

**INSOLVENCY AND BANKRUPTCY BOARD OF INDIA (INSOLVENCY  
RESOLUTION PROCESS FOR CORPORATE PERSONS) REGULATIONS, 2016<sup>1</sup>**

[AMENDED UPTO 28.11.2019]

IBBI/2016-17/GN/REG004. - In exercise of the powers conferred under sections 5, 7, 9, 14, 15, 17, 18, 21, 24, 25, 29, 30, 196 and 208 read with section 240 of the Insolvency and Bankruptcy Code, 2016 (31 of 2016), the Insolvency and Bankruptcy Board of India hereby makes the following Regulations, namely-

**CHAPTER I**

**PRELIMINARY**

**1. Short title and commencement.**

- (1) These Regulations may be called the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.
- (2) These Regulations shall come into force on 1<sup>st</sup> December, 2016.
- (3) These Regulations shall apply to the corporate insolvency resolution process.

**2. Definitions.**

- (1) In these Regulations, unless the context otherwise requires-
  - (a) “applicant” means the person(s) filing an application under sections 7, 9 or 10, as the case may be;
  - <sup>2</sup>[(aa) “class of creditors” means a class with at least ten financial creditors under clause (b) of sub-section (6A) of section 21 and the expression, “creditors in a class” shall be construed accordingly.]
  - (b) “Code” means the Insolvency and Bankruptcy Code, 2016;
  - (c) “Code of Conduct” means the code of conduct for insolvency professionals as set out in the Insolvency and Bankruptcy Board of India (Insolvency Professionals) Regulations, 2016;

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<sup>1</sup>Vide Notification No. IBBI/2016-17/GN/REG004, dated 30<sup>th</sup> November, 2016, published in the Gazette of India, Extraordinary, Part III, Sec.4, vide No. 432, dated 30<sup>th</sup> November, 2016 (w.e.f. 01-12-2016).

<sup>2</sup>Inserted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018).

- (d) “committee” means a committee of creditors established under section 21;
- (e) “corporate insolvency resolution process” means the insolvency resolution process for corporate persons under Chapter II of Part II of the Code;
- (f) <sup>3</sup>[\*\*\*]
- (g) “electronic form” shall have the meaning assigned to it in the Information Technology Act, 2000 (21 of 2000);
- (h) “electronic means” mean an authorized and secured computer programme which is capable of producing confirmation of sending communication to the participant entitled to receive such communication at the last electronic mail address provided by such participant and keeping record of such communication.

<sup>4</sup>[(**ha**) “evaluation matrix” means such parameters to be applied and the manner of applying such parameters, as approved by the committee, for consideration of resolution plans for its approval;

(**hb**) “fair value” means the estimated realizable value of the assets of the corporate debtor, if they were to be exchanged on the insolvency commencement date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had acted knowledgeably, prudently and without compulsion.]

- (i) “identification number” means the Limited Liability Partnership Identification Number or the Corporate Identity Number, as the case may be;
- (j) “insolvency professional entity” means an entity recognised as such under the Insolvency and Bankruptcy Board of India (Insolvency Professionals) Regulations, 2016;
- (k) <sup>5</sup>[(“liquidation value” means the estimated realizable value of the assets of the corporate debtor, if the corporate debtor were to be liquidated on the insolvency commencement date.)]

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<sup>3</sup> Omitted by Notification No. IBBI/2018-19/GN/REG032, dated 5<sup>th</sup> October, 2018 (w.e.f. 05.10.2018). Prior to omission, clause (f) stood as under:-

“dissenting financial creditor” means a financial creditor who voted against the resolution plan or abstained from voting for the resolution plan, approved by the committee;”

<sup>4</sup>Inserted by Notification No. IBBI/2017-18/GN/REG024, dated 6<sup>th</sup> February, 2018 (w.e.f. 06-02-2018).

<sup>5</sup>Substituted by Notification no. IBBI/2017-18/GN/REG024, dated 6<sup>th</sup> February, 2018 (w.e.f. 06-02-2018). Clause (k), before substitution, stood as under: -

“2(k) “liquidation value” means the amount determined in accordance with Regulation 35;”

- (l) “participant” means a person entitled to attend a meeting of the committee under section 24 or any other person authorised by the committee to attend the meeting;
  - (m) “registered valuer” means a person registered as such in accordance with the Companies Act, 2013 (18 of 2013) and rules made thereunder;
  - (n) “Schedule” means the schedule to these Regulations;
  - (o) “section” means section of the Code;
  - (p) “video conferencing or other audio and visual means” means such audio and visual facility which enables the participants in a meeting to communicate concurrently with one another and to participate effectively in the meeting.
- (2) Unless the context otherwise requires, words and expressions used and not defined in these Regulations, but defined in the Code, shall have the meanings assigned to them in the Code.

## **CHAPTER II**

### **GENERAL**

#### **3. Eligibility for resolution professional.**

- (1) An insolvency professional shall be eligible to be appointed as a resolution professional for a corporate insolvency resolution process of a corporate debtor if he, and all partners and directors of the insolvency professional entity of which he is a partner or director, are independent of the corporate debtor.

*Explanation*– A person shall be considered independent of the corporate debtor, if he:

- (a) is eligible to be appointed as an independent director on the board of the corporate debtor under section 149 of the Companies Act, 2013 (18 of 2013), where the corporate debtor is a company;
- (b) is not a related party of the corporate debtor; or
- (c) is not an employee or proprietor or a partner:

- (i) of a firm of auditors or <sup>6</sup>[secretarial auditors] in practice or cost auditors of the corporate debtor; or
- (ii) of a legal or a consulting firm, that has or had any transaction with the corporate debtor amounting to <sup>7</sup>[five per cent] or more of the gross turnover of such firm,

in the last three financial years.

<sup>8</sup>[(1A) Where the committee decides to appoint the interim resolution professional as resolution professional or replace the interim resolution professional under section 22 or replace the resolution professional under section 27, it shall obtain the written consent of the proposed resolution professional in Form AA of the Schedule.]

- (2) A resolution professional shall make disclosures at the time of his appointment and thereafter in accordance with the Code of Conduct.
- (3) A resolution professional, who is a director or a partner of an insolvency professional entity, shall not continue as a resolution professional in a corporate insolvency resolution process if the insolvency professional entity or any other partner or director of such insolvency professional entity represents any of the other stakeholders in the same corporate insolvency resolution process.

#### **4. Access to books.**

- (1) Without prejudice to section 17(2)(d), the interim resolution professional may access the books of account, records and other relevant documents and information, to the extent relevant for discharging his duties under the Code, of the corporate debtor held with-
  - (a) depositories of securities;
  - (b) professional advisors of the corporate debtor;
  - (c) information utilities;

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<sup>6</sup>Substituted by Notification No. IBBI/2017-18/ GN/ REG030, dated 27<sup>th</sup> March, 2018 (w.e.f.01-04-2018). Regulation 3 (1) (c) (i), before substitution, stood as under:

“(i) of a firm of auditors or company secretaries in practice or cost auditors of the corporate debtor; or”.

<sup>7</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Before substitution, the words stood as under:

“ten per cent”

<sup>8</sup>Inserted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018).

- (d) other registries that records the ownership of assets;
- (e) members, promoters, partners, board of directors and joint venture partners of the corporate debtor; and
- (f) contractual counterparties of the corporate debtor.

**<sup>9</sup>[4A. Choice of authorised representative**

- (1) On an examination of books of account and other relevant records of the corporate debtor, the interim resolution professional shall ascertain class(s) of creditors, if any.
- (2) For representation of creditors in a class ascertained under sub-regulation (1) in the committee, the interim resolution professional shall identify three insolvency professionals who are-
  - (a) not his relatives or related parties;
  - (b) eligible to be insolvency professionals under regulation 3; and
  - (c) willing to act as authorised representative of creditors in the class.
- (3) The interim resolution professional shall obtain the consent of each insolvency professional identified under sub-regulation (2) to act as the authorised representative of creditors in the class in Form AB of the Schedule.]

**5. Extortionate credit transaction.**

A transaction shall be considered extortionate under section 50(2) where the terms:

- (1) require the corporate debtor to make exorbitant payments in respect of the credit provided; or
- (2) are unconscionable under the principles of law relating to contracts.

**CHAPTER III**

**PUBLIC ANNOUNCEMENT**

**6. Public announcement.**

- (1) An insolvency professional shall make a public announcement immediately on his appointment as an interim resolution professional.

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<sup>9</sup>Inserted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018).

*Explanation:* ‘Immediately’ means not later than three days from the date of his appointment.

- (2) The public announcement referred to in sub-regulation (1) shall:
- (a) be in Form A of the Schedule;
  - (b) be published-
    - (i) in one English and one regional language newspaper with wide circulation at the location of the registered office and principal office, if any, of the corporate debtor and any other location where in the opinion of the interim resolution professional, the corporate debtor conducts material business operations;
    - (ii) on the website, if any, of the corporate debtor; and
    - (iii) on the website, if any, designated by the Board for the purpose,<sup>10</sup>[(ba) state where claim forms can be downloaded or obtained from, as the case may be;
    - (bb) offer choice of three insolvency professionals identified under regulation 4A to act as the authorised representative of creditors in each class; and]
    - (c) provide the last date for submission of proofs of claim, which shall be fourteen days from the date of appointment of the interim resolution professional.
- (3) The applicant shall bear the expenses of the public announcement which may be reimbursed by the committee to the extent it ratifies them.

<sup>11</sup>[\*\*\*]

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<sup>10</sup>Inserted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018).

<sup>11</sup>Omitted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018).

## **IV PROOF OF CLAIMS**

### **7. Claims by operational creditors.**

- (1) A person claiming to be an operational creditor, other than workman or employee of the corporate debtor, shall <sup>12</sup>[submit claim with proof] to the interim resolution professional in person, by post or by electronic means in Form B of the Schedule:

*Provided* that such person may submit supplementary documents or clarifications in support of the claim before the constitution of the committee.

- (2) The existence of debt due to the operational creditor under this Regulation may be proved on the basis of-
- (a) the records available with an information utility, if any; or
  - (b) other relevant documents, including -
    - (i) a contract for the supply of goods and services with corporate debtor;
    - (ii) an invoice demanding payment for the goods and services supplied to the corporate debtor;
    - (iii) an order of a court or tribunal that has adjudicated upon the non-payment of a debt, if any; or
    - (iv) financial accounts.

