



IN THE NATIONAL COMPANY LAW TRIBUNAL: NEW DELHI
COURT – IV

ITEM No.101
IB/500/ND/2022

IN THE MATTER OF:

| | | |
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| Education Development Center India Through Its Liquidator Vinod Sunder Raman Versus | ... | Applicant |
| Registrar Of Companies & Anr. | ... | Respondent |

Order under Section 59 of IBC, 2016

Order pronounced on 18.10.2023

CORAM:

**MR. MANNI SANKARIAH SHANMUGA SUNDARAM,
HON'BLE MEMBER (JUDICIAL)**

**DR. BINOD KUMAR SINHA,
HON'BLE MEMBER (TECHNICAL)**

PRESENT:

| | |
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| For the Applicant | : |
| For the Respondent | : |

ORDER

Order pronounced in open Court vide separate sheets.

IB/500/ND/2022 stands allowed.

Sd/-

**DR. BINOD KUMAR SINHA
MEMBER (TECHNICAL)**

Sd/-

**MANNI SANKARIAH SHANMUGA SUNDARAM
MEMBER (JUDICIAL)**



**IN THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH
COURT – IV
COMPANY PETITION NO. IB-500(ND)/2022**

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:

**Education Development Centre India
Through Liquidator Vinod Sunder Raman**

...APPLICANT

Versus

Registrar of Companies & Anr.

...Respondent

Order Delivered on: 18.10.2023

CORAM:

**SHRI MANNI SANKARIAH SHANGMUGA SUNDARAM, HON'BLE MEMBER
(JUDICIAL)**

DR. BINOD KUMAR SINHA, HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant : Mr. Nikhil Verma, Adv.

ORDER

**PER: SHRI MANNI SANKARIAH SHANGMUGA SUNDARAM, MEMBER
(JUDICIAL)**

1. The instant Voluntary Liquidation application has been filed by the Liquidator Mr. Vinod Sunder Raman on behalf of M/s Education Development Center India ("Applicant") bearing CIN: U80301DL2006NPL149387 under Section 59(7) of the Insolvency and Bankruptcy Code, 2016 ('Code') read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 seeking the following prayer(s): -



- A) Pass an order in terms of Section 59(8) of the Insolvency and Bankruptcy Code, 2016, that the company Education Development Center India shall stand dissolved with effect from the date of such order by this Tribunal, and that the Liquidator shall stand discharged of all his rights and duties with effect from that date.
- B) Pass such other order/orders as may deem fit & proper in the facts and circumstances of the case.
2. The brief facts, giving rise to filing of the instant Application, which are just and necessary for adjudication, are narrated hereunder: -
- i. The Applicant i.e., M/s Education Development Center India was incorporated on 1st June, 2006 as an association not for profit under Section 25 of the Companies Act, 1956 having CIN: U80301DL2006NPL149387 and having its registered office situated at M 18, Green Park Extension, New Delhi-110016.
 - ii. That the Board of Directors in the meeting held on 25.02.2022 declared the solvency of the company and approved the proposal for voluntary liquidation of the company. The declaration of solvency was executed by all the directors on 23.02.2022 and was approved by the Board of directors of the company in their meeting held on 25.02.2022.
 - iii. That the financial position of the company as disclosed in the audited balance sheet as on 31.03.2020 and 31.03.2021 along with the Directors' Report is annexed with the application.
 - iv. That in the Extra Ordinary General Meeting held on 28.02.2022 the members of the company had passed the special resolution



for the approval of the proposal for voluntary liquidation of the company and appointed Mr. Vinod Sunder Raman, a registered Insolvency Professional vide registration number IBBI/IPA-002/IP-N00075/2017-2018/10206 as the Liquidator of the Company. The same has been filed in e-form MGT-14 with ROC vide SRN No. T83954115 on 02.03.2022. The same is placed on record.

- v. That in compliance of Section 59(4) of the Code, the company has notified the Registrar of Companies and also sent intimation to the IBBI about the special resolution and filed the declaration of solvency along with the audited financial statements of the company in e-form GNL-2 filed vide SRN No. T84470897 on 05.03.2022.
- vi. The Liquidator submits that as per Regulation 14(1) and 14(3)(a) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, public announcement in Form-A was published in the 'Pioneer' (English) and (Hindi) newspapers respectively on 03.03.2022, being the newspapers having wide circulation in the NCT of Delhi inviting claims, if any. The same was also uploaded on the website of IBBI.
- vii. That in terms of Section 178 of the Income-Tax Act, 1961, the Liquidator vide letter dated 07.03.2022 intimated to the jurisdictional assessing officer regarding initiation of voluntary liquidation and invited their objections and claims, if any, to the Voluntary Liquidation.



