

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH- I**

IA No. 513 of 2022

And

IA No. 2355 of 2022

And

IA No. 1486 of 2020

IN

CP (IB) No. 590/MB/C-I/2018

Under Section 30 (6) of the Insolvency and Bankruptcy Code, 2016 (“code”) r/w Regulation 39(4) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 for seeking approval of the resolution plan under the provisions of Section 31(1) of the code.

IA No. 2355 of 2022

In the Application of

Amalgam Steel and Power Limited

...Applicant

Versus

Sanjay Gupta and Ors.

...Respondents

IA No. 513 of 2022

In the Application of

Mr. Sanjay Gupta,

Resolution Professional of “Topworth Steel and Power Private Limited.”

..Applicant/Resolution Professional

IA No. 1486 of 2020

In the Application of

Sanjay Gupta

...Applicant/ Resolution Professional

Versus

State Bank Of India & Anr

...Respondents

In the matter of

State Bank of India

...Financial Creditor

Versus

Topworth Steel and Power Private Ltd.

...Corporate Debtor

Order Delivered on :- 11.10.2023

Coram:

Hon'ble Member (Judicial) : Justice V.G. Bisht (Retd.)

Hon'ble Member (Technical) : Mr. Prabhat Kumar

Appearances:

For the Resolution Professional : Mr. Chetan Kapadia, Senior Advocate
a/w Mr. Nausher Kohli and Dhruvad
Vaghani, Advocates

For the Resolution Applicant

/Applicant in IA No. 2355 : Mr. Shyam Kapadia, Advocate

For the CoC : Mr. Madhav, Advocate i/b Cyril
Amarchand Mangaldas

For the Applicant in : Ms. Nikita Abhyankar, Advocate i/b
Gravitas Legal.
IA No. 1486 of 2020

ORDER

Per: Prabhat Kumar, Member (Technical)

IA No. 513 of 2022

1. The present application is moved by Resolution Professional **Mr. Sanjay Gupta** (hereinafter called as “the Applicant”) under section 30 (6) of the Insolvency and Bankruptcy Code, 2016 (“code”) r/w Regulation 39(4) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 seeking approval of the resolution plan of Amalgam Steel and Power Limited (hereafter called as the “**Successful Resolution Applicant/SRA**”) under the provisions of Section 31(1) of the code, for **Topworth Steel and Power Private Ltd.** (hereinafter called as the “**Corporate Debtor**”) and for passing order/appropriate direction that this Tribunal may deem fit in the present matter.
2. The CIRP was initiated against the Corporate debtor vide Order dated 29.01.2020. Mr. Dushyant Dave was appointed as the Interim Resolution Professional (hereinafter referred to as the IRP).

3. The Applicant is the Resolution Professional of the Corporate Debtor appointed by this tribunal vide order dated 14th July 2020. Committee of Creditors ("CoC") in its 3rd CoC meeting held on 15th May 2021 resolved to replace IRP and appoint Mr. Sanjay Gupta, the Applicant as the Resolution Professional of the Corporate Debtor.
4. The Applicant submits that till the date of filing of the present Application, a total of 29 (Twenty- Nine) CoC meetings of the Corporate Debtor have been held from time to time.
5. At the 2nd CoC Meeting held on 12th May 2020, the CoC approved appointment of two registered valuers viz. Mr. Rakesh Narula and Mr. Vishajeet Singh Jadon for Plant and Machinery, Ms. Aashima Narula and Mr. Yashdeep Jadon for Land and Building and Mr. Vineet Rathi and Mr. Jigar Shah for Securities and Financial Assets ("Registered Valuers"). The registered Valuers submitted their report in the month of February, 2021. The average liquidation value of the Corporate Debtor was determined as Rs.238,15,90,254/- (Rupees Two Hundred Thirty Eight Crore Fifteen Lakh Ninety Thousand Two Hundred Fifty Four only). The average fair value of the Corporate Debtor was determined as Rs.345,81,31,318/- (Rupees Three Hundred Forty Five Crores

Eighty One Lakh Thirty One Thousand Three Hundred and Eighteen only).

6. Pursuant to amendment to Regulation 40C of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process of Corporate Persons) Regulations, 2016 ("CIRP Regulations") and the Suo-Moto order of the Hon'ble National Company Law Appellant Tribunal dated 30th March 2020, a period of 252 days (23rd March 2020 to 30th November 2020) was excluded from the CIRP period of the Corporate Debtor. The Applicant filed an Interlocutory Application No. 621 of 2021, this Hon'ble Tribunal vide order dated 25th March 2021 excluded 145 days from CIRP period of the Corporate Debtor.
7. Subsequently, on 14th August 2020, 'Form G' was published by the Applicant in newspapers inviting Eols from interested PRA's. The Applicant received 8 (Eight) resolution plans from the PRA's.
8. At the 15th CoC Meeting held on 8th April 2021, the 8 (Eight) resolution plans were opened and deliberated upon. Pursuant to the discussion and deliberations amongst the CoC members, the members were unanimously of the view that the existing commercial offers under the resolution plans were not satisfactory. It was then decided to invite

fresh resolution plans, from all interested PRA's for the Corporate Debtor.

