IN THE NATIONAL COMPANY LAW TRIBUNAL

NEW DELHI BENCH, COURT-III

(IB) – 223 (ND)/2025

Under Section 59 of the Insolvency and Bankruptcy Code, 2016 read with Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017.

IN THE MATTER OF:

DIGITAL READING FOUNDATION

Having its Registered Office at:

201 C/6, 2nd Floor,

D 21 Corporate Park,

Sector-21, Dwarka, Bagdola,

New Delhi 110077,

Through the Liquidator:

Mr. Kunwarpreet Singh

Registration No.: IBBI/IPA-002/IP-N01150/2021-2022/13788

...Applicant Company/Corporate Person

Order Pronounced On: 03.11.2025

CORAM:

SHRI BACHU VENKAT BALARAM DAS, HON'BLE MEMBER (JUDICIAL)

DR. SANJEEV RANJAN, HON'BLE MEMBER (TECHNICAL)

APPEARANCES:

For the Liquidator:	Ms. Mansi Gupta, Mr. Arjun Chakraborty, Adv a/w Mr. Kunwarpreet Singh, (Liquidator in person).
For RoC :	Ms. Chetana Kandpal

ORDER

PER: DR. SANJEEV RANJAN, MEMBER (TECHNICAL)

1. The present Application has been filed by Mr. Kunwarpreet Singh, who has been appointed as the Liquidator of **Digital Reading Foundation** on

08.01.2025 in the meeting Extra Ordinary General Meeting, before this Adjudicating Authority, under Section 59(7) of the Insolvency & Bankruptcy Code, 2016 ("IBC" or "the Code") read with Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, ("Voluntary Liquidation Regulations").

2. The Applicant Company is a company incorporated under Section 8 of the Companies Act, 2013 on 02.12.2015, bearing CIN: U74900DL2015NPL288080, having registered office at 201 C/ 6, 2nd Floor, D 21 Corporate Park, Sector-21, Dwarka, Bagdola, New Delhi – 110077.

3. The Authorised Share Capital of the Applicant Company is Rs. 1,00,000/- divided into 10,000 Equity Shares of Rs.10/- each. The Issued, subscribed, called-up and paid-up capital as on the liquidation commencement date is Rs. 1,00,000/- divided into 10,000 Equity shares of Rupees 10/- each

4. The shareholding pattern of the Applicant Company as on 31.03.2024 was as follows:

Name of the Shareholder	**No. of shares of Rs. 10/- each**
Worldreader.org	9,999
Mr. Pradeep Kumar (Nominee shareholder)	1

5. The main objects of the company as set out in its Memorandum of Association are as follows:

1. *"To advance within India the education of the public, prevent and provide reiief against poverty or hardship, by undertaking various activities including but not limited to (i) making digital books and materials and new technologies available and accessible to children and their families, using technology, including but not limited to mobile and web reading applications: and (ii) promoting and supporting initiatives with similar objectives.*
2. *To engage within India with other organizations and/or individuals in*

furtherance of the objectives of the Company, including but not limited to the following persons:

(i) Publishers, to curate, digitize and distribute relevant reading content in English and other vernacular languages;

(ii) Schools, libraries and other private and public institutions to implement e-reading projects with mobile or/and tablet technologies; and

(iii) Any organization or individual that furthers the objectives of the Company, to provide grants and/or mentoring services to such organization or individual.

3. *To advocate for and promote a culture of reading across India by engaging in advocacy and information dissemination.*

Provided that the Company shall not support with its funds, or endeavour to impose on or procure to be observed by its members or others, any regulation or restriction which as an object of the Company, would make it a trade union."

6. The details of the directors of the Applicant Company as per the present application are as follows :

i. Mr. Pradeep Kumar having DIN number- 10122205

ii. Ms. Smita Sircar having DIN number-07661435

7. The Applicant Company ceased all its activities and was no longer conducting any operations. Accordingly, the Board of Directors of the Applicant Company in its Board meeting held on 07.01.2025 resolved to initiate Voluntary Liquidation under Section 59 of the Code. On 08.01.2025, Ms. Smita Sircar and Mr. Pradeep Kumar, Directors of the Applicant Company, executed separate Declarations of Solvency in accordance with Section 59(3)(a)(i) and (ii) of the Code. In the Extraordinary General Meeting dated 08.01.2025, members of the Applicant Company unanimously approved the Special Resolution for initiating the Voluntary Liquidation and also approved appointment of Mr. Kunwarpreet Singh as the Liquidator as provided under the Section 59 of Insolvency and Bankruptcy Code, 2016 and other applicable provisions of the Companies Act, 2013.