### **8. Claims by financial creditors.**

- (1) A person claiming to be a <sup>13</sup>[financial creditor, other than a financial creditor belonging to a class of creditors, shall submit claim with proof] to the interim resolution professional in electronic form in Form C of the Schedule:

*Provided* that such person may submit supplementary documents or clarifications in support of the claim before the constitution of the committee.

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<sup>12</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Before substitution the words stood as –

“submit proof of claim”.

<sup>13</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Before substitution the words stood as-

“financial creditor of the corporate debtor shall submit proof of claim”.

- (2) The existence of debt due to the financial creditor may be proved on the basis of -
- (a) the records available with an information utility, if any; or
  - (b) other relevant documents, including -
    - (i) a financial contract supported by financial statements as evidence of the debt;
    - (ii) a record evidencing that the amounts committed by the financial creditor to the corporate debtor under a facility has been drawn by the corporate debtor;
    - (iii) financial statements showing that the debt has not been <sup>14</sup>[paid]; or
    - (iv) an order of a court or tribunal that has adjudicated upon the non-payment of a debt, if any.

<sup>15</sup>[8A. **Claims by creditors in a class.**

- (1) A person claiming to be a creditor in a class shall submit claim with proof to the interim resolution professional in electronic form in Form CA of the Schedule.
- (2) The existence of debt due to a creditor in a class may be proved on the basis of-
- (a) the records available with an information utility, if any; or
  - (b) other relevant documents, including any-
    - (i) agreement for sale;
    - (ii) letter of allotment;
    - (iii) receipt of payment made; or
    - (iv) such other document, evidencing existence of debt.
- (3) A creditor in a class may indicate its choice of an insolvency professional, from amongst the three choices provided by the interim resolution professional in the public announcement, to act as its authorised representative.]

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<sup>14</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Before substitution the words stood as –

“repaid”.

<sup>15</sup>Inserted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018).



**9. Claims by workmen and employees.**

- (1) A person claiming to be a workman or an employee of the corporate debtor shall submit <sup>16</sup>[claim with proof] to the interim resolution professional in person, by post or by electronic means in Form D of the Schedule:

*Provided* that such person may submit supplementary documents or clarifications in support of the claim, on his own or if required by the interim resolution professional, before the constitution of the committee.

- (2) Where there are dues to numerous workmen or employees of the corporate debtor, an authorised representative may submit one <sup>17</sup>[claim with proof] for all such dues on their behalf in Form E of the Schedule.

- (3) The existence of dues to workmen or employees may be proved by them, individually or collectively on the basis of -

(a) records available with an information utility, if any; or

(b) other relevant documents, including -

- (i) a proof of employment such as contract of employment for the period for which such workman or employee is claiming dues;
- (ii) evidence of notice demanding payment of unpaid dues and any documentary or other proof that payment has not been made; or
- (iii) an order of a court or tribunal that has adjudicated upon the non-payment of a dues, if any.

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<sup>16</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Before substitution the words stood as –

“proof of claim”.

<sup>17</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Before substitution the words stood as –

“proof of claim”.

## **<sup>18</sup>[9A. Claims by other creditors.**

- (1) A person claiming to be a creditor, other than those covered under regulations 7, 8, or 9, shall submit <sup>19</sup>[its claim with proof] to the interim resolution professional or resolution professional in person, by post or by electronic means in Form F of the Schedule.
- (2) The existence of the claim of the creditor referred to in sub-section (1) may be proved on the basis of –
  - (a) the records available in an information utility, if any, or
  - (b) other relevant documents sufficient to establish the claim, including any or all of the following:-
    - (i) documentary evidence demanding satisfaction of the claim;
    - (ii) bank statements of the creditor showing non-satisfaction of claim;
    - (iii) an order of court or tribunal that has adjudicated upon non-satisfaction of claim, if any.]

## **10. Substantiation of claims.**

The interim resolution professional or the resolution professional, as the case may be, may call for such other evidence or clarification as he deems fit from a creditor for substantiating the whole or part of its claim.

## **11. Cost of proof.**

A creditor shall bear the cost of proving the debt due to such creditor.

## **12. Submission of proof of claims.**

- (1) Subject to sub-regulation (2), a creditor shall submit <sup>20</sup>[claim with proof] on or before the last date mentioned in the public announcement.

<sup>21</sup>[(2) A creditor, who fails to submit claim with proof within the time stipulated in the public announcement, may submit the claim with proof to the interim resolution professional or

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<sup>18</sup>Inserted by Notification No. IBBI/2017-18/ GN/ REG013, dated 16<sup>th</sup> August, 2017, (w.e.f. 16-8-2017).

<sup>19</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Before substitution the words stood as –

“proof of claim”.

<sup>20</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Before substitution the words stood as –

“proof of claim”.

<sup>21</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Sub regulation (2) of regulation 12, before substitution stood as-

the resolution professional, as the case may be, on or before the ninetieth day of the insolvency commencement date.]

- (3) Where the creditor in sub-regulation (2) is <sup>22</sup>[ *a financial creditor under regulation 8*], it shall be included in the committee from the date of admission of such claim:

*Provided* that such inclusion shall not affect the validity of any decision taken by the committee prior to such inclusion.

### **13. Verification of claims.**

- (1) The interim resolution professional or the resolution professional, as the case may be, shall verify every claim, as on the insolvency commencement date, within seven days from the last date of the receipt of the claims, and thereupon maintain a list of creditors containing names of creditors along with the amount claimed by them, the amount of their claims admitted and the security interest, if any, in respect of such claims, and update it.
- (2) The list of creditors shall be –
- (a) available for inspection by the persons who submitted proofs of claim;
  - (b) available for inspection by members, partners, directors and guarantors of the corporate debtor;
  - (c) displayed on the website, if any, of the corporate debtor;
  - (d) filed with the Adjudicating Authority; and
  - (e) presented at the first meeting of the committee.

### **14. Determination of amount of claim.**

- (1) Where the amount claimed by a creditor is not precise due to any contingency or other reason, the interim resolution professional or the resolution professional, as the case may be, shall make the best estimate of the amount of the claim based on the information available with him.

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“A creditor, who failed to submit proof of claim within the time stipulated in the public announcement, may submit such proof to the interim resolution professional or the resolution professional, as the case may be, till the approval of a resolution plan by the committee.”

<sup>22</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Before substitution the words stood as –

“a financial creditor”.

- (2) The interim resolution professional or the resolution professional, as the case may be, shall revise the amounts of claims admitted, including the estimates of claims made under sub-regulation (1), as soon as may be practicable, when he comes across additional information warranting such revision.

**15. Debt in foreign currency.**

The claims denominated in foreign currency shall be valued in Indian currency at the official exchange rate as on the insolvency commencement date.

*Explanation* - “official exchange rate” is the reference rate published by the Reserve Bank of India or derived from such reference rates.

**CHAPTER V**

**COMMITTEE OF CREDITORS**

**16. Committee with only operational creditors.**

- (1) Where the corporate debtor has no financial debt or where all financial creditors are related parties of the corporate debtor, the committee shall be set up in accordance with this Regulation.
- (2) The committee formed under this Regulation shall consist of members as under -
- (a) eighteen largest operational creditors by value:  
*Provided* that if the number of operational creditors is less than eighteen, the committee shall include all such operational creditors;
  - (b) one representative elected by all workmen other than those workmen included under sub-clause (a); and
  - (c) one representative elected by all employees other than those employees included under sub-clause (a).
- (3) A member of the committee formed under this Regulation shall have voting rights in proportion of the debt due to such creditor or debt represented by such representative, as the case may be, to the total debt.

*Explanation* – For the purposes of this sub-regulation, ‘total debt’ is the sum of-

- (a) the amount of debt due to the creditors listed in sub-regulation 2(a);
- (b) the amount of the aggregate debt due to workmen under sub-regulation 2(b); and

- (c) the amount of the aggregate debt due to employees under sub-regulation 2(c).
- (4) A committee formed under this Regulation and its members shall have the same rights, powers, duties and obligations as a committee comprising financial creditors and its members, as the case may be.

<sup>23</sup>[16A. **Authorised representative.**

- (1) The interim resolution professional shall select the insolvency professional, who is the choice of the highest number of financial creditors in the class in Form CA received under sub-regulation (1) of regulation 12, to act as the authorised representative of the creditors of the respective class:

Provided that the choice for an insolvency professional to act as authorised representative in Form CA received under sub-regulation (2) of regulation 12 shall not be considered.

- (2) The interim resolution professional shall apply to the Adjudicating Authority for appointment of the authorised representatives selected under sub-regulation (1) within two days of the verification of claims received under sub-regulation (1) of regulation 12.
- (3) Any delay in appointment of the authorised representative for any class of creditors shall not affect the validity of any decision taken by the committee.
- (4) The interim resolution professional shall provide the list of creditors in each class to the respective authorised representative appointed by the Adjudicating Authority.
- (5) The interim resolution professional or the resolution professional, as the case may be, shall provide an updated list of creditors in each class to the respective authorised representative as and when the list is updated.

Clarification: The authorised representative shall have no role in receipt or verification of claims of creditors of the class he represents.

- (6) The interim resolution professional or the resolution professional, as the case may be, shall provide electronic means of communication between the authorised representative and the creditors in the class.
- (7) The voting share of a creditor in a class shall be in proportion to the financial debt which includes an interest at the rate of eight per cent per annum unless a different rate has been agreed to between the parties.
- (8) The authorised representative of creditors in a class shall be entitled to receive fee for every meeting of the committee attended by him in the following manner, namely: -

| Number of creditors in the class | Fee per meeting of the committee (Rs.) |
|----------------------------------|--|
| 10-100                           | 15,000                                 |

<sup>23</sup>Inserted by Notification No. IBBI/2018-19/ GN/ REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04.07.2018).

|                |        |
|----------------|--------|
| 101-1000       | 20,000 |
| More than 1000 | 25,000 |

- (9) The authorised representative shall circulate the agenda to creditors in a class and announce the voting window at least twenty-four hours before the window opens for voting instructions and keep the voting window open for at least twelve hours.

**16B. Committee with only creditors in a class.**

Where the corporate debtor has only creditors in a class and no other financial creditor eligible to join the committee, the committee shall consist of only the authorised representative(s).]

**17. <sup>24</sup>[Constitution of committee.**

- (1) The interim resolution professional shall file a report certifying constitution of the committee to the Adjudicating Authority within two days of the verification of claims received under sub-regulation (1) of regulation 12.
- (2) The interim resolution professional shall hold the first meeting of the committee within seven days of filing the report under this regulation.
- (3) Where the appointment of resolution professional is delayed, the interim resolution professional shall perform the functions of the resolution professional from the fortieth day of the insolvency commencement date till a resolution professional is appointed under section 22.]

