IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT – 1, AHMEDABAD

ITEM No.301

C.P.(IB)/131(AHM)2026

Under Section 59 of IB Code, 2016

IN THE MATTER OF:

Dilipkumar Natvarlal Jagad Liquidator of Naturell (India) Private Limited **.....Applicant**

Order delivered on: 18/11/2026

C O R A M:

MR. SHAMMI KHAN, HON'BLE MEMBER (J)
MR. SANJEEV SHARMA, HON'BLE MEMBER (T)

O R D E R
(Hybrid Mode)

The case is fixed for pronouncement of order. The order is pronounced in the open court, vide separate sheet.

-SD-

SANJEEV SHARMA
MEMBER (TECHNICAL)

-SD-

SHAMMI KHAN
MEMBER (JUDICIAL)

BEFORE THE ADJUDICATING AUTHORITY
NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT–I, AHMEDABAD

CP(IB)/131(AHM)2026

(Company Petition under Section 59(7) of the Insolvency and Bankruptcy Code 2016 read with Regulation 38(3) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017)

In the matter of: ***Naturell (india) Private Limited***

Mr. Dilipkumar Natvarlal Jagad
Liquidator of Naturell (India) Private Limited (under Voluntary Liquidation)
Having its registered office at:
803/804, Ashok Heights, Opp. Saraswati Apartment, Nikalas Wadi Road, Near Bhuta School, Old Nagar X Road, Gundavali, Andheri East, Mumbai – 400 069

.... Applicant/Liquidator

Order Pronounced on 18.11.2026

C O R A M:

MR. SHAMMI KHAN, HON'BLE MEMBER (JUDICIAL)
MR. SANJEEV SHARMA, HON'BLE MEMBER (TECHNICAL)

A P P E A R A N C E:

For the Applicant	:Mr. Sandeep Singhi, Adv. a. w. Mr. Varun Agarwal, Adv. :Mr. Dilipkumar Natvarlal Jagad, Liquidator in person
For the IT Dept.	:Mr. Ashutosh Chouhan, Proxy Adv.
For the RoC	:Ms. Vipal Solanki, Company Prosecutor :None for Assistant Commissioner (ST), Faternagar Circle, Hyderabad Rural, Commercial Taxes Division, Telangana as

well as for the Assistant Commissioner of the State Tax, Mulund-West_606 Mulund North East

O R D E R
Per Bench

1. This Company Petition has been filed on 26.03.2026 by Mr. Dilipkumar Natvarlal Jagad, Voluntary Liquidator of Naturell (India) Private Limited (hereinafter referred to as "the Corporate Person") under Section 59(7) of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as the "Code") read with Regulation 38(3) of the IBBI (Voluntary Liquidation Process) Regulations, 2017 (hereinafter referred to as the "VLP Regulations"), seeking an order of Dissolution of the Company with following prayers: -

a) *This Hon'ble Tribunal may be pleased to allow the present petition filed under Section 59(7) and 59(8) of IB Code, 2016 and pass appropriate orders for the dissolution of the Corporate Debtor;*

b) *The Hon'ble Tribunal may be pleased to discharge the Liquidator from the Voluntary Liquidation process of the Corporate Debtor;*

c) *The Hon'ble Tribunal may be pleased to pass appropriate orders under Section 59(7) of IB Code, 2016 read with VLP Regulations, 2017 and other applicable provisions permitting dissolution of Corporate Debtor; and*

d) *To pass such order or further order(s) with this Hon'ble Adjudicating Authority may deem fit, proper and just under the circumstances of the case.*

2. The Applicant/Voluntary Liquidator has placed the facts and documents in the following manner: -

2.1. The Applicant submitted that the Corporate Person, Naturell (India) Private Limited, incorporated on 22.02.1991 under the Companies Act, 1956, is a wholly-owned subsidiary of Zydus Wellness Limited and was engaged in the manufacturing and sale of nutrition bars, protein cookies, protein chips and other health food products under the brands "Ritebite Max Protein" and "Ritebite". It is stated that the Corporate Person has not committed any default and satisfies the conditions prescribed under Section 59(1) of the Insolvency and Bankruptcy Code, 2016.

