

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH (Court – II)
KOLKATA**

CP(IB)/338(KB)2022

*An application under section 59(7) of the Insolvency and Bankruptcy Code, 2016
read with Regulation 38 of the Insolvency and Bankruptcy Board of India
(Voluntary Liquidation Process) Regulations, 2017.*

In the matter of:

SPRING PROJECTS PRIVATE LIMITED (In Voluntary Liquidation), (CIN: U74999WB2012PTC181742), having its Registered Office at 82-D, Beadon Street, Kolkata 700006;

.... Corporate Person

-And-

MR. SUNIL CHORARIA, having IBBI Registration No. IBBI/IPA-002/IP-N01209/2022-2023/14078, Liquidator of SPRING PROJECTS PRIVATE LIMITED, having his office at P-41, Princep Street, Room No.222, Kolkata 700072.

... **Petitioner/Liquidator**

Coram:

Smt Bidisha Banerjee : **Member (Judicial)**

Shri Balraj Joshi : **Member (Technical)**

Appearances through Video conferencing/physically:

For Liquidator : Mr. Arun Kumar Mishra, Adv.
Mr. Shashi Agarwal, PCA
Mr. Sunil Choraria, Liquidator in person

Date of Hearing: 20/02/2023

Date of Pronouncement: 06/06/2023

ORDER

Per: Balraj Joshi, Member (Technical)

1. This Court convened through hybrid mode.
2. This petition has been filed, under section 59(7) of the Insolvency and Bankruptcy Code, 2016, by the Liquidator, **MR. SUNIL CHORARIA**, on behalf of the corporate person, **SPRING PROJECTS PRIVATE LIMITED** for dissolution of the corporate person upon voluntary liquidation. This petition is supported by an affidavit¹ duly affirmed by Mr. SUNIL CHORARIA, Liquidator.
3. The Corporate Person, **SPRING PROJECTS PRIVATE LIMITED (CIN: U74999WB2012PTC181742)**, through its directors filed with the Registrar of Companies a Declaration of Solvency² dated 16/08/2022 along with valuation report³, prepared by Mr. Manish Gadia, Registered Valuer having Registration No. IBBI/RV/06/2019/11646 for the assets and latest audited financial statement of two financial years as on 31st March, 2020 and 31st March 2021 as required u/s. 59(3)(a) of Insolvency and Bankruptcy Code, 2016 (the “Code”) declaring that they have made a full inquiry into the affairs of the company and have formed an opinion that the company has no debt as on 16/08/2022 or if claimed during the liquidation process, the company will be able to pay its debts/claims in full, from the proceeds of assets to be sold in the voluntary liquidation and that the company is not being liquidated to defraud the creditors, government or any other company, firm and any other person in terms of section 59(3)(a) of the IBC, 2016. The declaration of solvency by majority Directors along with audited

¹ At pages 29 to 31 of the petition

² Annexure ‘E’ at pages 73 to 128 of the petition

³ Annexure ‘D’ at pages 55 to 72 of the petition

financial statements and record of business operations of the Corporate Person for the previous two years was filed with the Registrar of Companies, West Bengal in e-form GNL-2⁴ vide SRN F22506877 on 22/08/2022.

4. The Board of Directors at its meeting⁵ held on 16/08/2022 had resolved to call Extra Ordinary General Meeting (“**EOGM**”) of the company to be convened on 23/08/2022 for shareholders’ approval and to pass special resolution for the voluntary liquidation of the corporate person and appointment of liquidator. The special resolution⁶ passed by the Members at the EOGM held on 23/08/2022 has been placed at pages 133 to 143 (**Annexure ‘G’**) of the petition.
5. The Voluntary Liquidation Process of the Corporate Person was commenced in terms of Special Resolution dated 23/08/2022 passed by the Members of the Corporate Person in the EOGM held on 31/01/2022 appointing **Mr. SUNIL CHORARIA** having **Registration No. IBBI/IPA-002/IP-N01209/2022-2023/14078**, as Voluntary Liquidator.
6. The Applicant in compliance of section 59(4) of the Insolvency and Bankruptcy Code, 2016 vide e-mail⁷ dated 24/08/2022 intimated the Insolvency and Bankruptcy Board of India (“**IBBI**”) and Insolvency Professional Agency (“**IPA**”) about the commencement of Voluntary Liquidation Process of the Corporate Person and appointment of the Liquidator.
7. The Applicant in compliance of regulation 14 of IBBI (Voluntary Liquidation Process) Regulations, 2017 made Public Announcement⁸ in Form A on