9. Pursuant to the decision of CoC in its 15th CoC meeting, the Amended 'Form G' was published on 16th April 2021 inviting fresh resolution plans from PRA's. The last date for submission of the resolution plans was prescribed as 7th June 2021. Thereupon, the Applicant was in receipt of 31 (Thirty-One) Eols from PRA's. Further, based on the request of the PRA's, the last date for submission of the resolution plans was extended to 9th July 2021. On the last date of submission of the resolution plans, the Applicant was in receipt of 12 (Twelve) resolution plans from interested PRA's
10. The Applicant submits that in the 20th CoC meeting it was decided that a Core Committee of 6 Lenders comprising of 87.10% of the voting share be formed for the purpose of evaluation and negotiations with the PRA's.
11. The CoC, in the 23rd meeting held on 21.09.2021 decided to carry out the negotiation process with the PRA's through competing negotiation process.
12. An elaborate process of inter se bidding was conducted amongst the PRA's on 4th October 2021, during which the PRA's submitted their

final financial proposals with respect to the resolution plan. Thereafter, the PRA's were requested to once again submit the revised resolution plans. Out of the 12 (Twelve) resolution plans received, only 8 (Eight) resolution plans were legally compliant.

13. At the 25th CoC meeting held on 13th October 2021, the 8 resolution plans were presented to the CoC members. In the 26th CoC meeting held on 22nd October 2021, the 8 (Eight) legally complaint resolution plans, were put to vote through E-voting before the CoC members. The Voting commenced on 23rd October 2021 and ended on 24th December 2021
14. Pursuant to such discussion, the members of the CoC in their 26th meeting held on 22nd October 2021 approved the resolution plan submitted by Amalgam Steel and Power Limited ("Successful Resolution Applicant") with requisite majority of 89.61%. The copy of the voting result is attached to this Application as Exhibit "F-1" and "F-2".
15. Pursuant to the approval of the Resolution Plan by the CoC, the Successful Resolution Applicant has accepted the Letter of Intent in accordance with the RFRP and the Successful Resolution Applicant has issued a Performance Bank Guarantee dated 27th December 2021 from

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Yes Bank Limited in favor of State Bank of India for a sum of INR 30,00,00,000/- (Rupees Thirty Crores Only) in accordance with the RFRP.

16. The Applicant submits that the Resolution Plan and the approval of the Resolution Plan are in accordance with all the provisions of the Code and CIRP Regulations and that it does not contravene any of the provisions of the law for the time being. The Successful Resolution Applicant has also confirmed its eligibility under Section 29A of the Insolvency Bankruptcy Code, 2016 ("Code").
17. The Applicant submits that the CIRP costs amounting to Rs.20 Crores will be paid within 60 days of the Approval Date.

<i>Sr. No</i>	<i>Category</i>	<i>Admitted Dues / Claims (In Rupees)</i>	<i>Proposed Payment under the Plan (In Rupees)</i>	<i>Manner of Settlement and Payment</i>
1.	<i>CIRP cost</i>	-	20,00,00,000	<i>Unpaid CIRP Cost to the extent of Rs. 20,00,00,000 is proposed to be paid within 60 days of the Approval Date. Unpaid amount of CIRP cost beyond Rs.</i>

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Sr. No	Category	Admitted Dues / Claims (In Rupees)	Proposed Payment under the Plan (In Rupees)	Manner of Settlement and Payment
				20,00,00,000 if any, shall be reduced from the amount being offered to the Financial Creditors under the Resolution Plan. The CIRP cost will be paid in priority to any payments being made to any creditors of the Corporate Debtor as specified in Section 30(2)(a) of the Code.
2.	Operational Creditors (Employee s & Workmen)	1,16,43,749	1,16,43,749 plus such other dues in terms of clause 4.2.5 of this part	To be paid and settled within 60 days of the Approval Date in compliance with Section 30(2)(b) of the Code read with Regulation 38 of the CIRP Regulations.
3.	Operational Creditors (Other than Workmen & Employees)	568,98,47,184	2,00,00,000 plus, such additional amount, if any as mentioned in clause 4.3.5 of this part	To be paid and settled within 60 days of the Approval Date in compliance with Section 30(2)(b) of the Code read with Regulation

