



IN THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH, BENGALURU
(Through Physical Hearing/ VC Mode (Hybrid))

C.P. (IB)No.03/BB/2024

[Application under section 59 of the Insolvency
and Bankruptcy Code, 2016, r/w the Insolvency
and Bankruptcy Board of India (Voluntary
Liquidation Process) Regulations, 2017]

IN THE MATTER OF:

Bangalore Airport Rail Link Ltd.

Represented by its Liquidator, Shri Ratnakar Shetty
Regd. Office at BMRCL Site Office,
4th Floor, Beside Deepanjali Nagar Metro Station,
Mysore Road, Bengaluru- 560026

- Applicant/Petitioner

Order delivered on: 07.11.2024

Coram: 1. Hon'ble Shri K. Biswal, Member (Judicial)
2. Hon'ble Shri Manoj Kumar Dubey, Member (Technical)

Present:

For the Applicant/Petitioner : Shri Parameshwar G. Bhat, PCA

ORDER

Per: K. Biswal, Member (Judicial)

1. The instant Company Petition has been filed by Bangalore Airport Rail Link Ltd. (hereinafter referred to as the Applicant/Petitioner Company) on 03.08.2023 under section 59 of the Insolvency and Bankruptcy Code, 2016, r/w the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, *inter alia*, seeking for the following reliefs:

- to confirm the winding up of the affairs of the Company and dissolve it;
- to allow to dispose of the records, register and books of accounts apart from the one expressly to be preserved under the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017;





c. To discharge the power and duties of Mr. Ratnakar Shetty, Liquidator of Bangalore Airport Rail Link Ltd., etc.

2. The averments made in the Petition are as follows:

(a) Bangalore Airport Rail Link Ltd. was incorporated on 31.03.2008 under the provisions of the erstwhile Companies Act, 1956, bearing CIN: U63031KA2008SGC045831 having its Registered Office at BMRCL Site Office, 4th Floor, Beside Deepanjali Nagar Metro Station, Mysore Road, Bengaluru- 560026. The Authorised Share Capital of the Company is Rs.5,00,00,000/- divided into 50,00,000 shares of Rs.10/- each. The current Issued, Subscribed and Paid-up Capital of the Company is Rs.4,99,99,960/- divided into 49,99,996 Equity Shares of Rs.10/- each. The main objects of the Company is to carry on the business in the field of planning, designing, developing, construction, maintenance, operation and financing of High Speed Metro Rail Link Network from City centre to the New Bangalore International Airport near Devanahalli in the State of Karnataka, either individually or in association with other undertaking or companies in India and/or abroad, etc.

(b) The implementation of HSRL Project has been transferred to Bangalore Metro Rail Corporation Ltd. on 12.10.2011 as per the Orders of the Government of Karnataka. Presently, the Company is not carrying out any activities. After careful deliberation of the matter in detail with the several options, the Government of Karnataka vide its Order dated 09.05.2022 No. UDD 74/PRJ 2022 approved the proposal of Voluntary Liquidation of the Company. On the basis of the Government Order, the Board of Directors passed the Resolution at the meeting held on 28.11.2022 for taking note of **Declaration of Solvency** of the Company as required under Section 59 of the Insolvency and Bankruptcy Code, 2016 by all Directors, approving the Statement of Affairs as on 28.11.2022 and recommended to the shareholders to wind up the affairs of the Company voluntarily and commence the process of Voluntary Liquidation with effect from 28.11.2022. The Directors of the Company have filed Affidavits stating that they have made a full enquiry





into the affairs of the Company and have formed an opinion that the Company has no debt and if claimed during the liquidation process, the Company will be able to pay its debts/claims in full from the proceeds of the assets to be sold in liquidation with a period of six months from the date of commencement of liquidation. Further, it is declared that the Company is not liquidated to defraud any person and Company had made sufficient provisions for preservation of its record after its dissolution.

- (c) The Company in its Extra-Ordinary General Meeting held on 28.11.2023 passed a **Special Resolution to liquidate the Company voluntarily**, and appointed Mr. Ratnakar Shetty, IP to act as Liquidator of the Company. The copy of the same is attached to the Petition marked as Annexure IV.
- (d) The Audited Financial Statements of the Company as on 31.03.2021 & 31.03.2022 along with Auditor's Report has been filed. The copy of the same is attached to the Petition marked as Annexure XXV.
- (e) The commencement of Liquidation and appointment of Liquidator is intimated to the RoC in form MGT-14 on 03.12.2022 and GNL-2 on 05.12.2022.
- (f) As per **Regulation 14 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017**, the Liquidator made a Public Announcement of commencement of liquidation in Form A, in 'Financial Express', English Newspaper and 'Samyukta Karnataka', Kannada Newspaper on 03.12.2022, seeking submission of the claim by Stakeholders, if any, on or before 27.12.2022. The Public Announcement was simultaneously submitted to IBBI to place the same on its website. The copy of the Public Announcement is attached to the Petition marked as Annexure VIII.
- (g) It is further submitted that as per **Regulation 30 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017**, no claim from any stakeholder has been received





after the public announcement was made. The claims from the Shareholders were not required as they are already entitled to the liquidation proceeds being Shareholders. The Liquidator prepared the list of stakeholders of the Corporate Person. The copy of the list of stakeholders is attached to the Petition and marked as Annexure XIII.

