

IN THE NATIONAL COMPANY LAW TRIBUNAL
SPECIAL BENCH, BENGALURU
(Through web-based video conferencing platform)

C.P. (IB)No.07/BB/2023

U/S.59 (7) of the IBC, 2016

R/w. IBBI (Voluntary Liquidation Process)
Regulations, 2017

In the matter of:

Mr. Dilip Kumar Parasmal
Liquidator of M/s. BuildDirect Technologies India
Private Limited

Unit FF-5 & 6, 1st Floor,
Sampurna Chambers, No.13,
Vasavi Temple Street, VV Puram,
Bengaluru – 560 004

- Applicant/Petitioner

AND

The Registrar of Companies, Bangalore
'E' Wing, 2nd Floor,
Kendriya Sadan,
Koramangala,
Bengaluru – 560 034

- Respondent

Order delivered on: 24th August, 2023

Coram: 1. Hon'ble Justice (Retd.) T. Krishnavalli, Member (Judicial)
2. Hon'ble Shri Manoj Kumar Dubey, Member (Technical)

Parties/Counsels Present:

For the Liquidator : Ms. J. Bhavana Chakragiri, PCS

ORDER

Per: T. Krishnavalli, Member (Judicial)

1. This Application has been filed under Section 59 (7) of the IBC, 2016 R/w. IBBI (Voluntary Liquidation Process) Regulations, 2017 by the Liquidator on 23.06.2022, seeking for dissolution of the Company.
2. The aforesaid Company, M/s. BuildDirect Technologies India Private Limited (hereinafter referred to as "Applicant Company") was incorporated on 06.02.2015, under the Companies Act, 2013, bearing CIN: U72900KA2015PTC078755. The registered office of the Company is situated at Smartworks Coworking Spaces Pvt. Ltd., Block C, Global

Technology Park, Marathahalli, Outer Ring Road, Bengaluru. Its Authorized Share Capital is Rs.6,00,000/- divided into 60,000 Equity Shares of Rs.10/- each. The issued and paid-up Capital of the Company is Rs.1,00,000/- divided into 10,000 Equity Shares of Rs.10/- each. The main objects of the Company is engaged in the business of designing, developing, improving, marketing, distributing, selling, buying, exporting, importing, operating, supporting, maintaining, advising, consulting, implementing, altering and licensing or otherwise dealing web based enterprise software applications and ancillary software solutions and services etc.

3. The following averments have been made in the Petition:
 - a. The Board of Directors of the Company in their meeting held on 31.07.2020 for taking note of **Declaration of Solvency** of the Company as required under Section 59 (3) (a) of the IBC, 2016 by majority of the Directors, decided to wind up the affairs of the Company by voluntary liquidation of corporate person. Further, the Directors have filed Declaration of Solvency dated 08.07.2020 and 29.07.2020 stating that they have made full inquiry into the affairs of the Company, and are of the opinion that this Company is solvent and has no debts. Further it is declared that the Company is not being liquidated to defraud any person or entity.
 - b. The Company in its Extraordinary General Meeting held on 03.08.2020 passed a **Special Resolution to liquidate the Company voluntarily**, and appointed Shri Dilip Kumar Parasmal, to act as Liquidator of the Company. A copy of the minutes of the EOGM is attached as Annexure-C of the Petition.
 - c. The Audited Financial Statements of the Company as on 31.03.2019 to 31.03.2020 along with Auditor's Report has been filed.
 - d. The commencement of liquidation and appointment of liquidator is intimated to the ROC in form MGT-14 on 07.08.2020 and GNL-2 (for submissions of documents) on 07.08.2020. The Public Announcement was simultaneously submitted to IBBI to place the same on its website on 07.08.2020.

