

**NATIONAL COMPANY LAW TRIBUNAL  
CHANDIGARH BENCH (Court-I), CHANDIGARH**

**IA(IBC)/199(CH)2022**  
**IN**  
**CP(IB) No.153/Chd/Pb/2019**  
**(Admitted)**

*(Application under sub-section (1) of section 54 of the Insolvency and Bankruptcy Code, 2016 read with Regulation 44(1) and 45(3)(b) of the Insolvency & Bankruptcy Board of India (Liquidation Process) Regulations, 2016)*

**IA(IBC)/199(CH)2022**

**Prem Chand Goyal,**  
Liquidator of M/s Emsons Organics Ltd,  
H.No. 1-F, Model Town,  
Adjoining Municipal House, Patiala - 147 001.  
Email id: [pcg47758@gmail.com](mailto:pcg47758@gmail.com),  
M.no.: 98136-21782.

**...Applicant/Liquidator**

**IN THE MATTER OF CP(IB) 153/Chd/Pb/2019 :**  
**Parmod Sharma**

...Petitioner/Operational Creditor

***Versus***

**M/S Emsons Organics Ltd.**

**...Respondent/ Corporate Debtor**

**Order Delivered on: 24.09.2026**

**Coram: HON'BLE MR KHETRABASI BISWAL, MEMBER (JUDICIAL)**  
**HON'BLE MR SHISHIR AGARWAL, MEMBER (TECHNICAL)**

**Present:**

For the Applicant/Liquidator : Mr. Pulkit Goyal, Advocate

**ORDER**

1. The present Application has been filed by **Mr. Prem Chand Goyal** (*hereinafter referred to as the "Applicant"/"Liquidator"*), the Liquidator of **M/s Emsons Organics Limited** (*hereinafter referred to as the "Corporate Debtor"*), under Section 54 of the Insolvency and Bankruptcy Code, 2016

*(hereinafter referred to as the "Code")* read with Regulations 44(1) and 45(3)(b) of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 *(hereinafter referred to as the "Liquidation Regulations")*, seeking dissolution of the Corporate Debtor upon completion of the liquidation process

2. The main Company Petition was filed by an Operational Creditor under Section 9 of the Code seeking initiation of the Corporate Insolvency Resolution Process (hereinafter referred to as "CIRP") against the Corporate Debtor. The said Petition was admitted by this Adjudicating Authority vide Order dated 27.09.2019, whereby Dr Tarun Goel was appointed as the Interim Resolution Professional (hereinafter referred to as the "IRP"). Pursuant to the decision of the Committee of Creditors in its first meeting held on 30.10.2019, the Applicant, Mr Prem Chand Goyal, was appointed as the Resolution Professional (hereinafter referred to as the "RP") vide Order dated 18.11.2019. Since no resolution plan was received during the CIRP, this Adjudicating Authority, vide Order dated 15.12.2020 passed in IA No. 560 of 2020, ordered liquidation of the Corporate Debtor under Section 33(1) and (2) of the Code and appointed the Applicant as the Liquidator.

3. The averments made by the Applicant in its Application and presented/argued by the learned counsel for the Applicant are summarised hereunder:

(i) Pursuant to the Order of liquidation dated 15.12.2020, the Applicant assumed charge as the Liquidator of the Corporate Debtor and made a public announcement in accordance with Form B of Schedule II read with

Regulation 12 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016, through publication in one English, one Hindi and one Punjabi newspaper on 19.12.2020, calling upon the stakeholders to submit their claims or update the claims submitted during the Corporate Insolvency Resolution Process as on the liquidation commencement date. Pursuant thereto, claims aggregating to Rs. 90,30,49,045.87 were received from the stakeholders comprising Financial Creditors and Operational Creditors. It is further submitted that there were no workmen or employees of the Corporate Debtor on its permanent rolls. The details of the claims received and admitted are as under:

| <b>Stakeholders</b>                                                             | <b>Claim Preferred<br/>(In Rs.)</b> | <b>Claim Admitted<br/>(In Rs.)</b> |
|---------------------------------------------------------------------------------|-------------------------------------|------------------------------------|
| Secured Financial Creditor – Punjab National Bank                               | 79,28,71,260.00                     | 79,28,71,260.00                    |
| Unsecured Financial Creditor – India SME Asset Reconstruction Company Limited   | 8,83,01,044.87                      | 8,83,01,044.87                     |
| Operational Creditor (Government Dues) – CGST Division, Rajpura                 | 2,16,53,000.00                      | 2,16,53,000.00                     |
| Operational Creditor (Government Dues) – Employees' State Insurance Corporation | 1,76,272.00                         | 1,76,272.00                        |
| Operational Creditor (Government Dues) – Employees Provident Fund Organisation  | 47,469.00                           | 47,469.00                          |
| Operational Creditor (Other than Workmen/Employees) – Parmod Sharma             | 2,12,800.00                         | 2,12,800.00                        |
| <b>Total</b>                                                                    | <b>90,30,49,045.87</b>              | <b>90,30,49,045.87</b>             |

(ii) It is submitted that the Applicant opened a new bank account in the name of the Corporate Debtor with Punjab National Bank, Patiala Gate Branch, Sangrur, Punjab, for the purpose of carrying out the liquidation process. The Receipts and Payments Account maintained by the Applicant

during the liquidation process was duly audited by a Chartered Accountant, and the audit report forms part of the Final Report.

(iii) It is further submitted that, in accordance with Regulation 35 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016, the Applicant adopted the average of the estimates of the values of the assets of the Corporate Debtor as determined during the Corporate Insolvency Resolution Process. During the liquidation process, the Applicant also identified an investment comprising 22,500 equity shares of M/s Goodearth Infrastructure Development Private Limited held by the Corporate Debtor. Accordingly, two registered valuers were appointed on 17.03.2021 for valuation of the said shares.

(iv) It is submitted that, during the course of the liquidation process, the Applicant filed the Preliminary Report, Asset Memorandum, List of Stakeholders, quarterly Progress Reports, Asset Sale Reports, Final Report prior to dissolution and the Compliance Certificate in Form H before this Adjudicating Authority in accordance with the provisions of the Code and the Liquidation Regulations. The Final Report prior to dissolution and the Compliance Certificate in Form H were filed on 14.12.2021

(v) It is further submitted that the Corporate Debtor was not a going concern and that its business operations had ceased even prior to the commencement of the Corporate Insolvency Resolution Process. The Applicant constituted the liquidation estate in terms of Section 36 of the Code. The liquidation value of the assets of the Corporate Debtor was Rs.1,16,82,622/- as on 27.07.2021, apart from an opening balance of

Rs.27,61,855.54 available in the bank accounts of the Corporate Debtor.

The details of the liquidation estate have been incorporated in the Final Report submitted by the Applicant.

(vi) It is submitted that the Applicant conducted two rounds of e-auction for sale of the assets of the Corporate Debtor. In the first e-auction held on 30.03.2021, the land situated at Village Jansala, Tehsil Rajpura, District Patiala, Punjab, was successfully sold for a consideration of Rs.21,10,000/- Since no bids were received for the remaining assets comprising land, building, plant and machinery situated at Kathua, Jammu & Kashmir, the said assets were again put to auction after reducing the reserve price by 10%. In the second e-auction held on 03.05.2021, the assets of M/s Universal Agro Links were sold for Rs.51,40,000/-, while the assets of M/s Om Sai Ram Industries were sold for Rs.38,35,000/-. The Applicant also realised interest amounting to Rs.49,335/- in accordance with the Liquidation Regulations. Thus, including the opening bank balances, the Applicant realised an aggregate amount of Rs.1,39,71,650.54 during the liquidation process.

(vii) It is further submitted that the Applicant distributed the proceeds realised from the sale of the assets of the Corporate Debtor amongst the stakeholders after adjusting the CIRP costs and liquidation expenses. As stated in the Final Report, an amount of Rs.1,11,34,335/- was realised from the e-auction of the assets and an amount of Rs.27,74,604.54/- was realised from various bank accounts, aggregating to Rs.1,39,71,650.54/-. The Applicant has stated that, after accounting for the CIRP expenses,

liquidation expenses and the Liquidator's fees, an amount of Rs.1,20,79,406.46/- was distributed amongst the stakeholders. The amounts claimed, admitted and distributed in accordance with the provisions of Section 53 of the Code, as set out in the Compliance Certificate in Form H filed by the Applicant, are as under:

| Sl. No. | Stakeholders under Section 53(1) | Amount Claimed (Rs.)   | Amount Admitted (Rs.)  | Amount Distributed (Rs.) | Amount Distributed to Amount Claimed (%) |
|---------|----------------------------------|------------------------|------------------------|--------------------------|------------------------------------------|
| 1       | CIRP Costs                       | 4,55,906.00            | 4,55,906.00            | 4,55,906.00              | 100%                                     |
| 2       | Liquidation Costs                | 14,36,338.08           | 14,36,338.08           | 14,36,338.08             | 100%                                     |
| 3       | 53(1)(b)(i)]                     | —                      | —                      | —                        | —                                        |
| 4       | [Section 53(1)(b)(ii)]           | 79,28,71,260.00        | 79,28,71,260.00        | 1,20,79,406.46           | 1.52%                                    |
| 5       | [Section 53(1)(c)]               | —                      | —                      | —                        | —                                        |
| 6       | [Section 53(1)(d)]               | 8,83,01,044.87         | 8,83,01,044.87         | Nil                      | —                                        |
| 7       | [Section 53(1)(e)(i)]            | 2,18,76,741.00         | 2,18,76,741.00         | Nil                      | —                                        |
| 8       | [Section 53(1)(e)(ii)]           | —                      | —                      | —                        | —                                        |
| 9       | [Section 53(1)(f)]               | 2,12,800.00            | 2,12,800.00            | Nil                      | —                                        |
| 10      | [Section 53(1)(g)]               | —                      | —                      | —                        | —                                        |
| 11      | [Section 53(1)(h)]               | —                      | —                      | —                        | —                                        |
|         | <b>Total</b>                     | <b>90,51,84,266.55</b> | <b>90,51,84,266.55</b> | <b>1,39,71,650.54</b>    | <b>1.54%</b>                             |

(viii) It is further submitted that the Applicant has filed the Final Report prior to dissolution along with the Compliance Certificate in Form H dated 18.11.2025, certifying compliance with the applicable provisions of the Code and the Liquidation Regulations during the liquidation process.

(ix) It is further submitted that the Applicant, being the erstwhile RP, had filed IA No. 267 of 2021 under Sections 43 and 66 of the Code, which is pending adjudication. The Liquidator has submitted that, in the 4th meeting of the Stakeholders' Consultation Committee held on 03.11.2022, it was

resolved that IA No. 267 of 2021 would be pursued by Punjab National Bank, being the major stakeholder, after dissolution of the Corporate Debtor and that the expenses thereof would be borne jointly by the stakeholders. A compliance affidavit dated 21.11.2022 in this regard has also been placed on record. The Applicant had also filed IA No. 107 of 2020 under Section 19(2) of the Code in respect of non-cooperation by the suspended directors of the Corporate Debtor, which is disposed.

(x) The Liquidator has completed the process of realisation and distribution of the assets of the Corporate Debtor in accordance with the Code and the Liquidation Regulations. The assets capable of being sold were realised through e-auction and the proceeds thereof were distributed in accordance with the waterfall mechanism under Section 53 of the Code. In respect of the remaining asset, namely 22,500 equity shares of M/s. Goodearth Infrastructure Development Private Limited, which had been valued at NIL and could not be sold, this Adjudicating Authority, vide Order dated 24.05.2023 passed in IA No. 669 of 2021 under Regulation 38 of the Liquidation Regulations, permitted their distribution amongst the stakeholders, and the Liquidator has confirmed that the said shares were thereafter duly distributed/handed over to the stakeholders. Thus, no asset of the Corporate Debtor remains in the liquidation estate requiring realisation or distribution

4. We have heard the learned counsel for the Applicant and perused the material available on record carefully.

5. The present Application is filed under Section 54 of the Code which reads as follows:

*“Section 54 of the IBC*

- 1. Where the assets of the corporate debtor have been completely liquidated, the liquidator shall make an application to the adjudicating authority for the dissolution of such corporate debtor*
- 2. The adjudicating authority shall on application filed by the liquidator under Sub-Section (1) order that the corporate debtor shall be dissolved from the date of that order and the corporate debtor shall be dissolved accordingly*
- 3. A copy of an order under Sub-Section(2) shall within seven days from the date of such order , be forwarded to the authority with which the corporate data is registered.”*

6. A plain reading of the aforesaid provision makes it clear that dissolution of a Corporate Debtor under Section 54 of the Code is contemplated upon complete liquidation of its assets. The Liquidator, upon completion of the liquidation process, is required to approach the Adjudicating Authority for an order of dissolution. And the Adjudicating Authority, upon being satisfied that the requirements of Section 54 of the Code have been fulfilled, may pass an order of dissolution.