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Sr. No	Category	Admitted Dues / Claims (In Rupees)	Proposed Payment under the Plan (In Rupees)	Manner of Settlement and Payment
				<i>38 of the CIRP Regulations.</i>
4.	<i>Financial Creditors (Secured)</i>	<i>2672,01,81,064</i>	<i>236,00,00,000</i>	<p><i>To be paid and settled within 60 days of the Approval Date.</i></p> <p><i>The inter-se distribution of the said amount of RS. 236,00,00,000 (Rupees Two Hundred and Thirty Six Crore Only), amongst the Financial Creditors (Secured) shall be determined by the CoC in its discretion and any such decision shall be binding on all stakeholders.</i></p>
5.	<i>Financial Creditors (Unsecured)</i>	<i>257,18,21,487</i>	<i>97,00,000</i>	<p><i>To be paid and settled within 60 days of the Approval Date.</i></p> <p><i>The inter-se distribution of the said amount of RS. 97,00,000</i></p>

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<i>Sr. No</i>	<i>Category</i>	<i>Admitted Dues / Claims (In Rupees)</i>	<i>Proposed Payment under the Plan (In Rupees)</i>	<i>Manner of Settlement and Payment</i>
				<i>(Rupees Ninety Seven Lakhs Only), amongst the Financial Creditors (Unsecured) shall be determined by the CoC in its discretion and any such decision shall be binding on all stakeholders.</i>
6.	<i>Others</i>	<i>Nil</i>	<i>Nil</i>	<i>Not Applicable</i>
7.	<i>Shareholders</i>	<i>Nil</i>	<i>Nil</i>	<i>Not Applicable</i>
	<i>Total</i>	<i>3499,34,93,484</i>	<i>260,13,43,749</i>	

Section 30(2) of the Code

18. In compliance of Section 30(2) of IBC, 2016, the Resolution Professional has examined the Resolution plan of the Successful Resolution Applicant and confirms that this Resolution Plan:

- a) Provides for payment of Insolvency Resolution Process cost in a manner specified by the Board in the priority to the payment of other debts of the corporate debtor;
- b) Provides for payment of debts of operational creditor in such manner as may be specified by the board which shall not be less than
 - (i) The amount to be paid to such creditors in the event of liquidation of the corporate debtor under Section 53; or
 - (ii) The amount that would have been paid to such creditors, if the amount to be distributed under the Resolution Plan had been distribute in accordance with sub-section (1) of Section 53 in the event of liquidation of the corporate debtor.
- c) Provides for management of the affairs of the Corporate Debtor after approval of Resolution Plan;
- d) The implementation and supervision of Resolution Plan;
- e) Does not prima facie contravene any of the provisions of the law for time being in force,
- f) Confirms to such other requirements as may be specified by the Board.

g) As per the Affidavit, the Resolution Applicant is not covered under 29A.

19. In compliance of Regulation 38 of CIRP Regulations, the Resolution Professional confirms that the Resolution plan provides that

- a) The amount due to the Operational Creditors under resolution plan shall be given priority in payment over Financial Creditors.
- b) It has dealt with the interest of all Stakeholders including Financial Creditors and Operational Creditors of the CD.
- c) A statement that neither the Resolution Applicants nor any related parties have failed to implement nor have contributed to the failure of implementation of any other Resolution Plan approved by the AA in the past.
- d) The terms of the plan and its implementation schedule.
- e) The management and control of the business of the CD during its term.
- f) Adequate means of Supervising its implementation.
- g) The Resolution Plan Demonstrate that it addresses
 - i. The cause of the Default
 - ii. It is feasible and viable

iii.Provision for effective implementation

iv.Provisions for approvals required and the time lines for the same.

v.Capability to Implement the Resolution Plan

20. The Resolution Professional has annexed Form H of the Application under Regulation 39(4) In FORM H of the CIRP Regulations to certify that the resolution plan as approved by the CoC meets all the requirements of the IBC and its Regulations.

FORM H
COMPLIANCE CERTIFICATE

(Under Regulation 39(4) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016

*I, Sanjay Gupta, an insolvency professional enrolled with ICSI Institute of Insolvency Professionals and registered with the Board with registration number IBBI/IPA-002/IP-N00982-C01/2017-2018/10354, am the resolution professional for the corporate insolvency resolution process (CIRP) of **Topworth Steels & Power Pvt Ltd.***

2. The details of the CIRP are as under:

Sl. No.	Particulars	Description
1	Name of the CD	Topworth Steels & Power Pvt Ltd
2	Date of Initiation of CIRP	29.01.2020 (order received from NCLT on 28.01.2020)
3	Date of Appointment of IRP	29.01.2020
4	Date of Publication of Public Announcement	29.02.2020
5	Date of Constitution of CoC	20.03.2020
6	Date of First Meeting of CoC	27.03.2020
7	Date of Appointment of RP	14.08.2020
8	Date of Appointment of Registered Valuers	12.05.2020