2.2. The Board of Directors, in its meeting held on 24.06.2025, approved the voluntary liquidation of the Corporate Person under Section 59 of the Code read with the Voluntary Liquidation Regulations, 2017. Accordingly, all three directors, namely Mr. Tarun Arora, Mr. Umesh Parikh and Mr. Bhupesh Desale, furnished declarations of solvency dated 24.06.2025, confirming that the Corporate Person would be able to discharge its debts in full and that the liquidation was not intended to defraud any person. The requisite audited and provisional financial statements, valuation report, details of pending proceedings and list of unsecured creditors were also furnished.

2.3. It is further submitted that the declaration of solvency along with the requisite documents was filed with the Registrar of Companies, Ahmedabad, in Form GNL-2 vide SRN AB6808239 on 13.09.2025, which was duly approved and taken on record.

2.4. The Applicant submitted that, in compliance with Section 59(3)(c) of the Code, the shareholders of the Corporate Person, at the Extraordinary General Meeting (EGM) held on 01.07.2025, approved the voluntary liquidation of the Corporate Person. It is further submitted that the Corporate Person has seven (7) shareholders, namely:

Sr. No.	Name of Shareholder	Number of shares held of Re. 1 each	% of Holding
1.	Zydus Wellness Limited (Ordinary equity shares)	92,74,819	100%
2.	Zydus Wellness Limited (Class – A equity shares)	43,76,565	100%
3.	Zydus Wellness Limited (Class – B equity shares)	14,27,215	100%
4.	Mr. Pankajbhai Ramanbhai Patel*	1	0
5.	Dr. Sharvil Pankajbhai Patel*	1	0
6.	Mr. Vishal Jyotindra Gor*	1	0
7.	Mr. Tarun Arora*	1	0
8.	Mr. Mukund Thakkar*	1	0
9.	Mr. Umesh Parikh*	1	0
	Total	**1,50,78,605**	**100%**

2.5. The Applicant submitted that, at the EGM held on 01.07.2025, the shareholders approved the distribution of the entire business undertaking of the Corporate Person, comprising its assets and liabilities, to its sole shareholder, Zydus Wellness Limited (ZWL), on a going concern basis. During the said EGM, Mr. Dilipkumar

Natvarlal Jagad, an Insolvency Professional, was appointed as the Liquidator of the Corporate Person.

2.6. It is further submitted that the resolutions passed at the EGM were filed with the Registrar of Companies (RoC), Ahmedabad, in Form MGT-14 on 04.07.2025 and were duly approved and taken on record. The requisite intimation regarding commencement of voluntary liquidation was also given to the IBBI on 03.07.2025 and subsequently in Form VL-1 on 11.07.2025.

2.7. The Applicant further submitted that consent of creditors representing 78.37% of the total debt value was obtained and, accordingly, the liquidation proceedings commenced on 01.07.2025, being the Liquidation Commencement Date. The creditors' consent and the requisite certificate were filed with the RoC in Form GNL-2 on 09.10.2025 and duly taken on record.

2.8. It is also submitted that ZWL intimated the Stock Exchanges regarding commencement of voluntary liquidation on 01.07.2025 under Regulation 30 of the SEBI (LODR) Regulations, 2015. Further, a public announcement in Form A was published in Financial Express (English and Regional editions) on 03.07.2025, inviting claims from stakeholders by 31.07.2025, and the same was also submitted to and published on the IBBI website.

2.9. The Applicant further submitted that, pursuant to Regulation 4 of the VLP Regulations and the resolutions passed by the Board of Directors and shareholders on 24.06.2025, and 01.07.2025, respectively, the Liquidator continued operating the Corporate Person's Business Undertaking with the assistance of its management until its distribution for beneficial winding up. For smooth business operations, an Executive Committee comprising three directors, namely, Mr. Tarun Arora, Mr. Umesh V. Parikh, and Mr. Bhupesh Desale, was constituted, with Mr. Tarun Arora serving as Chairman and Mr. Umesh V. Parikh acting in his absence.