**CHAPTER VI**

**MEETINGS OF THE COMMITTEE**

**18. Meetings of the committee.**

A resolution professional may convene a meeting of the committee as and when he considers necessary, and shall convene a meeting if a request to that effect is made by members of the committee representing thirty three per cent of the voting rights.

- 19. <sup>25</sup>[(19) Subject to this Regulation, a meeting of the committee shall be called by giving not less than five days' notice in writing to every participant, at the address it has provided to**

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<sup>24</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). regulation 17, before substitution stood as-

“17. First meeting of the committee.

(1) The interim resolution professional shall file a report certifying constitution of the committee to the Adjudicating Authority on or before the expiry of thirty days from the date of his appointment.

(2) The interim resolution professional shall convene the first meeting of the committee within seven days of filing the report under this Regulation.”.

<sup>25</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). regulation 19, before substitution stood as-

the resolution professional and such notice may be sent by hand delivery, or by post but in any event, be served on every participant by electronic means in accordance with Regulation 20.

(2) The committee may reduce the notice period from five days to such other period of not less than twenty-four hours, as it deems fit:

Provided that the committee may reduce the period to such other period of not less than forty-eight hours if there is any authorised representative.]

## **20. Service of notice by electronic means.**

- (1) A notice by electronic means may be sent to the participants through e-mail as a text or as an attachment to e-mail or as a notification providing electronic link or Uniform Resource Locator for accessing such notice.
- (2) The subject line in e-mail shall state the name of the corporate debtor, the place, if any, the time and the date on which the meeting is scheduled.
- (3) If notice is sent in the form of a non-editable attachment to an e-mail, such attachment shall be in the Portable Document Format or in a non-editable format together with a 'link or instructions' for recipient for downloading relevant version of the software.
- (4) When notice or notifications of availability of notice are sent by an e-mail, the resolution professional shall ensure that it uses a system which produces confirmation of the total number of recipients e-mailed and a record of each recipient to whom the notice has been sent and copy of such record and any notices of any failed transmissions and subsequent re-sending shall be retained as “proof of sending”.
- (5) The obligation of the resolution professional shall be satisfied when he transmits the e-mail and he shall not be held responsible for a failure in transmission beyond its control.
- (6) The notice made available on the electronic link or Uniform Resource Locator shall be readable, and the recipient should be able to obtain and retain copies and the resolution professional shall give the complete Uniform Resource Locator or address of the website and full details of how to access the document or information.

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“19. Notice for meetings of the committee.

- (1) Subject to this Regulation, a meeting of the committee shall be called by giving not less than seven days' notice in writing to every participant, at the address it has provided to the resolution professional and such notice may be sent by hand delivery, or by post but in any event, be served on every participant by electronic means in accordance with Regulation 20.
- (2) The committee may reduce the notice period from seven days to such other period of not less than twenty four hours, as it deems fit.”

- (7) If a participant, other than a member of the committee, fails to provide or update the relevant e-mail address to the resolution professional, the non-receipt of such notice by such participant of any meeting shall not invalidate the decisions taken at such meeting.

**21. Contents of the notice for meeting.**

- (1) The notice shall inform the participants of the venue, the time and date of the meeting and of the option available to them to participate through video conferencing or other audio and visual means, and shall also provide all the necessary information to enable participation through video conferencing or other audio and visual means.
- (2) The notice of the meeting shall provide that a participant may attend and vote in the meeting either in person or through an authorised representative:

*Provided* that such participant shall inform the resolution professional, in advance of the meeting, of the identity of the authorised representative who will attend and vote at the meeting on its behalf.

<sup>26</sup>[(3) The notice of the meeting shall contain the following-

- (i) a list of the matters to be discussed at the meeting;
- (ii) a list of the issues to be voted upon at the meeting; and
- (iii) copies of all documents relevant to the matters to be discussed and the issues to be voted upon at the meeting.]

(3) The notice of the meeting shall-

- (a) state the process and manner for voting by electronic means and the time schedule, including the time period during which the votes may be cast;
- (b) provide the login ID and the details of a facility for generating password and for keeping security and casting of vote in a secure manner; and

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<sup>26</sup> Substituted by Notification No. IBBI/2018-19/GN/REG032 dated 5<sup>th</sup> October, 2018 (w.e.f. 05.10.2018). Sub-regulation (3), prior to the substitution, stood as under:-

“(3) The notice of the meeting shall-

- (a) contain an agenda of the meeting with the following-
  - (i) a list of the matters to be discussed at the meeting;
  - (ii) a list of the issues to be voted upon at the meeting; and
  - (iii) copies of all documents relevant to the matters to be discussed and the issues to be voted upon at the meeting; and
- (b) state that a vote of the members of the committee shall not be taken at the meeting unless all members are present at such meeting.”



- (c) provide contact details of the person who will address the queries connected with the electronic voting.

**22. Quorum at the meeting.**

- (1) A meeting of the committee shall be quorate if members of the committee representing at least thirty three percent of the voting rights are present either in person or by video conferencing or other audio and visual means:

*Provided* that the committee may modify the percentage of voting rights required for quorum in respect of any future meetings of the committee.

- (2) Where a meeting of the committee could not be held for want of quorum, unless the committee has previously decided otherwise, the meeting shall automatically stand adjourned at the same time and place on the next day.
- (3) In the event a meeting of the committee is adjourned in accordance with sub-regulation (2), the adjourned meeting shall be quorate with the members of the committee attending the meeting.

**23. Participation through video conferencing.**

- (1) The notice convening the meetings of the committee shall provide the participants an option to attend the meeting through video conferencing or other audio and visual means in accordance with this Regulation.
- (2) The resolution professional shall make necessary arrangements to ensure uninterrupted and clear video or audio and visual connection.
- (3) The resolution professional shall take due and reasonable care-
  - (a) to safeguard the integrity of the meeting by ensuring sufficient security and identification procedures;
  - (b) to ensure availability of proper video conferencing or other audio and visual equipment or facilities for providing transmission of the communications for effective participation of the participants at the meeting;
  - (c) to record proceedings and prepare the minutes of the meeting;
  - (d) to store for safekeeping and marking the physical recording(s) or other electronic recording mechanism as part of the records of the corporate debtor;

- (e) to ensure that no person other than the intended participants attends or has access to the proceedings of the meeting through video conferencing or other audio and visual means; and
- (f) to ensure that participants attending the meeting through audio and visual means are able to hear and see, if applicable, the other participants clearly during the course of the meeting:

*Provided* that the persons, who are differently abled, may make request to the resolution professional to allow a person to accompany him at the meeting.

- (4) Where a meeting is conducted through video conferencing or other audio and visual means, the scheduled venue of the meeting as set forth in the notice convening the meeting, which shall be in India, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.

#### **24. Conduct of meeting.**

- (1) The resolution professional shall act as the chairperson of the meeting of the committee.
- (2) At the commencement of a meeting, the resolution professional shall take a roll call when every participant attending through video conferencing or other audio and visual means shall state, for the record, the following, -
  - (a) his name;
  - (b) whether he is attending in the capacity of a member of the committee or any other participant;
  - (c) whether he is representing a member or group of members;
  - (d) the location from where he is participating;
  - (e) that he has received the agenda and all the relevant material for the meeting; and
  - (f) that no one other than him is attending or has access to the proceedings of the meeting at the location of that person.
- (3) After the roll call, the resolution professional shall inform the participants of the names of all persons who are present for the meeting and confirm if the required quorum is complete.
- (4) The resolution professional shall ensure that the required quorum is present throughout the meeting.

- (5) From the commencement of the meeting till its conclusion, no person other than the participants and any other person whose presence is required by the resolution professional shall be allowed access to the place where meeting is held or to the video conferencing or other audio and visual facility, without the permission of the resolution professional.
- (6) The resolution professional shall ensure that minutes are made in relation to each meeting of the committee and such minutes shall disclose the particulars of the participants who attended the meeting in person, through video conferencing, or other audio and visual means.
- (7) The resolution professional shall circulate the minutes of the meeting to all participants by electronic means within forty eight hours of the said meeting.

## **CHAPTER VII** **VOTING BY THE COMMITTEE**

### **25. Voting by the committee.**

- (1) The actions listed in section 28(1) shall be considered in meetings of the committee.
- (2) Any action other than those listed in section 28(1) requiring approval of the committee may be considered in meetings of the committee.
- (3) <sup>27</sup>[The resolution professional shall take a vote of the members of the committee present in the meeting, on any item listed for voting after discussion on the same.]
- (4) At the conclusion of a vote at the meeting, the resolution professional shall announce the decision taken on items along with the names of the members of the committee who voted for or against the decision, or abstained from voting.

<sup>28</sup> [(5) The resolution professional shall-

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<sup>27</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Sub – regulation 3, before substitution stood as-

“(3) Where all members are present in a meeting, the resolution professional shall take a vote of the members of the committee on any item listed for voting after discussion on the same.”.

<sup>28</sup> Substituted by Notification No. IBBI/2019-19/REG032, dated 5<sup>th</sup> October, 2018 (w.e.f. 05.10.2018). Prior to the substitution, sub- regulation (5) stood as under:-

“ (5) The resolution professional shall-

- (a) circulate the minutes of the meeting by electronic means to all members of the committee within forty-eight hours of the conclusion of the meeting; and
- (b) seek a vote of the members who did not vote at the meeting on the matters listed for voting, by electronic voting system in accordance with regulation 26 where the voting shall be kept open for twenty-four hours from the circulation of the minutes, for.”

(a) circulate the minutes of the meeting by electronic means to all members of the committee and the authorised representative, if any, within forty-eight hours of the conclusion of the meeting; and

(b) seek a vote of the members who did not vote at the meeting on the matters listed for voting, by electronic voting system in accordance with regulation 26 where the voting shall be kept open for at least twenty-four hours from the circulation of the minutes.

(6) The authorised representative shall circulate the minutes of the meeting received under sub-regulation (5) to creditors in a class and announce the voting window at least twenty-four hours before the window opens for voting instructions and keep the voting window open for at least twelve hours.]

<sup>29</sup>[**25A. Voting by Authorised Representative.**

The authorised representative shall cast his vote in respect of each financial creditor or on behalf of all financial creditors he represents in accordance with the provisions of sub-section (3) or sub-section (3A) of section 25A, as the case may be.]