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9	<i>Date of Issue of Invitation for EoI</i>	14.08.2020 16.04.2021 (further amended on May 20 th , 2021)
10	<i>Date of Final List of Eligible Prospective Resolution Applicants</i>	27.05.2021
11	<i>Date of Invitation of Resolution Plan</i>	08.05.2021
12	<i>Last Date of Submission of Resolution Plan</i>	09.07.2021
13	<i>Date of Approval of Resolution Plan by CoC</i>	24.12.2021
14	<i>Date of Filing of Resolution Plan with Adjudicating Authority</i>	05.01.2022
15	<i>Date of Expiry of 180 days of CIRP</i>	17.08.2021
16	<i>Date of Order extending the period of CIRP</i>	21.12.2021
17	<i>Date of Expiry of Extended Period of CIRP</i>	20.02.2022
18	<i>Fair Value</i>	345.81 Crores
19	<i>Liquidation value</i>	238.15 Crores
20	<i>Number of Meetings of CoC held</i>	29 meetings

3. I have examined the Resolution Plan received from Resolution Applicant, Amalgam Steels and Power Ltd and approved by Committee of Creditors (CoC) of CLC Industries Limited by 89.61%.

4. I hereby certify that-

(i) the said Resolution Plan complies with all the provisions of the Insolvency and Bankruptcy Code 2016 (Code), the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (CIRP Regulations) and does not contravene any of the provisions of the law for the time being in force.

(ii) the Resolution Applicant, Consortium of Amalgam Steels and Power Ltd has submitted an affidavit pursuant to section 30(1) of the Code confirming its eligibility under section 29A of the Code to submit resolution plan. The contents of the said affidavit are in order.

(iii) the said Resolution Plan has been approved by the CoC in accordance with the provisions of the Code and the CIRP Regulations made thereunder. The Resolution Plan has been approved by 89.61% of voting share of financial creditors after considering its feasibility and viability and other requirements specified by the CIRP Regulations.

(iv) I sought vote of members of the CoC by electronic voting system which was kept open at least for 24 hours as per the regulation 26.

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5. The list of financial creditors of the CD being members of the CoC and distribution of voting share among them is as under:

<i>Sl. No.</i>	<i>Name of Creditor</i>	<i>Voting Share (%)</i>	<i>Voting for Resolution Plan (Voted for / Dissented / Abstained)</i>
1.	State Bank of India	31.72	Assented
2.	Punjab National Bank	17.90	Assented
3.	Union Bank of India	11.90	Assented
4.	Indian Bank	10.39	Dissented
5.	IDBI Bank Ltd.	7.54	Assented
6.	Bank of Baroda	7.65	Assented
7.	Central Bank of India	6.75	Assented
8.	JM Financial Asset Reconstruction Company Limited	2.66	Assented
9.	Canara Bank	1.51	Assented
10.	ICICI Bank Limited	1.44	Assented
11.	Superways Enterprises Pvt. Ltd	0.54	Assented

6. The Resolution Plan includes a statement under regulation 38(1A) of the CIRP Regulations as to how it has dealt with the interests of all stakeholders in compliance with the Code and regulations made thereunder.

7. The amounts provided for the stakeholders under the Resolution Plan is as under:

<i>Sl. No.</i>	<i>Category of Stakeholder*</i>	<i>Sub-Category of Stakeholder</i>	<i>Amount Claimed</i>	<i>Amount Admitted</i>	<i>Amount Provided under the Plan#</i>	<i>Amount Provided to the</i>

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						<i>Amount Claimed (%)</i>
<i>(1)</i>	<i>(2)</i>	<i>(3)</i>	<i>(4)</i>	<i>(5)</i>	<i>(6)</i>	<i>(7)</i>
1	<i>Secured Financial Creditors</i>	<i>(a) Creditors not having a right to vote under sub-section (2) of section 21</i>	-	-	-	-
		<i>(b) Other than (a) above:</i>				
		<i>(i) who did not vote in favour of the resolution Plan</i>	260,87,45,437	260,87,45,437	<i>Liquidation value is provided in priority</i>	
		<i>(ii) who voted in favour of the resolution plan</i>	2419,04,83,717	24,11,14,35,627	236,00,00,000	
		<i>Total[(a) + (b)]</i>	26,79,92,29,154	26,72,01,81,065	236,00,00,000	9%
2	<i>Unsecured Financial Creditors</i>	<i>(a) Creditors not having a right to vote under sub-section (2) of section 21</i>	-	-	-	-
		<i>(b) Other than (a) above:</i>				
		<i>(i) who did not vote in favor of the resolution Plan</i>	47,55,16,181.48	47,55,16,181.48	<i>Nil</i>	
		<i>(ii) who voted in favour of the resolution plan</i>	215,50,18,593	213,79,65,845	97,00,000	0.45%

