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**NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH**

ATTENDANCE CUM ORDER SHEET OF THE HEARING OF NATIONAL COMPANY LAW TRIBUNAL,
BENGALURU BENCH, BENGALURU, HELD ON 16.06.2020

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. 80/BB/2020	For admission	Sec 59 of I&B code 2016	Sandrome Projects Pvt Ltd	Dakshayani P, PCS		

ADVOCATE FOR PETITIONER/s:

Dakshayani. P. PCS

ADVOCATE FOR RESPONDENT/s:

ORDER

Heard Ms. Dakshayani. P, Learned PCS through Video Conference. C.P No. 80/BB/2020 is disposed of by separate order.


MEMBER (T)


MEMBER (J)

IN THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH

C.P.No.80/BB/2020
U/s 59 (7) of IBC, 2016
R/w IBBI(Voluntary Liquidation)Regulations, 2017

In the matter of:

Ms. JayashreeParthasarathy,

Liquidator of Sandrome Projects Private Limited,

No.217, Sriranga, 6th Cross,

SBM Colony, BSK 1st Stage,

Bangalore – 560 050

Applicant/ Liquidator

Date of Order:16th 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 : Ms. Dakshayani. P, PCS

ORDER

Per:Rajeswara Rao Vittanala, Member (Judicial)

1. C.P.No.80/BB/2020 is filed by Ms. Jayshree Parthasarathy, (hereinafter referred to as 'Applicant/Liquidator')under Section 59(7) of the IBC Code, 2016 R/w the Insolvency and Bankruptcy Board of India (Voluntary Liquidation) Regulations, 2017,by interalia seeking to dissolve the Corporate Person/Company viz., M/s. Sandrome Projects Private Limited with effect from the date of such date as this Hon'ble Tribunal may order.
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. Sandrome Projects Private Limited (hereinafter referred to as the 'Company/Applicant ')was incorporated on 03.07.2015 under the Companies Act, 1956 with CIN:



U70100KA2015PTC081365 and having its registered office situated at No. 805, 35th 'C'Cross, 9th Main, 4th Block, Jayanagar, Bengaluru - 560011. The Authorized Share Capital of the Company is Rs.50,00,000/- (Rupees Fifty Lakhs only) divided into 50,000 Equity Shares of Rs.100/- each and its Issued, and Paid-up Capital is Rs.15,00,000/- divided into 15,000 Equity Shares of Rs.100/-each. The main objects of the Company *inter alia* are to carry on the business of acquire land on lease or purchase or otherwise carry on the business to construct, execute, carryout, improve, work, develop buildings, townships, apartments, houses etc.,.

- (2) It is stated that there is no business operations in the company for the last two years and the Promoters of the Company also see any scope in the Company. Therefore, on 05.08.2019, the Board of Directors of the Company approved the proposal for Voluntary Liquidation of the Company. The Board of Directors of the Company also executed a declaration as required u/s 59 (3) of the Code that the Company does not have any debts and the declaration was accompanied by the Audited financial statements of the Company for the previous two years.
- (3) In terms of 59 of the Code, the Shareholders of the Company, at their duly convened meeting on 07.08.2019, passed a special resolution for the Voluntary Liquidation of the Company and appointed Ms. JayashreeParthasarathy, Insolvency Professional as a Liquidator. The Company did not owe any debts to any person at the commencement of the winding up of the Company, therefore securing consent of creditors representing two-thirds in value of debt of the Company to the special resolution passed within 7 days as to the Company.

- (4) The Company duly informed the Registrar of Companies (ROC) on 14.08.2019 and also to the Insolvency and Bankruptcy Board of India (IBBI) on 13.08.2019 about the special resolution passed for the Voluntary Liquidation of the Company as per section 59(4) of the code within 7 days of passing the special resolution.
- (5) The Applicant caused a public announcement in terms of Regulation 14 of the IBBI (Voluntary Liquidation Process) Regulations, in one English newspaper 'Deccan Chronicle' and one regional language Kannada newspaper 'Samyuktha Karnataka' on 10.08.2019 within the time period 5 days prescribed in the Regulations.
- (6) The Applicant intimated the ICICI Bank maintained by the Company bearing the Account No. 005305009717 about the commencement of Liquidation vide Letter dated 16.08.2019 and requested for the closure of account No. 005305009717 and to open a new bank account with name "Sandrome Projects Private Limited, in Voluntary Liquidation" and transfer all the balance in the existing account to the new account No. 005305011651. The Applicant also intimated the Income Tax Department, about the commencement of Liquidation and invited their objections and claims, if any, to the Voluntary Liquidation and further received 'No due certificate' dated 14.11.2019 from the Income Tax Department. Further also intimated to the ROC, and filed ROC (e-form) GNL-2 on 12.08.2019 for the commencement of the liquidation. No objections or claims were received from the ROC.
- (7) The Company surrendered Value Added Tax (VAT), Goods and Service Tax (GST), Profession Tax (PT) and Shop and Establishment registrations before starting the winding up



process. The Company not have any assets that were to be realised except the Bank Balance. The Company not have any outside liabilities to be paid as per its books. Further, in response to the public announcement, no claims were received by the Applicant. As per Regulation 8 (1) of the Regulations, the Applicant made a preliminary report to the Company on 18.09.2019. There was no question of verification of claim, since the Applicant not received any claims. Further states that in the absence of any assets to be realised and any outside liabilities to be paid, the Liquidator remuneration was drawn from the Bank account or the Corporate Person.

- (8) The distribution was made in accordance with the priority of payments or 'waterfall' as prescribed in Section 53 of the Code. There were surplus funds after payment of the liquidator's remuneration and expenses and the same was repaid to the shareholders/contributories of the corporate person. Further there are no unclaimed proceeds of liquidation or undistributed assets, and that all the proceeds of liquidation have been remitted to the contributories. The liquidation process of the Corporate Person been completed within 12 months, therefore as per provisions of Regulation 37 of the regulations, the meeting of the contributories was not required to be called. Further as per the request of the Applicant, the ICICI Bank closed the bank account of the corporate person on 27.01.2020. Upon closure of Bank account, the final accounts of liquidation were prepared and the same was audited by M/s. T. G Chandrashekaraiiah & Co., Chartered Accountants on 14.02.2020.
- (9) It is stated that the Final Report dated 17.02.2020 along with Liquidator Statement of Account duly audited on 14.02.2020 as required under Regulation 38 of the Regulations was also



prepared and sent to the Registrar, ROC and the IBBI on 17.02.2020. Further states that since there were no undistributed assets or any other balance payable to the stakeholders in the hands of the Applicant the provisions of Regulation 39 of the Regulations do not apply and no separate application was made before this Hon'ble Tribunal. Hence the application.

3. Heard Ms. Dakshayani.P, learned PCS **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 Corporate Person (the Company) had not conducted any business or operations in the last 2 (two) years and the promoters of Company see no further scope. Accordingly, the Board of Directors of the Company in their meeting held on 5th August, 2019 passed a resolution to convene Extra-ordinary General Meeting on 7th August, 2019. Accordingly, special resolution for the voluntary liquidation of the Company was passed in the EGM held. 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.80/BB/2020** is hereby allowed with the following directions:

- (1) The Corporate Person/Company, **M/s. Sandrome Projects 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.



**ASHUTOSH CHANDRA
MEMBER, TECHNICAL**



**RAJESWARA RAO VITTANALA
MEMBER, JUDICIAL**

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