INSOLVENCY AND BANKRUPTCY BOARD OF INDIA
(Disciplinary Committee)

No. IBBI/DC/338/2026 06 August 2026

ORDER

This Order disposes of the Show Cause Notice (SCN) No COMP-11012/59/2026-IBBI/1915/312 dated 27.03.2026 (SCN) issued to Mr. Rohit Ramesh Mehra, who is an Insolvency Professional (IP) registered with the Insolvency and Bankruptcy Board of India (IBBI/Board) having Registration No. IBBI/IPA-001/IP-P00799/2017-2018/11374 and a Professional Member of the Institute of the Chartered Accountants of India ICAI (IIIP-ICAI).

1. Background

1.1 The Corporate Insolvency Resolution Process (CIRP) of Reliance Big Private Limited (RBPL/ CD-1) and Reliance Infrastructure Consulting and Engineers Private Limited (RICEPL/CD-2) were initiated by the orders dated 18.08.2023 and 08.09.2023 respectively, of the NCLT, Mumbai Bench (AA) in applications filed under Section 7 of the Insolvency and Bankruptcy Code, 2016 (Code) by M/s. Axis Trustee Services Limited, wherein Mr. Rohit Ramesh Mehra was appointed as the Interim Resolution Professional (IRP) and later confirmed as the Resolution Professional (RP) of the CD-1 and CD-2.

1.2 The Board, in exercise of its powers conferred under Section 219 of the Code read with Regulation 10A, Regulation 11(2), Regulation 12 of Inspection and Investigation Regulations had formed a prima facie view on the basis of material available on record that Mr. Rohit Ramesh Mehra had violated the provisions of the Code and Regulations made thereunder and issued the SCN to Mr. Rohit Ramesh Mehra on 27.03.2026. Mr. Rohit Ramesh Mehra submitted his reply to the SCN on 11.04.2026.

1.3 The SCN and response by Mr. Rohit Ramesh Mehra were referred to the Disciplinary Committee (DC) for disposal. Mr. Rohit Ramesh Mehra availed the opportunity of personal hearing before the DC through virtual mode on 01.07.2026 wherein he appeared alongwith his advocate, Ms. Pooja Mahajan. Pursuant to the hearing, Mr. Rohit Ramesh Mehra submitted his additional submissions.

2. Issue of maintainability of Disciplinary Committee proceedings

Submissions by Mr. Rohit Ramesh Mehra.

2.1 Mr. Rohit Ramesh Mehra submitted that the SCN was issued without any prior notice of inspection or investigation under Section 218 of the Code, no investigating authority was appointed, no inspection report was shared, and no opportunity was given to respond before the SCN was issued, which immediately suspended his AFA. He further submitted that under

Sections 218-219 of the Code, a show cause notice should follow completion of an inspection or investigation and thereafter an opportunity to explain beforehand.

Analysis and findings of the DC.

2.2 The DC notes that Mr. Rohit Ramesh Mehra raised a preliminary objection with respect to the non-following of provisions of Sections 218 and 219 of the Code prior to the issuance of the SCN. However, it is pertinent to note that the present SCN has been issued under Section 219 of the Code read with Regulation 11(2) of the Inspection and Investigation Regulations which empowers the Board to issue SCN on the basis of material available on record. The said regulation is as hereunder:

> ***11. Consideration of Report.***
>
> *(1) The Board shall consider the inspection report received under regulation 6 or investigation report received under regulation 10, as the case may be, expeditiously.*
>
> *(2) If the Board, after consideration of the report under sub-regulation (1)* ***or on the basis of material otherwise available on record, is of the prima facie opinion*** *that sufficient cause exists to take actions under section 220 or sub-section (2) of section 236, it shall issue a show-cause notice in accordance with regulation 12 to the service provider or an associated person and in any other case, close the inspection or investigation, as the case may be.*

2.3 Therefore, the DC notes that the present SCN has been issued in terms of the statutory framework and is therefore proper and can be adjudicated by this DC in terms of the provisions of the Code. Further, the DC also notes that the present SCN is borne out of the information and documents submitted by Mr. Rohit Ramesh Mehra himself during the course of the CIRP of the CD, as part of regular monitoring activity of the Board. Furthermore, *vide* the present SCN, all the relevant materials and documents relied upon by the Board to form the *prima facie* opinion had also been provided to Mr. Rohit Ramesh Mehra to enable him to provide his response on the allegations mentioned in the SCN.

2.4 Accordingly, the DC is of the view that through this SCN, Mr. Rohit Ramesh Mehra was provided a full and fair opportunity to explain his conduct on the allegations mentioned in the SCN. Nonetheless, apart from written submissions to the SCN, Mr. Rohit Ramesh Mehra was also provided the opportunity of personal hearing before this DC to explain his actions and further provided an opportunity to submit additional submissions, post the hearing.

3. Alleged Contraventions, Submissions of Mr. Rohit Ramesh Mehra and Findings of the DC.

The contraventions alleged in the SCN, reply to the SCN, submissions during personal hearing by Mr. Rohit Ramesh Mehra and the analysis and findings of the DC are summarized in the following paragraphs: -

3.1 **Contravention-I: Failure to take steps despite availability of significant information pointing towards syndicated fraudulent/malicious initiation of proceedings in the matter of CD-1 and CD-2.**

