

IN THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH
COURT-IV

I.A. NO. 2471 OF 2023
IN
C.P. NO. 115 (ND) OF 2020

IN THE MATTER OF:

GULSHAN GABA
RESOLUTION PROFESSIONAL

...APPLICANT

Versus

NARESH KAKKAR
SUSPENDED DIRECTOR

LOVER KUMAR KAKAR
SUSPENDED DIRECTOR

....NON APPLICANTS

IN THE MATTER OF:

SYREX INFO SERVICES (INDIA) PVT LIMITED

...CORPORATE APPLICANT

Order Delivered on: 09.03.2026

CORAM:

SHRI MANNI SANKARIAH SHANMUGA SUNDARAM
HON'BLE MEMBER (JUDICIAL)

SHRI ATUL CHATURVEDI
HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant : Mr. Abhishek Gupta, Advocate and Mr. Gulshan
Gaba, RP in person.



ORDER

PER: ATUL CHATURVEDI, MEMBER (TECHNICAL)

1. The present Application is being filed by Mr. Gulshan Gaba, Resolution Professional of Syrex Info Services (India) Pvt Limited under Section 33 read with Section 54 of Insolvency and Bankruptcy Code, 2016 ("Code") and Rule 11 of National Company Law Tribunal Rules, 2016 (NCLT Rules, 2016) seeking the following reliefs:

(a) Allow the present application and pass an order dissolving the corporate debtor in absence of any asset left with the corporate debtor for liquidation and/or

(b) Pass an order under Section 33(2) read with Section 33(1) of the Insolvency and Bankruptcy Code, 2016 to liquidate the Corporate Debtor but not as a going concern, by the Liquidator proposed and appointed by the COC in the Seventh COC meeting or

(c) Pass such other or further order / order(s) as may be deemed fit and proper in the facts and circumstances of the instant case.

2. SUBMISSIONS OF THE APPLICANT:

- i. The Corporate Debtor was incorporated as a Private Limited Company on 06.04.2005. An application was filed by Syrex Infoservices Pvt Ltd ("Corporate Applicant"), under section 10 of the Code, which was admitted vide order dated 20.07.2022.
- ii. Vide the admission order, the Applicant i.e. Mr. Gulshan Gaba was appointed as the Interim Resolution Professional. In terms of the provisions of the Code, the Applicant scheduled the First Meeting of the COC on 19.08.2022.
- iii. The Applicant made a public announcement in Form- A. The copy of the public announcement was duly uploaded on the website of the Insolvency and Bankruptcy Board of India (IBBI).
- iv. In terms of Section 18 (1)(a) of the Code, the Applicant collated claim submitted by the creditor pursuant to the Public Announcement and after



determination of the financial position of the Corporate Debtor, constituted a Committee of Creditor ("CoC") within the time provided under the Code. The CoC came to be comprised of only one financial creditor of the Corporate Debtor, i.e., Aditya Birla Finance Limited and report of intimation of Constitution of Committee of Creditors under Regulation 17 of CIRP Regulations read with Section 21 of Code was submitted.

- v. Further, in the second meeting of COC held on 06.09.2022, in terms of Regulation 27 of the CIRP Regulations, the Applicant was confirmed as Resolution Professional to carry out the process of corporate insolvency resolution process.
- vi. The CoC in its third meeting dated 29.09.2022 also approved the criteria in terms of section 25 (2) h for the prospective resolution applicants for submission of the resolution plan and draft Form G for inviting expressions of interest, presented before it by the Applicant in terms of Regulation 36A of CIRP Regulations. The COC also approved the evaluation matrix, RFRP and process document in the third COC meeting. The Tribunal vide order dated 21.10.2022 appointed Mr. Gulshan Gaba as resolution professional to conduct CIRP.
- vii. The Fourth COC meeting was convened on 03.11.2022 where in the resolution professional discussed regarding the publication of the Form G in Delhi/ NCR and Mumbai editions of the financial express (English edition), Jansatta (Delhi NCR in Hindi edition). The resolution professional also informed regarding receiving an EOI from Mr. Amrit Agarwal on 19.10.2022 at 06:38 pm through mail after the closing time at 5 PM without depositing the hard copy of the EOI. The EOI was not accompanied with Earnest Money deposit of Rs. 20,000/-. The EOI was held to be disqualified.
- viii. The resolution professional got an email from the office of Mr. Amrit Agarwal on 28.10.2022 requesting for deposit of earnest money but the deadline was expired and upon the opinion of COC, the same was not allowed. The COC



further asked the Resolution professional to explore the possibility of dissolving the corporate debtor rather going for liquidation as the corporate debtor has no realisable asset which can be liquidated in the open market. Further, the resolution professional informed the COC regarding receiving of three EOI for sale of vehicle to meet out the cost of CIRP. The Resolution Professional informed regarding receiving highest bid of Rs. 6,75,000/-. COC further informed the Resolution professional to circulate the resolution for sale of vehicle.