8. The financial position of the Applicant Company as disclosed in the audited balance sheets as on 31.03.2023 and 31.03.2024 are as under:

Balance Sheet as at March 31, 2023

Particulars	Notes	As at March 31, 2023 (Rs. in Thousands)	As at March 31, 2022 (Rs. in Thousands)
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3.	100.00	100.00
Reserves and surplus	4.	282.33	168.55
		382.33	**268.55**
Current liabilities			
Other current liabilities	5.	81.69	97.56
		81.69	**97.56**
Total		**464.02**	**366.11**
ASSETS			
Non-current assets			
Other non-current assets	6.	135.98	109.06
		135.98	**109.06**
Current assets			
Cash & bank balances	7.	106.99	31.50
Other current assets	8.	221.05	225.55
		328.04	**257.05**
Total		**464.02**	**366.11**

Balance Sheet as at March 31, 2024

Particulars	Notes	As at March 31, 2024 (Rs. in Thousands)	As at March 31, 2023 (Rs. in Thousands)
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3.	100.00	100.00
Reserves and surplus	4.	332.53	282.33
		432.53	**382.33**
Current liabilities			
Other current liabilities	5.	102.10	81.69
		102.10	**81.69**
Total		**534.63**	**464.02**
ASSETS			
Non-current assets			
Other non-current assets	6.	42.00	135.98
		42.00	**135.98**
Current assets			
Cash & bank balances	7.	464.85	106.99
Other current assets	8.	27.78	221.05
		492.63	**328.04**
Total		**534.63**	**464.02**

9. The Applicant Company informed the Registrar of Companies about the

Special resolution passed for the Voluntary Liquidation of the Company and has filled form MGT-14 vide SRN No AB2381896/l—l6296439626 having SRN date as 09.01.2025 which is placed on record by the Applicant.

10. It is submitted that the majority directors of the Corporate Person in accordance with section 59(3)(a) of the Insolvency and Bankruptcy Code 2016 have given the Declaration of Solvency by way of affidavit dated 07.01.2025 deposing therein that the Company will be able to pay off its debts in full form the proceeds of the assets to be sold in the voluntary liquidation. The company is not being liquidated to defraud any person.

11. In compliance of Section 59(4) of Insolvency and Bankruptcy Code, the Applicant Company informed the Registrar of Companies about the Special Resolution and declaration of solvency and along with affidavit has filed Form GNL-2 vide SRN No. AB2384015 having SRN date as 09.01.2025.

12. It is further submitted by the liquidator that the Company does not have any moveable or immovable assets, hence no valuation report was required to be obtained under the provisions of Section 59(3)(b)(ii) of the code.

13. The Liquidator made a Public Announcement for commencement of the Liquidation in Form A of Schedule 1 of the Voluntary Liquidation Process Regulations 2017, published in "Financial Express", an English Newspaper and "Jansatta", a Hindi Newspaper on 11.01.2025, seeking submission of the claims by the stakeholders, if any, on or before 07.02.2025.

14. On 09.01.2025 the Liquidator in compliance of Section 59(4) of the Insolvency and Bankruptcy Code, informed the Insolvency and Bankruptcy Board of India ('IBBI") about the Special resolution passed for the Voluntary Liquidation of the Company and also intimated about the public announcement made in Form A.

15. The Liquidator of the Company opened a Liquidation Bank Account bearing account number 925020005262670 with Axis Bank Limited, Chittranjan Park branch, New Delhi in the name of "Digital Reading Foundation- In Voluntary Liquidation" for receiving and making payment of all dues and for meeting all the liquidation costs. The said bank account has been closed down on 29.03.2025. Copy of the Bank Account Closure Certificate dated 31.03.2025 issued by the Axis Bank is placed on record by the Application.

16. With regard to compliance of section 59 (3)(c) of the Code, the Applicant has submitted that no approval is required as there are no creditors in the Company.

17. As required under the Regulation 9 of Voluntary Liquidation Regulations, the Liquidator submitted its preliminary report to the Corporate Person on 21.02.2025. Vide email dated 25.02.2025 the Preliminary Report was also submitted to the IBBI.