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		Total[(a) + (b)]	263,05,34,774	257,18,21,487	97,00,000	0.45%
3	Operational Creditors	(a) Related Party of Corporate Debtor	-	-	-	-
		(b) Other than (a) above:				
		(i) Government	140,89,98,972	140,89,98,972	2,00,00,000	(Including Other OC)
		(ii) Workmen	116,43,749	116,43,749	116,43,749	
(iii) Employees	568,98,47,184	428,09,67,489				
(iv) other operational creditors	--					
		Total[(a) + (b)]	675,73,73,809	570,14,90,933	3,16,43,749	0.56%
4	Other debts and dues		-	-	-	-
Grand Total			3618,71,37,737	3499,34,93,485	260,13,43,749	7.43%

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

Amount provided over time under the Resolution Plan and includes estimated value of non-cash components. It is not NPV.]

8. The interests of existing shareholders have been altered by the Resolution plan as under:

Sl. No	Category of Share Holder	No. of Shares held before CIRP	No. of Shares held after the CIRP	Voting Share (%) held before CIRP	Voting Share (%) held after CIRP
1	Equity	CREST Steel and Power Private Limited (CSPPL) - 93067157 Abhay Lodha -1	Amalgam Steel & Power Limited- 20,00,000	Promoter: 42.14% Public: 57.86	Public: 5% New Promoters: 95% (Ref: Page 54 of Resolution Plan)
2	Preference	N.A.	N.A.	N.A.	N.A.

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9. *The compliance of the Resolution Plan is as under:*

Section of the Code / Regulation No.	Requirement with respect to Resolution Plan	Clause of Resolution Plan	Compliance (Yes / No)
25(2)(h)	<i>Whether the Resolution Applicant meets the criteria approved by the CoC having regard to the complexity and scale of operations of business of the CD?</i>		Yes
Section 29A	<i>Whether the Resolution Applicant is eligible to submit resolution plan as per final list of Resolution Professional or Order, if any, of the Adjudicating Authority?</i>	Clause 6.1	Yes
Section 30(1)	<i>Whether the Resolution Applicant has submitted an affidavit stating that it is eligible?</i>	-	Yes
Section 30(2)	<i>Whether the Resolution Plan-</i> <i>(a) provides for the payment of insolvency resolution process costs?</i> <i>(b) provides for the payment to the operational creditors?</i> <i>(c) provides for the payment to the financial creditors who did not vote in favour of the resolution plan?</i> <i>(d) provides for the management of the affairs of the corporate debtor?</i> <i>(e) provides for the implementation and supervision of the resolution plan?</i> <i>(f) contravenes any of the provisions of the law for the time being in force?</i>	Clause 4.1 of Part V Clause 4.2 and 4.3 of Part V Clause 4.4.5, 4.4.6 at 4.5.5 and 4.5.6 of Part V Clause 2 of Part IV read with Part II	Yes Yes Yes Yes

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		<p>Clause 1 of Part IV read with Part II</p> <p>Clause 2 of Part IV</p>	<p>Yes</p> <p>No (Stated as Yes, however, it seems to be error)</p>
Section 30(4)	<p>Whether the Resolution Plan (a) is feasible and viable, according to the CoC?</p> <p>(b) has been approved by the CoC with 66% voting share?</p>	<p>Clause 5 of Part VI</p> <p>89.61%</p>	<p>Yes</p> <p>Yes</p>
Section 31(1)	Whether the Resolution Plan has provisions for its effective implementation plan, according to the CoC?	Clause 6 of Part VI read with Part VII	Yes
Regulation 35A	Where the resolution profesional made a determination if the corporate debtor has been subjected to any transaction of the nature covered under sections 43, 45, 50 or 66, before the one hundred and fifteenth day of the insolvency commencement date, under intimation to the Board?	<p>Yes, I.A. No. 499 of 2021 filed on 23.02.2021</p> <p>And</p> <p>I.A. No. 1474 of 2020 filed on 01.07.2020</p>	Yes
Regulation 38(1)	Whether the amount due to the operational creditors under the resolution plan has been given priority in payment over financial creditors?	Clause 4.2 and 4.3 of Part V	Yes
Regulation 38(1A)	Whether the resolution plan includes a statement as to how it has dealt with the interests of all stakeholders?	Clause 1 of Part VI read with Clause 4 of Part V	Yes
Regulation 38(1B)	(i) Whether the Resolution Applicant or any of its related parties has failed to implement or contributed to the	Clause 4 of Part VI	