- viii. That it is pertinent to mention that no objections or claims have received from the Income Tax Department. The Liquidator further stated that in terms of the IBBI circular dated 15.11.2021, there is no requirement of obtaining any NOC or no dues certificate from the Income Tax Department.
- ix. That the company did not have any assets that were to be realized and also did not have outside liabilities to be paid as per its books of accounts. Further, it was submitted that in response to the public announcement, no claims were received by the applicant.
- x. That the company did not have any bank accounts or cash balance and also did not have any assets at the time of commencement of liquidation. Therefore, the separate bank account has not been opened in terms of Regulation 34 of the Regulations. A copy of the statement showing assets and liabilities at the time of commencement of liquidation is extracted hereunder: -

STATEMENT OF ASSETS AND LIABILITIES AS ON JANUARY 07, 2022

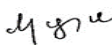
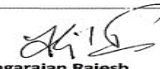
EDUCATION DEVELOPMENT CENTER INDIA

Assets:

| Particulars | Amount as per books | Amount expected to realize |
|---------------------------|---------------------|----------------------------|
| Cash and Cash Equivalents | NIL | NIL |

Liabilities:

| Particulars | Amount as per books | Amount expected to rank |
|---|---------------------|-------------------------|
| Capital | NIL | NIL |
| Reserves & Surplus (including balance in Profit and Loss Account) | NIL | NIL |

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|  Gayathri Devi Dutt Mehta Duryodhan Director DIN: 02406562 No.1091, 19th Cross, 8A Main HSR Layout, 7th Sector Bangalore Karnataka India-560102 |  Thyagarajan Rajesh Director DIN: 03477666 No 46 Vivekananda Street, Udayanagar Doorvaninagar Bangalore Karnataka India 560016 |
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- xi. That the applicant had prepared a list of stakeholders within 45 days of the last date of receipt of claims and shared the same with the Corporate Person and also with the IBBI for display on its website on 12.04.2022.
- xii. The Liquidator submits that in compliance of the Regulation 9 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulation, 2017, the Liquidator had prepared the preliminary report dated 11.04.2022.
- xiii. That in terms of special resolution passed by the company, the Liquidator's remuneration and other liquidation expenses such as audit fees etc., is to be paid directly by the member of the company, viz., Education Development Center USA.
- xiv. That in the absence of assets/realization, there was no distribution required to be made in accordance with the priority of payments or 'waterfall' as prescribed in Section 53 of the Code.
- xv. That with 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.
- xvi. The applicant submits that in compliance with the provisions of Regulation 38 of the IBBI (Voluntary Liquidation Process) Regulations, 2017, the Liquidator had prepared his final report dated 18.05.2022 along with Liquidator's statement of account duly audited and auditor's report. The same has been filed in e-form GNL-2 with Registrar of Companies and also sent to the Insolvency and Bankruptcy Board of India.



- xvii. The applicant further submits 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.
- xviii. That upon scrutiny of record submitted with the Liquidator, he is satisfied that the affairs of the company have not been conducted in manner prejudicial to the interest of its members and thus the company may be dissolved.
3. Notice was issued to the Respondent vide order dated 06.07.2022 passed by this Adjudicating Authority. In compliance of order dated 06.07.2022, the Respondent i.e., Registrar of Companies filed its report dated 07.09.2022 wherein ROC made observation that as per MCA 21 records, company failed to file Balance Sheet and Annual Return for the period of 01.04.2021 to 27.02.2022, therefore the company has violated provisions of the Companies Act, 2013.
4. In response to the aforestated observation made by the Registrar of Companies/Respondent, the applicant vide his reply dated 24.02.2023 stated as hereunder: -
- i. That no provision that requires filing of Balance Sheet and Annual return where liquidation has commenced before end of the financial year. It is also imperative to mention that the Insolvency and Bankruptcy Code, 2016, being the special legislation on this subject also does not stipulate filing of the Balance Sheet for part of the financial year;



- ii. There has been no violation of any sort by the applicant company and therefore the observation by the Registrar of Companies ought to be rejected.
 - iii. Without derogating from the legal submissions above, the Applicant Liquidator, on a without prejudice basis, has already filed the audited balance sheet for the period from 01.04.2021 to 27.02.2022 with the Registrar of Companies through form GNL-2 on 04.01.2023 vide SRN F56033558.
 - iv. That the Liquidator has also filed an affidavit before this Tribunal in respect of filing the Financial Statement from 01.04.2021 to 27.02.2022 dated 05.01.2023. The same is placed on record.
5. Vide order dated 20.04.2023 passed by this Adjudication Authority, the Liquidator was directed to file the following documents along with a short affidavit from the Liquidator: -
- a. Whether the company has any PAN Number?
 - b. Whether up to date income tax returns are filed or not?
 - c. Whether the company has stood as a guarantor or accepted any guarantee obligations?
 - d. Whether Income and expenditure statements are being generated or not and whether they have been filed with the application in support of present proposal for liquidation?
6. In compliance of order dated 20.04.2023, the liquidator filed an affidavit dated 04.05.2023 which is extracted hereunder: -



I, Vinod Sunder Raman, S/o. Sunder Raman T.P, aged about 40 years, and resident of B703, Arvind Skylands Apartments, Shivanahalli, Jakkur Main Road, Yelahanka, Bangalore 560064, being the liquidator in respect of the Voluntary Liquidation of Education Development Center India, do solemnly affirm and say as follows:

1. That I am the applicant in the above captioned matter and well conversant with the facts and circumstances of the present petition and therefore, competent to depose about the same.
2. That the Company has obtained PAN Number i.e. AABCE6526F from the Income Tax Department. Copy of the profile as appearing under the Company's login on the income tax website is annexed herewith and marked as 'Annexure-1'.



