



IN THE NATIONAL COMPANY LAW TRIBUNAL

NEW DELHI, COURT-III

(IB) – 428 (ND)/2022

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:

M/s. Lightspeed Advisory Services India Private Limited

Having its Registered Office at:

No. 11, Southern Avenue, Maharani Bagh,

New Delhi -110065

Through the Liquidator:

Mr. Rajan Das Gupta

Registration No.: IBBI/IPA-01/IP-PO 1094/2017-18/11804

...Applicant/Corporate Person

Order Pronounced On: 04.06.2024

CORAM:

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

SHRI ATUL CHATURVEDI, HON'BLE MEMBER (TECHNICAL)

APPEARANCES:

For the Applicant/Liquidator : Mr. Rajan Das Gupta, Liquidator

ORDER

PER: BACHU VENKAT BALARAM DAS, MEMBER (JUDICIAL)

1. The present Application has been filed by Mr. Rajan Das Gupta, who has been appointed as the Liquidator of **M/s. Lightspeed Advisory Services India Private Limited** on 27.05.2022, under Section 59(7) of the Insolvency & Bankruptcy Code, 2016 (“**IBC**” or “**the Code**”) r/w Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, (“**Voluntary Liquidation Regulations**”).



2. The Applicant Company was incorporated on **30.07.2007**, as a Private Company having CIN: U74140DL2007PTC223394 under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi., and having Registered office at No. 11, Southern Avenue, Maharani Bagh, New Delhi -110065
3. The Authorized Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crore Only) divided into Rs. 30,00,000/- (Rupees Thirty Lacs) equity shares of Rs. 10 (Rupees Ten only) each. The Issued, Subscribed and Paid-up share capital is Rs. 2,55,30,000/- (Rupees Two Crores Fifty-Five Lacs and Thirty Thousand only) divided into Rs. 25,53,000/- (Rupees Twenty-Five Lacs Fifty-Three Thousand) equity shares of Rs. 10 (Rupees Ten only) each.
4. The Applicant Company's objective is to undertake and carry on the business as consultants and advisors in the fields of management, organizational, secretarial, finance, accounting and other related activities.
5. The Board of Directors of the Corporate Person comprise of the following:
 - i) Mr. Amit Mehra (Director) (DIN 08894501)
 - ii) Mr. Bejul Somaia (Director) (DIN 00059201)
6. The Board of Directors of the Company in the meeting held on 13.03.2021 noted that the Company has no significant business operations in the past years and considering no prospects of new business opportunities, proposed for voluntary liquidation and called an Extra- Ordinary General Meeting to liquidate the Company.
7. The majority directors of the Corporate Person have given the Declaration of Solvency by way of affidavit dated 09.03.2021 deposing therein that the company is not being liquidated to defraud any Creditor, Government, Company, Firm or any person and resolved to wind up the company under "Voluntary Winding up", at the Board meeting held on 23.03.2021, as per section 59(3)(a) of the Code. The declaration by majority of Directors along with audited financial statements and record of business operations of the Company for the previous two financial years i.e. 2018-19 and 2019-20 were filed with the Registrar of Companies, NCT of Delhi and Haryana in Form GNL-2 vide SRN T10639631 dated 30.03.2021.
8. As proposed by the Board of Directors, the members of the Company, at its Extraordinary General Meeting held on 23.03.2021 passed a special



resolution to liquidate the company by way of voluntary winding up as per section 59 of the Code read with regulation 3 of Voluntary Liquidation Regulations and recommended the appointment of the applicant **Mr. Rajan Das Gupta**, Registered Insolvency Professional having Registration No. **IBBI/IPA-01/IP-PO 1094/2017-18/11804** to act as the Liquidator of the Company and passed a special resolution in the same regard.