3.1.1 Section 18(a) provides that the interim resolution professional shall collect all information relating to the assets, finances and operations of the corporate debtor for determining the financial position of the corporate debtor. Section 19(2) provides that where any personnel of the corporate debtor, its promoter or any other person required to assist or cooperate with the interim resolution professional does not assist or cooperate, the interim resolution professional may make an application to the Adjudicating Authority for necessary directions. Section 25(2)(j) of the Code provides that it shall be duty of resolution professional to preserve and protect the assets of the corporate debtor, including the continued business operations of the corporate debtor, for the purpose of which the resolution professional shall file application for avoidance of transactions in accordance with Chapter III, if any. Further, Section 65(1) of the Code provides that if, any person initiates the insolvency resolution process or liquidation proceedings fraudulently or with malicious intent for any purpose other than for the resolution of insolvency, or liquidation, as the case may be, the Adjudicating Authority may impose upon such person a penalty which shall not be less than one lakh rupee but may extend to one crore rupee. Regulation 35A(1) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (CIRP Regulations) provides that on or before the seventy-fifth day of the insolvency commencement date, the resolution professional shall form an opinion whether the corporate debtor has been subjected to any transaction covered under Sections 43, 45, 50 or 66. Further, Regulation 35A(2) of CIRP Regulations provides that where the resolution professional is of the opinion that the corporate debtor has been subjected to any transactions covered under Sections 43, 45, 50 or 66 of the Code, he shall make a determination on or before the one hundred and fifteenth day of the insolvency commencement date. Furthermore, Regulation 35A(3) of CIRP Regulations provides that where the resolution professional makes a determination under sub- regulation (2), he shall apply to the Adjudicating Authority for appropriate relief on or before the one hundred and thirtieth day of the insolvency commencement date.

3.1.2 It was noted that the CIRPs of CD-1 and CD-2 commenced in August 2023 and September 2023, respectively. It was further observed that, as per the Information Memorandum (IM) prepared by Mr. Rohit Ramesh Mehra, CD-1 had an asset size of Rs.3.61 crore as against admitted claims of Rs.1,000 crore, while CD-2 had an asset size of Rs.4.28 crore as against admitted claims of Rs.1,051 crore. Further examination of the CIRP records indicated that, in both cases, the original applicant was the same entity, namely Axis Trustee Services Limited. It was also noted that the composition of the Committee of Creditors (CoC) in both the CIRPs were identical, and the Successful Resolution Applicant (SRA) in both cases was the same individual, namely Mr. Manoj Kumar Upadhyay.

3.1.3 In case of CD-1, it was noted from the 1st CoC meeting held on 13.09.2023 that only limited information was received from the CD. Further, it was noted from the 7th CoC meeting held on 02.04.2024 that the Transaction Auditor had formed his opinion regarding no avoidance transactions, on the basis of verification of receipts and payments and balances as on the ICD. Form CIRP-8 filed by Mr. Rohit Ramesh Mehra on 25.06.2024 also stated that, in his opinion, there was no avoidance transactions in the matter.

3.1.4 The Information Memorandum prepared by Mr. Rohit Ramesh Mehra, had indicated significant Long-Term Capital Losses amounting to Rs.122.15 crore and unabsorbed depreciation of Rs.3.29 crore, in CD-1's accounts, which could potentially translate into material tax benefits for the resolution applicant. The resolution plan approved in the matter provided for a meagre Rs.3.51 crore as against the admitted claims of about Rs.1,000 crore i.e. only 0.35% realisation for the creditors. Form H submitted by Mr. Rohit Ramesh Mehra showed the Fair Value of the CD as Rs.2.29 crore and Liquidation Value as Rs.1.82 crore. The said valuation figures, which formed the basis for approval of the resolution plan, did not factor in or adequately account for the potential tax benefits arising from the aforesaid Long-Term Capital Losses and unabsorbed depreciation.

3.1.5 It was further noted that the audited financial statements of the CD-1 for FY 2021– 22, had contained significant red flags which warranted closer scrutiny. The auditors had issued a qualified opinion on account of non-provisioning of interest on borrowings amounting to Rs.289 crore. Further, the auditors also expressed their inability to comment on the realisability of investments amounting to Rs.2,864 crore.

3.1.6 In case of CD-2, it was noted from the minutes of the 3rd meeting of the CoC held on 15.11.2023 that Mr. Rohit Ramesh Mehra had received only limited information from the suspended management. Furthermore, the AA's order dated 11.03.2025 noted as under:

> *"The Transaction Audit of the Corporate Debtor was conducted by the Applicant through R.G. Agarwala & Co, Chartered Accountants, who submitted their report dated 12.02.2024. Since the erstwhile management of the Corporate Debtor did not provide any information/documents, the Transaction Auditor relied on Bank Statements for FY 2021-2022, 2022-2023 and from 01.04.2023 to 08.09.2023 and Audited financial Statements for FY 2021-2022, Provisional Balance Sheet and Profit & Loss Account F.Y 2022- 2023 and trial balance for the period from 01.04.2023 to 08.09.2023. No application under Section 19 of the Code is pending before this Tribunal. Based on the available information and documents, the Transaction Auditor submitted its report stating that no preferential, undervalued extortionate or fraudulent transaction were identified during the Audit. Accordingly, the Applicant has formed an opinion that there are no extortionate or preferential transactions in the Corporate Debtor, and the CoC has agreed with his assessment."*

3.1.7 The Form CIRP-8 filed by Mr. Rohit Ramesh Mehra on 03.06.2024 also stated that, in his opinion, there were no avoidance transactions in the matter. In this background, it was prima facie observed that in the matter of CD-2, the transaction audit report was prepared on the basis of limited information and therefore remained inconclusive. It was further observed that while forming his opinion on and determining avoidance transactions, Mr. Rohit Ramesh Mehra had merely relied upon the said inconclusive transaction audit report and failed to conduct his own due diligence. Further, Mr. Rohit Ramesh Mehra also failed to file Section 19(2) application and therefore did not make any attempt to gather complete information of CD-2.

3.1.8 The IM prepared by Mr. Rohit Ramesh Mehra for CD-2, had indicated Significant Long Term Capital Losses and unabsorbed depreciation amounting to Rs.89.88 crore and Rs.1.19 crore respectively, in CD's accounts, which could potentially translate into material tax benefits for the resolution applicant. The resolution plan approved in the matter provided for a meagre Rs.1.05 crore as against the admitted claims of about Rs.1,051 crore i.e. only 0.1% realisation for the creditors. The Form H submitted by Mr. Rohit Ramesh Mehra showed the Fair Value of the CD as Rs.4.71 crore and Liquidation Value as Rs.1.69 crore. It was also noted from the minutes of the 8th CoC meeting held on 10.04.2024 that the valuation reports recorded the value of "other assets" as 'Nil' due to unavailability of data. The aforesaid valuation and the subsequent approval of the resolution plan did not factor in or adequately consider the potential tax benefits arising from the aforesaid Long- Term Capital Losses and unabsorbed depreciation.