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	<p><i>failure of implementation of any resolution plan approved under the Code.</i></p> <p><i>(ii) If so, whether the Resolution Applicant has submitted the statement giving details of such non-implementation?</i></p>	N.A.	N.A.
Regulation 38(2)	<p><i>Whether the Resolution Plan provides:</i></p> <p><i>(a) the term of the plan and its implementation schedule?</i></p> <p><i>(b) for the management and control of the business of the corporate debtor during its term?</i></p> <p><i>(c) adequate means for supervising its implementation?</i></p>	<p><i>Clause 3 of Part VI read with Part VII</i></p> <p><i>Clause 2 of IV read with Part II</i></p> <p><i>Clause 1 of Part IV read with Part II</i></p>	<p>Yes</p> <p>Yes</p> <p>Yes</p>
38(3)	<p><i>Whether the resolution plan demonstrates that -</i></p> <p><i>(a) it addresses the cause of default?</i></p> <p><i>(c) it is feasible and viable?</i></p> <p><i>(d) it has provisions for its effective implementation?</i></p> <p><i>(d) it has provisions for approvals required and the timeline for the same?</i></p> <p><i>(e) the resolution applicant has the capability to implement the resolution plan?</i></p>	<p><i>Clause 3 of Part VI</i></p> <p><i>Clause 5 of Part VI</i></p> <p><i>Clause 6 of Part VI read with Part VII</i></p> <p><i>Clause 9.14 of Part IV</i></p> <p><i>Part VI read with Part VII of the Resolution Plan</i></p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>

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39(2)	<i>Whether the RP has filed applications in respect of transactions observed, found or determined by him?</i>	Yes, I.A. No. 499 of 2021 filed on 23.02.2021 And I.A. No. 1474 of 2020 filed on 01.07.2020	Yes
<i>Regulation 39(4)</i>	<i>Provide details of performance security received, as referred to in sub-regulation (4A) of regulation 36B.</i>	<i>PBG dated 27.12.201 from Yes Bank Limited in favour of State Bank of India for a sum of INR 30,00,00,00 0/-</i>	Yes

10. The CIRP has been conducted as per the timeline indicated as under:

<i>Section of the Code / Regulation No.</i>	<i>Description of Activity</i>	<i>Latest Timeline under regulation 40A</i>	<i>Actual Date</i>
<i>Section 16(1)</i>	<i>Commencement of CIRP and Appointment of IRP</i>	T	<i>29.01.2020 (order received from NCLT on 28.01.2020)</i>
<i>Regulation 6(1)</i>	<i>Publication of Public Announcement</i>	T+3	<i>29.02.2020</i>
<i>Section 15(1)(c) / Regulation 12 (1)</i>	<i>Submission of Claims</i>	T+14	<i>13.03.2020</i>
<i>Regulation 13(1)</i>	<i>Verification of Claims</i>	T+21	<i>19.03.2020</i>

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<i>Section 26(6A) / Regulation 15A</i>	<i>Application for Appointment of Authorised Representative, if necessary</i>	<i>T+23</i>	<i>-</i>
<i>Regulation 17(1)</i>	<i>Filing of Report Certifying Constitution of CoC</i>	<i>T+23</i>	<i>21.03.2020</i>
<i>Section 22(1) and regulation 17(2)</i>	<i>First Meeting of the CoC</i>	<i>T+30</i>	<i>27.03.2020</i>
<i>Regulation 35A</i>	<i>Determination of fraudulent and other transactions</i>	<i>T+115</i>	<i>12.05.2020</i>
<i>Regulation 27</i>	<i>Appointment of two Registered Valuers</i>	<i>T+47</i>	<i>12.05.2020</i>
<i>Regulation 36 (1)</i>	<i>Submission of Information Memorandum to CoC</i>	<i>T+54</i>	<i>28.10.2020</i>
<i>Regulation 36A</i>	<i>Invitation of EoI</i>	<i>T+75</i>	<i>14.08.2020</i>
	<i>Publication of Form G</i>	<i>T+75</i>	<i>14.08.2020 16.04.2021 (further amended on May 20th, 2021)</i>
	<i>Provisional List of Resolution Applicants</i>	<i>T+100</i>	<i>04.05.2021</i>
	<i>Final List of Resolution Applicants</i>	<i>T+115</i>	<i>10.05.2021</i>
<i>Regulation 36B</i>	<i>Issue of Request for Resolution Plan, which includes Evaluation Matrix and Information Memorandum to Resolution Applicants</i>	<i>T+105</i>	<i>08.05.2021</i>
<i>Section 30(6) / Regulation 39(4)</i>	<i>Submission of CoC approved Resolution Plan</i>	<i>T+165</i>	<i>22.10.2021</i>
<i>Section 31(1)</i>	<i>Approval of Resolution Plan</i>	<i>T=180</i>	<i>As and when approved by Hon'ble Adjudicating Authority</i>