**26. Voting through electronic means.**

(1) The resolution professional shall provide each member of the committee the means to exercise its vote by either electronic means or through electronic voting system in accordance with the provisions of this Regulation.

*Explanation-* For the purposes of these Regulations-

(a) the expressions “voting by electronic means” or “electronic voting system” means a “secured system” based process of display of electronic ballots, recording of votes of the members of the committee and the number of votes polled in favour or against, such that the voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate cyber security;

(b) the expression “secured system” means computer hardware, software, and procedure that –

(i) are reasonably secure from unauthorized access and misuse;

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<sup>29</sup> Inserted by Notification No. IBBI/2019-20/GN/REG052, dated 27<sup>th</sup> November, 2019 (w.e.f. 28.11.2019).

- (ii) provide a reasonable level of reliability and correct operation;
- (iii) are reasonably suited to perform the intended functions; and
- (iv) adhere to generally accepted security procedures.

<sup>30</sup>[\*\*\*]

(2) <sup>31</sup>[\*\*\*]

(3) At the end of the voting period, the voting portal shall forthwith be blocked.

(4) At the conclusion of a vote held under this Regulation, the resolution professional shall announce and make a written record of the summary of the decision taken on a relevant agenda item along with the names of the members of the committee who voted for or against the decision, or abstained from voting.

(5) The resolution professional shall circulate a copy of the record made under sub-regulation (4) to all participants by electronic means within twenty four hours of the conclusion of the voting.

## CHAPTER VIII

### CONDUCT OF CORPORATE INSOLVENCY RESOLUTION PROCESS

**27.** <sup>32</sup>[Appointment of registered valuers.]

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<sup>30</sup> Omitted by Notification No. IBBI/2019-20/GN/REG052, dated 27<sup>th</sup> November, 2019 (w.e.f. 28.11.2019). Prior to omission, it stood as under:-

“(1A) The authorised representative shall exercise the votes either by electronic means or through electronic voting system as per the voting instructions received by him from the creditors in the class pursuant to sub-regulation (6) of regulation 25.”

<sup>31</sup>Omitted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Sub – regulation (2) of regulation 26, before omission stood as-

“(2) Once a vote on a resolution is cast by a member of the committee, such member shall not be allowed to change it subsequently.”

<sup>32</sup>Substituted by Notification No. IBBI/2017-18/GN/REG024, dated 6<sup>th</sup> February, 2018 (w.e.f. 06-02-2018). Prior to this substitution, Regulation 27, stood as under: -

“27. **Appointment of registered valuers:-** The interim resolution professional shall within seven days of his appointment, appoint two registered valuers to determine the liquidation value of the corporate debtor in accordance with Regulation 35:

*Provided* that the following persons shall not be appointed as registered valuers:

- (a) a relative of the interim resolution professional;
- (b) a related party of the corporate debtor;
- (c) an auditor of the corporate debtor in the five years preceding the insolvency commencement date; or
- (d) a partner or director of the insolvency professional entity.”.

The resolution professional shall within <sup>33</sup>[ seven days of his appointment, but not later than forty-seventh day from the insolvency commencement date], appoint two registered valuers to determine the fair value and the liquidation value of the corporate debtor in accordance with regulation 35:

Provided that the following persons shall not be appointed as registered valuers, namely:

- (a) a relative of the resolution professional;
- (b) a related party of the corporate debtor;
- (c) an auditor of the corporate debtor at any time during the five years preceding the insolvency commencement date; or
- (d) a partner or director of the insolvency professional entity of which the resolution professional is a partner or director.]

## **28. Transfer of debt due to creditors.**

- (1) In the event a creditor assigns or transfers the debt due to such creditor to any other person during the insolvency resolution process period, both parties shall provide the interim resolution professional or the resolution professional, as the case may be, the terms of such assignment or transfer and the identity of the assignee or transferee.
- (2) The resolution professional shall notify each participant and the Adjudicating Authority of any resultant change in the committee within two days of such change.

## **29. Sale of assets outside the ordinary course of business.**

- (1) The resolution professional may sell unencumbered asset(s) of the corporate debtor, other than in the ordinary course of business, if he is of the opinion that such a sale is necessary for a better realisation of value under the facts and circumstances of the case:

*Provided* that the book value of all assets sold during corporate insolvency resolution process period in aggregate under this sub-regulation shall not exceed ten percent of the total claims admitted by the interim resolution professional.

- (2) A sale of assets under this Regulation shall require the <sup>34</sup>[ approval of the committee by a vote of sixty-six per cent of voting share of the members].

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<sup>33</sup> Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). The words before substitution stood as-

“seven days of his appointment”.

<sup>34</sup> Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). The words before substitution stood as-

- (3) A bona fide purchaser of assets sold under this Regulation shall have a free and marketable title to such assets notwithstanding the terms of the constitutional documents of the corporate debtor, shareholders' agreement, joint venture agreement or other document of a similar nature.

### **30. Assistance of local district administration.**

The interim resolution professional or the resolution professional, as the case may be, may make an application to the Adjudicating Authority for an order seeking the assistance of the local district administration in discharging his duties under the Code or these Regulations.

#### <sup>35</sup>[**30 A. Withdrawal of application.**

- (1) An application for withdrawal under section 12A may be made to the Adjudicating Authority –
  - (a) before the constitution of the committee, by the applicant through the interim resolution professional;
  - (b) after the constitution of the committee, by the applicant through the interim resolution professional or the resolution professional, as the case may be:

Provided that where the application is made under clause (b) after the issue of invitation for expression of interest under regulation 36A, the applicant shall state the reasons justifying withdrawal after issue of such invitation.

- (2) The application under sub-regulation (1) shall be made in Form FA of the Schedule accompanied by a bank guarantee-

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“approval of the committee”.

<sup>35</sup>Substituted by Notification No. IBBI/2019-20/GN/REG048, dated 25<sup>th</sup> July, 2019 (w.e.f. 25-07-2019). Prior to substitution, it stood as:

“30A. Withdrawal of application.

(1) An application for withdrawal under section 12A shall be submitted to the interim resolution professional or the resolution professional, as the case may be, in Form FA of the Schedule before issue of invitation for expression of interest under regulation 36A.

(2) The application in sub-regulation (1) shall be accompanied by a bank guarantee towards estimated cost incurred for purposes of clauses (c) and (d) of regulation 31 till the date of application.

(3) The committee shall consider the application made under sub-regulation (1) within seven days of its constitution or seven days of receipt of the application, whichever is later.

(4) Where the application is approved by the committee with ninety percent voting share, the resolution professional shall submit the application under sub-regulation (1) to the Adjudicating Authority on behalf of the applicant, within three days of such approval.

(5) The Adjudicating Authority may, by order, approve the application submitted under sub-regulation (4).”

- (a) towards estimated expenses incurred on or by the interim resolution professional for purposes of regulation 33, till the date of filing of the application under clause (a) of sub-regulation (1); or
- (b) towards estimated expenses incurred for purposes of clauses (aa), (ab), (c) and (d) of regulation 31, till the date of filing of the application under clause (b) of sub-regulation (1).
- (3) Where an application for withdrawal is under clause (a) of sub-regulation (1), the interim resolution professional shall submit the application to the Adjudicating Authority on behalf of the applicant, within three days of its receipt.
- (4) Where an application for withdrawal is under clause (b) of sub-regulation (1), the committee shall consider the application, within seven days of its receipt.
- (5) Where the application referred to in sub-regulation (4) is approved by the committee with ninety percent voting share, the resolution professional shall submit such application along with the approval of the committee, to the Adjudicating Authority on behalf of the applicant, within three days of such approval.
- (6) The Adjudicating Authority may, by order, approve the application submitted under sub-regulation (3) or (5).
- (7) Where the application is approved under sub-regulation (6), the applicant shall deposit an amount, towards the actual expenses incurred for the purposes referred to in clause (a) or clause (b) of sub-regulation (2) till the date of approval by the Adjudicating Authority, as determined by the interim resolution professional or resolution professional, as the case may be, within three days of such approval, in the bank account of the corporate debtor, failing which the bank guarantee received under sub-regulation (2) shall be invoked, without prejudice to any other action permissible against the applicant under the Code.]

## **CHAPTER IX**

### **INSOLVENCY RESOLUTION PROCESS COSTS**

#### **31. Insolvency resolution process costs.**

“Insolvency resolution process costs” under Section 5(13)(e) shall mean-

(a) amounts due to suppliers of essential goods and services under Regulation 32;

<sup>36</sup>[(aa) fee payable to authorised representative under <sup>37</sup>[sub-regulation (8)] of regulation 16A;

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<sup>36</sup>Inserted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018).

<sup>37</sup> Substituted by Notification No. IBBI/2019-20/GN/REG048, dated 25<sup>th</sup> July, 2019 (w.e.f. 25-07-2019). Prior to substitution it stood as: “sub-regulation (7)”.



- (ab) out of pocket expenses of authorised representative for discharge of his functions under <sup>38</sup>[section 25A];]
- (b) amounts due to a person whose rights are prejudicially affected on account of the moratorium imposed under section 14(1)(d);
  - (c) expenses incurred on or by the interim resolution professional to the extent ratified under Regulation 33;
  - (d) expenses incurred on or by the resolution professional fixed under Regulation 34; and
  - (e) other costs directly relating to the corporate insolvency resolution process and approved by the committee.

### **32. Essential supplies.**

The essential goods and services referred to in section 14(2) shall mean-

- (1) electricity;
- (2) water;
- (3) telecommunication services; and
- (4) information technology services,

to the extent these are not a direct input to the output produced or supplied by the corporate debtor.

*Illustration-* Water supplied to a corporate debtor will be essential supplies for drinking and sanitation purposes, and not for generation of hydro-electricity.

### **33. Costs of the interim resolution professional.**

- (1) The applicant shall fix the expenses to be incurred on or by the interim resolution professional.
- (2) The Adjudicating Authority shall fix expenses where the applicant has not fixed expenses under sub-regulation (1).

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<sup>38</sup> Substituted by Notification No. IBBI/2019-20/GN/REG048, dated 25<sup>th</sup> July, 2019 (w.e.f. 25-07-2019). Prior to substitution, it stood as: "section 25".

- (3) The applicant shall bear the expenses which shall be reimbursed by the committee to the extent it ratifies.
- (4) The amount of expenses ratified by the committee shall be treated as insolvency resolution process costs.