2.10. The Petitioner submits that the Executive Committee was responsible for managing and carrying out the operations of the Corporate Person, including discharging various business functions, under the overall guidance and control of the Liquidator until the distribution of the Business Undertaking.

2.11. The Applicant submitted that, in compliance with the VLP Regulations, the Liquidator opened a dedicated Voluntary Liquidation Bank Account with ICICI Bank on 28.08.2025, for meeting liquidation expenses, while continuing to operate the Corporate Person's existing bank accounts from the Liquidation Commencement Date. The Liquidator also intimated the voluntary liquidation proceedings to the concerned statutory and

regulatory authorities, with proof of dispatch annexed as Annexure 'N (Colly)'.

2.12. Further, pursuant to the public announcement, the Petitioner received a claim from its sole shareholder, ZWL, holding 100% of the Corporate Person's paid-up share capital (1,50,78,605 equity shares), annexed as Annexure 'O'. In compliance with Regulation 30 of the VLP Regulations, the Liquidator prepared the List of Stakeholders dated 08.08.2025, and filed the same with the Registrar of Companies, Ahmedabad, in Form GNL-2, annexed as Annexure 'P (Colly)'. The Liquidator also submitted the Preliminary Report dated 08.08.2025, to the Corporate Person and filed it with the Registrar of Companies, Ahmedabad, in Form GNL-2, which was approved and taken on record. The relevant documents are annexed as Annexure 'Q (Colly)'.

2.13. The Applicant submitted that for the claim received, in accordance with the provisions of Chapter V and other provisions of the Code and Regulation 35(3) and other provisions of the VLP Regulations, with effect from September 20, 2025, the Liquidator distributed the assets of the Corporate Person as follows:

a. The Business Undertaking (as stipulated in Annexure - "I" to the Letter of Distribution) (valued at Rs. 399.01 crores, as on June 23, 2025, as per the valuation report issued by Transaction Square Advisory LLP, Registered Valuer - Securities or Financial Assets), on a going concern basis, to the holding company of the Corporate Person i.e. ZWL, which holds 1,50,78,605

shares in the Corporate Person. (representing 100% of the share capital of the Corporate Person).

A copy of the Letter of Distribution is annexed as Annexure-"R".

2.14. The Applicant submitted that, pursuant to the voluntary liquidation process, the Corporate Person's Business Undertaking was distributed on a going-concern basis to its sole shareholder, ZWL, holding 100% of its paid-up share capital, in compliance with the applicable provisions of the Companies Act, 2013.

2.15. It is submitted and reiterates that the rationale for undertaking voluntary liquidation as approved by the Board of the Company and the shareholders:

i. ZWL and the Company are the part of same group and are engaged in the similar line of business in FMCG industry, and the Board of the respective companies have decided to consolidate the Company's business under the ZWL. Consolidation through voluntary liquidation would therefore lead to a more efficient utilization of resources, cashflows and assets of the Company and create a stronger base for future growth;

ii. Consolidation through voluntary liquidation would ring-fence potential legacy liabilities, if any, associated with the Company;

iii. The consolidation will lead to the consolidation of business operations, synergies in operations and

facilitate support for organic growth opportunities and the elimination of intra-group transactions, which would lead to optimum utilization of liquidity by the merged entity;

iv. *The proposed consolidation of the Company into the ZWL shall enable effective management and unified control of operations. Further, the consolidation would create economies in administrative and managerial costs by consolidating operations and would substantially reduce duplication of administrative responsibilities and multiplicity of records, legal and regulatory compliances;*

v. *The consolidation of the Company with the ZWL will create a more investor-friendly structure by bringing the Company's business under ZWL;*

vi. *The consolidation would result in greater financial strength and flexibility for the ZWL, which would further result in maximizing overall shareholder value, and will improve the competitive position of ZWL;*

vii. *The consolidation would also result in simplification of group and corporate structure making governance, reporting, and oversight more efficient and allows business operations to continue under a single legal entity, improving efficiency and scalability.*

