

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
BENGALURU BENCH**

**C.P No.32/BB/18**

**Under Section 59 of the Insolvency & Bankruptcy Code, 2016**

**IN THE MATTER OF  
ONLINE SCRIPS (INDIA) PRIVATE LIMITED  
AND**

**IN THE MATTER OF MR. THIRUPAL GORIGE, LIQUIDATOR**

**Order delivered on: 12<sup>th</sup> February, 2018**

Coram: Hon'ble Shri Ratakonda Murali, Member (Judicial)

Hon'ble Shri Ashok Kumar Mishra, Member (Technical)

**BETWEEN**

**Online Srips (India) Private Limited,  
103, Ground Floor,  
Rams Infantry Manor,  
# 70, Infantry Road,  
Bangalore-560001**

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**APPLICANT COMPANY**

Parties Present: Shri.Thirupal Gorige, Practicing Company Secretary &  
Liquidator, No.87, 2<sup>nd</sup> Floor, 21<sup>st</sup> Cross, 7<sup>th</sup> Main, NS Playa,  
BTM Layout, 2<sup>nd</sup> Stage, Bangalore-560 076.

Per: **Hon'ble Shri Ratakonda Murali, Member (Judicial)** - Author


Heard on: 24/01/2018, 29/01/2018 & 05/02/2018.

**ORDER**

The Liquidator Mr. C.S. Thirupal Gorige, Practicing Company Secretary has filed this Petition in the name of Applicant Company "**Online Srips (India) Private Limited**" under Section 59 of I & B Code 2016.

The averments made in the Company Application are briefly stated hereunder:-

The Applicant is "**Online Srips (India) Private Limited**" a Company incorporated in India vide CIN No. **U67120KA1999PTC025919** having its Registered Office at 103, Ground Floor, Rams Infantry Manor, # 70, Infantry Road, Bangalore-560001.



The present business activity of the Applicant Company is broking in finance and securities and the main objects of the Applicant Company is to carry on the business of broking in finance and securities of all types including shares, stocks, bonds, debentures, units, mortgages, and to buy, sell, acquire, hold, hypothecate or otherwise deal in securities including shares, stocks, futures and options derivatives bonds, debentures, units, mortgages of any kind issued or guaranteed by any persons including companies, corporations, Governments, financial institutions, mutual funds, trust or local bodies and to carry on and undertake the business of custodian services, internet and web based trading of physical and electronic holdings of stocks and securities etc.,

The Authorised Share Capital of the Applicant Company is Rs 50,00,000/- divided into 5,00,000 Equity shares of Rs 10/- each. The issued, subscribed and paid-up share capital of the Company is Rs 46,53,000/- consisting of 4,65,300 Equity Shares of Rs 10/- each.

Memorandum and Articles of Association and extract of Master data from MCA Website is marked as **Annexure-A**.

The names and office address of the Directors of the Applicant Company are as follows:-

Name	DIN	Office Address	Designation
Mr. Divakar Elakyara	00472397	10/1, Hayes Road Cross, Richmond Town Post, Bangalore-560025	Director
Mr. Jidesh Chandroth	02143937	10/1, Hayes Road Cross, Richmond Town Post, Bangalore-560025	Director

It is averred in the Application that, the Board of Directors of the Company considered the matter and was of the opinion that due to non-availability of business prospect and long term financial resources it was not financially viable to carry on the business activities of the company and proposed to close down the company by way of voluntary liquidation and therefore, the

Board of Directors of the company in their Meeting held on 19<sup>th</sup> June 2017 proposed to liquidate the Company voluntarily. As required under the provisions of Section 59 of the Insolvency and Bankruptcy Code, 2016, Mr. Divakar Elakyara Valappil and Mr. Jidesh Chandroth, being majority of Directors, made a declaration on 19<sup>th</sup> June 2017. Copy of declaration alongwith audited financial statements and record of business operations of the company for the previous two years is marked as **Annexure-B**. The declaration made by majority of Directors alongwith audited financial statements and record of business operations of the company for the previous two years were filed with Registrar of Companies, Karnataka, Bangalore in Form GNL-2 vide SRN G46895405 and the same is marked as **Annexure-C**.