9. The certified true copy of the resolution regarding commencement of liquidation and appointment of liquidator were submitted to the Registrar of Companies, NCT of Delhi and Haryana in Form GNL-2 vide SRN T10639821 dated 30.03.2021 and Form MGT-14 vide SRN T10639656 dated 30.03.2021.
10. The Liquidator made a Public Announcement for commencement of the Liquidation in Form A of Schedule 1 of the Voluntary Liquidation Regulations, published in Business Standard (English), an English Newspaper and Business Standard (Hindi), a Hindi Newspaper (Regional language), on 25.03.2021, seeking submission of the claims by the stakeholders, if any, within 30 days from the commencement of liquidation i.e. 23.03.2021. The Public Announcement was simultaneously submitted to the Insolvency and Bankruptcy Board of India ("**the IBBI**") to place the same on its website. The same was published on the IBBI website on 26.03.2021.
11. 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 Department on 30.03.2021. Since, no response was received from the Income Tax Department, the Liquidator sent a reminder letter on 05.07.2021 to the jurisdictional Income Tax Officers. The Income Tax Returns ('ITR') for the financial years 2018-2019, 2019-20 and 2020-21 have been duly filed by the Company. The Income Tax Department issued the No Objection Certificate dated 24.02.2022, stating that there is no demand outstanding in respect of Assessment Year 2021-22 and there is no proceeding pending in respect of M/s. Lightspeed Advisory Services India Private Limited.
12. The Liquidator of the Company opened a Bank account (A/c No.50200058928730) in the name of 'LIGHTSPEED ADVISORY SERVICES INDIA PRIVATE LIMITED IN LIQUIDATION' with HDFC Bank, K.G. Marg



Branch, New Delhi for realization and payment to the contributories. The said bank account has been closed down on **13.05.2022** after the disbursement of the fund to all stake holders. Copy of the Bank Account Closure Certificate dated 17.05.2022 issued by the Bank is filed along with the Application as **Annexure P-17**.

13. Post the public announcement, the Liquidator did not receive any proof of claim from any other person during the period stipulated for submission of claims i.e. from 23.03.2021 till 22.04.2021. However, two shareholders of the Company i.e. LVP Management Inc., USA and Lightspeed Venture Partners China LLC submitted their claims in Form Fon 21 May, 2021, well past the last date of submission due to ongoing Covid pandemic and the same have been admitted by the Liquidator. The Liquidator assessed and verified the claims received from the Stakeholders and thereafter shared the list of stakeholders on 25.05.2021. Hence, the present two shareholders alone are the claimants and stakeholders of the Company.
14. As required under the Regulation 9 of Voluntary Liquidation Regulations, the Liquidator submitted its preliminary report dated **07.04.2021** to the members of the Company on **20.04.2022**.
15. In the present case, the Company doesn't have any realizable physical assets, hence no valuer was required to be appointed under the provisions of Section 59(3)(b)(ii) of the Code. The book value of assets is Rs. 2,31,80,3861- only, which consists of Bank Balances in the Current Account of the Company. There were no other claimant or creditor in the present case except the above two shareholders. Hence, the aforesaid amount was required to be distributed by the Liquidator among its two shareholders of the Company, namely, M/s. LVP Management Inc., USA and M/s. Lightspeed Venture Partners China LLC.
16. Thereafter, distribution of liquidation proceeds was initiated for distributing the same to one of the shareholders, namely M/s. LVP Management Inc., USA since the other one, M/s. Lightspeed Venture Partners China LLC was only a nominee shareholder of the former shareholder. In this regard, when the Liquidator approached the current AD Banker (HDFC Bank Limited), he was informed that the said repatriation cannot be done in absence of RBI Approval letter w.r.t. the foreign investment made in the year 2009 by M/s. LVP Management Inc, USA in the Company.