<sup>39</sup>[ *Explanation.* - For the purposes of this regulation, “expenses” include the fee to be paid to the interim resolution professional, fee to be paid to insolvency professional entity, if any, and fee to be paid to professionals, if any, and other expenses to be incurred by the interim resolution professional.]

#### **34. Resolution professional costs.**

The committee shall fix the expenses to be incurred on or by the resolution professional and the expenses shall constitute insolvency resolution process costs.

<sup>40</sup>[*Explanation.* - For the purposes of this regulation, “expenses” include the fee to be paid to the resolution professional, fee to be paid to insolvency professional entity, if any, and fee to be paid to professionals, if any, and other expenses to be incurred by the resolution professional.

#### **<sup>41</sup>[34 A. Disclosure of Costs.**

The interim resolution professional or the resolution professional, as the case may be, shall disclose item wise insolvency resolution process costs in such manner as may be required by the Board.]

### **CHAPTER IX** **RESOLUTION PLAN**

#### **35. <sup>42</sup>[Fair value and Liquidation value.**

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<sup>39</sup>Substituted by Notification No. IBBI/2017-18/ GN/ REG030, dated 27<sup>th</sup> March, 2018 (w.e.f.01-04-2018). The explanation to Regulation 33, before substitution, stood as under:

*“Explanation-* For the purposes of this Regulation, “expenses” mean the fee to be paid to the interim resolution professional and other expenses, including the cost of engaging professional advisors, to be incurred by the interim resolution professional.”.

<sup>40</sup>Substituted by Notification No. IBBI/2017-18/ GN/ REG030, dated 27<sup>th</sup> March, 2018 (w.e.f.01-04-2018). The explanation to Regulation 34, before substitution, stood as under:

*“Explanation-* For the purposes of this Regulation, “expenses” mean the fee to be paid to the resolution professional and other expenses, including the cost of engaging professional advisors, to be incurred by the resolution professional.”.

<sup>41</sup>Inserted by Notification No. IBBI/2017-18/ GN/ REG030, dated 27<sup>th</sup> March, 2018 (w.e.f.01-04-2018).

<sup>42</sup>Substituted by Notification No. IBBI/2017-18/ GN/ REG024, dated 6<sup>th</sup> February, 2018 (w.e.f. 06-02-2018). Prior to this substitution, Regulation 35 stood as under: -

#### **“35. Liquidation value.**

- (1) Liquidation value is the estimated realizable value of the assets of the corporate debtor if the corporate debtor were to be liquidated on the insolvency commencement date.
- (2) Liquidation value shall be determined in the following manner:

- (1) Fair value and liquidation value shall be determined in the following manner:-
  - (a) the two registered valuers appointed under regulation 27 shall submit to the resolution professional an estimate of the fair value and of the liquidation value computed in accordance with internationally accepted valuation standards, after physical verification of the inventory and fixed assets of the corporate debtor;
  - (b) if in the opinion of the resolution professional, the two estimates of a value are significantly different, he may appoint another registered valuer who shall submit an estimate of the value computed in the same manner; and
  - (c) the average of the two closest estimates of a value shall be considered the fair value or the liquidation value, as the case may be.
- (2) After the receipt of resolution plans in accordance with the Code and these regulations, the resolution professional shall provide the fair value and the liquidation value to every member of the committee in electronic form, on receiving an undertaking from the member to the effect that such member shall maintain confidentiality of the fair value and the liquidation value and shall not use such values to cause an undue gain or undue loss to itself or any other person and comply with the requirements under sub-section (2) of section 29:
- (3) The resolution professional and registered valuers shall maintain confidentiality of the fair value and the liquidation value.”.]

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- (a) the two registered valuers appointed under Regulation 27 shall submit to the interim resolution professional or the resolution professional, as the case may be, an estimate of the liquidation value computed in accordance with internationally accepted valuation standards, after physical verification of the inventory and fixed assets of the corporate debtor;
  - (b) if in the opinion of the interim resolution professional or the resolution professional, as the case may be, the two estimates are significantly different, he may appoint another registered valuer who shall submit an estimate computed in the same manner; and
  - (c) the average of the two closest estimates shall be considered the liquidation value.
- (3) <sup>42</sup>“ After the receipt of resolution plans in accordance with the Code and these regulations, the resolution professional shall provide the liquidation value to every member of the committee in electronic form, on receiving an undertaking from the member to the effect that such member shall maintain confidentiality of the liquidation value and shall not use such value to cause an undue gain or undue loss to itself or any other person and comply with the requirements under sub-section (2) of section 29.”;
  - (4) <sup>42</sup>“Subject to sub-regulation (3), the interim resolution professional or the resolution professional, as the case may be, shall maintain confidentiality of the liquidation value.”.

**<sup>43</sup>[35A. Preferential and other transactions.**

- (1) 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.
- (2) 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, he shall make a determination on or before the one hundred and fifteenth day of the insolvency commencement date, under intimation to the Board.
- (3) 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 thirty-fifth day of the insolvency commencement date.]

**36. Information memorandum.**

- (1) <sup>44</sup>[(1) Subject to sub-regulation (4), the resolution professional shall submit the information memorandum in electronic form to each member of the committee within two weeks of his appointment, but not later than fifty-fourth day from the insolvency commencement date, whichever is earlier.]
- (2) The information memorandum shall contain the following details of the corporate debtor-
  - (a) <sup>45</sup>[assets and liabilities with such description, as on the insolvency commencement date, as are generally necessary for ascertaining their values.

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<sup>43</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Regulation 35 A (which was inserted by Notification No. IBBI/2017-18/GN/ REG030, dated 27<sup>th</sup> March, 2018 (w.e.f.01-04-2018)), before substitution stood as under –

“35 A. Identification of Resolution Applicant.-

The resolution professional shall identify the prospective resolution applicants on or before the 105<sup>th</sup> day from the insolvency commencement date.”

<sup>44</sup> Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Regulation 36 (1) before substitution, stood as -

“(1) Subject to sub-regulation (4), the resolution professional shall submit the information memorandum in electronic form to-

- (a) each member of the committee within two weeks of his appointment as resolution professional; and
- (b) to each prospective resolution applicant latest by the date of invitation of resolution plan under clause (h) of sub-section (2) of section 25 of the Code.”

<sup>45</sup>Substituted by Notification No. IBBI/2017-18/ GN/ REG024, dated 6<sup>th</sup> Feb, 2018 (w.e.f. 06.02.2018) for Regulation 36 (2) (a). Prior to this substitution, Regulation 36(2)(a) stood as under:-  
“36(2)(a)assets and liabilities, as on the insolvency commencement date, classified into appropriate categories for easy identification, with estimated values assigned to each category.”.

Explanation: 'Description' includes the details such as date of acquisition, cost of acquisition, remaining useful life, identification number, depreciation charged, book value, and any other relevant details.]

- (b) the latest annual financial statements;
  - (c) audited financial statements of the corporate debtor for the last two financial years and provisional financial statements for the current financial year made up to a date not earlier than fourteen days from the date of the application;
  - (d) a list of creditors containing the names of creditors, the amounts claimed by them, the amount of their claims admitted and the security interest, if any, in respect of such claims;
  - (e) particulars of a debt due from or to the corporate debtor with respect to related parties;
  - (f) details of guarantees that have been given in relation to the debts of the corporate debtor by other persons, specifying which of the guarantors is a related party;
  - (g) the names and addresses of the members or partners holding at least one per cent stake in the corporate debtor along with the size of stake;
  - (h) details of all material litigation and an ongoing investigation or proceeding initiated by Government and statutory authorities;
  - (i) the number of workers and employees and liabilities of the corporate debtor towards them;
  - (j) <sup>46</sup>[\*\*\*]
  - (k) <sup>47</sup>[\*\*\*]
  - (l) other information, which the resolution professional deems relevant to the committee.
- (3) A member of the committee may request the resolution professional for further information of the nature described in this Regulation and the resolution professional shall provide such

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<sup>46</sup> Clause (j) omitted by Notification No. IBBI/2017-18/GN/REG022, dated 31<sup>st</sup> December, 2017 (w.e.f. 31-12-2017). Prior to its omission, it stood as "(j) the liquidation value;".

<sup>47</sup> Clause (k) omitted by Notification No. IBBI/2017-18/ GN/ REG022, dated 31<sup>st</sup> December, 2017 (w.e.f. 31-12-2017). Prior to its omission, it stood as, "(k) the liquidation value due to operational creditors;".

information to all members within reasonable time if such information has a bearing on the resolution plan.

- (4) <sup>48</sup>[The resolution professional shall share the information memorandum after receiving an undertaking from a member of the committee <sup>49</sup>[\*\*\*] to the effect that such member or resolution applicant shall maintain confidentiality of the information and shall not use such information to cause an undue gain or undue loss to itself or any other person and comply with the requirements under sub-section (2) of section 29.]

<sup>50</sup>**[36A. Invitation for expression of interest.**

- (1) The resolution professional shall publish brief particulars of the invitation for expression of interest in Form G of the Schedule at the earliest, not later than seventy-fifth day from the

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<sup>48</sup>Substituted by Notification No. IBBI/2017-18/ GN/ REG024, dated 6<sup>th</sup> February, 2018 (w.e.f. 06-02-2018). Prior to this substitution, Regulation 36(4) stood as under:

“36(4) The interim resolution professional or the resolution professional, as the case may be, shall share the information memorandum after receiving an undertaking from a member of the committee or a potential resolution applicant to the effect that such member or resolution applicant shall maintain confidentiality of the information and shall not use such information to cause an undue gain or undue loss to itself or any other person and comply with the requirements under section 29(2).”

<sup>49</sup>Omitted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Before omission the words stood as –

“or a prospective resolution applicant”.

<sup>50</sup> Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Regulation 36 A, before substitution stood as –

“36A. Invitation of Resolution Plans

- (1) The resolution professional shall issue an invitation , including evaluation matrix, to the prospective resolution applicants in accordance with clause (h) of sub-section (2) of section 25, to submit resolution plans at least thirty days before the last date of submission of resolution plans.
- (2) Where the invitation does not contain the evaluation matrix, the resolution professional shall issue, with the approval of the committee, the evaluation matrix to the prospective resolution applicants at least fifteen days before the last date for submission of resolution plans.
- (3) The resolution professional may modify the invitation, the evaluation matrix or both with the approval of the committee within the timelines given under sub-regulation (1) or sub-regulation (2), as the case may be.
- (4) The timelines specified under this regulation shall not apply to an ongoing corporate insolvency resolution process-
  - (a) where a period of less than thirty-seven days is left for submission of resolution plans under sub-regulation (1);
  - (b) where a period of less than eighteen days is left for submission of resolution plans under sub-regulation (2).
- (5) The resolution professional shall publish brief particulars of the invitation in Form G of the Schedule:
  - (a) on the website, if any, of the corporate debtor; and
  - (b) on the website, if any, designated by the Board for the purpose.”

insolvency commencement date, from interested and eligible prospective resolution applicants to submit resolution plans.