2.16. The Applicant further submitted that ZWL intimated the Stock Exchanges on 20.09.2025, under Regulation 30 of the SEBI (LODR) Regulations, 2015, regarding the distribution of the Corporate Person's Business Undertaking to ZWL on a going-concern basis. The Liquidator also obtained the Auditor's Certificate, Compliance Certificate in Form H and Final Report in compliance with Regulation 38 of the VLP Regulations, and submitted the Final Report to the Registrar of Companies, Ahmedabad, and IBBI (Annexures 'S' to 'W').

2.17. Further, the surplus amount of Rs.85,19,320.60 remaining in the Voluntary Liquidation Bank Account was transferred to ZWL, following which the bank account was closed on 20.03.2026. The Demat Account was also closed, and arrangements were made for preservation of the Corporate Person's records (Annexures 'X' and 'Y'). Accordingly, upon completion of the voluntary liquidation process in accordance with Section 59 of the Code and the VLP Regulations, the Applicant has approached the Hon'ble Tribunal seeking appropriate orders under Sections 59(7) and 59(8) of the Code.

3. It is submitted that after making various payments including liquidation costs as per the provisions of Section 53(1) of IBC, 2016, the Liquidator has distributed the funds among the stakeholders of the company as well as the Voluntary

Liquidation Process conducted as detailed in the Form-H which are reproduced as under:-

4. Details of Distribution to stakeholders as per Section 52 or 53 of the Code

(Amount in INR)

Sl. No.	**Stakeholders* under Section 52 and 53(1)**	**Amount Claimed**	**Amount Admitted**	**Amount Distributed**	**Amount Distributed to the Amount Claimed (%)**	**Remarks**
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1	Realization of Security Interest [Sec. 52(1)(b)]	No Claim Received				
2	Liquidation Cost [Sec.53(1)(a)]	21,14,264	21,14,264	21,14,264	100%	Includes fees of liquidator, out of pocket expenses incurred by liquidator, Fees paid to professionals
3	Workmen's Dues [Sec.53(1)(b)(i)]	No Claim Received				
4	Debts of Secured Creditors [Sec.53(1)(b)(ii)]	Not Applicable				
5	Wages and Unpaid Dues to Employees [Sec.53(1)(c)]	No Claim Received				
6	Debts of Unsecured Financial Creditors [Sec.53(1)(d)]	NIL	NIL	NIL	NIL	NA
7	Government Dues + Amount Unpaid following Enforcement of Security Interest [Sec.53(1)(e)]	0	0	0	100%	Provident Fund Organisation, See Note-1 below
8	Any remaining Debts and Dues	No Claim Received				

	[Sec.53(1)(f)]					
9	Preference Shareholders [Sec.53(1)(g)]	Not Applicable				
10	Equity Shareholders [Sec.53(1)(h)]	**3,99,01,00,000**	**3,99,01,00,000**	**3,99,01,00,000**	100&	Refer SI. No. 6 of table at point 4. Details of realization during Voluntary Liquidation Process
Total		**3,99,22,14,264**	**3,99,22,14,264**	**3,99,22,14,264**	**100%**	

*If there are sub-categories in a category, please add rows for each sub-category.