17. Subsequently the erstwhile AD Banker (Standard Chartered Bank, Bangalore) was approached by the former Company officials for providing the FIRC and KYC so that the RBI approval may be granted. Thereafter, erstwhile AD banker on 21 August, 2021, informed that while the FIRC documents were available with them, the KYC with respect to the FIRC was not available and asked the Liquidator to obtain the same from the foreign entity's banker. Thereafter, the Silicon Valley Bank, California (USA) was approached for providing KYC details of the Shareholder which was provided by the said bank in and around September, 2021. Thereafter, all the documents i.e. KYC details along with FIRC were submitted to the erstwhile AD banker, which then submitted a letter dated 18.10.2021 along with relevant documents to Reserve Bank of India (RBI) requesting to take the FCGPR on record and issue the aforesaid RBI Approval letter.
18. Post submission of the said letter, the officials of Standard Chartered Bank rigorously followed up with the RBI. Even the Liquidator also submitted a letter dated 05.01.2022 requesting the RBI to issue the RBI Approval letter at the earliest (preferably within 7 days) highlighting that the same has created a deadlock situation and has crippled the voluntary liquidation process of the Company and that the Liquidator will be left with no other option but to approach the Hon'ble National Company Law Tribunal (NCLT) seeking necessary directions to take the process forward.
19. The RBI Approval letter dated 01.02.2022 was received from the RBI, acknowledging the filing of Form FC-GPR, towards allotment of shares to the relevant foreign entity and the same has been taken on record. Thereafter, the approval letter from RBI along with the special resolution for liquidation of the Company, shareholding pattern, statement of calculation of amount, FEMA declaration, NOC/Tax clearance certificate along with the copy of letter submitted to Income Tax, Declaration of Auditor and Declaration regarding source of fund to the AD banker were duly submitted by the Liquidator to the AD Banker in first week of March, 2022. However, the same could not be completed within the liquidation process timeline due to some pending compliances w.r.t. the earlier foreign investment made in the year 2009.
20. As per Regulation 37(1) of the Voluntary Liquidation Regulations, the Liquidation Proceedings is required to be completed within twelve months,



from the liquidation commencement date. Further, in case, the liquidation process of the Company is not completed in twelve months, the liquidator is required to convene a meeting of the contributories within a period of fifteen days from the expiry of 12 months from liquidation commencement date, and thereafter every twelve months till the dissolution of the corporate person.

21. In the present case, the Liquidation Commencement Date was 23.03.2021 and the liquidation process of the Company could not be completed in twelve months i.e. by 22.03.2022, due to unforeseen delay in remittance of balance amounts to the shareholders by the AD Bank in absence of RBI approval as mentioned above. Therefore, in compliance with the provisions of Regulation 37 of the Voluntary Liquidation Regulations, a meeting of the contributories/shareholders was convened on 01.04.2022 at 12:30 p.m. through video conference, wherein the Annual Status Report indicating the progress of the liquidation including settlement of list of stakeholders, details of any assets that remains to be sold and realized, distribution made to the stakeholders etc. was presented and discussed.
22. In the meeting of the contributories/shareholders held on 01.04.2022, the members were also having unanimous opinion that since there has been no transaction of any receipt into and payment from the Liquidation Account of the Company after its opening, there was no requirement to get the Liquidation Account audited. They further agreed that such an audit can be carried out at the time of preparation of Final Report of the liquidation.
23. Thereafter, the AD Banker remitted the fund amounting to Rs. 2,23,81,750/- (after deducting the Bank charges and GST from the transaction) into the account of shareholder, M/s LVP Management Inc., USA on 12.04.2022. Subsequently the Liquidator's fee was waived off by the Liquidator on request of stakeholders.
24. The Final Report dated 18.04.2022 containing the details as required under Regulation 38 of the Voluntary Liquidation Regulations, along with Auditor's Certificate, is attached with the present application and annexed as **Annexure P-15**. The copy of the Final Report was submitted to the Registrar of Companies, NCT of Delhi and Haryana in Form GNL-2 vide SRN T96926845 dated 22.04.2022 and was also sent to the IBBI through email and registered post.