18. In compliance of Section 178 of the Income Tax Act, 1961, the Liquidator intimated the Principal Chief Commissioner, Income Tax Department vide email and letter dated 16.01.2025 about the commencement of liquidation proceedings of the company and requested to notify the amount that would be sufficient to provide for any tax which was pending any other information relevant for the purpose of liquidation, income tax liability or otherwise. Moreover in terms of IBBI circular dated 15.11.2021 there is no requirement of obtaining any NOC or No dues certificate from the Income Tax department.

19. An Original Final Report dated 25.03.2025 along with Liquidator's Statement of Account duly audited as required under Regulation 38 of the Regulations Voluntary Liquidation Process) Regulations, 2017 has been placed on record by the Application.

20. Vide an email dated 25.03.2025 the Liquidator has sent Final Report dated 25.03.2025 to the IBBI. The Copy of Final Report has also been submitted to the Registrar of Companies, Delhi on 25.03.2025 in Form GNL-2 vide SRN No. AB3070243.

21. As per Regulation 38(3) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Liquidator has prepared Compliance Form in Form -H which has been placed on record by the Application.

22. This Adjudicating Authority vide order dated 17.04.2025 issued notice to the Registrar of Companies (RoC), NCT of Delhi and Haryana and IBBI. In compliance with the said order the RoC has filed its report dated 19.05.2025 whereby it has stated that as per data received from various cells in the office, no inquiry / inspection /complaint /legal action has been shown pending against the Company.

23. This Adjudicating Authority vide order dated 14.05.2025 granted the liberty to the Applicant to file bank closure certificate. In compliance of the said order the Applicant has filed an affidavit dated 23.05.2024 along with Bank Closure Certificate.

24. **Analysis and Findings:**

i. We have heard the submissions made by the Applicant Company and we have also perused the records.

ii. From a bare perusal, it is seen that the Voluntary Liquidator, after his appointment has duly performed his duties and completed necessary formalities to complete the Voluntary Liquidation process of the Applicant Company, which has been averred in the present application and, thus, the Voluntary Liquidator has prayed for an order from this Adjudicating Authority to dissolve the applicant company.

iii. Further, no adverse comments have been received from any statutory authority or from public at large against such dissolution of the Applicant Company, despite there being a public announcement by the Voluntary Liquidator and also updating the same on the website of the Insolvency and Bankruptcy Board of India (IBBI).

iv. It is also evident from the record that the proposed Voluntary Liquidation was duly communicated to the Registrar of Companies, NCT of Delhi & Haryana as per Form MGT-14 and Form GNL-2 filed with the Registrar of Companies, NCT of Delhi and Haryana and the same are also reported to have been approved.

v. It appears that the affairs of the Applicant Company have been completely wound up and its assets have been completely liquidated. No liabilities have been left unsatisfied.

vi. We are satisfied from the documents on record that the Voluntary Liquidation is not with the intent to defraud any person.

25. **Order-**

i. In light of the above facts and circumstances, the Present Application **CP (IB)-223 (ND)/2025 stands allowed and disposed of.** No order as to costs.

ii. Consequently, this Adjudicating Authority in exercise of power conferred to it under Section 59(8) of the Insolvency and Bankruptcy Code, 2016, orders that the Applicant Company i.e., **Digital Reading Foundation** having CIN: U74900DL2015NPL288080 shall **stand dissolved** with effect from the date of pronouncement of this order. Mr. Kunwarpreet Singh, the Voluntary Liquidator of **Digital Reading Foundation** Limited stands discharged of its duties and obligations as a Voluntary Liquidator.

iii. The Registry is directed to send the copies of the order forthwith to the Applicant Company represented by its Voluntary Liquidator and its Ld. Counsel for taking further necessary steps.

iv. The Voluntary Liquidator of the Applicant Company is further directed to serve a copy of this order upon the Registrar of Companies, NCT of Delhi and Haryana, immediately and, in any case, within fourteen days of receipt of this order. The Registrar of Companies shall take further necessary action upon receipt of a copy of this order.

v. The Voluntary liquidator is also directed to preserve a physical or electronic copy of the reports, registers and books of accounts referred to in Regulation 8 and Regulation 10 of the Voluntary Liquidation Regulations for at least 8 years as per Regulation 41 of the Voluntary Liquidation Regulations either with himself or with an information utility.

vi. A certified copy of this order may be issued, if applied for, upon compliance with all requisite formalities.

vii. The Registry is further directed to send a copy of this order to the Insolvency and Bankruptcy Board of India for their record.

-Sd-	**-Sd-**
(SANJEEV RANJAN) **MEMBER (TECHNICAL)**	**(BACHU VENKAT BALARAM DAS)** **MEMBER (JUDICIAL)**