Note – 1: The Liquidator did not receive any claim from the creditors. Subsequent to the distribution of Business Undertaking on a going concern basis, the Liquidator received a claim from the Employees Provident Fund Organisation, Vardan Commercial Complex, M.I.D.C Road No.16, Wagle Estate, Thane – 400604 (Regional Office Thane – South) on February 23, 2026 for INR 14,51,457. The Liquidator acknowledged the claim in terms of special resolution passed by the shareholders in the EGM held on July 1, 2025 where by pursuant to distribution of Business Undertaking of the Company to ZWL, all suits, actions, claims and legal proceedings by or against the Company pending and/or arising either before the date of distribution or thereafter, shall be continued and enforced by or against ZWL. Hence, without prejudice to ZWL's right to defend this matter as per applicable law, if any, liability was to arise out of this claim the same shall form part of ZWL's liabilities (pursuant to/as a consequence of the distribution of Business Undertaking). And in terms of above, ZWL settled the claim of PF organisation for an amount of INR 14,64,097 on March 20, 2026.

5. The Voluntary Liquidation Process has been conducted as per the stipulated timeline:

Sl. No.	**Section/Regulation**	**Description of Task**	**Norm (Number of Days)**	**Compliance Date**	**Actual Timeline (Number of days)**
(1)	(2)	(3)	(4)	(5)	(6)
1	Section 59(3)(a), Regulation 3(1)(a)	Declaration from majority of directors / partners regarding solvency of corporate person and it not being liquidated to defraud any person	T – 28	June 24, 2025	T = 0
2	Section 59[3)(c) and (5)], Regulation 3(1)(c) and 3(3)	Passing of resolution / special resolution by members / partners about commencement of voluntary liquidation process and appointment of insolvency professional as	T = 0	July 1, 2025	T = 0

		liquidator			
3	Proviso to Section 59(3)(c), Regulation 3(1)(c)	Approval of creditors representing two-third in value of debt, if the corporate person owes any debt, of the resolution passed under section 59(3)(c) or regulation 3(1)(c)	T + 7	July 7, 2025	T + 7
4	Regulation 5(2)	Intimation by Insolvency Professional regarding his appointment as Liquidator, to the Board	T + 7	July 3, 2025	T + 4
5	Regulation 14(1)	Public Announcement in Form A by the Liquidator	T + 5	July 2, 2025	T + 2
6	Section 59(4), Regulation 3(2)	Notification to Registrar of Companies and Board about the resolution passed under section 59(3)(c) and regulation 3(1)(c) or subsequent approval of creditors thereto, as the case may be, by corporate person	T + 7 or T + 14	July 4, 2025 (about shareholders resolution, declaration of solvency by majority of the directors and public announcement) October 9, 2025 (about approval of creditors)	T + 1 T + 7
7	Section 38(1), Regulation 14(2)	Submission of claims by stakeholders	T + 30	July 25, 2025	T + 25
8	Section 38 (5)	Withdrawal / modification of claim by stakeholders	T + 44	Not Applicable	Not Applicable
9	Regulation 9 (1)	Submission of preliminary report to the corporate person by the Liquidator	T + 45	August 8, 2025	T + 38
10	Regulation 29(1)	Verification of claims by the Liquidator	T + 60	August 8, 2025	T + 38
11	Section 40(2)	Intimation about decision of acceptance / rejection of claim to the stakeholders by the Liquidator	T + 67	Not Applicable	Not Applicable
12	Regulation 30(2)	Preparation of list of stakeholders by the	T + 45*/75	August 8, 2025	T + 38

		Liquidator			
13	Section 42	Appeal by creditor against the decision of the Liquidator	T + 81	Not Applicable	Not Applicable
14	Regulation 35(1)	Distribution of the proceeds to stakeholders by the Liquidator	Date of realization + 30	September 20, 2025	Not Applicable
15	Regulation 39(2)	Deposit of amount of unclaimed dividends and undistributed proceeds in Corporate Voluntary Liquidation Account by The Liquidator	Prior to submission of application under sub-section (7) of section 59	Not Applicable	Not Applicable
16	Regulation 38(2)	Submission of Final Report to the Board and Registrar of Companies by the Liquidator	T + 90*/270	March 23, 2026	T + 266
17	Section 59(7), Regulation 38(3)	Submission of Final Report, along with the application for dissolution, to AA	T+90*/270	Application for Dissolution is under preparation	Not Applicable
18	Regulation 37(1)	Completion of Voluntary Liquidation Process	T + 90*/270	March 23, 2026	T + 266
19	Regulation 37(2)	Meeting of Contributories and presentation of Annual Status Report (Status Report/ Final Report)	T + 365	Not Applicable	Not Applicable

T = Liquidation Commencement Date

* Applicable where approval of creditors was not required under Section 59(3)(c) or regulation 3(1)(c)

4. It is submitted that the Company has completed the requisite formalities and procedure for voluntary liquidation in compliance with the Rules and Regulations and filed this

application for passing Dissolution Order under Section 59(8) of the IB Code.

