

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOCHI BENCH**

IA(IBC)(LIQ)/03/KOB/2025

IN

CP(IBC)/18/KOB/2024

*(Under Section 33(2) and 60(5) of
IBC, 2016 read with Rule 11 of the
NCLT Rules, 2016)*

In the matter of:

M/s. Saptha Zeal Private Limited

MEMO OF PARTIES:

R. Rajmohan

Krishnapuram, St No 6,
HS 175 A& 514-12/1, Ollukkara(P.O),
Thrissur-680655

...Applicant

Order delivered on: 12.06.2025.

Coram:

Smt. Madhu Sinha

Hon'ble Member (Technical)

Shri. Vinay Goel

Hon'ble Member (Judicial)

Appearances:

For the Applicant : Mr. Sankar P Panicker

Resolution Professional: Mr. Rajmohan R



ORDER

Per Coram

1. The Present Application has been filed by Mr. R Rajmohan, Resolution Professional (hereinafter referred to as "RP") of M/s. Saptha Zeal Private Limited (hereinafter referred to as "Corporate Debtor") under Section 33(2) of the Insolvency and Bankruptcy Code, 2016 for passing an order on liquidation of the Corporate Debtor.
2. The facts as narrated in the application and explained by the Learned counsel for the Applicant/RP are summarised hereunder:
 - i. The Applicant serves as the Resolution Professional for the Corporate Debtor, which entered CIRP vide order of this Tribunal dated 30.05.2024 in CP(IBC)/18/KOB/2024. The Applicant was appointed as the Interim Resolution Professional and thereafter as the RP of the corporate debtor vide order dated 24.07.2024.
 - ii. The RP has approached this Tribunal seeking extension of the CIRP period and has been granted as under:
 - a. Extension of 90 days from 27.11.2024 till 25.02.2025 vide order dated 02.12.2024 in IA(IBC)/504/KOB/2024.
 - b. Extension of 60 days till 25.02.2025 vide order dated 28.02.2025 in IA(IBC)/56/KOB/2025.
 - c. Extension of 30 days till 26.05.2025 vide order dated 02.05.2025 in IA(IBC)/158/KOB/2025.
 - iii. It is stated that the CIRP of the Corporate Debtor received only one Resolution Plan from the Prospective Resolution Applicant,



duly accompanied by the requisite Earnest Money Deposit, deposited on 21.04.2025, and the said Plan was circulated to the CoC members on the same date in accordance with the Information Memorandum.

- iv. It is stated that the Resolution Plan was objected to by the GST Department, an Operational Creditor, through an email dated 12.05.2025, citing that only 1% of their admitted claim of Rs. 33.43 Crores was considered; this objection, along with further objections raised by HLL Infra Tech Services (HITES), was duly noted by the Resolution Professional and brought to the attention of the CoC in its 19th meeting held on 14.05.2025 and discussed in subsequent meetings.
- v. It is stated that during the 25th CoC meeting held on 21.05.2025, the RP informed the members that the updated CIBIL reports of the directors of the Prospective Resolution Applicant, received only on the date of the meeting despite repeated reminders, contained remarks indicating "one or more trades with wilful defaulter status in the past 24 months", thereby rendering the PRA ineligible under Section 29A(b) of the Insolvency and Bankruptcy Code, 2016, as per RBI guidelines issued under the Banking Regulation Act, 1949.
- vi. It is stated that since the Prospective Resolution Applicant was found ineligible and the CIRP had already exceeded 330 days with no alternate Resolution Plans available, the RP, during the 25th CoC meeting, recommended liquidation of the Corporate Debtor, which was duly approved by the CoC under Section



33(2) of the Code, and the RP was authorised to file an application for liquidation before this Tribunal.

vii. It is stated that the CoC, in its 26th meeting held on 22.05.2025, took note of the minutes of the 25th CoC meeting and resolved to refund the Earnest Money Deposit (EMD) to the Prospective Resolution Applicant in view of the disqualification of the Resolution Plan submitted by them

