

**IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT-V**

**I.A. No. 377 of 2023
In
C.P. No. 2306 of 2019**

Under Section 54(1) of
Insolvency & Bankruptcy Code,
2016

In the matter of

Risa International Limited

.... Operational Creditor

vs.

Aakash Lifestyle Pvt. Ltd.

.... Corporate Debtor

I. A. No. 377 of 2023

Mr. Jatin Mehra

*.... Applicant/Resolution
Professional*

Order dated:29.08.2023

Coram:

Hon'ble Ms. Reeta Kohli, Member (Judicial)

Hon'ble Ms. Madhu Sinha, Member (Technical)

Appearance:

For the Applicant: Adv. Raina Birla

Per: Ms. Reeta Kohli, Member (Judicial)

ORDER

1. This is an application under Section 54 of the Insolvency and Bankruptcy Code, 2016 for **“Dissolution”** of the Corporate Debtor filed by the Applicant/Resolution Professional seeking the following reliefs;
 - a) *That this Hon'ble Tribunal be pleased to pass appropriate order for dissolution of the Corporate Debtor under the Code.*
 - b) *Pass any such order and further orders as this Hon'ble Tribunal may deem fit and appropriate in the interest of justice.*
2. The Adjudicating Authority vide its order dated 14.11.2019 on a Petition filed by the Operational Creditor under Section 9 of the Code directed initiation of the Corporate Insolvency Resolution Process (CIRP) against the Corporate Debtor namely Aakash Lifestyle Pvt. Ltd., wherein Mr. Sunil Kumar Bansal, was appointed as Interim Resolution Professional. However, the IRP appointed had chosen to surrender his license. Therefore, Mr. Jatin Mehra was appointed as the Interim Resolution Professional vide order dated 03.01.2022. Thereafter the COC in its 1st meeting dated 17.02.2022 had appointed the IRP as the Resolution Professional (RP).
3. The Applicant submits that after an initiation of CIRP, the Applicant tried all means to trace the Suspended Directors of the Corporate Debtor but the Corporate Debtor's office was not traceable at the address available in MCA data nor the directors were available at their given address.
4. It is further submitted that the last Financials available with Ministry of Corporate Affairs of the Corporate Debtor was of F.Y. 2012-13 which was of 8 years old and as per the record of Ministry of Corporate Affairs, the Corporate Debtor was struck off u/s 248(5) of the Companies Act, 2013 for non-filing of the Financials, Annual

returns of the Company and also both the suspended directors were disqualified by Registrar of Companies u/s 164(2) of the Companies Act 2013. Therefore, due to the non-availability of the information, the CIRP was at standstill, the COC in its 3rd meeting held on 04.07.2022 approved to file an application for the liquidation under section 33 of the IBC 2016 read with Regulation 14(b) of IBBI (Liquidation Process), Regulation 2016 bearing IA No. 2448 of 2022.

5. It is submitted that the IA No. 1306 of 2022 for Non-Cooperation and IA No. 2448 of 2022 for taking the Company into Liquidation were listed on 08.12.2022 and during the hearing it is noticed that since there were no assets of the Corporate Debtor as per the available financials, neither the directors were traceable, this Bench orally directed to go ahead directly for the Dissolution since there was nothing to be liquidated incase the liquidation order was passed.
6. The Applicant in view of the aforesaid order, conducted 4th COC meeting on 12.12.2022 wherein, the sole CoC member passed a resolution for the dissolution of the Corporate Debtor. Accordingly, the CoC passed the following resolution with 100% voting share.

“Resolution – “Resolved that approval is hereby granted to file an application with NCLT for Dissolution u/s 54 r/w section 60(5) of IBC, 2016 r/w Regulation 14 and 45(3)(b) of IBBI (Liquidation Process) Regulations 2016. The said agenda was passed in the said CoC meeting with 100% Majority.”

7. As per the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations 2016, vide Regulation No.14, it is prescribed as under :-
“14. Any time after the preparation of Preliminary Report, if it appears to the liquidator that –

- (a) *The realizable properties of the corporate debtor are insufficient to cover the cost of liquidation process; and*
- (b) *The affairs of the corporate debtor do not require any further investigation; he may apply to the Adjudicating Authority for early dissolution of the corporate debtor and for necessary directions in respect of such dissolution.”*

8. For the purpose of pronouncement of Dissolution of a Corporate Debtor Section 54 of The Insolvency and Bankruptcy Code, 2016, reads as under :-

“54.(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 subsection (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 debtor is registered.

9. As a consequence, through this Order it is hereby declared that not only it is just and equitable but because of the fact that no asset is available for the purpose of ‘Liquidation’ as reported by Resolution Professional, this is a fit case of a Corporate Debtor to be dissolved as prescribed under Section 54 of The Insolvency and Bankruptcy Code, 2016. Ordered accordingly, stood ‘Dissolved’ from the date of this Order.

10. Since the Debtor Company stood Dissolved vide this order and no proceedings are now pending, therefore the Registry is directed that the case file be consigned to records.
11. Copy of this Order shall be forwarded within 7 (seven) days to the concerned authorities and the Registrar of Companies having jurisdiction, for further necessary action as prescribed under Law.
12. Accordingly, IA No. 377 of 2023 is hereby allowed and disposed off and CP No. 2306 of 2019 is disposed of.

Sd/-

MADHU SINHA
MEMBER (TECHNICAL)

Sd/-

REETA KOHLI
MEMBER (JUDICIAL)