5. In pursuance to the notice issued by this Tribunal, RoC has filed its report on 29.05.2026 vide Inward No. R 334 stated therein that no prosecution, complaints, compounding and 3i matters are pending against the company. In response to the RoC report, affidavit in reply on behalf of the Applicant has been filed on 09.06.2026 vide Inward No. 4578.

6. Further, pursuant to the Order dated 24.06.2026, the Applicant/Liquidator filed an additional affidavit on 02.07.2026 vide Inward No. D-5484, stating that no outstanding demands are reflected against the Corporate Person on the portal of the Income Tax Department, as evidenced by Annexure-A thereto. It is further submitted that, in terms of the Letter of Distribution dated 20.09.2025, all assets and liabilities of the Corporate Person stood transferred to and vested in Zydus Wellness Limited. Consequently, all legal proceedings initiated by or against the Corporate Person, whether pending or arising subsequently, are to be continued and pursued by or against the Holding

Company, in accordance with Clause 5 of Annexure I to the said Letter of Distribution (annexed at Annexure 'R' to the Company Petition, Vol.4, Pgs. 581 - 596). The Holding Company shall be responsible for all legal proceedings pending by or against the Corporate Person, as confirmed through an affidavit dated 02.07. 2026, attached as Annexure B.

7. The Applicant filed a Further Additional Affidavit on 27.07.2026, vide Inward No. D 6178, stating that the Liquidator of Naturell (India) Private Limited reiterated the contents of the Additional Affidavit dated 02.07.2026. Further, in compliance with the Tribunal's Order dated 03.07.2026, directing the disclosure of details and pleadings of all legal proceedings by or against the Corporate Person, an affidavit dated 24.07.2026, issued by the Holding Company, Zydus Wellness Limited, was placed on record and annexed as Annexure I.

8. The Applicant has filed an affidavit of service on 21.08.2026 vide Inward No. D 7140, confirming compliance with the Tribunal's Order dated 28.07.2026 by serving the notice,

along with copies of the Company Petition, the Order, and the Additional and Further Additional Affidavits with annexures, upon the concerned tax authorities at Hyderabad and Mulund through email, physical delivery and Speed Post on 07.08.2026, 10.08.2026 and 11.08.2026. Proof of service, including emails, acknowledged notices, Speed Post receipts and tracking reports, was annexed as Annexures A, B and C (Colly).

9. Pursuant to the order dated 03.07.2026, a Further Additional Affidavit dated 24.07.2026, along with the affidavit of Zydus Wellness Limited (Holding Company), was filed disclosing details of legal proceedings involving the Corporate Person. The present affidavit places on record the Holding Company's affidavit dated 27.08.2026, providing details of the order dated 11.08.2026, accepting the reply to the notice dated 27.05.2026, issued by the Assistant Commissioner, Fatehnagar Circle, Hyderabad Rural, Telangana, and details of further notices received by the Corporate Person after filing the earlier affidavit. The said affidavit is annexed as Annexure I.

10. Pursuant to the order dated 01.09.2026, a copy of the said order, along with intimation of the next date of hearing i.e., 06.10.2026, was served via email on 08.09.2026 upon the Assistant Commissioner (ST), Fatehnagar Circle, Hyderabad Rural, Telangana, and the Assistant Commissioner of State Tax, Mulund (West) has been filed on 25.09.2026 vide Inward No. D 8322. Copies of the emails are annexed as **Annexure A (Colly.)**.

