

**IN THE NATIONAL COMPANY LAW TRIBUNAL**  
**BENGALURU BENCH, BENGALURU**  
**(through web-based video conferencing platform)**  
**(Exercising powers of Adjudicating Authority under**  
**the Insolvency and Bankruptcy Code, 2016)**

C.P. (IB)No.80/BB/2021  
U/s 59(7) of the IBC, 2016

**In the matter of:**

**Shri Dilip Kumar Parasmal**

*Liquidator of M/s. Adamas India Pharmaceuticals Pvt. Ltd.*

*(in Voluntary Liquidation)*

Unit FF-5&6, First Floor,

Sampurna Chambers, No.13,

Vasavi Temple Street, VV Puram,

Bangalore - 560 004.

-

Applicant/Liquidator

**Versus**

**The Registrar of Companies**

E Wing, 2<sup>nd</sup> Floor, Kendriya Sadan,

Koramangala,

Bangalore - 560 034.

-

Respondent

**Order delivered on: 02<sup>nd</sup> November, 2021**

**Coram:**

1. Hon'ble Mr. Ajay Kumar Vatsavayi, Member (Judicial)

2. Hon'ble Mr. Manoj Kumar Dubey, Member (Technical)

**Parties/Counsels Present through Video Conference:**

For the Applicant/Liquidator

:

Ms. Bhavana J. Chakragiri, PCS

**ORDER**

**Per: Ajay Kumar Vatsavayi, Member (Judicial)**

1. The instant Company Petition is filed by Mr. Dilip Kumar Parasmal, Liquidator of M/s. Adamas India Pharmaceuticals Private Limited ('Applicant') under Section 59(7) of the Insolvency and Bankruptcy Code, 2016, by *inter alia* seeking a direction for dissolution of the Corporate Person / the Company, namely,

— Sd —

2. Brief facts of the case, as mentioned in the Petition, which are relevant to the issue in question, are as follows:

- (1) **M/s. Adamas India Pharmaceuticals Pvt Ltd** (hereinafter referred to as "Corporate Person/the Company") is a subsidiary of Adamas Pharmaceuticals Inc., U.S.A. Company and was incorporated on 04.05.2007 under the Companies Act, 2013 bearing CIN: U24100KA2007PTC049036. Its Authorized Capital was Rs.5,00,000/- (Rupees Five Lakhs Only) divided into 50,000 Equity Shares of Rs.10 each and the Issued and Paid-up capital was also Rs.1,00,000 (Rupees One Lakh Only) divided into 10,000 equity shares of Rs.10 each. Its main objects *inter alia* are to carry on the business to undertake pharmaceutical research and development activities either on a contract basis for parent company or third parties, or for its own accounts including but not limited to the areas or pre-clinical research, discovery services, information technology services, data management and project management etc.
- (2) It is stated that the management proposed the Board to terminate its business activities and initiate the proceedings of members' voluntary winding up in accordance with provisions of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 and any other applicable provisions of law, if any. The Board of Directors decided to Voluntary liquidate the Company on March 20, 2018 and executed a declaration, as required under Section 59(3) of the IBC, 2016. A Special Resolution of the Members of the corporate person was obtained on April 02, 2018.
- (3) As required under Section 59(4) of the Code, the Company duly informed the ROC about the Special Resolution passed for the Voluntary Liquidation of the Company within 7 days of passing the Special Resolution. Such intimation was given to the ROC on April 05, 2018 and Form MGT-14 was also filed by the Company with the ROC.

—Sol—

- (4) As required under Section 59(4) of the Code, the Company duly informed the IBBI about the Special Resolution passed for the Voluntary Liquidation of the Company within 7 days of passing the Special Resolution. Such intimation to the IBBI was given on April 05, 2018.
- (5) It is also stated that the Applicant, being appointed as the Liquidator for voluntary liquidation, caused a public announcement in terms of Regulation 14 of the IBBI (Voluntary Liquidation Process) Regulations (hereinafter, the "Regulations") in English Newspaper - "Business Standard" on April 04, 2018 and regional language (Kannada) newspapers - "Hosa Digantha" on April 04, 2018 within a time period of 5 days prescribed in the Regulations.
- (6) It is stated that the Applicant also duly informed the Income Tax Department, the Reserve Bank of India, the Director General of Foreign Trade, the Provident Fund Commissioner, the Assistant Commissioner of Professional Taxes, the Superintendent of Service Tax and the Department of Labour the fact of commencement of Liquidation and invited their objections and/or claims, if any. The applicant did not receive any objection or claim from any of the authorities. Further, the Liquidator received a No Dues from Income Tax department, and also NIL assessment order from VAT. The PF department also certified the establishment as closed. As required under Regulation 8(1) of the Regulations, the Applicant made a Preliminary Report to the Company on May 11, 2018. Since no claims were received by the Applicant, there was no question of verification of claims. The Applicant prepared a "List of Stakeholders" within 45 days of the last date for receipt of claims and shared the same with the Corporate Person and also with the IBBI for display on its website.
- (7) It is stated that in the absence of any assets to be realised and any outside liabilities to be paid, the Liquidators remuneration was drawn from the Bank account of the Corporate Person. The distribution was made in

—Sd—

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.