3. We have heard the Learned Counsel for the Applicant and perused the materials available on record. On 21.05.2025, upon the recommendation of the RP, the CoC approved to liquidate the Corporate Debtor under Section 33(2) of the IBC, 2016. We are of the opinion that the decision of the CoC should not be interfered with.
4. In the result, **M/s. Saptha Zeal Private Limited**, Corporate Debtor, is ordered to be **liquidated**.
5. The CoC also passed the resolution to appoint the present RP/Applicant, Mr. R. Rajmohan, to act as liquidator of the CD during the liquidation process. However, as per IBBI vide its circular number Liq-12011/214/2023-IBBI/840 dated 18/07/2023 in the exercise of its powers conferred under section 34 (4) (b) of the Code, had recommended that an IP other than the RP/IRP may be appointed as liquidator in all the cases where liquidator (read liquidation) order is passed henceforth.
6. However, taking note of the said circular, the Hon'ble High Court of Karnataka in an interim order passed on 09.01.2024 in "**WP-27043/2023 in the matter of Ravindra Beleyur Vs. Insolvency and Bankruptcy Board of India**", allowed the existing Resolution



Professional (RP) to continue as liquidator under specific circumstances. The Hon'ble High Court of Karnataka has taken a particular view, which may be interim in nature, and that order was passed in the facts of that case and it may not be appropriate to apply the same in the facts of this case. Accordingly, in the light of the circular issued by IBBI, we deem it appropriate to replace the RP and appoint **Mr.Reuben George Joseph** as liquidator.

7. Hence, we hereby appoint, **Mr. Reuben George Joseph**, having his office at **37/2038, 1st Floor, Muttathil Lane, Kadavanthra, Ernakulam, Kerala, 682020** with registration **IBBI/IPA-001/IP-P02134/2020-2021/13326** and email id **reuben.joseph.gja.co.in** as the Liquidator of the Corporate Debtor, M/s. Saptha Zeal Private Limited.
8. The Liquidator is directed to forthwith take into his custody all the assets, properties, and actionable claims of the corporate debtor and take necessary steps to ensure the preservation, protection security and maintenance of those properties as provided under section 35(1)(b) & (d) of IBC 2016.
9. The Liquidator is directed to adhere to Section 33(1) (ii) & (iii) and discharge his powers and duties as specified under Section 35 to 41 of IBC, 2016 and meticulously adhere to the Rules and Regulations issued by IBBI in this regard from time to time.
10. Public Notice as contemplated under section 33(1) of the Code shall be issued in one morning, English daily and in one-morning regional language newspapers.



11. All the powers of the Board of Directors of the Corporate Debtor and of its key managerial personnel shall cease to exist in accordance with Section 34 (2) of the Code. These powers shall henceforth vest in the Liquidator. The personnel of the Corporate Debtor shall extend all assistance and cooperation to the Liquidator as may be required by him in the Liquidation process of the Corporate Debtor.
12. On initiation of the Liquidation process but subject to section 52 of the Code, no suit or other legal proceeding shall be instituted by or against the Corporate Debtor, save and except the liberty to the liquidator to institute a suit or other legal proceeding on behalf of the Corporate Debtor with prior approval of this Adjudicating Authority, as provided in section 33(5) of the Code read with its proviso.
13. In accordance with section 33(7) of the Code, this liquidation order shall be deemed to be a notice of discharge to the officers, employees, and workmen of the Corporate Debtor, except to the extent of the business of the Corporate Debtor continued during the liquidation process by the liquidator.
14. In terms of Section 33(1) (b) (iii), the Liquidator shall file a copy of this Order with the Registrar of Companies, Kerala, within whose jurisdiction the Corporate Debtor is registered.
15. The fee of the Liquidator is to be determined as provided under Regulation 4 of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulation 2016.
16. As per Regulation 13 of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulation, 2016, the liquidator shall submit a



IN THE NATIONAL COMPANY LAW TRIBUNAL

KOCHI BENCH

IA(IBC)(LIQ)/03/KOB/2025 IN CP(IBC)/18/KOB/2024

In the matter of M/s Saptha Zeal Private Limited

preliminary report to the Adjudicating Authority within 75 days from the liquidation commencement date providing various details/information as mentioned in the said regulation.

17. In view of the above directions, this application bearing IA(IBC)/(LIQ)/03/KOB/2025 is **disposed of** accordingly.
18. The Registry is directed to send e-mail copies of the order to the party and their learned counsel for information and to take necessary steps.
19. A Certified Copy of this order may be issued, if applied for, upon compliance with all requisite formalities.

SD/-
MADHU SINHA
(MEMBER TECHNICAL)

SD/-
VINAY GOEL
(MEMBER JUDICIAL)

Signed on this the 12th day of June, 2025.

Athira. N. R/LRA
Anjali/Steno

Certified to be True Copy-

Deputy Registrar
National Company Law Tribunal
Kochi Bench