11. In pursuance to the notice issued by this Tribunal vide order dated 09.04.2026, an affidavit of service was filed on 27.04.2026 vide Inward Nos. D-3637. Notices were duly served upon the RoC, Income Tax Department and the concerned State Tax Authorities. Despite repeated opportunities, the Income Tax Department failed to file its reply, and accordingly, right to file reply was closed subject to the directions regarding payment of costs. Further, the Applicant/Liquidator was also directed to place on record details of statutory dues and pending litigations concerning the Corporate Debtor. Subsequently, notices were served upon the Assistant Commissioner, Fatehnagar Circle, Telangana, and the Assistant Commissioner of State Tax,

Mulund-West, Mumbai. However, despite due service, neither authority appeared nor filed any reply or objections. Learned Counsel for the Applicant/Liquidator submitted that the proceedings pending before the Assistant Commissioner (State Tax), Telangana, had already been closed vide order dated 11.08.2026. Upon hearing the Learned Counsel for the Applicant/Liquidator and perusing the records, the matter was reserved for orders.

12. We have heard the submissions advanced by the Learned Counsel for the Applicant/Liquidator, the representative of the Income Tax Department and the Registrar of Companies (RoC), and perused the pleadings, affidavits and material available on record.

13. The present Petition is governed by Section 59 of the Insolvency and Bankruptcy Code, 2016, read with the IBBI (Voluntary Liquidation Process) Regulations, 2017. Under Sections 59(7) and 59(8) of the Code, dissolution can be ordered only upon satisfaction that the affairs of the Corporate Person have been completely wound up and its assets completely liquidated.

14. The record indicates that the Board of Directors approved voluntary liquidation on 24.06.2025, followed by the requisite shareholders' resolution at the EGM held on 01.07.2025. The declarations of solvency and approval of creditors representing 78.37% of the total debt value have also been placed on record.

15. The Liquidator made the public announcement in Form A, inviting claims from stakeholders, and thereafter prepared the Preliminary Report dated 08.08.2025 and the List of Stakeholders dated 08.08.2025. The relevant documents, including proof of publication and statutory filings, have been placed on record as Annexures 'N' to 'Q (Colly)'.

16. We note that the entire Business Undertaking of the Corporate Person, valued at Rs.399.01 Crores as on 23.06.2025, was distributed to its holding company, Zydus Wellness Limited (ZWL), on a going-concern basis with effect from 20.09.2025. The Applicant relies upon the valuation report and the Letter of Distribution dated 20.09.2025, annexed as Annexure 'R'.

17. Regulation 35(3) of the VLP Regulations permits distribution of an asset amongst stakeholders, with the approval of the Corporate Person, ***where such asset cannot be readily or advantageously sold due to its peculiar nature or other special circumstances***. The Liquidator must, therefore, establish that the distribution of the entire Business Undertaking satisfies the statutory conditions and is supported by appropriate valuation, approval and distribution records.

18. We further take note of the EPFO claim of Rs.14,51,457 received on 23.02.2026, subsequent to the distribution of the Business Undertaking. The Applicant submits that ZWL settled the said claim for Rs.14,64,097 on 20.03.2026, pursuant to the arrangement contained in Clause 5 of Annexure-I to the Letter of Distribution.

19. However, Form-H reflects NIL Government Dues, whereas the aforesaid EPFO claim was subsequently received and settled by ZWL. The Liquidator is required to reconcile this disclosure with the liquidation accounts and place on record the claim, its verification, the settlement particulars and

proof of payment, together with the basis on which the liability was dealt with outside the liquidation distribution.

20. We have also examined the shareholding particulars. Although the table contains nine entries, ZWL is separately reflected against three classes of equity shares. The Liquidator shall confirm that the total shareholding of 1,50,78,605 equity shares, including the six individual one-share holdings, corresponds with the statutory register of members and the distribution records.

