

IN THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH

C.P.(IB) No.212/BB/2020
Under Section 59 of I & B Code, 2016

In the matter of:

Bluskills Education Private Limited,
No.30, Galaxy, 1st Main Road,
J.P Nagar, 3rd Phase,
Bengaluru -560 078

Through its Liquidator
Shri Puttanna Kumarswamy

Applicant

Date of Order: 14th December, 2020

Coram: 1. Hon'ble Shri Rajeswara Rao Vittanala, Member (Judicial)
2. Hon'ble Shri Ashutosh Chandra, Member (Technical)

Counsel/Parties Present (through Video Conference):

For the Applicant : Shri Venkataraman Hegde, PCS

ORDER

Per: Rajeswara Rao Vittanala, Member (Judicial)

1. C.P (IB) No.212/BB/2020 is filed by Blusills Education Private limited, (hereinafter referred to as 'Applicant Company') under Section 59 of I & B Code, 2016 by interalia seeking to order to dissolve the Applicant Company Bluskills Education Private Limited.

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

(1) **Bluskills Education Private Limited** (hereinafter referred to as the 'Applicant') is a Company incorporated on 13th February 2017 with CIN: U74999KA2017PTC100466 and having its registered office situated at Plot No.30, Galaxy, 1st

Main Road, JP Nagar, 3rd Phase, Bengaluru – 560 078. The Authorized Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 Equity Shares of Rs.10/- each and its Issued, and Paid-up Capital is Rs.4,47,78,770/- divided into 44,77,877 Equity Shares of Rs.10/-each. The main objects of the Company *inter alia* are to provide training, education and learning solutions in all streams including but not limited to science, commerce, industrial, commercial, arts, and conduct classes through online and/or offline in India and/or any part of the world etc. Mr. Ramaprasad Jyothinagaravyasha Sriraman, DIN 00173696 and Mr.Pudhucode Radhakrishnan Kannan with DIN 03435209 are the Directors of the Applicant Company. The Company has not carried any business from the date of incorporation.

- (2) Due to lack of business prospects and undue pressure on the long term financial resources, the Board of Directors, considered the matter and came to conclusion that it is not financially and commercially viable to continue the business and proposed to close down the Company by way of voluntary liquidation. Subsequently, the Board of Directors of the Company in their meeting held on 3rd December 2018 passed a proposal to liquidate the Applicant Company voluntarily.
- (3) As per Section 59 of IBC, 2016, the Directors of the Company made a declaration on 16th November 2018 and filed the same along with audited financial statements and records of business operation for the previous two years with the Registrar of Companies (ROC), Bengaluru in Form GNL-2 vide SRN H35451202.



- (4) The Members of the Company in their Extraordinary General meeting held on 26th December 2018 passed a special resolution U/s 59 of the Code r/w IBBI (Voluntary Liquidation Process) Regulation 2017 (Regulations) to liquidate the Company voluntarily and appointed Puttanna Kumaraswamy, Insolvency Professional having IP Registration No. IBBI/IPA-002/IP-N00537/2017-2018/11676, as Liquidator of the Company. Pursuant to the same, the Liquidator made a public announcement in Form A, in 'Financial Express' (English) and Hosa Digantha (Kannada) Newspapers on 30th December 2018 seeking submission of claims by the stakeholders, within 30 days, on or before 25th January 2019 and the same was submitted to the IBBI to place on its website.
- (5) The commencement of liquidation, appointment of Liquidator and the public announcement made in newspapers was submitted to the ROC, Bengaluru in form MGT-14 and Form GNL-12. Further, the Liquidator opened a Bank account in the name "Bluskills Education Private Limited" with Axis Bank for the purpose of the liquidation.
- (6) On the date of commencement of Liquidation, there were no assets existed requiring valuations under regulations governing voluntary liquidation process. The only liquid assets existed in the Company was balance of Rs. 4,25,671/- in a Current Account of the Company. Therefore, the appointment of registered valuers did not arise. Further, there was no business prospects existed on the date of commencement of liquidation, the Liquidator come to the conclusion that circumstances did not exist giving scope of beneficial liquidation.