3.1.9 It was further noted that the audited financial statements of the CD-2 for FY 2021– 22, had contained significant red flags which warranted closer scrutiny. The auditors had issued a qualified opinion on account of non-provisioning of interest on borrowings amounting to Rs.288 crore. Further, the auditors also expressed their inability to comment on the realizability of loans and advances amounting to Rs.722 crore and investments amounting to Rs.5,612 crore.

3.1.10 On perusal of the information available in the Accumn database, it was noted that Mr. Manoj Kumar Upadhyay (SRA in both CDs) is holding directorship in an entity namely E Complex Private Limited. The information available on record showed that various Reliance group entities i.e Reliance Infrastructure Limited, Reliance Naval and Engineering Limited, Reliance Technologies and Systems Private Limited etc. were related parties of E Complex Private Limited. These significant similarities suggested a syndicated course of action by the stakeholders involved.

3.1.11 Further, the Enforcement Directorate (ED) had shared certain information with the Board under Section 66(2) of the Prevention of Money Laundering Act, 2002 (PMLA), in respect of corporate debtors (CDs), forming part of Reliance Anil Ambani Group and Associates (RAAGA), including CD-1 and CD-2. As per the information provided, during the course of search operations conducted by the ED, certain digital devices were seized. Upon analysis of the data contained therein, it was revealed that IBC process was being misused as a tool of tax avoidance, corporate restructuring with malafide objects, money laundering etc.

3.1.12 In view of the above facts and circumstances, the Board noted that the CIRPs of the aforesaid CDs exhibited striking structural and procedural similarities. In such circumstances, it was incumbent upon Mr. Rohit Ramesh Mehra, as the IRP/RP, to exercise a higher degree of professional diligence and independence and to critically examine whether the processes were part of a coordinated framework designed to achieve pre-determined outcomes. However, the records indicate that Mr. Rohit Ramesh Mehra neither scrutinised nor did he bring to the notice of the Adjudicating Authority, the apparent structural similarities between the two CIRPs indicating fraudulent initiation of the processes. Instead, Mr. Rohit Ramesh Mehra presided over and facilitated the conclusion of the CIRPS in the aforesaid manner.

3.1.13 The records further indicated that the aforesaid CIRPs resulted in extremely low realisations for the creditors i.e. less than 1%. As per provisions of the Code and Regulations made thereunder, it was the duty of RP to form an opinion and make a determination of avoidance transactions. In the case of CD-1, the transaction audit report itself was based on limited information and remained inconclusive. Notwithstanding the same and despite qualified opinion in financials of both the CDs, Mr. Rohit Ramesh Mehra proceeded to rely on the transaction audit reports and did not make adequate efforts to obtain complete information of the CDs. Consequently, no applications for avoidance transactions were filed in the CIRPs of either of the CDs. In view of the aforesaid, the Board was of the prima facie view that Mr. Rohit Ramesh Mehra’s conduct in the CIRPs of the aforesaid CDs was in contravention of the provisions of Sections 18(a), 19(2), 25(2)(j) and 65(1) of the Code, Regulation 35A of CIRP Regulations and Clauses 1, 3, 5 and 14 of Code of Conduct specified in first schedule of the IP Regulations.

Submissions by Mr. Rohit Ramesh Mehra.

3.1.14 Mr. Rohit Ramesh Mehra submitted that a bare reading of Section 65 of the Code shows that it confers upon the AA the discretion to impose a penalty only upon the person who initiates the CIRP fraudulently or with malicious intent, and the contravention thereunder, could only lie against the applicant under Sections 7, 9 or 10 of the Code, and not against the IRP or RP appointed for the CD. He further submitted that neither the Code nor the CIRP Regulations cast any obligation on the IRP/RP to examine the propriety of admission of a Section 7 petition by the AA or to take steps regarding the alleged fraudulent or malicious initiation of proceedings, and that the role of the IRP/RP is confined to verification of claims and conduct of the process in accordance with the Code.

3.1.15 Mr. Rohit Ramesh Mehra submitted that in any event, there is no material to suggest that the CIRPs of RBPL (CD-1) and RICEPL (CD-2) were initiated fraudulently or maliciously. Mr. Rohit Ramesh Mehra submitted that "structural similarity" between the two CIRPs could not, by itself, form the basis for a prima facie conclusion of fraudulent or malicious initiation, particularly when no such finding had been returned by the AA and no application alleging fraudulent or malicious initiation had been filed before the AA by any stakeholder. He submitted that the debt owed by both the corporate debtors to Franklin Templeton (through Axis Trustee) was a matter of record, that the Section 7 applications were contested by the corporate debtors themselves before separate benches of the NCLT, Mumbai and that both applications were admitted only after detailed judicial scrutiny on 18.08.2023 for RBPL and 08.09.2023 for RICEPL.

3.1.16 Mr. Rohit Ramesh Mehra further submitted that the features of the "structural similarities" as relied upon in the SCN namely proximate timing of admission, disproportion between asset size and admitted claims, common financial creditor (Axis Trustee), identical CoC composition, and a common Successful Resolution Applicant, are merely natural incidents of group companies having common lenders, common cross-holdings and common businesses, and did not indicate any fraudulent design. He submitted that both corporate debtors held similar assets (windmills and investments in group companies), that group companies frequently obtain financing from common lenders and extended inter-se corporate guarantees, resulting in similar CoCs, and that it was equally unremarkable for a common Resolution Applicant to bid for group companies with similar asset profiles. He submitted that the Code itself recognises group insolvency and that NCLT/NCLAT have in several cases acknowledged consolidation of CIRPs of group companies on account of precisely such shared features.