⁴ Annexure “F” at pages 129 to 132 of the petition

⁵ Averments in paragraph 5 at page 19 of the petition

⁶ Annexure “G” at pages 133 to 143 of the petition

⁷ Annexure “H” at pages 144 to 147 of the petition

⁸ Annexure “I” at pages 148 to 150 of the petition

25/08/2022 in two newspapers one in “*Financial Express*” (English) and one in “*Aajkal*” (Bengali) inviting claims from the creditors, fixing the last date of submission on 22/09/2022. The public announcement in Form A was simultaneously submitted to the IBBI to place the same on its website⁹.

8. The Liquidator, vide letters¹⁰ duly served through hand delivery, has informed the following Statutory/Regulatory Authorities about the Voluntary Liquidation Process u/s. 59 of the Insolvency and Bankruptcy Code, 2016 and appointment of Liquidator.

Sl.No.	Statutory/Regulatory Authorities	Date of Hand Delivery
1	Regional Director, Eastern Region	26 th August, 2022
2	Registrar of Companies, West Bengal	26 th August, 2022
3	Official Liquidator, Kolkata	25 th August, 2022
4	Income Tax Officer, having jurisdiction over the Corporate Person	25 th August, 2022

9. The Liquidator opened a new bank account on 13/10/2022 with HDFC Bank Ltd., C. R. Avenue Branch being A/c. No.50200073354079 in the name of the Corporate Person in Liquidation. The Corporate Person had maintained a Current Account at HDFC Bank Ltd., C.R. Avenue Branch. The Applicant vide letter¹¹ dated 18/10/2022 had requested HDFC Bank to transfer the available funds of the Corporate Person from the Current Account to the Liquidation Account of Spring Projects Private Limited duly opened with them and the same got transferred on 01/11/2022.

10. The Special Resolution passed at the EOGM of the shareholders of the Corporate Person approving the commencement of liquidation, appointment of liquidator

⁹ Averment in paragraph 10 at page 21 of the petition

¹⁰ Annexure “J” (collectively marked) at pages 151 to 160 of the petition

¹¹ Averments in paragraph 19 at page 23 of the petition

and the public announcement in Form A and extracts of the newspaper's publications in *Financial Express* (English) and *Aajkal* (Bengali) was submitted to the Registrar of Companies, West Bengal in e-form **MGT-14** and e-form **GNL-2** vide SRN F22996284 and F23193493 on 27/08/2022 and 30/08/2022 respectively, which forms **Annexure 'K' at pages 161 to 169** of the petition.

11. The applicant had received claims¹² in Form B from three operational creditors, one on 19/09/2022 and two on 22/09/2022 respectively. The applicant verified all the claims submitted by the Operational Creditors in Form B and intimated about the decision of acceptance or rejection to stakeholders vide e-mail¹³ dated 13/10/2022.
12. The Applicant after detailed analysis of the books of account and state of affairs of the Corporate Person, prepared a detailed preliminary report¹⁴ and served the same to the Corporate Person, shareholders, IBBI and IPA on 07/10/2022 in compliance of regulation 9 of the IBBI (Voluntary Liquidation) Regulations, 2017.
13. The Applicant after receipt of the funds in the Liquidation Account made payments to the Creditors¹⁵. Post payment to the creditors and liquidation costs remaining funds were distributed to the shareholders as follows: -

Sl. No.	Shareholders Name	Status	Share Capital	Deemed Dividend	Total
1	Chirodeep Dutt	Resident	21,95,000	3,17,033	25,12,033
2	Sujata Dutt	Resident	50,000	7,168	57,168
3	Gaurav Hemani	Non-resident	56,92,100	8,21,960	65,14,060
4	Farhan Mirza	Nonresident	2,00,000	28,907	2,87,907