25. In compliance with Order dated 08.11.2023, the Registrar of Companies, NCT of Delhi & Haryana filed its report dated 12.01.2024, whereby it has stated that as per their records, no inquiry/inspection/complaint/legal action has been proceeded/pending against the Applicant Company.

26. Further, the Liquidator in Compliance with Order dated **22.03.2024** has filed gist of the matter as per checklist, which is extracted below:

S No. (1)	Compliance (2)	(Yes/No) (3)	Reference
1.	(Sec. 59(3)(a) read with Regulation 3(4)) <i>Declaration by way of an Affidavit from majority of the Directors to be filed.</i>	Yes	At page no. 62 to 67 of CP-IB-428(ND)/2022 (Volume I)
2.	(Sec. 59(3)(b)(i)) <i>Audited Financial Statements and record of business operations for the previous two years to be filed.</i>	Yes	At page no. 68 to 121 of CP-IB-428(ND)/2022 (Volume I)
3.	(Sec. 59(3)(b)(ii)) <i>Valuation Report to be filed.</i>	No	Not applicable as the Applicant did not have any realizable physical assets.
4.	(Sec. 59(3)(c)(i)) <i>Special Resolution requiring the Company to be liquidated voluntarily and appointing an insolvency professional within 4 weeks from the Declaration made under Section 59(3)(a).</i>	Yes	At page no. 126 to 128 of CP-IB-428(ND)/2022 (Volume I)
5.	(Proviso to Sec. 59(3)(c)) <i>Approval of Resolution passed under Section 59(3)(c) by creditors (2/3rd in value) if any, within 7 days from the date of Resolution.</i>	No	Not applicable as the Applicant had no creditors as on date of passing of Special Resolution



6.	(Sec. 59(4)) <i>Intimation to RoC and IBBI within 7 days from the date of the Resolution under 59(3)(c) or after approval of the creditors.</i>	Yes	Intimation to RoC – At page no. 129 to 136 of CP-IB-428(ND)/2022 (Volume I) Intimation to IBBI- Email dated 31.03.2021 annexed and marked as Annexure 2 of the present Affidavit
7.	(Regulation 14) <i>Proof of Public Announcement made in 'Form- A' within 5 days from the date of appointment.</i>	Yes	At page no. 137 to 139 of CP-IB-428 (ND)/2022 (Volume 1)
8.	(Regulation 30) <i>List of Stakeholders in case of claims under Chapter V of the Regulations</i>	Yes	At page no. 152 to 166 of CP-IB-428 (ND)/2022 (Volume 1) Proof of Submission to Company- Email dated 27.05.2021 annexed and marked as Annexure 3 of the present Affidavit.
9.	(Regulation 9) <i>'Preliminary Report' along with proof a/ submission of the same to the Company within 45 days from the LCD</i>	Yes	At page no. 167 to 170 of CP-IB-428 (ND)/2022 (Volume 1) Proof of Submission to Company- Email dated 12.05.2021 annexed and marked as Annexure 4 of the present Affidavit.
10.	(Regulation 34) <i>Opening of Bank Account in the name of the Company followed by the words 'in liquidation 'in a Scheduled Bank</i>	Yes	At page no. 19 (para 19) of CP-IB-428 (ND)/2022 (Volume 1)
11.	<i>Proof of Closure of the above Bank Account and any other account in the name of the Company</i>	Yes	At page no. 233 of CP-IB-428 (ND)/2022 (Volume 2)
12.	(Regulation 35) <i>Proof of distribution within six months from the receipt of realization</i>	Yes	At page no. 198 to 200 of CP-IB-428 (ND)/2022 (Volume 2)
13.	(Regulation 38) <i>'Final Report' along with proof of submission of the same to RoC & IBBI</i>	Yes	Final Report- At page no. 201 to 227 of CP-IB-428(ND)/2022 (Volume 2) Proof of submission to ROC – At page no. 228 to 231 of CP-IB-428(ND)/2022 (Volume 2)