- (h) It is also submitted that as per **Regulation 9 (1) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017**, the Liquidator submitted the preliminary report to the Company on 09.01.2023. The acknowledgment and the copy of the Preliminary report is attached to the Petition marked as Annexure XII.
- (i) It is also submitted that as required under **Regulation 34 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017**, the existing current account bearing Account No. 30500389209 was converted/re-named in accordance with the above said Regulation as Bangalore Airport Rail Link Limited- In voluntary Liquidation with State Bank of India, having branch at Race Course Road, Bengaluru.
- (j) It is submitted that as per **provisions of Section 178 of the Income Tax Act, 1961**, the Applicant intimated the commencement of liquidation and appointment of liquidator to the Income Tax Authority on 09.12.2022. As per directions provided under the IBBI Circular No. IBBI/LIQ/45/2021 dated 15.11.2021, the Applicant did not pursue further to obtain the No Objection Certificate. The copy of the said circular is attached to the Petition and marked as Annexure XXIV.
- (k) It is submitted that the Applicant intimated the commencement of liquidation and appointment of liquidator to the Indian Institute of Insolvency of Professional of ICAI, State Bank of India, Urban Development Department- Government of Karnataka and Professional Tax Department on 19.12.2022.
- (l) It is submitted that there were no surplus amounts available for distribution to the shareholders i.e. the amount available after clearing





all the expenses, is less than the amount of paid up share capital invested by the Shareholders, there is no applicability of Dividend and TDS in the process of winding up. Entire money available after clearing the liabilities and expenses shall be remitted back to the shareholders as part of their capital contribution. Since the amount available is much less than the Capital Contribution, there was loss on investment for the shareholders. The Bank Statement from the start of liquidation process to the last transfer of money to equity Shareholders reflecting nil balance and the evidence payment is attached to the Petition and marked as Annexure XVI.

- (m) Further, it is submitted that as there was a refund of Income Tax Department is pending, the Bank account kept opened and the instructions were given to the Bank to transfer the amount of refund to the shareholders in their existing ratio and to close the Bank Account accordingly. The copy of the letter to the Bank and the information of the same sent to the shareholders were attached to the Petition and marked as Annexure XVII.
- (n) It is also submitted that as per **Regulation 38 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017**, the Liquidator had the Accounts audited for the liquidation period and prepared the Final Report dated 05.07.2023. In connection with the Accounts of the liquidation, the CA Certificate showing receipts and payments pertaining to liquidation since the liquidation commencement date i.e. 28.11.2022 to 20.06.2023 has been computed in following manner:

Receipts	Amount (Rs.)	Payments	Amount (Rs.)
Opening Balance		Cost of public announcement	8,064
-Bank Balance with SBI in Current Account	12,103		
-Bank Balance with SBI in Fixed Deposit	1,21,59,324	Liquidator Fee Including GST	1,47,500





		Employees Benefit Expenses	1,34,200
		Legal and Professional Fees Including GST and Reimbursement of out of pocket expenses	5,80,800
		Bank charges	
		Office expenses	649
Interest eared on Fixed Deposit	4,69,299	Prof. tax paid-Opening liability	355
			200
Sale of Fixed Assets (refer Note Below)	5,036	Distribution of Liquidation Proceeds:	
		To KSIIDC	
		To GOK	1,16,981
		Income Tax Refund receivable- Assigned to the shareholders	1,15,82,022
			74,991
		Closing Balance Bank	-
Total	1,26,45,762		1,26,45,762
Note: Fixed Assets were transferred to the BMRL on 02.01.2023 at Book value certified to be True & Correct.			

a. It is also submitted that the Final Report of the Liquidating Company was submitted with the ROC and IBBI on 06.07.2023. The copy of the final report along with the Audited Accounts of Liquidation is attached to the Petition and marked as Annexure XVIII.

3. Heard Shri Parameshwar G. Bhat, Ld. PCA for the Liquidator/ Applicant. We have carefully perused the records and extant provisions of the Code, and the Regulations made thereunder.
4. On examining the submissions made by the Ld. PCA for the Applicant and after perusing the documents annexed to the Petition, it appears that the affairs of the Corporate Person have been completely wound up and the assets of the Applicant Company have been completely liquidated and as





such the Applicant Company deserves to be dissolved. Accordingly, in exercise of the powers conferred under Section 59(8) of Insolvency and Bankruptcy Code, 2016, we hereby order the dissolution of **Bangalore Airport Rail Link Ltd.** and the Bangalore Airport Rail Link Ltd. shall stand dissolved from the date of this order.

5. Accordingly, the Company Petition bearing **C.P.(IB) No.03/BB/2024** stands allowed.
6. The Registry and the Liquidator are directed to serve a copy of this order upon RoC and IBBI within a period of fourteen days from the date of receipt of copy of this order.

-Sd-

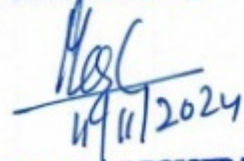
MANOJ KUMAR DUBEY
MEMBER (TECHNICAL)



-Sd-

K. BISWAL
MEMBER (JUDICIAL)

CERTIFIED TO BE TRUE COPY
OF THE ORIGINAL


19/11/2024

DEPUTY/ASST. REGISTRAR
NATIONAL COMPANY LAW TRIBUNAL
Bengaluru Bench

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OF ORIGINAL

DEPUTY ASSISTANT REGISTRAR
NATIONAL COMPANY LAW TRIBUNAL
Bengaluru Bench