¹² Annexure "L" at pages 170 to 197 of the petition

¹³ Annexure "N" at pages 205 to 207 of the petition

¹⁴ Annexure "M" at pages 198 to 204 of the petition

¹⁵ Annexure "O" at pages 208 to 210 of the petition

Total	81,37,100	11,75,068	93,12,168
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14. The Liquidator had obtained ‘No Objection Certificate’¹⁶ from the Income Tax Authorities also, a copy whereof is enclosed with the petition.
15. The Liquidator has annexed copy of Audited Statements¹⁷ dated 06/09/2022 showing receipts and payments as well as copy of Bank Statements¹⁸ of HDFC Bank with respect to Liquidation Account confirming receipts and payments from liquidation commencement date till the final distribution showing “zero” balance. It is stated in the Audited Statements that while making payment to the Operational Creditors and Equity Shareholders, TDS is deducted wherever applicable and is paid to the Central Government. The said Liquidation Account was also closed on 01/12/2022 (**Ref: at page 5 of the Supplementary Affidavit affirmed on 23/12/2022**).
16. The Applicant duly submitted Final Report¹⁹ after completion of the voluntary liquidation process and the same was duly sent to IBBI and the Registrar of Companies as per requirement under regulation 38(2) of the IBBI (Voluntary Liquidation Process) Regulations, 2017. Proof of Service of final report to IBBI²⁰ by e-mail and the Registrar of Companies in Form **GNL-2**²¹ are annexed to the petition.
17. The Applicant received e-mails²² from the shareholders of the Corporate Person stating that they have ‘no objection’ in dissolving the Corporate Person.

¹⁶ Annexure “P” at pages 211 of the petition

¹⁷ Annexure “Q” at pages 212 to 213 of the petition

¹⁸ Vide Supplementary Affidavit affirmed on 23/12/2022

¹⁹ Annexure “R” at pages 214 to 219 of the petition

²⁰ Annexure “T” at pages 224 to 225 of the petition

²¹ Annexure “S” at pages 220 to 223 of the petition

²² Annexure “U” at pages 226 to 229 of the petition

18. In compliance of Regulation 38(3) of the IBBI (Liquidation Process) Regulations, 2017, the Applicant has submitted Compliance Certificate in **Form H²³** dated 30/11/2022.
19. It is submitted by the Learned Counsel appearing for the Liquidator that –
- (a) the assets of the Corporate Person have been disposed of;
 - (b) the debts of the Corporate Person have been discharged to the satisfactions of the creditors;
 - (c) no litigation is pending against the Corporate Person;
 - (d) all the assets of the Corporate Person have been fully disposed of and the liquidation process has been fully completed;
 - (e) the Corporate Person has no other assets except cash and cash equivalent available with them as on the liquidation commencement date;
 - (f) since the assets of the Corporate Persons were liquid in nature, the Liquidator has directly recovered all the assets and deposited the realized amount directly in the bank account (liquidation account) and has not incurred any expenditure regarding realization of such assets.
20. We have heard the Learned Counsel for the Liquidator and perused the documents annexed to the Company Petition as well as filed by way of Supplementary Affidavits duly affirmed by the Liquidator. The Liquidator has published notice of liquidation in two newspapers inviting claims from stakeholders and in response claims were received. After payments to creditors and meeting liquidation costs and TDS amount, the Liquidator has distributed the balance amount amongst the stakeholders. We notice that the affairs of the Corporate Person have been completely wound up and its assets are liquidated. The bank account has also been closed. We are satisfied from the documents on

²³ Annexure “V” at pages 230 to 236 of the petition

record that the voluntary liquidation is not with the intent to defraud any person. There appears to be no impediment in sanctioning the dissolution of the Corporate Person. Consequently, the corporate applicant viz. **SPRING PROJECTS PRIVATE LIMITED (In Voluntary Liquidation), (CIN: U74999WB2012PTC181742)**, would stand dissolved from the date of issue of this order.

13. The Liquidator of the Corporate Petitioner is further directed to serve a copy of this order upon the Registrar of Companies, West Bengal, 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.
14. CP(IB)/338(KB)2022 shall stand disposed of in accordance with the above directions.
15. The Registry is directed to send e-mail copies of the order forthwith to all the parties and the Liquidator for information and for taking necessary steps.
16. Certified copy of the order may be issued to all the concerned parties, if applied for, subject to compliance with all requisite formalities.
16. File be consigned to records.

Balraj Joshi
Member (Technical)

Bidisha Banerjee
Member (Judicial)

Signed on this, the 6th day of June, 2023

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