(2) The resolution professional shall publish Form G-

- (i) in one English and one regional language newspaper with wide circulation at the location of the registered office and principal office, if any, of the corporate debtor and any other location where in the opinion of the resolution professional, the corporate debtor conducts material business operations;
- (ii) on the website, if any, of the corporate debtor;
- (iii) on the website, if any, designated by the Board for the purpose; and
- (iv) in any other manner as may be decided by the committee.

(3) The Form G in the Schedule shall -

- (a) state where the detailed invitation for expression of interest can be downloaded or obtained from, as the case may be; and
- (b) provide the last date for submission of expression of interest which shall not be less than fifteen days from the date of issue of detailed invitation.

(4) The detailed invitation referred to in sub-regulation (3) shall-

- (a) specify the criteria for prospective resolution applicants, as approved by the committee in accordance with clause (h) of sub-section (2) of section 25;
- (b) state the ineligibility norms under section 29A to the extent applicable for prospective resolution applicants;
- (c) provide such basic information about the corporate debtor as may be required by a prospective resolution applicant for expression of interest; and
- (d) not require payment of any fee or any non-refundable deposit for submission of expression of interest.

(5) A prospective resolution applicant, who meet the requirements of the invitation for expression of interest, may submit expression of interest within the time specified in the invitation under clause (b) of sub-regulation (3).

(6) The expression of interest received after the time specified in the invitation under clause (b) of sub-regulation (3) shall be rejected.

(7) An expression of interest shall be unconditional and be accompanied by-

- (a) an undertaking by the prospective resolution applicant that it meets the criteria specified by the committee under clause (h) of sub-section (2) of section 25;
- (b) relevant records in evidence of meeting the criteria under clause (a);
- (c) an undertaking by the prospective resolution applicant that it does not suffer from any ineligibility under section 29A to the extent applicable;
- (d) relevant information and records to enable an assessment of ineligibility under clause (c);

- (e) an undertaking by the prospective resolution applicant that it shall intimate the resolution professional forthwith if it becomes ineligible at any time during the corporate insolvency resolution process;
  - (f) an undertaking by the prospective resolution applicant that every information and records provided in expression of interest is true and correct and discovery of any false information or record at any time will render the applicant ineligible to submit resolution plan, forfeit any refundable deposit, and attract penal action under the Code; and
  - (g) an undertaking by the prospective resolution applicant to the effect that it shall maintain confidentiality of the information and shall not use such information to cause an undue gain or undue loss to itself or any other person and comply with the requirements under sub-section (2) of section 29.
- (8) The resolution professional shall conduct due diligence based on the material on record in order to satisfy that the prospective resolution applicant complies with-
- (a) the provisions of clause (h) of sub-section (2) of section 25;
  - (b) the applicable provisions of section 29A, and
  - (c) other requirements, as specified in the invitation for expression of interest.
- (9) The resolution professional may seek any clarification or additional information or document from the prospective resolution applicant for conducting due diligence under sub-regulation (8).
- (10) The resolution professional shall issue a provisional list of eligible prospective resolution applicants within ten days of the last date for submission of expression of interest to the committee and to all prospective resolution applicants who submitted the expression of interest.
- (11) Any objection to inclusion or exclusion of a prospective resolution applicant in the provisional list referred to in sub-regulation (10) may be made with supporting documents within five days from the date of issue of the provisional list.
- (12) On considering the objections received under sub-regulation (11), the resolution professional shall issue the final list of prospective resolution applicants within ten days of the last date for receipt of objections, to the committee.]

<sup>51</sup>**[36B. Request for resolution plans.**

- (1) The resolution professional shall issue the information memorandum, evaluation matrix and a request for resolution plans, within five days of the date of issue of the provisional list under sub-regulation (10) of regulation 36A to -

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<sup>51</sup>Inserted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018).



- (a) every prospective resolution applicant in the provisional list; and
  - (b) every prospective resolution applicant who has contested the decision of the resolution professional against its non-inclusion in the provisional list.
- (2) The request for resolution plans shall detail each step in the process, and the manner and purposes of interaction between the resolution professional and the prospective resolution applicant, along with corresponding timelines.
- (3) The request for resolution plans shall allow prospective resolution applicants a minimum of thirty days to submit the resolution plan(s).
- (4) The request for resolution plans shall not require any non-refundable deposit for submission of or along with resolution plan.
- <sup>52</sup>[(4A) The request for resolution plans shall require the resolution applicant, in case its resolution plan is approved under sub-section (4) of section 30, to provide a performance security within the time specified therein and such performance security shall stand forfeited if the resolution applicant of such plan, after its approval by the Adjudicating Authority, fails to implement or contributes to the failure of implementation of that plan in accordance with the terms of the plan and its implementation schedule.
- Explanation I.* – For the purposes of this sub-regulation, “performance security” shall mean security of such nature, value, duration and source, as may be specified in the request for resolution plans with the approval of the committee, having regard to the nature of resolution plan and business of the corporate debtor.
- Explanation II.* – A performance security may be specified in absolute terms such as guarantee from a bank for Rs. X for Y years or in relation to one or more variables such as the term of the resolution plan, amount payable to creditors under the resolution plan, etc.]
- (5) Any modification in the request for resolution plan or the evaluation matrix issued under sub-regulation (1), shall be deemed to be a fresh issue and shall be subject to timeline under sub-regulation (3).
- (6) The resolution professional may, with the approval of the committee, extend the timeline for submission of resolution plans.
- (7) The resolution professional may, with the approval of the committee, re-issue request for resolution plans, if the resolution plans received in response to an earlier request are not

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<sup>52</sup>Inserted by Notification No. IBBI/2019-20/GN/REG040, dated 24<sup>th</sup> January, 2019 (w.e.f. 24.01-2019).

satisfactory, subject to the condition that the request is made to all prospective resolution applicants in the final list:

Provided that provisions of sub-regulation (3) shall not apply for submission of resolution plans under this sub-regulation.]

**37. <sup>53</sup>[Resolution plan.**

A resolution plan shall provide for the measures, as may be necessary, for insolvency resolution of the corporate debtor for maximization of value of its assets, including but not limited to the following:-

(a) transfer of all or part of the assets of the corporate debtor to one or more persons;

(b) sale of all or part of the assets whether subject to any security interest or not;

<sup>54</sup>[(ba) restructuring of the corporate debtor, by way of merger, amalgamation and demerger;]

(c) the substantial acquisition of shares of the corporate debtor, or the merger or consolidation of the corporate debtor with one or more persons;

<sup>55</sup>[(ca) cancellation or delisting of any shares of the corporate debtor, if applicable;]

(d) satisfaction or modification of any security interest;

(e) curing or waiving of any breach of the terms of any debt due from the corporate debtor;

(f) reduction in the amount payable to the creditors;

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<sup>53</sup>Substituted Notification No. IBBI/2017-18/GN/REG024, dated 6<sup>th</sup> February, 2018 (w.e.f. 06.02.2018). Prior to this substitution, Regulation 37, stood as under:-

“(37) (1) A resolution plan may provide for the measures required for implementing it, including but not limited to the following-

- (a) transfer of all or part of the assets of the corporate debtor to one or more persons;
- (b) sale of all or part of the assets whether subject to any security interest or not;
- (c) the substantial acquisition of shares of the corporate debtor, or the merger or consolidation of the corporate debtor with one or more persons;
- (d) satisfaction or modification of any security interest;
- (e) curing or waiving of any breach of the terms of any debt due from the corporate debtor;
- (f) reduction in the amount payable to the creditors;
- (g) extension of a maturity date or a change in interest rate or other terms of a debt due from the corporate debtor;
- (h) amendment of the constitutional documents of the corporate debtor;
- (i) issuance of securities of the corporate debtor, for cash, property, securities, or in exchange for claims or interests, or other appropriate purpose; and
- (j) obtaining necessary approvals from the Central and State Governments and other authorities.”

<sup>54</sup>Inserted by Notification No. IBBI/2019-20/GN/REG052, dated 27<sup>th</sup> November, 2019 (w.e.f. 28.11.2019).

<sup>55</sup>Inserted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04.07.2018).

- (g) extension of a maturity date or a change in interest rate or other terms of a debt due from the corporate debtor;
- (h) amendment of the constitutional documents of the corporate debtor;
- (i) issuance of securities of the corporate debtor, for cash, property, securities, or in exchange for claims or interests, or other appropriate purpose;
- (j) change in portfolio of goods or services produced or rendered by the corporate debtor;
- (k) change in technology used by the corporate debtor; and
- (l) obtaining necessary approvals from the Central and State Governments and other authorities.]

### **38. Mandatory contents of the resolution plan.**

<sup>56</sup>[(1) The amount payable under a resolution plan -

- (a) to the operational creditors shall be paid in priority over financial creditors; and
- (b) to the financial creditors, who have a right to vote under sub-section (2) of section 21 and did not vote in favour of the resolution plan, shall be paid in priority over financial creditors who voted in favour of the plan.]

<sup>57</sup>[(1A) A resolution plan shall include a statement as to how it has dealt with the interests of all stakeholders, including financial creditors and operational creditors, of the corporate debtor.]

<sup>58</sup>[(IB) A resolution plan shall include a statement giving details if the resolution applicant or any of its related parties has failed to implement or contributed to the failure of implementation of any other resolution plan approved by the Adjudicating Authority at any time in the past.]

(2) A resolution plan shall provide:

- (a) the term of the plan and its implementation schedule;

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<sup>56</sup> Substituted by Notification No. IBBI/2019-20/GN/REG052, dated 27<sup>th</sup> November, 2019 (w.e.f. 28.11.2019). Before substitution, sub- regulation (1) stood as under:-

“(1) The amount due to the operational creditors under a resolution plan shall be given priority in payment over financial creditors.”

<sup>57</sup> Inserted by Notification No. IBBI/2017-18/ GN/ REG018, dated 5<sup>th</sup> October, 2017 (w.e.f. 5-10-2017).