3.1.17 Mr. Rohit Ramesh Mehra submitted that the Enforcement Directorate presentation dated 04.04.2025, from which the allegations appear to stem, nowhere alleged malicious or fraudulent initiation of the CIRPs, and merely recorded, as a matter of fact, that resolution plans for the two entities had been approved by the AA.

3.1.18 Mr. Rohit Ramesh Mehra submitted that R.G. Agarwala & Co. was duly appointed as transaction auditor under Section 25(2)(d) read with Regulation 27(2) of the CIRP Regulations, and that the auditor, upon review of the look-back period, opined that no transactions falling under Sections 43, 45, 50 or 66 of the Code had been undertaken. He submitted that he did not stop at this observation but personally undertook an independent scrutiny of the financial statements and fund flows of both corporate debtors, examined the devaluation of investments pledged to the financial creditors, and presented this independent analysis including a year-wise breakdown of the fall in value of the pledged securities from FY 2018 onward, before the CoC at its 7th and 8th meetings in both CIRPs. He submitted that the CoC, including the representatives of the very financial creditors who stood to benefit from any Section 66 recovery, considered and concurred with this analysis, and that the erosion in asset value was attributable to the broader stress in the Reliance ADA Group leading to invocation of pledged shares, and not to any preferential, undervalued, extortionate or fraudulent transaction. Mr. Rohit Ramesh Mehra submitted that his opinion and determination under Regulation 35A stood duly formed on the basis of both the transaction auditor's report and his own independent review, and that no case for filing an avoidance application under Section 25(2)(j) of the Code was made out.

3.1.19 With regard to the issue concerning RICEPL, that the transaction audit report was based on limited information and was consequently inconclusive, and that he had failed to file an application under Section 19(2) of the Code, Mr. Rohit Ramesh Mehra submitted that filing of an application under Section 19(2) is a discretionary remedy to be exercised on the RP's professional judgment as to whether further information is necessary, and that he had formed a bonafide view, based on the available material and the auditor's categorical findings, that such an application was not warranted. He further submitted that the AA itself, while noting the limited documentation available to the transaction auditor on account of non-cooperation of the erstwhile management, had nonetheless proceeded to approve the resolution plan, thereby confirming that no infirmity was found in the RP's or the CoC's view on non-filing of avoidance applications.

3.1.20 With regard to the issue relating to valuation and the meagre recovery of 0.35% against admitted claims, and the suggestion that the valuation failed to account for potential tax benefits arising from long-term capital losses and unabsorbed depreciation, Mr. Rohit Ramesh Mehra submitted that valuation under Regulation 27 of the CIRP Regulations is the statutory function of independent registered valuers and not of the RP, and that in any event, contingent tax attributes such as carried-forward losses and unabsorbed depreciation are not tangible or realisable assets capable of recognition in a liquidation or fair value exercise, being dependent on the resolution applicant's future profitability, continuity of business and regulatory position on carry-forward of losses. He submitted that full particulars of these tax attributes, including the Income Tax Returns of the corporate debtors, were disclosed in the IM and the Business Teaser and made available to all prospective resolution applicants, and that no creditor had objected to the resolution plan on this ground before the CoC or the AA. He further submitted that recovery outcomes must be viewed against the actual state of the pledged securities, noting that Axis/Franklin had already recovered approximately 40% and 45% of the amounts disbursed to RBPL and RICEPL respectively prior to the commencement of CIRP, and that the RP's role as process manager did not extend to guaranteeing commercial recovery, which lay within the exclusive domain of the CoC's commercial wisdom and the AA's approval.

3.1.21 As regards the issue that the Successful Resolution Applicant, Mr. Manoj Kumar Upadhyay, was a director of E Complex Private Limited and thereby connected to the Reliance Anil Ambani Group, Mr. Rohit Ramesh Mehra submitted that this was based on a fundamental factual error, since the SRA Mr. Manoj Kumar Upadhyay holds DIN 01282332 and the director of E Complex Private Limited having similar name that of SRA holds DIN 07321144 were two distinct individuals, as evidenced by the MCA records.

3.1.22 With respect to the Enforcement Directorate's presentation, Mr. Rohit Ramesh Mehra submitted that he had no knowledge of the existence of such presentation, that the reference therein to AA approval of the resolution plans was a mere statement of fact, that no adverse finding had been recorded against him personally, and that an RP could not be held responsible for any alleged misuse of the Code process by third parties. He submitted that the AA's approval of both resolution plans was a judicial act that could not be collaterally impeached in disciplinary proceedings against him and reiterated that he had discharged his duties with complete independence and diligence, and that both resolution plans had in fact been approved by 100% of the CoC and thereafter by the AA constituting independent checks that would have detected any pre-determined or fraudulent design, had one existed.

Analysis and Findings of the DC.

3.1.23 The DC notes that the debt and default of both corporate debtors were initiated by the same Financial Creditor Axis Trustee/Franklin Templeton before the AA and was admitted by two separate benches of the NCLT, Mumbai. The DC notes the submission of the RP that the structural similarities relied upon in the SCN namely common financial creditor, common

CoC composition, proximate timelines and a common Resolution Applicant are consistent with the ordinary incidents of group company insolvencies and do not, by itself, establish a fraudulent or pre-determined design.

3.1.24 The DC observes that the structural similarities, taken cumulatively, ought to have reasonably raised serious concerns to Mr. Rohit Ramesh Mehra, particularly since he was appointed and functioned as the IRP/RP in both the corporate debtors, and was thus uniquely placed, as compared to any other stakeholder, to notice and examine the common threads running across the two CIRPs. The DC notes that Mr. Rohit Ramesh Mehra ought to have conducted appropriate due diligence into these common features while discharging his duties as IRP/RP of both the CDs, and his failure to do so, reflects a want of the diligence expected of an insolvency professional occupying such a vantage position in both the processes simultaneously.

3.1.25 The DC notes the submission of Mr. Rohit Ramesh Mehra that he did not merely rely on the Transaction Audit Report of R.G. Agarwala & Co. but independently reviewed the financial statements, books and records of both corporate debtors, examined the fund flow and erosion in value of the pledged investments, and presented this analysis before the CoC at its 7th and 8th meetings in both CIRPs, and that on the basis of such review, no transactions falling under Sections 43, 45, 50 or 66 of the Code were found to exist.