			Proof of submission to IDBI – At page no. 232 of CP-IB-428(ND)/2022(Volume 2)
14.	(Regulation 37) <i>Completion of liquidation process within twelve months from LCD</i>	Yes	At page no. 181 to 191 of CP-IB-428 (ND)/2022 (Volume 2)
15.	(Regulation 37) <i>Annual Status prepared (If any)</i>	Yes	At page no. 192 to 197 of CP-IB-428 (ND)/2022 (Volume 2)

REALISATION:

S. No.	Particulars	Amount
(1)	(2)	(3)
1	Sale of Assets	NIL
2	Refund from Statutory Authorities	NIL
3	Cash / Bank balance	2,31,80,386
4	Realization of uncalled/unpaid capital contribution	NIL
5	Distribution of unsold asset	NIL
6	Any other (Please specify)	NIL
Total		2,31,80,386

DISTRIBUTION:

S. No.	Stakeholders under Section 52 and 53 (1)	Amount Claimed	Amount Admitted	Amount Distributed	Amount Distributed to the Amount Claimed (%)	Remarks
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1.	Realization Of Security Interest	NIL	NIL	NIL	NIL	N/A
2.	Liquidation Cost [Sec.53(1)(a)]	NIL	NIL	NIL	NIL	N/A
3.	Workmen's Dues [Sec. 53(1)(b)(i)]	NIL	NIL	NIL	NIL	N/A



4.	Debts of Secured Creditors [Sec.53(1)(b)(ii)]	NIL	NIL	NIL	NIL	N/A
5.	Wages and Unpaid Dues to Employees [Sec. 53(1)(c)]	NIL	NIL	NIL	NIL	N/A
6.	Debts of Unsecured Financial Creditors [Sec. 53(1)(d)]	NIL	NIL	NIL	NIL	N/A
7.	Government Dues+ Amount Unpaid Following Enforcement of Security Interest [Sec.53(1)(e)]	NIL	NIL	NIL	NIL	N/A
8.	Any remaining Debts and Dues [Sec.53(1)(f)]	NIL	NIL	NIL	NIL	N/A
9.	Preference Shareholder [Sec. 53(1)(g)]	NIL	NIL	NIL	NIL	N/A
10	Equity Shareholders [Sec.53(1)(h)]	Rs. 2,55,30,000	Rs. 2,55,30,000	Rs. 2,23,81,750 (after paying Rs. 7,98,636 as remittance charges to bank and GST thereon)	87.66 %	<i>The AD Bank remitted the fund amounting to Rs.2,23,81,750/- (after deducting the Bank Charges and GST from the transaction) into the account of M/s LVP Management Inc., USA on 12.04.22</i>
Total		Rs. 2,55,30,000	Rs. 2,55,30,000	Rs. 2,23,81,750		



27. **Analysis and Findings:**

- i. We have heard the submissions made by the Applicant Company and we have also perused the records. 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.
- ii. 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).
- iii. 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 vide Report dated 12.01.2024.
- iv. 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.
- v. We are satisfied from the documents on record that the Voluntary Liquidation is not with the intent to defraud any person.

28. **Order**

- i. In light of the above facts and circumstances, the Present Application **CP (IB)-428(ND)/2022 stands allowed and disposed of.**
- 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., M/s. Lightspeed Advisory Services India Private Limited having CIN: U74140DL2007PTC223394 shall stand dissolved with effect from the date of pronouncement of this order. Mr. Rajan Das Gupta, the Voluntary Liquidator of M/s. Lightspeed Advisory Services India Private Limited stands discharged of its duties and obligations as a Voluntary Liquidator of M/s. Lightspeed Advisory Services India Private Limited.



- 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-

**(ATUL CHATURVEDI)
MEMBER (TECHNICAL)**

-Sd-

**(BACHU VENKAT BALARAM DAS)
MEMBER (JUDICIAL)**