- ix.** In the fifth COC meeting which was conducted on 29.11.2022, the resolution professional informed the COC about fee received from different registered valuers. The resolution professional informed regarding the minimum fee quoted by M/s Value Edge Professional Pvt Ltd and M/s G Tech Valuers Pvt Ltd. The COC further appointed both the valuers. The COC accorded their consent for appointment of M/s AKG & Associates as the transaction auditor of the corporate debtor. The Resolution professional informed the COC that final transaction audit report will be received latest by 15.12.2022. The COC further asked the resolution professional to hold the selling of the Innova car till receiving the valuation report.
- x.** In the sixth COC meeting took place on 24.12.2022. The resolution professional informed the COC member about the valuation report received for the Plant and Machinery and Financial asset from the two different valuers. The Chart is at internal page no. 3 of the sixth COC meeting dated 24.12.2022. The COC member further informed the Resolution Professional to sell at Innova Vehicle at Rs. 6,75,000 to the highest bidder after considering the valuation report.
- xi.** In the seventh COC meeting dated 10.01.2023, the resolution professional discussed regarding the draft transaction audit report received from the auditor. The report was discussed in detail in the COC meeting. The resolution professional on 15.01.2023 filed a preferential transaction and fraudulent



transaction application before the adjudicating authority. In the seventh COC meeting the estimated liquidation cost was also discussed with the COC member. The resolution professional further informed the COC member that the liquidation value of the corporate debtor is less than Rs-20,000/- and there may not be any taker of the corporate debtor post liquidation which may result in wastage of time, effort and money. The COC consent was accorded to approve the Liquidation of the corporate debtor not as a going concern but with an alternate prayer to dissolve the corporate debtor in absence of any realizable asset subject to approval of the Hon'ble NCLT.

- xii.** In view of the above, the members of the COC member having 100% voting share decided to Dissolve Corporate Debtor if considered by the Tribunal else to go for Liquidation.
- xiii.** The 7th meeting of CoC was convened on 10.01.2023. The Applicant offered his services to act as Liquidator if the Hon'ble Tribunal does not consider dissolving the Corporate Debtor and gave his consent in Form AA to act as liquidator of the Corporate Debtor for the fee approved by the CoC.
- xiv.** The COC decided to appoint resolution professional as liquidator of the corporate debtor and passed a resolution for such appointment and for fixation of fee of the liquidator.
- xv.** In view of the above, the Applicant is filing the present application since no resolution plan was received by the COC and since the Corporate Debtor has no realizable asset which can be Liquidated and considering the valuation report received by the registered valuers, the Member of COC decided to directly go for dissolution of the Company escaping the process of Liquidation to save the cost and time. Reliance is placed on the decisions of the NCLT Kochi Bench in the matter of M/s. Ambani Vitrified Private Limited & another Versus M/s. Nassco Trading India Private Limited (IBA(/22/KOB/2020) and decision of NCLT, Bengaluru by way of its order dated 16.11.2020 case of Synew Steel Private Limited.



ANALYSIS AND FINDINGS:

The present Application has been filed by the Resolution Professional under Section 33 read with Section 54 of the Insolvency and Bankruptcy Code, 2016 (“Code”) seeking dissolution of the Corporate Debtor in view of the fact that no resolution plan has been received and the Corporate Debtor does not possess any realizable assets to justify initiation of liquidation proceedings.