3.1.26 The DC notes that such a precipitous and near-total erosion of investment value, occurring within a closely held group structure and coinciding in both corporate debtors, was a red flag that warranted a rigorous and independent inquiry than a mere presentation of fund-movement tables to the CoC. The DC notes that Regulation 35A casts a non-delegable duty on the RP to form an opinion and make a determination as to the existence of avoidable transactions, and that this duty cannot be discharged by placing summary figures before the CoC and treating the CoC's concurrence as a substitute for the RP's own independent determination. Further, the RP is the chairperson of the CoC. The DC notes that the mere fact that the transaction auditor did not flag any transaction under Sections 43, 45, 50 or 66 does not absolve the RP of his independent statutory obligation under Regulation 35A and Section 25(2)(j), especially where there was huge disproportion between the claims and the realisable assets. The DC accordingly holds that Mr. Rohit Ramesh Mehra failed to make adequate and independent efforts to examine the possibility of avoidance transactions and failed to file appropriate applications under the Section 25(2)(j) of the Code, in contravention of Section 25(2)(j) of the Code, Regulation 35A of the CIRP Regulations, and Clauses 1, 3, 5 and 14 of the Code of Conduct specified in the IP Regulations.

3.1.27 The DC notes the submission of Mr. Rohit Ramesh Mehra that non-filing of the application under Section 19(2) of the Code in respect of RICEPL was justified on the ground that the transaction audit report had returned a categorical finding despite limited information, and that he had formed a considered professional view that such an application would not serve any fruitful purpose. The DC observes that in the present circumstances, where information regarding such high value of financial assets was required, it was not prudent on the part of Mr. Rohit Ramesh Mehra to assume that any Section 19(2) application would not serve any fruitful purpose, without even making an attempt to invoke the remedy available to him under the Code. The DC accordingly holds that Mr. Rohit Ramesh Mehra failed to make adequate efforts to secure complete information relating to the corporate debtor, in contravention of Section 18(a) of the Code.

3.1.28 The DC notes the submission of Mr. Rohit Ramesh Mehra that valuation under Regulation 27 of the CIRP Regulations is the statutory responsibility of the independent registered valuers, and that the RP cannot be held liable for the manner in which the valuers arrived at the fair value or liquidation value, and that the long-term capital losses and unabsorbed depreciation were duly disclosed in the Information Memorandum and made available to all prospective resolution applicants. The DC observes that where the RP was aware, from the Information Memorandum prepared by him, of substantial tax attributes, it was incumbent upon the RP to have flagged the classification and treatment of such attributes for the specific consideration and deliberation of the CoC, so that the CoC could have taken informed commercial decision on whether the same required separate factoring in the resolution plan. The DC notes that the absence of any such specific discussion within the CoC on the classification and treatment of these tax attributes, distinct from the valuation exercise itself, reflects a gap in Mr. Rohit Ramesh Mehra's discharge of his duties. The DC notes that any material tax attributes having a potential bearing on recoveries were specifically required to be placed before the CoC for deliberation. However, with regard to the directorship of Mr. Manoj Kumar Upadhyay, the DC accepts the submission of Mr. Rohit Ramesh Mehra.

3.1.29 The DC further observes that in view of structural and procedural similarities across these CIRPs, including the same creditor initiating the CIRP, common financial creditor forming the CoC, proximate timelines and involvement of a common SRA, and low realisations and his unique position as IRP/RP in both the CIRPs, it was incumbent upon Mr. Rohit Ramesh Mehra to exercise a higher degree of professional diligence and independence and to critically examine whether the processes were part of a coordinated framework designed to achieve pre-determined outcomes. However, the records indicate that neither did Mr. Rohit Ramesh Mehra scrutinize these aspects nor did he bring to the attention of the AA the possible similarities between the CIRPs, indicating fraudulent initiation of the processes under Section 65 of the Code. Instead, he presided over the CIRPs and facilitated the conduct and culmination of these processes in a manner inconsistent with the spirit and intent of the Code.

3.1.30 In view of the above discussion, the DC holds that Mr. Rohit Ramesh Mehra failed to file Section 19(2) application, ensure proper valuation of the CD and independently examine avoidance transactions and consequently file the avoidance applications. Hence, Mr. Rohit Ramesh Mehra has contravened the provisions of Sections 18(a), 19(2), 25(2)(j) and 65(1) of the Code, Regulation 35A of CIRP Regulations and Clauses 1, 3, 5 and 14 of Code of Conduct specified in first schedule of the IP Regulations.

3.2 **Contravention-II : Failure to disclose material litigations in IM**

3.2.1 Section 29 of the Code provides that the resolution professional shall prepare an information memorandum in such form and manner containing such relevant information as may be specified by the Board for formulating a resolution plan. The explanation to the section stipulates that "relevant information" means the information required by the resolution applicant to make the resolution plan for the corporate debtor, which shall include the financial position of the corporate debtor, all information related to disputes by or against the corporate debtor and any other matter pertaining to the corporate debtor as may be specified. Furthermore, Regulation 36(2)(h) of CIRP Regulations provides that the information memorandum shall contain details of all material litigation and an ongoing investigation or proceedings initiated by Government and Statutory Authorities.