11. The time frame proposed for obtaining relevant approvals is as under:

<i>Sl. No.</i>	<i>Nature of Approval</i>	<i>Name of applicable Law</i>	<i>Name of Authority who will grant Approval</i>	<i>When to be obtained</i>
<i>1</i>	<i>Necessary approvals under the relevant Applicable Laws, required for the</i>			<i>Within a period of one year.</i>

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	<i>purpose implementation of this Resolution Plan</i>			
2	<i>RA declares that the transaction does not fall into the ambit of CCI for taking any approval</i>	<i>N.A.</i>	<i>N.A.</i>	<i>N.A.</i>

12. *The Resolution Plan is not subject to any contingency.*

13. *Following are the deviations / non-compliances of the provisions of the Insolvency and Bankruptcy Code, 2016, regulations made or circulars issued thereunder (If any deviation/ non-compliances were observed, please state the details and reasons for the same):*

<i>Sl. No.</i>	<i>Deviation/Non-compliance observed</i>	<i>Section of the Code / Regulation No. / Circular No.</i>	<i>Reasons</i>	<i>Whether rectified or not</i>
1	<i>NA</i>	<i>N.A.</i>	<i>N.A.</i>	<i>N.A.</i>

14. *The Resolution Plan is being filed 45 days before the expiry of the period of CIRP provided in section 12 of the Code.*

15. *Provide details of section 66 or avoidance application filed / pending.*

<i>Sl. No.</i>	<i>Type of Transaction</i>	<i>Date of Filing with Adjudicating Authority</i>	<i>Date of Order of the Adjudicating Authority</i>	<i>Brief of the Order</i>
1	<i>Preferential transactions under section 43</i>	<i>04.03.2021</i>	<i>Pending</i>	<i>N.A.</i>
2	<i>Undervalued transactions under section 45</i>	<i>04.03.2021</i>	<i>Pending</i>	<i>N.A.</i>
3	<i>Extortionate credit transactions under section 50</i>	<i>04.03.2021</i>	<i>Pending</i>	<i>N.A.</i>
4	<i>Fraudulent transactions under section 66</i>	<i>04.03.2021</i>	<i>Pending</i>	<i>N.A.</i>

15A. *The committee has approved a plan providing for contribution under regulation 39B as under:*

- a. Estimated liquidation cost: N.A.*
- b. Estimated liquid assets available: N.A.*
- c. Contributions required to be made: N.A.*
- d. Financial creditor wise contribution is as under:*

<i>Sl. No.</i>	<i>Name of financial creditor</i>	<i>Amount to be contributed (Rs.)</i>
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1	NA	N.A.
Total		

As per Regulation 2A of the Insolvency and Bankruptcy Board of India (Liquidation Process) regulations, 2016 if CoC has not approved the plan under Regulation 39B then FC will contribute to the cost in proportion to their debts.

15B. The committee has recommended under regulation 39C as under:

- a. Sale of corporate debtor as a going concern: NA*
- b. Sale of business of corporate debtor as a going concern: NA*

The details of recommendation are available with the resolution professional. N.A.

15C. The committee has fixed, in consultation with the resolution professional, the fee payable to the liquidator during the liquidation period under regulation 39D.J: N.A.

21. On perusal of the Resolution Plan, we find that the Resolution Plan provides for the following:

- a) Payment of CIRP Cost as specified u/s 30(2)(a) of the Code.
- b) Repayment of Debts of Operational Creditors as specified u/s 30(2)(b) of the Code.
- c) For management of the affairs of the Corporate Debtor, after the approval of Resolution Plan, as specified U/s 30(2)(c) of the Code.
- d) The implementation and supervision of Resolution Plan by the RP and the CoC as specified u/s 30(2)(d) of the Code.

22. The RP has complied with the requirement of the Code in terms of Section 30(2)(a) to 30(2)(f) and Regulations 38(1), 38(1)(a), 38(2)(a), 38(2)(b), 38(2)(c) & 38(3) of the Regulations.

23. The RP has filed Compliance Certificate in Form-H along with the Plan. On perusal the same is found to be in order. The Resolution Plan has been approved by the CoC by majority of 89.61%.
24. We have examined the prayer sought in IA No. 2355 of 2022 and find that there are no material changes in Resolution Plan in terms of payment offered to the creditors and timelines of the plan. The overall feasibility and viability of the plan stands unaltered. The modification only pertains to the withdrawal of proposed merger of the Resolution Applicant with the Corporate Debtor upon approval of the plan. We feel that such prayer can be allowed.
25. There is one IA No. 1486 of 2020 filed by the Resolution Professional seeking detachment of TRA account. In view of the approval of plan, the said attachment is rendered infructuous as the claims of the beneficiary of the attachment are to be dealt in accordance with the approved plan. The resolution professional has already clarified that the claims of the beneficiary of attachment have already been admitted and considered in the Resolution Plan approved by CoC. This IA is also disposed of accordingly.
26. In *K Sashidhar v. Indian Overseas Bank & Others* (in Civil Appeal No.10673/2018 decided on 05.02.2019) the Hon'ble Apex Court held