<sup>58</sup> Inserted by Notification No. IBBI/2019-20/ GN/ REG040, dated 24<sup>th</sup> January, 2019 (w.e.f. 24-01-2019).

(b) the management and control of the business of the corporate debtor during its term;  
and

(c) adequate means for supervising its implementation.

<sup>59</sup>[(3) A resolution plan shall demonstrate that –

- (a) it addresses the cause of default;
- (b) it is feasible and viable;
- (c) it has provisions for its effective implementation;
- (d) it has provisions for approvals required and the timeline for the same; and
- (e) the resolution applicant has the capability to implement the resolution plan.]

### **39. Approval of resolution plan.**

<sup>60</sup>[(1) A prospective resolution applicant in the final list may submit resolution plan or plans prepared in accordance with the Code and these regulations to the resolution professional electronically within the time given in the request for resolution plans under regulation 36B along with

- (a) an affidavit stating that it is eligible under section 29A to submit resolution plans;

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<sup>59</sup> Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Sub – regulation (3) of Regulation 38 before substitution stood as –

“A resolution plan shall contain details of the resolution applicant and other connected persons to enable the committee to assess the credibility of such applicant and other connected persons to take a prudent decision while considering the resolution plan for its approval.

*Explanation* : For the purposes of this sub-regulation,-

(i) ‘details’ shall include the following in respect of the resolution applicant and other connected person, namely:-

- (a) identity;
- (b) conviction for any offence, if any, during the preceding five years;
- (c) criminal proceedings pending, if any;
- (d) disqualification, if any, under Companies Act, 2013, to act as a director;
- (e) identification as a willful defaulter, if any, by any bank or financial institution or consortium thereof in accordance with the guidelines of the Reserve Bank of India;
- (f) debarment, if any, from accessing to, or trading in, securities markets under any order or directions of the Securities and Exchange Board of India,; and
- (g) transactions, if any, with the corporate debtor in the preceding two years.

(ii) the expression ‘connected persons’ means-

- (a) persons who are promoters or in the management or control of the resolution applicant;
- (b) persons who will be promoters or in management or control of the business the corporate debtor during the implementation of the resolution plan;
- (c) holding company, subsidiary company, associate company and related party of the persons referred to in items (a) and (b).”

<sup>60</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Sub – regulation (1) of regulation 39 before substituted stood as –

“(1) A resolution applicant shall submit resolution plan(s) prepared in accordance with the Code and these regulations to the resolution professional within the time given in the invitation made under clause (h) of sub-section (2) of section 25.”

<sup>61</sup>[\*\*\*]

(c) an undertaking by the prospective resolution applicant that every information and records provided in connection with or in the resolution plan is true and correct and discovery of false information and record at any time will render the applicant ineligible to continue in the corporate insolvency resolution process, forfeit any refundable deposit, and attract penal action under the Code.

(1A) A resolution plan which does not comply with the provisions of sub-regulation (1) shall be rejected.]

<sup>62</sup>(2) [The resolution professional shall submit to the committee all resolution plans which comply with the requirements of the Code and regulations made thereunder along with the details of following transactions, if any, observed, found or determined by him: -

- (a) preferential transactions under section 43;
  - (b) undervalued transactions under section 45;
  - (c) extortionate credit transactions under section 50; and
  - (d) fraudulent transactions under section 66,
- and the orders, if any, of the adjudicating authority in respect of such transactions.]

<sup>63</sup>[(3) The committee shall evaluate the resolution plans received under sub-regulation (1) strictly as per the evaluation matrix to identify the best resolution plan and may approve it with such modifications as it deems fit:

<sup>64</sup>[Provided that the committee shall record its deliberations on the feasibility and viability of the resolution plans.]]

<sup>65</sup>[\*\*\*]

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<sup>61</sup> Omitted by Notification No. IBBI/2018-19/GN/REG032, dated 5<sup>th</sup> October, 2018 (w.e.f.05-10-2018). Clause (b), before omission, stood as under:

“(b) an undertaking that it will provide for additional funds to the extent required for the purposes under sub-regulation (1) of regulation 38; and”

<sup>62</sup> Substituted by Notification No. IBBI/2017-18/GN/REG019, dated 7<sup>th</sup> November, 2017 (w.e.f. 7-11-2017). Prior to this substitution, Regulation 39(2) stood as under: -

“39(2) The resolution professional shall present all resolution plans that meet the requirements of the Code and these Regulations to the committee for its consideration”

<sup>63</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Sub regulation (3) of regulation 39, before substitution stood as –

“The committee may approve any resolution plan with such modifications as it deems fit.”

<sup>64</sup> Substituted by Notification No. IBBI/2019-20/GN/REG048, dated 25<sup>th</sup> July, 2019 (w.e.f. 25-07-2019). Prior to substitution, it stood as:

“Provided that the committee shall record the reasons for approving or rejecting a resolution plan.”

<sup>65</sup> Omitted by Notification No. IBBI/2018-19/GN/REG032, dated 5<sup>th</sup> October, 2018 (w.e.f. 05-10-2018). Sub - Regulation (3A), before omission, stood as:

“<sup>65</sup>[(3A) The committee shall, while approving the resolution plan under sub-section (4) of section (30), specify the amounts payable from resources under the resolution plan for the purposes under sub-regulation (1) of regulation 38.]”

<sup>66</sup>[(4) The resolution professional shall endeavour to submit the resolution plan approved by the committee to the Adjudicating Authority at least fifteen days before the maximum period for completion of corporate insolvency resolution process under section 12, along with a compliance certificate in <sup>67</sup>[Form H of the Schedule and the evidence of receipt of performance security required under sub-regulation (4A) of regulation 36B.]]

(5) The resolution professional shall forthwith send a copy of the order of the Adjudicating Authority approving or rejecting a resolution plan to the participants and the resolution applicant.

(6) A provision in a resolution plan which would otherwise require the consent of the members or partners of the corporate debtor, as the case may be, under the terms of the constitutional documents of the corporate debtor, shareholders' agreement, joint venture agreement or other document of a similar nature, shall take effect notwithstanding that such consent has not been obtained.

(7) No proceedings shall be initiated against the interim resolution professional or the resolution professional, as the case may be, for any actions of the corporate debtor, prior to the insolvency commencement date.

(8) A person in charge of the management or control of the business and operations of the corporate debtor after a resolution plan is approved by the Adjudicating Authority, may make an application to the Adjudicating Authority for an order seeking the assistance of the local district administration in implementing the terms of a resolution plan.

<sup>68</sup>[(9) A creditor, who is aggrieved by non-implementation of a resolution plan approved under sub-section (1) of section 31, may apply to the Adjudicating Authority for directions.]

### <sup>69</sup>[39A. Preservation of records.

The interim resolution professional or the resolution professional, as the case may be, shall preserve a physical as well as an electronic copy of the records relating to corporate insolvency

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<sup>66</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018). Sub-regulation (4) of Regulation 39 before substitution stood as-

“(4) The resolution professional shall submit the resolution plan approved by the committee to the Adjudicating Authority, at least fifteen days before the expiry of the maximum period permitted under section 12 for the completion of the corporate insolvency resolution process, with the certification that-

(a) the contents of the resolution plan meet all the requirements of the Code and the Regulations; and

(b) the resolution plan has been approved by the committee:

Provided that the timeline specified in this sub-regulation shall not apply to an ongoing corporate insolvency resolution process which has completed 130<sup>th</sup> day from its commencement date.”

<sup>67</sup> Substituted by Notification No. IBBI/2019-20/GN/REG040, dated 24<sup>th</sup> January, 2019 (w.e.f. 24-01-2019). Before substitution, it stood as-

“Form H of the Schedule”.

<sup>68</sup>Inserted by Notification No. IBBI/2019-20/ GN/ REG040, dated 24<sup>th</sup> January, 2019 (w.e.f. 24-01-2019).

<sup>69</sup> Inserted by Notification No. IBBI/2018-19/GN/REG032 dated 5<sup>th</sup> October, 2018 (w.e.f. 05.10.2018).

resolution process of the corporate debtor as per the record retention schedule as may be communicated by the Board in consultation with Insolvency Professional Agencies.]

**<sup>70</sup>[39B. Meeting liquidation cost.**

(1) While approving a resolution plan under sub-section (4) of section 30 or deciding to liquidate the corporate debtor under sub-section (2) of section 33, the committee may make a best estimate of the amount required to meet liquidation costs, in consultation with the resolution professional, in the event an order for liquidation is passed under section 33.

(2) The committee shall make a best estimate of the value of the liquid assets available to meet the liquidation costs, as estimated in sub-regulation (1).

(3) Where the estimated value of the liquid assets under sub-regulation (2) is less than the estimated liquidation costs under sub-regulation (1), the committee shall approve a plan providing for contribution for meeting the difference between the two.

(4) The resolution professional shall submit the plan approved under sub-regulation (3) to the Adjudicating Authority while filing the approval or decision of the committee under section 30 or 33, as the case may be.

***Explanation.-*** For the purposes of this regulation, ‘liquidation costs’ shall have the same meaning as assigned to it in clause (ea) of sub-regulation (1) of regulation (2) of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016.

**39C. Assessment of sale as a going concern.**

(1) While approving a resolution plan under section 30 or deciding to liquidate the corporate debtor under section 33, the committee may recommend that the liquidator may first explore sale of the corporate debtor as a going concern under clause (e) of regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 or sale of the business of the corporate debtor as a going concern under clause (f) thereof, if an order for liquidation is passed under section 33.

(2) Where the committee recommends sale as a going concern, it shall identify and group the assets and liabilities, which according to its commercial considerations, ought to be sold as a going concern under clause (e) or clause (f) of regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016.

(3) The resolution professional shall submit the recommendation of the committee under sub-regulations (1) and (2) to the Adjudicating Authority while filing the approval or decision of the committee under section 30 or 33, as the case may be.”.

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<sup>70</sup> Inserted by Notification No. IBBI/2019-20/GN/REG048 dated 25<sup>th</sup> July, 2019 (w.e.f. 25.07.2019).

### 39D. Fee of the liquidator

While approving a resolution plan under section 30 or deciding to liquidate the corporate debtor under section 33, the committee may, in consultation with the resolution professional, fix the fee payable to the liquidator, if an order for liquidation is passed under section 33, for –

- (a) the period, if any, used for compromise or arrangement under section 230 of the Companies Act, 2013;
- (b) the period, if any, used for sale under clauses (e) and (f) of regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016; and
- (c) the balance period of liquidation.]