3.2.2 In the CIRP of CD-2, it was noted from the Information Memorandum prepared by Mr. Rohit Ramesh Mehra that no material litigations had been disclosed. However, the minutes of the 9th meeting of the CoC held on 17.05.2024 indicate that a litigation pertaining to the windmill assets of the Corporate Debtor was within his knowledge. The relevant extract of the minutes reproduced :

> ***"Update on Legal Dispute with respect to RICEPL windmills' assets***
> *RP team apprised the CoC members that a couple of weeks back a representative of Global Wind Power Limited ("GWPL") (Operations & Maintenance contractor) had reached out to RP team that there was a legal dispute in relation to the transformer and underground cables of GWPL as the same are said to be located on a land plot belonging to another party. These cables and transformer help in running the 5 RICEPL's windmills. Further, the District Munsif cum Judicial Magistrate Court has passed an order to remove the transformer and the underground cables.*
>
> *GWPL has been pursuing the legal matter very actively and had filed an appeal against the order and it has also filed another application with the Madurai Bench of Madras High Court. The Madras High Court has ordered a "Status-Quo" on the same currently. RP team has requested GWPL that if in case, an objection application or any help is required from RICEPL do reach out to the RP team.*
>
> *Representative from JCF ARC asked the RP team whether the court has requested RP team to dispose off the resolution process, to which the RP team replied that there are no such orders from court for the same."*

3.2.3 The foregoing extract of the minutes of the 9th CoC meeting indicated that a legal dispute relating to the transformer and underground cables connected with the windmills of the CD, was known to Mr. Rohit Ramesh Mehra during the CIRP. Considering that the windmills were a significant / core activity of the CD and the litigation involved an order for removal of critical infrastructure required for their operation, the said dispute was prima facie material in nature. However, despite having the knowledge of the aforesaid dispute, the IM prepared by

Mr. Rohit Ramesh Mehra did not disclose the said litigation. Further, there was nothing on record to indicate that the IM was subsequently revised to incorporate the said information after the dispute came to his notice.

3.2.4 In view of the above, the Board was of the prima facie view that, Mr. Rohit Ramesh Mehra's conduct, was in contravention of provisions of Section 29 of the Code, Regulation 36(2)(h) of CIRP Regulations and Clauses 2 and 14 of Code of Conduct specified in IP Regulations.

Submissions by Mr. Rohit Ramesh Mehra.

3.2.5 Mr. Rohit Ramesh Mehra submitted that the dispute concerned a third party's assets/land and not RICEPL's (CD-2) assets. The dispute was between a landowner and Global Wind Power Limited and the subject matter of the dispute was not RICEPL's own assets being directly threatened with removal. It was an indirect operational impact arising from a third-party dispute because the cables supplying power to RICEPL (and others) passed through the disputed land.

3.2.6 Mr. Rohit Ramesh Mehra further submitted that the IM was issued by the RP on 15.11.2023 and this dispute was brought to his attention of 23.04.2024, which was after the last date for submission of resolution plans. The issue was brought to the notice of the SRA as well as the CoC on 17.05.2024, as supported by the CoC minutes and email correspondence with Global Wind Power.

3.2.7 Mr. Rohit Ramesh Mehra further submitted that the 9th CoC meeting minutes demonstrated that he had proactively disclosed the dispute to the CoC, which was the primary stakeholder body and even offered assistance to Global Wind Power. This in fact evidenced transparency, not concealment.

3.2.8 Mr. Rohit Ramesh Mehra submitted that the RP's duty under Regulation 36(2)(h) is to disclose "material litigations" which refers to litigation by or against the corporate debtor and ongoing investigations by Government/statutory authorities. A third-party dispute in which CD-2 is not a party does not fall within this definition at all. He had filed an obstruction application as well as an application seeking impleadment in the main matter. Further, the RP's obligation under Regulation 36(2)(h) is to disclose material litigation at the time of preparation of the IM. There is no statutory obligation to continuously revise and re-issue the IM for every subsequent development, the RP's obligation is to keep the CoC informed, which was done proactively at the 9th CoC meeting. Further, the SRA was also duly informed of this litigation.

Analysis and Findings of the DC.

3.2.9 The DC notes that Section 29 of the Code read with Regulation 36(2)(h) of the CIRP Regulations mandates that the IM shall contain all relevant information required by a PRA for formulating a resolution plan, including details of all material litigations and ongoing investigations or proceedings. The purpose of the IM is to ensure that resolution applicants are provided with complete, accurate and updated information relating to the affairs of the

Corporate Debtor so that they are able to undertake an informed assessment of the risks and value associated with the Corporate Debtor.

3.2.10 The DC notes that although the IM was initially issued on 15.11.2023, the litigation concerning the transformer and underground cables connected with the windmill assets of the CD-2 came to the knowledge of Mr. Rohit Ramesh Mehra during the CIRP of CD-2 when the resolution plan was pending before the CoC for approval. The minutes of the 9th CoC meeting clearly recorded that the dispute involved an order directing removal of the transformer and underground cables, which were essential for the operation of the CD-2's windmills. The DC notes that such litigation had a direct bearing on the operations, value and the business of the CD-2. Any litigation capable of materially affecting the assets, business operations or viability of the Corporate Debtor assumes materiality and ought to have been appropriately disclosed to prospective resolution applicants.

3.2.11 The DC notes the submission of Mr. Rohit Ramesh Mehra that Regulation 36(2)(h) applies only to litigation by or against the Corporate Debtor. The DC notes that the obligation under Section 29 and Regulation 36 is to ensure that all material information relevant for formulation of a resolution plan is made available to prospective resolution applicants. A litigation that threatens the continued operation of the Corporate Debtor's principal business assets cannot be excluded merely because the Corporate Debtor may not have been arrayed as a party to the proceedings. The materiality of the litigation is to be assessed on the basis of its impact on the Corporate Debtor and not merely on the title of the parties to the proceedings.

3.2.12 The DC further notes that the disclosure of the dispute during the 9th CoC meeting and the related communication to the successful resolution applicant do not discharge the statutory obligation cast upon the resolution professional under Section 29 of the Code and Regulation 36(2)(h) of the CIRP Regulations. The Information Memorandum is intended to serve as the principal repository of material information for all prospective resolution applicants. Where a material development comes to the notice of the resolution professional after issuance of the IM but before completion of the CIRP, it is incumbent upon the resolution professional to suitably update or supplement the Information Memorandum so that all prospective resolution applicants have access to complete and accurate information and further to bring this relevant facts to the notice of AA. A resolution professional is also expected to act proactively in identifying and disclosing all litigations and proceedings those may have a material impact on the Corporate Debtor's assets, business or the resolution process.

