sent the final report to the Board on 08.04.2022. Neither any action is



contemplated by the Board, nor any action is pending against the liquidator before it. The Board has no observation against the dissolution of the Company.

5. We have heard the learned counsel appearing on behalf of the Petitioner Company and, with his able assistance, have carefully gone through the contents of the present petition. We have also duly considered the merits thereof in the light of the statutory provisions of Section 59 of the Code read with other relevant Regulations. For the sake of convenience, the relevant provisions of Section 59 of the Code are being reproduced hereinbelow:-

59 Voluntary Liquidation of corporate persons

1. *A corporate person who intends to liquidate itself voluntarily and has not committed any default may initiate voluntary liquidation proceedings under the provisions of this Chapter.*
2. *The voluntary liquidation of a corporate person under sub-section (1) shall meet such conditions and procedural requirements as may be specified by the Board.*
3. *Without prejudice to sub-section (2), voluntary liquidation proceedings of a corporate person registered as a company shall meet the following conditions, namely:-*
 - a. *a declaration from majority of the directors of the company verified by an affidavit stating that-*
 - i. *they have made a full inquiry into the affairs of the company and they have formed an opinion that either the company has no debt or that it will be able to pay its debts in full from the proceeds of assets to be sold in the voluntary liquidation; and*
 - ii. *the company is not being liquidated to defraud any person;*
 - b. *the declaration under sub-clause (a) shall be accompanied with the following documents, namely:-*
 - i. *audited financial statements and record of business operations of the company for the previous two years or for the period since its incorporation, whichever is later;*
 - ii. *a report of the valuation of the assets of the company, if any prepared by a registered valuer;*
 - c. *within four weeks of a declaration under sub-clause (a), there shall be-*
 - i. *a special resolution of the members of the company in a general meeting requiring the company to be liquidated voluntarily and appointing an insolvency professional to act as the liquidator; or*



- ii. *a resolution of the members of the company in a general meeting requiring the company to be liquidated voluntarily as a result of expiry of the period of its duration, if any, fixed by its articles or on the occurrence of any event in respect of which the articles provide that the company shall be dissolved, as the case may be and appointing an insolvency professional to act as the liquidator.*

Provided that the company owes any debt to any person, creditors representing two-thirds in value of the debt of the company shall approve the resolution passed under sub-clause © within seven days of such resolution

4. *The company shall notify the Registrar of Companies and the Board about the resolution under sub-section (3) to liquidate the company within seven days of such resolution or the subsequent approval by the creditors, as the case may be.*
5. *Subject to approval of the creditors under sub-section (3), the voluntary liquidation proceedings in respect of a company shall be deemed to have commenced from the date of passing of the resolution under sub-clause © of sub-section (3).*
6. *The provisions of sections 35 to 53 of Chapter III and Chapter VII shall apply to voluntary liquidation proceedings for corporate persons with such modifications as may be necessary.*
7. *Where the affairs of the corporate person have been completely wound up, and its assets completely liquidated, the liquidator shall make an application to the Adjudicating Authority for the dissolution of such corporate person.*
8. *The Adjudicating Authority shall on an application filed by the liquidator under sub-section (7), pass an order that the corporate debtor shall be dissolved from the date of that order and the corporate debtor shall be dissolved accordingly.*
9. *A copy of an order under sub-section (8) shall, within fourteen days from the date of such order, be forwarded to the authority with which the corporate person is registered.*

6. A bare perusal of the material available on record shows that the Board of Directors of the Company has taken a conscious decision to close down the company. Thus, the Board of Directors of the company have unanimously proposed to liquidate the company by invoking the provisions of voluntary liquidation under Section 59 of the Code.

7. It has been mentioned in the petition that the Board of Directors in its meeting dated 06.01.2020 and the shareholders of the petitioner company by special resolution approved the voluntary liquidation of the company and the appointment of Sh. Vinod



Kumar Chaurasia, Insolvency Professional, to act as Liquidator of the company on 05.08.2019.

8. From the perusal of the record of the case, it is seen that the Liquidator, after his appointment, has duly performed his duties and completed the necessary formalities to complete the liquidation process of the Petitioner Company, which has been averred in the present petition and, thus, the liquidator has prayed for an order from this Tribunal to dissolve the Petitioner Company.

9. There is no objection received from any angle opposing the proposed voluntary liquidation/dissolution of the company either from the side of the shareholders or from creditors, nor any adverse comment, have been received from the public at large against such liquidation/dissolution, 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, Delhi, as per Form MGT-14 and Form GNL-2.

10. The Registrar of Companies filed its report whereby it has stated that no inquiry/inspection/complaint/legal action has been proceeded/pending against the subject company. The IBBI report is filed wherein it is stated that neither any action is contemplated by the Board, nor any action is pending against the liquidator before it. The Board has no observation against the dissolution of the Company.

11. Apart from this, as per the record of the present case, it is seen that the company is not found involved in such kind of business activities, which are detrimental to the interest of the public at large. Further, it is not the case that the proposed liquidation may adversely affect its shareholders/members or is contrary to the provisions of the law.



12. The Liquidator had filed copies of the paper publication as well as copies of the paper announcement in Form-A of Schedule 1 of the Regulations. The Liquidator is found to have complied with the statutory provision to complete the liquidation process by taking necessary steps. The liquidation account of the company in the bank has also closed on 30.03.2022. The Liquidator had further intimated to the Income Tax Department regarding the voluntary liquidation of the company as well as his appointment as the liquidator.

13. The Liquidator has also annexed a copy of the preliminary report, a copy of the Final Report, Form GNL-2, along with a copy of the tracking report and postal receipts with the present petition.

14. By taking into consideration the above-stated facts and circumstances, the present petition deserves to be allowed for the proposed Liquidation/Dissolution of the Corporate Person.

15. Consequently, this Adjudicating Authority, in the exercise of the power conferred to it under Section 59 (8) of the Insolvency and Bankruptcy Code, 2016, orders that the Corporate Person (Petitioner Company) M/s Contentmart Private Limited shall stand dissolved with effect from the date of this order.

16. The Liquidator is directed to communicate a copy of this order to the respondent, i.e. Registrar of Companies, Delhi, within whose jurisdiction the registered office of the company is situated. Further, a copy of this order should also be communicated to the IBBI for information. Such communication should be made within the stipulated period of fourteen (14) days from the date of receipt of an authentic copy of this order.



17. Thus, the present Company Petition is allowed and stands disposed of.

Sd/-

(Subrata Kumar Dash)
Member (Technical)

July 03, 2023
JGS/SD

Sd/-

(Harnam Singh Thakur)
Member (Judicial)