- (7) The current account of the Company in which the balance held was at the Axis Bank, Basaveshwar Nagar Branch, Bengaluru – 560 079 and it is a small branch, not familiar with voluntary liquidation under I&B Code, 2016. After being convinced about the liquidation under the I & B Code, though the Bank was ready to open a separate Bank Account for the purpose of liquidation, but not prepared to transfer the balance in the existing account to the new account opened for the purpose of liquidation and they also refer the matter to their Regional office for internal legal opinion on the transfer of balance and also again sought opinion from their Head office. After continuous and rigorous follow-up, they finally agreed to transfer the existing balance to the account opened for the purpose of liquidation.
- (8) It is stated that since there are no Financial or Operational Creditors in the Company, no claims were received either within or even after the due date. As per regulations, the Liquidator submitted the preliminary report to the Company on 31st January 2019. Further, as there are no Creditors in the Company, payment to the Creditors did not arise.
- (9) As per Provisions of Section 178 of the Income Tax Act 1961, the Liquidator intimated the commencement of liquidation and appointment of Liquidator to the Income Tax Authority on 31st January 2019. Further, there was no distributable surplus remained in the Company after completion of liquidation, therefore return of investment and payment of dividend to the promoters did not arise.
- (10) The Liquidator sought to confirm that there was no hidden liability on the Company towards statutory authorities viz., Income Tax Department, Goods and Service Tax Department,



Employee State Insurance Corporation, Professional Tax, Shops and Establishment, called for the contributories meeting and explained the situation in detail and passed the necessary resolution for extension of liquidation period by 1 year. The registration with Goods and Service Tax Department was closed by obtaining order of closure and by filing Final return in the Form GSTR-10. Further statement that several visits were made to ascertain pending proceedings which consumed little more time and meanwhile the process was further hampered by the lockdown period due to Covid-19 pandemic and restricted entry into the various Government offices. Finally the Liquidator comes to conclusion that there were no pending proceedings and hidden statutory liability on the company.

- (11) Further as per financial statements and after detailed analysis of the financial statement, it confirmed that there was no avoidance transactions as per provisions Section 43, 45, 49 and 50 of I & B Code, 2016 with any persons during the look back period prior to the commencement of liquidation.
 - (12) The final report was submitted to the Registrar of Companies in Form GNL-2 and the same was also sent to the IBBI through email and registered post. Subsequently, after the payment to professionals, the Liquidator closed the liquidation account. Hence the petition.
3. Heard Shri Venkataraman Hegde, PCS for the Applicant Company **through Video Conference**. We have carefully perused the pleadings of the Party and extant provisions of the Code and the Rules/ Regulations made there under.
 4. As stated supra, the Board of Directors of the Company at their Extra Ordinary General meeting held on 26th December 2018



passed a special resolution approving for the voluntary liquidation 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 Insolvency and Bankruptcy Code, 2016 and of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017. We are convinced that the Applicant has followed due process of law before filing the instant Application/Petition and nothing remains to be liquidated further. Thus, the Petition/Application deserves to be allowed as prayed for.

5. In the result, by exercising the powers conferred on the Adjudicating Authority, under provisions of Section 59 of the Code, **C.P (IB) No.212/BB/2020** is hereby allowed with the following directions:

- (1) The Corporate Person/Company, **Bluskills Education 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 copies of this Order to all other Statutory Authorities connected with the affairs of the Company.
- (4) This order would not absolve personal liability/guarantees, if any, given by the Director(s)/Promoter(s) of the Company.


ASHUTOSH CHANDRA
MEMBER, TECHNICAL


RAJESWARA RAO VITTANALA
MEMBER, JUDICIAL

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