3.2.13 Accordingly, the DC holds that Mr. Rohit Ramesh Mehra failed to ensure complete and updated disclosure of material litigation affecting the business and operations of the CD-2 in the Information Memorandum and, thereby, contravened the provisions of Section 29 of the Code, Regulation 36(2)(h) of the CIRP Regulations and Clauses 2 and 14 of the Code of Conduct specified under the IP Regulations.

3.3 **Contravention-III : Non-filing of CIRP forms**

3.3.1 Regulation 40B of CIRP Regulations provides that the interim resolution professional or resolution professional, as the case may be, shall file the Forms, along with the enclosures thereto, on an electronic platform of the Board, as per the timelines stipulated therein. The Regulation requires the RP to file CIRP-4 for submitting the status with respect to EOI, RFRP, and modification thereof, and CIRP-5 for submitting details of updated list of claimants, CoC, details of resolution applicant, details of resolution plan received, application filed with AA for approval of resolution plan, expenses incurred by RP etc.

3.3.2 In the present matter, it was observed that in respect of both the CDs, the resolution plans were approved by the Adjudicating Authority in February 2025 and March 2025 respectively, thereby rendering the CIRPs complete. However, it was observed that Mr. Rohit Ramesh Mehra did not file Form CIRP-4 and Form CIRP-5 in respect of either of the CDs.

3.3.3 In view of the above, the Board was of the prima facie view that Mr. Rohit Ramesh Mehra had contravened the provisions of Regulation 40B of the CIRP Regulations, and Clauses 13 and 14 of the Code of Conduct specified in IP Regulations.

Submissions by Mr. Rohit Ramesh Mehra.

3.3.4 Mr. Rohit Ramesh Mehra submitted that in view of the Circular No. IBBI/CIRP/85/2025 dated 26.05.2025 issued by the IBBI, for CIRPs closed on or before 31.05.2025 (applies to both CDs) where any earlier forms remain pending as of the date of the circular, IPs were allowed to submit the corresponding Forms under the revised framework, on or before 30.09.2025. Accordingly, Forms CP-3A and CP-3B for both the CD were submitted in lieu of Form CIRP-5 on 10.06.2025. Mr. Rohit Ramesh Mehra further submitted that Form CIRP-4 for RBPL was filed on 12.12.2023 and for RICEPL was filed on 22.12.2023.

3.3.5 Mr. Rohit Ramesh Mehra further submitted that to the extent any specific form was required to be filed under Regulation 40B as amended and was not filed, the same was an inadvertent technical omission and did not result in any substantive non-disclosure or stakeholder prejudice, as all underlying information was otherwise communicated to the CoC as well as to the AA. In any event all the information was available to all stakeholders through the CoC minutes, the Form H compliance certificate, and the AA's order, accordingly, no prejudice was caused to any party.

Analysis and Findings of the DC.

3.3.6 Regulation 40B of the CIRP Regulations before amendment vide Notification No. IBBI/2025-26/GN/REG126, dated 19th May, 2025 provide as follows:-

"40B Filing of Forms.
(1) The insolvency professional, interim resolution professional or resolution professional, as the case may be, shall file the Forms, along with the enclosures thereto, on an electronic platform of the Board, as per the timelines stipulated against each Form, in the table below:

Form No.	*Period Covered and Scope*	*To be filed by*	*Timeline*
CIRP 4	***From Issue of IM till issue of RFRP:*** *This includes expression of interest; RFRP and modification thereof; evaluation matrix and modification thereof; non-compliances with the provisions of the Code and other laws applicable to the CD; etc.*	*RP*	*Within seven days of the issue of RFRP under regulation 36B.*
CIRP 5	***From Issue of RFRP till completion of CIRP:*** *This includes updated list of claimants; updated CoC; details of the resolution applicants; details of resolution plans received; details of approval or rejection of resolution plans by CoC; application filed with AA for approval of resolution plan; details of resolution plan approved by the AA; initiation of liquidation, if applicable; expenses incurred on or by RP; appointment of professionals and the terms of appointment; relationship of the RP with the CD, Financial Creditors, and Professionals; support services taken from IPE; non-compliances with the provisions of the Code and other laws applicable to the CD; etc.*	*RP*	*Within seven days of the approval or rejection of the resolution plan under section 31 or issue of liquidation order under section 33, as the case may be, by the AA.*

3.3.7 The DC notes that Regulation 40B of the CIRP Regulations casts mandatory obligation upon the resolution professional to file the prescribed CIRP Forms within the timelines stipulated therein. Before the amendment of Regulation, vide Notification No. IBBI/2025-26/GN/REG126, dated 19th May 2025, Form CIRP-4 was required to be filed within seven days of the issue of the Request for Resolution Plans, while Form CIRP-5 was required to be filed within seven days of the approval or rejection of the resolution plan under Section 31 of the Code or the passing of a liquidation order under Section 33, as the case may be. The DC notes that the CIRPs in respect of both the Corporate Debtors stood concluded upon approval of the resolution plans by the Adjudicating Authority on 18.02.2025 and 11.03.2025 respectively. However, the requisite statutory filings were not made within the timelines prescribed under Regulation 40B. The DC notes that compliance with statutory timelines is an essential obligation of an insolvency professional, and delayed or subsequent filing does not obliterate or cure the default that had already occurred.

3.3.8 The DC further notes the submission of Mr. Rohit Ramesh Mehra that Forms CP-3A and CP-3B were subsequently filed under the revised framework in view of the IBBI Circular No. IBBI/CIRP/85/2025 dated 26.05.2025. The DC notes that the given Circular merely provided a transitional mechanism to facilitate migration from the earlier filing framework to the revised framework for pending filings and cannot be construed as condoning or regularising failures to comply with the statutory timelines prescribed under Regulation 40B of the CIRP Regulations. Therefore, the subsequent filing of Forms CP-3A and CP-3B cannot retrospectively validate the non-compliance with the filing requirements under Regulation 40B.