- ii.** The record reflects that the Corporate Insolvency Resolution Process (CIRP) was initiated pursuant to admission of an application under Section 10 of the Code. Public announcement was duly made in Form-A and claims were collated in accordance with Section 18 of the Code. The Committee of Creditors (CoC) was constituted comprising a sole Financial Creditor, namely Aditya Birla Finance Limited, holding 100% voting share.
- iii.** It is observed that the Resolution Professional conducted the CIRP strictly in compliance with the statutory framework. Form G was published inviting Expressions of Interest (EOI), eligibility criteria were approved, evaluation matrix and Request for Resolution Plan (RFRP) were finalized, and opportunities were provided to prospective resolution applicants. However, no valid resolution plan was received within the stipulated timelines. The solitary EOI received was found to be non-compliant and was rejected with the approval of the CoC.
- iv.** The material placed on record further reveals that the only identified movable assets of the Corporate Debtor were a few old laptops and an Innova vehicle. Two registered valuers were appointed in terms of Regulation 35 of the CIRP Regulations to determine the fair value and liquidation value. Upon receipt of the valuation reports, the CoC approved sale of the vehicle for Rs. 6,75,000/- to the highest bidder. Apart from the said asset, the liquidation value of the Corporate Debtor was assessed to be less than Rs. 20,000/-, thereby indicating negligible residual value.



7. The transaction audit was also conducted and appropriate applications relating to preferential and fraudulent transactions were filed before this Adjudicating Authority.
- vi.** In the 7th CoC meeting held on 10.01.2023, the Resolution Professional placed before the CoC the estimated liquidation cost vis-à-vis the negligible liquidation value of the Corporate Debtor. The CoC, exercising its commercial wisdom and having 100% voting share, resolved to seek dissolution of the Corporate Debtor, and in the alternative, liquidation not as a going concern.
- vii.** The primary objective of the Code is resolution of insolvency in a time-bound manner and maximization of value of assets. Where resolution is not possible, liquidation follows. However, in cases where the Corporate Debtor has no meaningful assets and liquidation would only entail further costs without any commensurate benefit to stakeholders, the Adjudicating Authority, in exercise of its powers under Sections 33 and 54 of the Code read with Rule 11 of the NCLT Rules, may permit dissolution to prevent futile proceedings.
- viii.** In the present case, it is evident from the record that no resolution plan was received despite due publication of Form G and affording adequate opportunity to prospective resolution applicants. The valuation reports placed before the CoC clearly demonstrate that the Corporate Debtor does not possess any substantial or meaningful realizable assets, and the assessed liquidation value is negligible. The sole Financial Creditor, constituting 100% of the Committee of Creditors, has exercised its commercial wisdom and resolved in favour of dissolution of the Corporate Debtor.
- ix.** The Insolvency and Bankruptcy Code, 2016 is a beneficial legislation aimed at time-bound resolution, value maximisation, and avoidance of unnecessary erosion of resources. A pragmatic approach is to be adopted instead of mechanically pushing a Corporate Debtor through liquidation when it is demonstrably clear that such process would serve no purpose. The Code does



not mandate continuation of a futile process merely for the sake of procedural completion.

- x.** In the peculiar facts of the present case, this Adjudicating Authority is of the considered view that continuation of the insolvency framework through liquidation would amount to wastage of judicial time, professional effort and creditor resources, and would run contrary to the spirit and objectives of the Code. Where the Corporate Debtor is a shell with no assets, no operations and no possibility of recovery, dissolution is the most efficient, equitable and legally appropriate course. Reliance in this regard is placed on the decision of the Hon'ble NCLAT in ***Shyson Thomas vs. Mr. Madhugiri Venkatarayappa Sudarshan [T.A. (AT) No. 8 of 2021 in C.A.(AT)(CH)(INS)/925/2020; order dated 01.06.2023]***.
- xi.** In view of the foregoing facts and circumstances, and considering that liquidation would be an empty formality serving no meaningful purpose, this Bench is satisfied that this is a fit case for allowing dissolution of the Corporate Debtor in order to put an end to the proceedings and to uphold the objectives of the Code.
- xii.** In view of the above discussion, **Syrex Info Services (India) Private Limited** stands **dissolved** with immediate effect.
- xiii.** The Resolution Professional shall ensure that all statutory compliances incidental to dissolution are completed.
- xiv.** It is clarified that dissolution of the Corporate Debtor would not in any way absolve the Promoters/Directors of the Corporate Debtor from any personal liability or guarantee given in respect of the Corporate Debtor, under any law for the time being in force.
- xv.** Upon dissolution of the Corporate Debtor, the records of the Company, which are in possession of the RP, be handed over by the RP to the IBBI.



i. The Registry is directed to send a copy of this order to the ROC Delhi & Haryana, with which the Corporate Debtor is registered and the IBBI within seven (7) days from the date of pronouncement of this order.

-SD/-

**(ATUL CHATURVEDI)
MEMBER (TECHNICAL)**

-SD/-

**(MANNI SANKARIAH SHANMUGA SUNDARAM)
MEMBER (JUDICIAL)**