21. The Applicant has placed on record the Additional Affidavit dated 02.07.2026, Further Additional Affidavit dated 24.07.2026 and the affidavit of ZWL dated 27.08.2026, disclosing pending and subsequent legal proceedings involving the Corporate Person. The order dated 11.08.2026 passed by the Assistant Commissioner, Fatehnagar Circle, Hyderabad Rural, Telangana, is stated to have accepted the reply to the notice dated 27.05.2026.

22. The Letter of Distribution provides that legal proceedings by or against the Corporate Person shall be continued and pursued by or against ZWL. However, such contractual

arrangement, by itself, cannot result in automatic substitution of parties or extinguishment of statutory liabilities, which shall remain subject to applicable laws and orders of the competent forums.

23. Regulation 38(1) of the VLP Regulations requires the Final Report to disclose the position regarding pending litigation and the provision made for obligations arising therefrom. Accordingly, the Liquidator is required to reconcile the status of proceedings before the Telangana and Maharashtra State Tax Authorities and other proceedings disclosed in the affidavits, together with the corresponding provision, if any.

24. We have also considered the RoC report dated 29.05.2026, filed vide Inward No. R-334, stating that no prosecution, complaints, compounding or other reported matters are pending against the Corporate Person. The Income Tax Department appeared through its representative, whereas the concerned State Tax Authorities, despite service, neither appeared nor filed objections. Their non-appearance, however, does not dispense with the statutory requirement of verification of outstanding liabilities.

25. The Liquidation Commencement Date is 01.07.2025 and the Final Report is stated to have been submitted on 23.03.2026, i.e., within 270 days prescribed under Regulation 37(1), considering the approval of creditors under Section 59(3)(c) of the Code. However, the timeline in Form-H requires reconciliation, particularly regarding the public announcement dated 02.07.2025/03.07.2025, the last date for submission of claims reflected as 25.07.2025/31.07.2025 and the inconsistent entry stating that the dissolution application was under preparation, despite its filing on 26.03.2026.

26. We have further considered the Final Report, Auditor's Certificate and Compliance Certificate in Form-H, stated to have been filed with the RoC and IBBI and annexed as Annexures 'S' to 'W'. The Liquidator is required to ensure that the liquidation accounts, distribution particulars and statutory disclosures therein accurately correspond with the underlying records.

27. Having considered the material available on record, we find that the treatment of the EPFO claim, reconciliation of Form-

H, verification of pending statutory proceedings and justification for distribution of the Business Undertaking require further clarification and supporting documentary evidence.

28. In the absence of such reconciliation, this Tribunal is unable to record the requisite satisfaction under Section 59(7) of the Code that all affairs of the Corporate Person have been completely wound up and its assets completely liquidated in accordance with law. Consequently, dissolution cannot presently be ordered under Section 59(8) of the Code.

29. Accordingly, the prayer for dissolution is declined at this stage and the present Petition is disposed of as premature, without prejudice to the Applicant/Liquidator's right to file an appropriate fresh application upon rectifying the aforesaid deficiencies and completing the requisite statutory compliances.

30. The Liquidator shall remain responsible for preservation of the books of account, records and documents of the Corporate Person in accordance with Regulation 41 of the VLP Regulations and for ensuring compliance with applicable

statutory obligations, until further action in accordance with law.

31. It is clarified that this order shall not affect the rights and contentions of the parties in any pending statutory or legal proceedings, nor shall it be construed as an adjudication upon the merits of any such proceedings.

32. A copy of this order shall be communicated to the Applicant/Liquidator, the Registrar of Companies, Ahmedabad, the Income Tax Department, the concerned State Tax Authorities and the Insolvency and Bankruptcy Board of India for information and necessary action in accordance with law.

33. Accordingly, **CP(IB)/131(AHM)2026** stands **disposed of** in the above terms.

-SD- **-SD-**

SANJEEV SHARMA **SHAMMI KHAN**
MEMBER (TECHNICAL) **MEMBER (JUDICIAL)**

Sweta/Steno