7. In the present case, the Corporate Debtor was ordered to be liquidated vide Order dated 15.12.2020 and the Applicant was appointed as the Liquidator. Pursuant thereto, the Applicant undertook the liquidation process in accordance with the provisions of the Code and the Liquidation Regulations. The requisite public announcement was made, claims were invited and adjudicated, the liquidation estate was constituted and the assets of the Corporate Debtor were put to sale.

8. As stated in the Application and borne out from the material placed on record, the Applicant conducted two rounds of e-auction for realisation of the assets of the Corporate Debtor. The first e-auction was conducted on 30.03.2021, in which the land situated at Village Jansala, Tehsil Rajpura, District Patiala, Punjab, was sold for Rs.21,10,000/-. Thereafter, the remaining assets were put to auction after reduction of the reserve price by 10% and, in the second e-auction held on 03.05.2021, the assets of M/s Universal Agro Links were sold for Rs.51,40,000/-, while the assets of M/s Om Sai Ram Industries were sold for Rs.38,35,000/-. Accordingly, ₹1,11,34,335/- was realised through e-auction, and along with ₹27,74,604.54/- lying with the bank and ₹62,711/- as GST input, a total of ₹1,39,71,650.54/- was available during liquidation.

9. The Applicant has further placed on record the Final Report prior to dissolution and the Compliance Certificate in Form H. The Form H sets out the amounts claimed, admitted and distributed amongst the stakeholders in accordance with the provisions of Section 53 of the Code. As per the Form H, the CIRP costs amounting to Rs.4,55,906.00/- and liquidation costs amounting to Rs.14,36,338.08/- were distributed in full, while an amount of Rs.1,20,79,406.46/- was distributed to Punjab National Bank, being the secured financial creditor. The Form H also records the manner in which the amounts realised during the liquidation process were dealt with and distributed.

10. The material placed on record further demonstrates that the Applicant has undertaken the liquidation process and has taken necessary

steps for realisation and distribution of the assets of the Corporate Debtor in accordance with the provisions of the Code and the Liquidation Regulations. The amounts realised have been dealt with in accordance with the waterfall mechanism contemplated under Section 53 of the Code and the Liquidator has submitted the requisite Final Report and Compliance Certificate in Form H.

11. In the result, by exercising powers conferred on the Adjudicating Authority under sub section (2) of section 54 of the Code, the interim Application bearing IA(IBC))199(CH)2022 in CP (IB) No.153/Chd/Pb/2019 is disposed of with the following directions:

- (i) **M/s Emsons Organics Limited**, the Corporate Debtor, is hereby dissolved with immediate effect.
- (ii) The Liquidator is directed to forward a copy of this Order to the Registrar of Companies, Punjab and Chandigarh (email: [roc.chandigarh@mca.gov.in](mailto:roc.chandigarh@mca.gov.in)), (Address: 1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, PIN-160019, Chandigarh) within a period of two weeks from the date of this Order for information and necessary action;
- (iii) The Liquidator is also directed to forward copies of this Order to all other statutory authorities connected with the affairs of the Company;
- (iv) The Liquidator, **Prem Chand Goyal**, is discharged from his duties and responsibilities as the Liquidator of the Corporate Debtor Company.

(v) The Liquidator shall preserve physical or electronic copy of the reports, registers, and books of account referred to in Regulation 45A of the IBBI (Liquidation Process) Regulations, 2016 for at least eight years after the dissolution of the Corporate Debtor, either with himself or with an information utility.

12. Accordingly, **IA(IBC)199(CH)2022** in **CP(IB)No.153/Chd/Pb/2019** stands **allowed** and disposed of.

**Sd/-**  
**Shishir Agarwal**  
**Member (Technical)**  
Ruhani

**Sd/-**  
**Khetrabasi Biswal**  
**Member (Judicial)**