It is further averred that, as proposed by the Board, the members of the Company in their Extraordinary General Meeting held on 26<sup>th</sup> June 2017 passed a Special Resolution required under Section 59 of the Code read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 to liquidate the company voluntarily and appointed Mr. Thirupal Gorige, an Insolvency Professional, having I.P Registration No. IBBI/IPA-002/IP-N00016/2016-17/10030 to act as liquidator of the Company. A copy of Special Resolution alongwith Notice of Extraordinary General Meeting is marked as **Annexure-D**.

It is further averred that, on 26<sup>th</sup> June 2017, the Creditors of the company had provided their consent confirming the special resolution passed by the Members of the company for the liquidation. A copy of the consent of creditors is marked as **Annexure-E**. The liquidator made a public Announcement of commencement of liquidation in Form A, **Business Standard**, English Newspaper and **Udayavani**, Kannada Newspaper on 27<sup>th</sup> June 2017 and 28<sup>th</sup> June 2017 respectively, seeking submission of the claim by the stakeholders, if any, within 30 days from the date of commencement of liquidation i.e., 25<sup>th</sup> July 2017. The public announcement was simultaneously submitted to the Insolvency and Bankruptcy Board of India (IBBI) to place the same on its website. Subsequently,



the same was published in the website of IBBI on 28<sup>th</sup> June 2017, which is marked as **Annexure-F**. It is further averred that, upon the commencement of liquidation, appointment of liquidator and the public announcement made in news papers was submitted to the Registrar of Companies, Karnataka, Bangalore in Form MGT-14 and Form GNL-2 and the same is marked as **Annexure-G**. The MGT-14 and Form GNL-2 filed with the Registrar of Companies, Karnataka, Bangalore has been approved and taken on record. It is further averred that, as required under regulations, the Liquidator opened a Bank Account in the name of **“Online Scrips (India) Private Limited in voluntary liquidation”** with Corporation Bank for realization and payment to the creditors and Members. The liquidator has received the claims form of the financial creditors on 10<sup>th</sup> July 2017 and the same has been marked as **Annexure-H**. It is further averred that, as required under regulations, the Liquidator has submitted its preliminary report to the Company on 8<sup>th</sup> August 2017 and the same has been marked as **Annexure-K**. It is further averred that, based on the verification of books and claim received from the creditors of the company, the Liquidators made payments to the creditors in following manner:

Sl. No.	Name of the Creditors	Amount Rs.
1	Mr. E.V Diwakar	5,43,500/-
2	Mr. Jidesh Chandroth	1,61,400/-
3	Mr. U. Jayanth Kini	1,40,000/-

It is further averred that, 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 19<sup>th</sup> July 2017. A copy of No objection certificate from the Income Tax Department, subject to payment of an advance tax of Rs 25,449/- and dividend distribution tax (DDT) of Rs 7,58,373/-, is marked as **Annexure-I**. The Liquidator made the payment of advance tax on 12/10/2017 and DDT on 24/10/2017. Post payment to the creditors and DDT on the accumulated profit to be distributed to the members. The accumulated profit of Rs 37,25,486/- as dividend and investment in share

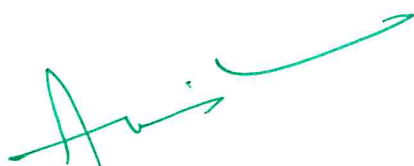
capital of Rs 46,53,000/- were paid to the members of the company and with the aforesaid payments to the Members, the asset of the company were fully liquidated.

It is further averred that, the Auditors Certificates on the liquidation, showing receipts and payments pertaining to liquidation since the liquidation commencement date is marked as **Annexure-M**. A copy of final report showing the realization and payment to the creditors and Members of the company, containing the details as required under regulation 38 of the regulations is marked as **Annexure-N**. It is further averred that, the copy of final report was submitted to the Registrar of Companies in Form GNL-2 and was send to the IBBI through email and by registered post and the same is marked as **Annexure-P**.

It is further averred that, subsequent to the payment to creditors and Members of the Company, the liquidator has closed the liquidation Account. A certificate from the Bank for closure of the account is marked as **Annexure-Q**.

Therefore, the Applicant prays the Tribunal to pass an order to dissolve the company.