- (8) Surplus funds were remitted to the Shareholders of the Corporate Person after deducting tax at source. Thereafter, the entire remaining surplus upon liquidation has been repaid to the contributories. Since one of the shareholders was a foreign company, the amount was repatriated to the foreign shareholder as per the procedure prescribed under FEMA.
- (9) It is stated that the liquidation process of the corporate person could not be completed within 12 months and hence under the provisions of Regulation 37 of the Regulations, the Meeting of the Contributories was called to be held on April 09, 2019 for FY 2018-19 and on April 15, 2020 for FY 2019-20. The Liquidator furnished the Annual Status Report dated April 08, 2019 and April 09, 2020 along with the Audited accounts of the liquidation since the liquidation commencement date showing the receipts and payments pertaining to liquidation.
- (10) A request was made by the Applicant, in his capacity as Liquidator to close the Liquidation Account, and HDFC Bank was pleased to close the Bank Account of the Corporate Person on 10 November 2020. The necessary books as required under the Regulations to be maintained by the Liquidator have been maintained by the Applicant. Upon closure of the Bank Account, the final accounts of Liquidation were prepared. TDS return in respect of tax deducted at source for payment to Liquidator was filed on January 22, 2021. The completion of the above steps, the affairs of the Company have been completely wound up as contemplated in Section 59 (7) of the Code.
- (11) Further, the Final Report along with Liquidator Statement of Account was duly audited, and Auditor Report dated January 21, 2021 as required

—Sd—

under Regulation 38 of the Regulations was also prepared and sent to the Registrar on February 03, 2021 and the IBBI on January 29, 2021.

(12) Accordingly, the Liquidator of the Applicant Company has filed a Final Report of the Liquidation as per Regulation 38 of the IBBI (Voluntary Liquidation Process), Regulations, 2017, dated 21.01.2021, by inter-alia stating as follows:

a. *Statement showing receipts and payments pertaining to liquidation since the liquidation commencement date is as follows:*

Date	Particulars	Receipt (in Rs.)	Date	Particulars	Payment (in Rs.)
(1)	(2)	(3)	(4)	(5)	(6)
02.04.2018	Opening Bank Balance	93,01,637.24	11.09.2019	Bank Charges	4,159.50
31.07.2018	Receipt from anonymous person A/c	1,140.00	31.07.2020	Interest	841.00
			20.08.2020	Dilip Kumar parasmal A/c	3,47,800.00
			21.08.2020	Vipin Bhansali and Associates A/c	37,800.00
			21.08.2020	Richa Khetawat A/c	1,24,200.00
			03.09.2020	Statutories (TDS payable)	13,40,430.00
			03.09.2020	CGS & Co A/c	5,900.00
			08.10.2020	Statutories (TDS payable)	129.50
			08.10.2020	Return of capital	74,41,517.24
			10.11.2020	Closing Bank Balances	-
		93,02,777.24			93,02,777.24

b. The Liquidator further states that the Company did not have any assets that were to be disposed of; the Company did not have outside liabilities to be discharged and no litigation is pending against the Corporate Person.

(13) 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 do not apply, and accordingly no separate application was made before this Tribunal for this purpose.

3. Heard Ms. Bhavana J. Chakragiri, learned PCS for the Liquidator/Applicant. We have carefully perused the pleadings of the party and extant provisions of the Code, and the Regulations made thereunder.

—Sd—

4. As per Sec. 59 of the Code, a Corporate Person, who intends to liquidate itself voluntarily and has not committed any default, may initiate voluntary liquidation proceedings under the provision of Chapter V of the Code. In this regard, it is stated that the Liquidator has complied with all the conditions and procedural requirements as specified under various provisions of Sec. 59 of the Code and also Reg. 3 of IBBI (Voluntary Liquidation Process) Regulations, 2017, before initiating voluntary liquidation process of the Corporate Person, and a Compliance Report has also been placed on record as Annexure-XV.
5. As stated supra, the Members of the Company at their Extra-Ordinary General Meeting held on 20.03.2018 have passed a Special Resolution approving for the voluntary liquidation proceedings of the Company. In pursuance to the said Resolution, the Liquidator has complied with all the conditions and procedural requirements as specified under various provisions of Section 59 of the I&B Code, 2016. We are convinced that the Company Corporate Person has followed due process of law before filing the instant Application/Petition and nothing remains to be liquidated. Thus, the Petition / Application deserves to be allowed, as prayed for.
6. In view of the foregoing, by exercising powers conferred on the Adjudicating Authority, under Section 59(8) of the I&B Code, 2016, C.P. (IB) No.80/BB/2021 is hereby disposed of with the following directions:
  - (1) The Corporate Person / Company, namely, **M/s. Adamas India Pharmaceuticals 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, within a period of two weeks from today;
  - (3) The Liquidator is also directed to forward a copy of this Order to all other Statutory Authorities connected with the affairs of the Company;

- Sd -

- (4) This order would not absolve personal liability/guarantees, if any, given by the Director(s)/Promoter(s) of the Company to any other third party /parties.

—Sd—

—Sd—

(MANOJ KUMAR DUBEY)  
MEMBER (TECHNICAL)

(AJAY KUMAR VATSAVAYI)  
MEMBER (JUDICIAL)

Puja