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3. That the company was not into the business since 2012 and has not generated any revenue. The Company has filed the necessary Income Tax Returns with the Income Tax Department. Copy of the Income Tax Returns filed for last three years are annexed herewith and marked as 'Annexure-2'.
4. That as per records of the Company, and as per the information made available by the management to the Liquidator, the Company has not stood as a guarantor or accepted any guarantee obligations.
5. That the Income and Expenditure statements have been generated since its incorporation and the same have been filed with the Registrar of Companies in the relevant e-form (i.e., Form AOC-4 or Form 23AC) from incorporation of the company till March 31, 2021 and also from April, 2021 to February, 2022. Copy of Income and Expenditure statements for the Financial Years 2019-20 and 2020-21 are annexed with the petition at page 48-94 as Annexure-A4 .

7. We have heard the submissions made by the Ld. Counsel and perused the documents annexed to the petition. From a perusal of the instant Application and documents annexed therewith, it is seen that the Liquidator, after his appointment has duly performed his duties and completed necessary formalities to complete the liquidation process of



the Applicant Company, which has been averred in the present application and, thus, the Liquidator has prayed for an order from this Adjudicating Authority to dissolve the applicant company.

8. The Adjudicating Authority vide order dated 25.08.2023 had directed the Voluntary Liquidator to furnish the compliance affidavit in Form-H.
9. In compliance of order dated 25.08.2023, the Liquidator filed an affidavit dated 30.08.2023 wherein it is stated that the Liquidator has prepared the Compliance Certificate in Form-H as prescribed under Regulation 38(3) of the IBBI (Voluntary Liquidation Process) Regulations, 2017. The same has been enclosed with an affidavit.
10. 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 liquidator and also updation of the same in the website of the Insolvency and Bankruptcy Board of India (IBBI). It is also evident from the record that the proposed 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. It appears that the affairs of the Applicant Company have been completely wound up and no liabilities have been left unsatisfied. We have also duly considered the merits thereof, in the light of the statutory provisions of Section 59 of the Code, 2016 read with the relevant regulations.



11. The Liquidator had filed copies of paper publication as well as copy of public announcement in Form-A. The Liquidator in compliance of Regulation 38(3) of the Insolvency and Bankruptcy Board of India (voluntary Liquidation process) Regulations, 2017 had placed on record the Compliance Certificate in Form-H annexed as Annexure-1 with an affidavit dated 30.08.2023.
12. The Liquidator is found to have complied with the statutory provisions to complete the liquidation process by taking necessary steps. The Liquidator had further intimated to the Income Tax Department regarding the voluntary liquidation of the company as well as his appointment as the Liquidator of the Corporate Person/Applicant.
13. Further as per record of the present case, it is seen that the Corporate Person/Applicant is not found being involved in such kind of business activities, which are detrimental to the interest of the public at large. Furthermore, it is not the case that the proposed dissolution may adversely affect its shareholders/members or is contrary to the provisions of law.
14. By taking into consideration the above stated facts and circumstances, the instant Application (C.P.(IB)/500/ND/2022) stands allowed. Consequently, this Adjudicating Authority in exercise of power conferred to it under Section 59 (7) of the Insolvency and Bankruptcy Code, 2016, orders that the Applicant Company i.e., M/s. Education Development Center India having CIN: U80301DL2006NPL149387



shall stand dissolved with effect from the date of pronouncement of this order.

15. The Liquidator is directed to communicate a copy of this order to the respondent i.e., Registrar of Companies, NCT of Delhi & Haryana, wherein the registered office of the Applicant Company is situated. Further, a copy of this order should also be communicated to the IBBI, New Delhi, for information. Such communication should be made within the stipulated period of fourteen (14) days from the date of receipt of certified copy of this order.

16. The Registry is directed to send e-mail copies of the order forthwith to the Corporate Person/Applicant represented by its Liquidator and its Ld. Counsel for taking further necessary steps.

File be consigned to the records.

Sd/-

**DR. BINOD KUMAR SINHA
MEMBER (TECHNICAL)**

Sd/-

**MANNI SANKARIAH SHANMUGA SUNDARAM
MEMBER (JUDICIAL)**