IN THE NATIONAL COMPANY LAW TRIBUNAL: NEW DELHI
SPECIAL BENCH (COURT – II)

Item No. 214
IB-549/ND/2024
IA-14/ND/2025

IN THE MATTER OF:
Kaveri Sales Corporation ... Applicant/Petitioner

Versus

Surya Milk Products Pvt. Ltd. ... Respondent

Under Section: 9 of IBC, 2016

Order delivered on 15.07.2026

CORAM:
SH. ASHOK KUMAR BHARDWAJ
HON'BLE MEMBER (J)

SH. BANWARI LAL MEENA
HON'BLE MEMBER (T)

PRESENT:
For the Applicant : Adv Shubham Gupta
For the Respondent :

Hearing Through: VC and Physical (Hybrid) Mode

ORDER

IA-14/ND/2025: On being asked regarding the availability of the requisite certificate required to be given by the Liquidator in prescribed form, Ld. Counsel for the Liquidator submitted that no such form has yet been filed. Ld. Counsel for the RP could draw our attention to the resolution dated 05.03.2025 passed in second meeting of CoC. In his submission, the CoC could pass a resolution for dissolution of the Corporate Debtor. The resolution reads thus:

> **ITEM NO. C1**
> **TO APPROVE THE DISSOLUTION OF CORPORATE DEBTOR IN THE MATTER OF SURYA MILK PRODUCTION PRIVATE LIMTED**
>
> As deliberated under Agenda B-2 of the meeting, the representative of Kaveri Sale Corporation requested the RP for dissolution of the company as there is no such assets showing in the balance sheet.
>
> The chairman responded, explaining that the primary objective of the Code is to resolve the company, and rather than opting for dissolution, a liquidation application could be filed. However, the representative of Kaveri Sales Corporation disagreed with the liquidation approach and reiterated the request to move forward with the dissolution of the company.
>
> The Chairman drew the kind attention of the CoC towards the provisions of Section- 54 of the IBC, 2016 and the same is reproduced as under:

Section-54- "Dissolution of corporate debtor. -

(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 debtor is registered."

After due deliberations the following resolutions were passed:

"**RESOLVED THAT** the consent of the Committee of Creditors (CoC) be and is hereby accorded for Dissolution of the Corporate Debtor ("Surya Milk Products Private Limited") under Section 54 of IBC, 2016 read with Regulation 14 of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016.

RESOLVED FURTHER THAT the Resolution Professional or Liquidator (as the case may be) be & is hereby authorized to file application and approach the Adjudicating Authorities, Hon'ble NCLT, to intimate the decision of the committee of creditors with a request to pass an order of Dissolution of Corporate Debtor, as the company has left with no assets and the only member holding 99.81% of voting share, constituting CoC unanimously resolved for dissolution of corporate debtor."

Result
This resolution for approve the Dissolution of Corporate Debtor was deliberated and got 99.81% "Yes" votes in favour through physical voting in the meeting itself.
Thus, as per the Section 25 of the IBC, 2016 this resolution was APPROVED

It is seen from the resolution, the same has been passed by three of the Operational Creditors. Ld. Counsel for the RP could fairly submit that the Corporate Debtor has liability to pay an amount of Rs. 6,77,34,100/-. According to him, the demand was challenged in appeal which was rejected and now the appeal preferred by the Corporate Debtor is pending before Income Tax Appellate Tribunal (ITAT). We cannot be oblivious of the fact that when the demand by Income-Tax Department is Rs. 6,77,34,100/-, the application under Section 9 of IBC, 2016, was preferred by M/s Kaveri Sales Corporation, an Operational Creditor for default of an amount of Rs. 1,00,32,980/- i.e. an amount marginally above the threshold limit. Passing of the resolution for dissolution of the Corporate Debtor, without there being any effort to resolve the insolvency of the same and the demand by Income-Tax Department for an amount of Rs. 6,77,34,100/- is sufficient material to indicate that the process was initiated with ulterior motive to absolve the Corporate Debtor from liability to pay the

Income-Tax Department. In the wake, we reverse the CIRP and restore the position as was prevalent as on the date of initiation of CIRP. **IB-549/ND/2024 stands restored and IA-14/ND/2025 stands disposed of accordingly.**

Sd/-	**Sd/-**
(BANWARI LAL MEENA)	**(ASHOK KUMAR BHARDWAJ)**
MEMBER (T)	**MEMBER (J)**

UPASANA/RUCHITA