We have heard the Liquidator. This Application is filed by the Liquidator Under Section 59 of the Insolvency & Bankruptcy Code, 2016. The Tribunal has to see whether the Liquidator has complied the provisions of Section 59 of the Insolvency & Bankruptcy Code, 2016 including Regulation3 of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 before initiating Voluntary Liquidation Process of the Corporate Person. A declaration from the majority of Directors of the Company verified by an Affidavit to the effect that, they have made a full inquiry into the affairs of the company and they have formed an opinion that, either the Company has no debt or that it will be able to pay its debt in full from the proceeds of the assets to be sold in the Voluntary Liquidation and the company is not being liquidated to defraud any person.



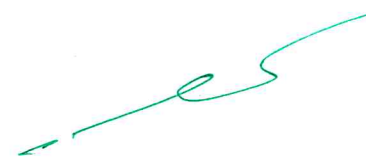
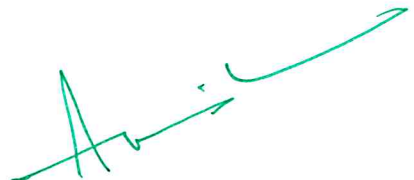
The Liquidator has filed copy of Board Meeting dated 19<sup>th</sup> June 2017 for Voluntary Liquidation. The Liquidator also filed a declaration of solvency by majority of Directors dated 19<sup>th</sup> June 2017. Sri Jidesh Chandroth one of the Director of Corporate Person gave this declaration of Solvency contemplated under section 59 (3) (a) of the Insolvency & Bankruptcy Code, 2016. One Mr. Divakar Elakyara Valappil, Director has also given same declaration.

The Liquidator has also filed declaration of Solvency in Form GNL-2 with Registrar of Companies, Karnataka, Bangalore on 26<sup>th</sup> June 2017.

The Liquidator has filed the extract of Extra Ordinary General Meeting held for approving to liquidate the Corporate Person and to appoint a liquidator. We have seen the true copy of Resolution passed by the Members in Extra Ordinary General Meeting giving consent to liquidate the company voluntarily and appointing Mr. Thirupal Gorige, Insolvency Professional as Liquidator.

The Liquidator filed the consent of creditors approving the Resolution passed in the Extra Ordinary General Meeting which is dated 26<sup>th</sup> June 2017. Thus 3 (three) Creditors have given consent for the Resolution. The Liquidator has stated that, he made a public announcement of commencement of liquidation in Form A in **Business Standard**, English Newspaper and **Udayavani**, Kannada Newspaper on 27<sup>th</sup> June 2017 and 28<sup>th</sup> June 2017 respectively, seeking submission of the claim by the stakeholders if any within 30 days from the date of commencement of liquidation i.e., 25<sup>th</sup> July 2017 and that a public announcement was also simultaneously submitted to the Insolvency and Bankruptcy Board of India (IBBI) to place the same on its website.

The Liquidator further stated that, Insolvency and Bankruptcy Board of India (IBBI) published the same in its website on 28<sup>th</sup> June 2017. He further stated that the commencement of liquidation, appointment of Liquidator and the public announcement in newspapers were submitted to the Registrar of Companies, Karnataka, Bangalore.



The Liquidator has filed copies of paper publication and also copy of public announcement in Form-A. The Liquidator further stated that, he opened an Account in the name of the Corporate Person with Corporation Bank for realization and payment to the Creditors and members. He also stated that, he received claims from the Financial Creditors on 10<sup>th</sup> July 2017 in Form No. C. We have seen the Affidavit alongwith Form No. C of the claims of Financial Creditors. There are 3 (three) Financial Creditors whose debt is shown in the Application. He has also intimated to the Income Tax Department and paid their dues. Details are given by the Liquidator. He has also filed preliminary report shown as **Annexure-J**. A letter received from the Commissioner of Income Tax Department is also relied. He has filed certificate of Auditor and also final report.

The Liquidator has complied the Liquidation process as per provisions of Section 59 of the Code and also as per Regulation 3 of the Insolvency & Bankruptcy Code, 2016 and moved this Application under Section 59 (7) seeking of dissolution of Corporate Person **"Online Scrips (India) Private Limited"**. Therefore, the Corporate Person shall be dissolved. In the result **"Online Scrips (India) Private Limited"** is ordered to be dissolved with effect from **12<sup>th</sup> February 2018** and a copy of this order shall be forwarded to the concerned authority where the Corporate Person is registered within 14 days.

Registry is directed to forward the copy of this order to the concerned authorities.

  
(ASHOK KUMAR MISHRA)  
MEMBER, TECHNICAL

  
(RATAKONDA MURALI)  
MEMBER, JUDICIAL