- e. **Public Announcement (Regulation 14 of the IBBI (Voluntary Liquidation Process) Regulations, 2017)** - The Liquidator made a Public Announcement of commencement of liquidation in Form A, in 'The Economic Times', English Newspaper and 'Vijayavani', Kannada Newspaper on 08.08.2020, seeking submission of the claim by the stakeholders, if any, within 30 days from the date of commencement of liquidation i.e. 01.09.2020.
- f. **List of stakeholders (Regulation 30 of the IBBI (Voluntary Liquidation Process) Regulations, 2017)** - It is submitted that there were no claims were received by the Applicant.
- g. **Preliminary Report (Regulation 9 (1) of Chapter IV of the IBBI (Voluntary Liquidation Process) Regulations, 2017)** - The Liquidator submitted the preliminary report to the Company on 10.09.2020.
- h. **Opening of Bank Account (Regulation 34 of the IBBI (Voluntary Liquidation Process) Regulations, 2017)** - As required under Regulations, the liquidator opened a separate Bank Account in the name of the Company was opened with the HDFC Bank Ltd, Bengaluru Branch for Liquidation purposes.
- i. **As per provisions of Section 178 of the Income Tax Act, 1961,** the Applicant intimated the commencement of liquidation and appointment of liquidator to the Income Tax Authority on 12.08.2020. In response to the same, the liquidator has received No due certificate dated 06.10.2020.
- j. **Distribution of Liquidation Proceedings** - It is stated that 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.
- k. **Bank Account Closure** - It is submitted that the Liquidator has closed the Bank Account on 28.10.2021.
- l. **Final Report - Regulation 38 of the IBBI (Voluntary Liquidation Process) Regulations, 2017)** - The Liquidator had the accounts audited for the liquidation period and submitted his Final Report on 05.05.2022. In connection with the accounts of

the liquidation, the CA Certificate showing receipts and payments pertaining to liquidation commencement date i.e. 03.08.2020 to 22.12.2021 to closure of liquidation date has been completed in the following manner:

Date	RECEIPTS	Rs.	Date	PAYMENTS	Rs.
3.08.2020	Opening Bank Balance	2,09,23,464	19.07.2021	<u>Liquidator's fee</u> Dilip Kumar P	3,79,060
26.08.2021	Shah & Jain	27,000		<u>Statutory Payments</u>	
			21.12.2020	Income Tax paid	1,84,930
			19.07.2021	TDS on professional fee	37,000
			19.07.2021	TDS on dividend	42,80,005
				<u>Audit and Professional fee</u>	
			19.07.2021	Shah & Jain	48,600
			03.09.2021	Vipin Bhansali & Associates	27,000
				<u>Dividends Paid</u>	
			30.08.2021	6702627 Canada Inc	15,978
			30.08.2021	BuildDirect.Com Technologies Inc, Canada	1,58,77,891
				<u>Return of share capital</u>	
			14.09.2021	BuildDirect.Com Technologies Inc., Canada	99,900
			15.09.2021	6702627 Canada Inc	100
			22.12.2021	Closing Bank Balance	-
	TOTAL	2,09,50,464		TOTAL	2,09,50,464

m. The Final Report dated 05.05.2022 of the Liquidating Company was submitted with ROC and IBBI on 09.05.2022.

4. Heard Ms. J. Bhavana Chakragiri, Ld. PCS appearing for the Liquidator. We have carefully perused the records and extant provisions of the Code, and the Regulations made thereunder.
5. On 23.05.2023, the following order was passed:

“...2. Ld. Counsel for the Petitioner is directed to file compliance of the TDS Regulations under the Income-Tax Act, 1961, in respect of Dividend paid to Foreign Company; within one week”.
6. Pursuant to the above order, the Ld. PCS for the Petitioner has filed a compliance memo vide Diary No.2818 dated 31.05.2023, enclosing the proof of the TDS payment challan for dividend remittance. The same is taken on record.
7. Therefore, the affairs of the Corporate Person have been completely wound up and its assets have been liquidated and nothing remains to be liquidated. Thus, the compliances of Section 59 and other relevant provisions of the IBC, 2016 r/w. Regulation 37(2) of IBBI (Voluntary

Liquidation Process) Regulations, 2017 from the date of commencement of the liquidation proceedings is completed. Hence, we are of the considered opinion that the Corporate Person, through its liquidator, has been voluntarily liquidated.

8. In view of the foregoing, **M/s. BuildDirect Technologies India Private Limited**, the Applicant Company is hereby dissolved with effect from the date of the present order. A copy of this order be filed with the ROC within fourteen days from the date of receipt of copy of this order.
9. The Petition bearing **C.P.(IB)No.07/BB/2023** is accordingly allowed in the above terms.

-Sd-
MANOJ KUMAR DUBEY
MEMBER (TECHNICAL)

-Sd-
T. KRISHNAVALLI
MEMBER (JUDICIAL)