3.3.9 The DC further notes the contention of Mr. Rohit Ramesh Mehra that the relevant information was otherwise available through the CoC minutes, Form H, and the orders of the AA. The obligation to file statutory forms with the Board is an independent regulatory requirement intended to ensure timely reporting, regulatory oversight, and maintenance of complete and accurate records by the Board. The DC notes that the compliance with such statutory filing requirements cannot be substituted by disclosures made to other stakeholders or before the AA. The given submission of Mr. Rohit Ramesh Mehra cannot be accepted.

3.3.10 In view of the above, the DC holds that Mr. Rohit Ramesh Mehra failed to comply with the mandatory filing requirements under Regulation 40B of the CIRP Regulations within the prescribed timelines and that the subsequent filings under the transitional framework do not cure the original default. Therefore, the DC holds the contravention of Regulation 40B of the CIRP Regulations and Clauses 13 and 14 of the Code of Conduct specified under the IP Regulations.

4. Conclusion.

4.1. Mr. Rohit Ramesh Mehra, acting as the RP, failed to leverage his unique vantage point and privileged access, which provided him comprehensive visibility across all CDs undergoing these synchronized processes. He neglected the professional competence and diligence required of his office by failing to bring this apparent misuse of the IBC framework to the attention of the AA. Rather than acting to thwart such procedural abuse, Mr. Mehra remained a passive spectator and, in his capacity as Chairperson of the CoC, facilitated rather than questioned or resisted the continuation of these tainted proceedings. Such behavior directly violates the core standards of independence and professional diligence mandated under the Code.

4.2. The DC is of the view that Mr. Rohit Ramesh Mehra has committed a clear breach of Clause 1 of the Code of Conduct, which explicitly mandates that an insolvency professional maintain absolute integrity by remaining honest, straightforward, and forthright across all professional relationships. By not disclosing, critical operational anomalies and omitting to place these before the AA, he compromised the foundational transparency expected of an officer of the court. Furthermore, the DC holds that Mr. Rohit Ramesh Mehra has violated Clause 3 of the Code of Conduct, which mandates an insolvency professional to exercise strict objectivity and ensure that all professional decisions remain entirely free from bias, conflicts of interest, coercion, or external influence. The striking operational patterns across the CIRPs characterized by the recurring presence of identical stakeholders, a single repeating resolution applicant, and consistently negligible realizations demanded an immediate, independent, and rigorous assessment of the proceedings' legitimacy. Mr. Mehra's failure to independently evaluate these glaring red flags or seek appropriate judicial guidance demonstrates a profound and unacceptable lack of professional objectivity.

4.3. The conduct of Mr. Rohit Ramesh Mehra further violates Clause 5 of the Code of Conduct, which requires an insolvency professional to maintain complete independence in professional relationships and conduct the resolution process free from external influence. By failing to act, Mr. Mehra deprived the AA of the critical opportunity to examine the malicious initiation of the proceedings and pass appropriate remedial orders. Such suppression of material facts is fundamentally inconsistent with the standards of independence expected of an insolvency professional, thereby breaching Clause 5. Accordingly, Mr. Mehra's conduct amounts to a gross violation of his duties as an officer of the Court, as he failed to maintain independence and withheld vital facts necessary for the AA to effectively exercise its statutory jurisdiction.

4.4. The DC also holds that Mr. Rohit Ramesh Mehra has violated Clause 14 of the Code of Conduct, which dictates that an insolvency professional shall neither act with malafide nor exhibit negligence while performing statutory functions and duties. His failure to identify, investigate, and report material circumstances indicating a coordinated misuse of the insolvency framework despite having sufficient information within his possession constitutes actionable negligence in the discharge of his duties. This critical lapse compromises the integrity of the regulatory framework and directly violates the fundamental spirit of the Code.

4.5. Mr. Rohit Ramesh Mehra failed to ensure complete and updated disclosure of material litigation affecting the business and operations of the CD-2 in the Information Memorandum as mandated under Section 29 of the Code read with Regulation 36(2)(h) of the CIRP Regulations. Further, Mr. Rohit Ramesh Mehra failed to file Forms CIRP-4 and CIRP-5 for both the CDs within the timelines mandated by Regulation 40B of the CIRP Regulations.

4.6. Consequently, the DC concludes that Mr. Rohit Ramesh Mehra’s cumulative failures, ranging from the suppression of material facts to a total collapse of independence and objectivity, resulted in a systemic perversion of the CIRPs. The statutory design of the IBC centres on corporate revival and value maximization. A Resolution Professional is expected to be an uncompromised officer of the Court and an independent custodian of the corporate estate, not a compliant agent executing the will of a tainted CoC and a resolution applicant. Because the Code is a vital economic instrument meant to balance stakeholder interests and promote entrepreneurship, it can never be allowed to serve as a tool for fraudulent debt write-offs, strategic corporate burial, or the protection of delinquent promoters from the reach of the law.

5. Order.

5.1. In view of the foregoing discussion, the DC in exercise of the powers conferred under Section 220 of the Code read with Regulation 13 of the IBBI (Inspection and Investigation) Regulations, 2017 hereby cancels the registration of Mr. Rohit Ramesh Mehra (Registration

No. IBBI/IPA-001/IP-P00799/2017-18/11374). Further, in terms of Section 206 of the Code, Mr. Rohit Ramesh Mehra shall not be eligible to continue his existing assignments.

5.2. This order shall come into force after 30 days from the date of issuance of this order.

5.3. A copy of this order shall be forwarded to The Indian Institute of Insolvency Professional of ICAI (IIIPI-ICAI) where Mr. Rohit Ramesh Mehra is enrolled as a member.

5.4. A copy of this order shall also be forwarded to the Registrar of the Principal Bench of the National Company Law Tribunal, New Delhi, for information.

5.5. A copy of this order shall be forwarded to Head Office, Directorate of Enforcement for information.

5.6. Accordingly, the show cause notice is disposed of.

sd/-
(Jayanti Prasad)
Whole Time Member
Insolvency and Bankruptcy Board of India

sd/-
(Ravi Mital)
Chairperson
Insolvency and Bankruptcy Board of India

Dated: 06 August 2026
Place: New Delhi