that if the CoC had approved the Resolution Plan by requisite percent of voting share, then as per section 30(6) of the Code, it is imperative for the Resolution Professional to submit the same to the Adjudicating Authority (NCLT). On receipt of such a proposal, the Adjudicating Authority is required to satisfy itself that the Resolution Plan as approved by CoC meets the requirements specified in Section 30(2). The Hon'ble Apex Court further observed that the role of the NCLT is 'no more and no less'. The Hon'ble Apex Court further held that the discretion of the Adjudicating Authority is circumscribed by Section 31 and is limited to scrutiny of the Resolution Plan "as approved" by the requisite percent of voting share of financial creditors. Even in that enquiry, the grounds on which the Adjudicating Authority can reject the Resolution Plan is in reference to matters specified in Section 30(2) when the Resolution Plan does not conform to the stated requirements.

27. In view of the discussions and the law thus settled, the instant Resolution Plan meets the requirements of Section 30(2) of the Code and Regulations 37, 38, 38 (1A) and 39 (4) of the Regulations. The Resolution Plan is not in contravention of any of the provisions of Section 29A of the Code and is in accordance with law. The same needs to be approved. Hence ordered.

28. The Resolution Plan annexed to the Application is hereby approved. It shall become effective from this date and shall form part of this order with the following directions:

- i. It shall be binding on the Corporate Debtor, its employees, members, creditors, including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any law for the time being in force is due, guarantors and other stakeholders involved in the Resolution Plan.
- ii. The approval of the Resolution Plan shall not be construed as waiver of any statutory obligations/liabilities of the Corporate Debtor and shall be dealt by the appropriate Authorities in accordance with law. Any waiver sought in the Resolution Plan, shall be subject to approval by the Authorities concerned in light of the Judgment of Supreme Court in *Ghanshyam Mishra and Sons Private Limited v/s. Edelweiss Asset Reconstruction Company Limited*, the relevant para's of which are extracted herein below:

“95. (i) Once a resolution plan is duly approved by the adjudicating authority under sub-section (1) of Section 31, the claims as provided in the resolution plan shall stand frozen and will be binding on the corporate debtor and its employees, members, creditors, including the Central Government, any State Government or any local authority, guarantors and other stakeholders. On the date of approval of resolution plan by the adjudicating authority, all such claims, which are not a part of the resolution plan shall stand extinguished and no person

will be entitled to initiate or continue any proceedings in respect to a claim, which is not part of the resolution plan;

(ii) 2019 Amendment to Section 31 of the I&B Code is clarificatory and declaratory in nature and therefore will be effective from the date on which the Code has come into effect;

(iii) consequently, all the dues including the statutory dues owed to the Central Government, any State Government or any local authority, if not part of the resolution plan, shall stand extinguished and no proceedings in respect of such dues for the period prior to the date on which the adjudicating authority grants its approval under Section 31 could be continued.”

- iii. The Memorandum of Association (MoA) and Articles of Association (AoA) shall accordingly be amended and filed with the Registrar of Companies (RoC), Mumbai, Maharashtra for information and record. The Resolution Applicant, for effective implementation of the Plan, shall obtain all necessary approvals, under any law for the time being in force, within such period as may be prescribed.
- iv. The moratorium under Section 14 of the Code shall cease to have effect from this date.
- v. The Monitoring Committee consisting of three Representatives of CoC who have highest exposures; the Resolution Professional and one Representative of the Resolution Applicant, shall

supervise the implementation of the Resolution Plan and file status of its implementation before this Authority after distribution of the Resolution Plan amongst the Stakeholders. The Monitoring Committee shall be chaired by the Resolution Professional.

- vi. The Resolution Applicant shall prosecute the avoidance Applications filed u/s 43 to 51 and 66 of the Code on best effort basis. The proceeds of such Applications, after deducting the costs, if any, incurred in prosecuting these Applications shall belong to the Financial Creditors and shall be shared by them in the manner decided by the CoC members.
 - vii. The Applicant shall forward all records relating to the conduct of the CIRP and the Resolution Plan to the IBBI along with copy of this Order for information.
 - viii. The Applicant shall forthwith send a certified copy of this Order to the CoC and the Resolution Applicant, respectively for necessary compliance.
29. IA No. 513 of 2022 is allowed. IA No. 2355 of 2022 is allowed. IA No. 1486 of 2020 is dismissed as having become infructuous.

Sd/-
PRABHAT KUMAR
Member (Technical)
11.10.2023
Priyal

Sd/-
JUSTICE V.G. BISHT
Member (Judicial)