### 40. Extension of the corporate insolvency resolution process period.

- (1) The committee may instruct the resolution professional to make an application to the Adjudicating Authority under section 12 to extend the insolvency resolution process period.
- (2) The resolution professional shall, on receiving an instruction from the committee under this Regulation, make an application to the Adjudicating Authority for such extension.

### <sup>71</sup>[40A. Model time-line for corporate insolvency resolution process.

The following Table presents a model timeline of corporate insolvency resolution process on the assumption that the interim resolution professional is appointed on the date of commencement of the process and the time available is hundred and eighty days:

| Section / Regulation                              | Description of Activity                                | Norm  | Latest Timeline |
|---|--|---|-----------------|
| Section 16(1)                                     | Commencement of CIRP and appointment of IRP            | ....  | T               |
| Regulation 6(1)                                   | Public announcement inviting claims                    | Within 3 Days of Appointment of IRP         | T+3             |
| Section 15(1)(c) / Regulations 6(2)(c) and 12 (1) | Submission of claims                                   | For 14 Days from Appointment of IRP         | T+14            |
| Regulation 12(2)                                  | Submission of claims                                   | Up to 90 <sup>th</sup> day of commencement  | T+90            |
| <sup>72</sup> [Regulation 13(1)                   | Verification of claims received under regulation 12(1) | Within 7 days from the receipt of the claim | T+21            |

<sup>71</sup> Inserted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018).

<sup>72</sup> Substituted by Notification No. IBBI/2019-20/GN/REG048, dated 25<sup>th</sup> July, 2019 (w.e.f. 25-07-2019).



|   |  |   |       |
|---|--|---|-------|
|   | Verification of claims received under regulation 12 (2)                                    |   | T+97] |
| Section 21(6A) (b) / Regulation 16A             | Application for appointment of AR  | Within 2 days from verification of claims received under regulation 12(1)                             | T+23  |
| Regulation 17(1)                                | Report certifying constitution of CoC  |   | T+23  |
| <sup>73</sup> [Section 22(1) / Regulation 19(2) | 1 <sup>st</sup> meeting of the CoC   | Within 7 days of filing of the report certifying constitution of the CoC, but with five days' notice. | T+30] |
| Section 22(2)                                   | Resolution to appoint RP by the CoC  | In the first meeting of the CoC   | T+30  |
| Section 16(5)                                   | Appointment of RP  | On approval by the AA   | ..... |
| Regulation 17(3)                                | IRP performs the functions of RP till the RP is appointed.                                 | If RP is not appointed by 40 <sup>th</sup> day of commencement  | T+40  |
| <sup>74</sup> [Regulation 27                    | Appointment of valuer  | Within 7 days of appointment of RP, but not later than 47 <sup>th</sup> day of commencement.          | T+47] |
| Section 12(A) / Regulation 30A                  | Submission of application for withdrawal of application admitted                           | Before issue of EoI   | W     |
|   | CoC to dispose of the application  | Within 7 days of its receipt or 7 days of constitution of CoC, whichever is later.                    | W+7   |
|   | Filing application of withdrawal, if approved by CoC with 90% majority voting, by RP to AA | Within 3 days of approval by CoC  | W+10  |
| Regulation 35A                                  | RP to form an opinion on preferential and other transactions                               | Within 75 days of the commencement  | T+75  |
|   | RP to make a determination on preferential and other transactions                          | Within 115 days of commencement   | T+115 |
|   | RP to file applications to AA for appropriate relief                                       | Within 135 days of commencement   | T+135 |
| Regulation 36 (1)                               | Submission of IM to CoC  | Within 2 weeks of appointment of RP, but not later than 54 <sup>th</sup> day of commencement          | T+54  |
| Regulation 36A                                  | Publish Form G   | Within 75 days of commencement  | T+75  |
|   | Invitation of EoI  |   |       |
|   | Submission of EoI  | At least 15 days from issue of EoI (Assume 15 days)   | T+90  |
|   | Provisional List of RAs by RP  | Within 10 days from the last day of receipt of EoI  | T+100 |
|   | Submission of objections to provisional list   | For 5 days from the date of provisional list  | T+105 |
|   | Final List of RAs by RP  | Within 10 days of the receipt of objections   | T+115 |
| Regulation 36B                                  | Issue of RFRP, including Evaluation Matrix and IM  | Within 5 days of the issue of the provisional list  | T+105 |

<sup>73</sup> Substituted by Notification No. IBBI/2019-20/GN/REG048, dated 25<sup>th</sup> July, 2019 (w.e.f. 25-07-2019).

<sup>74</sup> Substituted by Notification No. IBBI/2019-20/GN/REG048, dated 25<sup>th</sup> July, 2019 (w.e.f. 25-07-2019).

|                  |  |  |       |
|------------------|--|--|-------|
|                  | Receipt of Resolution Plans                      | At least 30 days from issue of RFRP (Assume 30 days) | T+135 |
| Regulation 39(4) | Submission of CoC approved Resolution Plan to AA | As soon as approved by the CoC                       | T+165 |
| Section 31(1)    | Approval of resolution plan by AA                |  | T=180 |

AA: Adjudicating Authority; AR: Authorised Representative; CIRP: Corporate Insolvency Resolution Process; CoC: Committee of Creditors; EoI: Expression of Interest; IM: Information Memorandum; IRP: Interim Resolution Professional; RA: Resolution Applicant; RP: Resolution Professional; RFRP: Request for Resolution Plan.】

#### <sup>75</sup>[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:-

Table

| Form No. | Period covered and scope   | To be filed by | Timeline   |
|----------|--|----------------|--|
| (1)      | (2)  | (3)            | (4)  |
| IP 1     | <b>Pre-Assignment:</b> This includes consent to accept assignment as IRP / RP, the details of IP and the Applicant, the details of the person which will undergo the process, terms of consent, terms of engagement, etc.  | IP             | Within three days of signing of Form-2 of the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules, 2016 or Form-AA of the Regulations, as the case may be. |
| CIRP 1   | <b>From Commencement of CIRP till Issue of Public Announcement:</b> This includes details of IRP, CD, and the Applicant; admission of application by AA; public announcement; details of suggested Authorised Representatives; non-compliances with the provisions of the Code and other laws applicable to the CD; etc. | IRP            | Within seven days of making the Public Announcement under section 13.  |

<sup>75</sup> Inserted by Notification No. IBBI/2019-20/GN/REG052, dated 27<sup>th</sup> November, 2019 (w.e.f. 28.11.2019).

|        |  |     |   |
|--------|--|-----|---|
| CIRP 2 | <b>From Public Announcement till confirmation / replacement of IRP:</b> This includes details of Authorised Representative selected by IRPs for a class of creditors; taking over management of the CD; receipt and verification of claims; constitution of CoC, first meeting of CoC; confirmation / replacement of IRP; applications seeking co-operation of management (if any); expenses incurred on or by IRP; relationship of IRP 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. | IRP | Within seven days of confirmation/ replacement of IRP under section 22.   |
| CIRP 3 | <b>From Appointment of RP till issue of IM to Members of CoC:</b> This includes details of RP; details of registered valuers; handing over of records of CD by IRP to RP; taking over management of the CD; applications seeking co-operation of management (if any); details in IM; non-compliances with the provisions of the Code and other laws applicable to the CD; etc.   | RP  | Within seven days of issue of IM to members of CoC under regulation 36.   |
| CIRP 4 | <b>From Issue of IM till issue of RFRP:</b> 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 | <b>From Issue of RFRP till completion of CIRP:</b> 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  | 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. |

|        |  |                                |  |
|--------|--|--------------------------------|--|
|        | 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.   |                                |  |
| CIRP 6 | <p><b>Event Specific:</b> This includes:</p> <ul style="list-style-type: none"> <li>a. Filing of application in respect of preferential transaction, undervalued transaction, fraudulent transaction, and extortionate transaction;</li> <li>b. Raising interim finance;</li> <li>c. Commencement of insolvency resolution process of guarantors of the CD;</li> <li>d. Extension of period of CIRP and exclusion of time;</li> <li>e. Premature closure of CIRP (appeal, settlement, withdrawal, etc.);</li> <li>f. Request for liquidation before completion of CIRP; and</li> <li>g. Non implementation of resolution plan, as approved by the AA.</li> </ul> | IRP or RP, as the case may be. | Within seven days of the occurrence of the relevant event. |

(2) The Board shall make available the Forms on the electronic platform and may modify them from time to time.

(3) The insolvency professional or interim resolution professional or resolution professional, as the case may be, shall ensure that the Forms and its enclosures filed under this regulation are accurate and complete.

(4) The filing of a Form under this regulation after due date of submission, whether by correction, updation or otherwise, shall be accompanied by a fee of five hundred rupees per Form for each calendar month of delay after 1<sup>st</sup> January, 2020.

*Example:* A Form is required to be filed by 30<sup>th</sup> January, 2020. It shall be filed along with a fee as under:

| If filed on                    | Fee (in Rupees) |
|--------------------------------|-----------------|
| 29 <sup>th</sup> January, 2020 | 0               |
| 30 <sup>th</sup> January, 2020 | 0               |
| 31 <sup>st</sup> January, 2020 | 500             |
| Any day in February, 2020      | 1000            |

|                        |      |
|------------------------|------|
| Any day in March, 2020 | 1500 |
|------------------------|------|

(5) The insolvency professional or interim resolution professional or resolution professional, as the case may be, shall be liable to any action which the Board may take as deemed fit under the Code or any regulation made thereunder, including refusal to issue or renew Authorisation for Assignment, for-

- (i) failure to file a form along with requisite information and records;
- (ii) inaccurate or incomplete information or records filed in or along with a form;
- (iii) delay in filing the form.]

## SCHEDULE

### <sup>76</sup>[FORM A

#### PUBLIC ANNOUNCEMENT

*(Under Regulation 6 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016)*

FOR THE ATTENTION OF THE CREDITORS OF [NAME OF CORPORATE DEBTOR]

| RELEVANT PARTICULARS |   |  |
|----------------------|---|--|
| 1.                   | Name of corporate debtor  |  |
| 2.                   | Date of incorporation of corporate debtor   |  |
| 3.                   | Authority under which corporate debtor is incorporated / registered   |  |
| 4.                   | Corporate Identity No. / Limited Liability Identification No. of corporate debtor   |  |
| 5.                   | Address of the registered office and principal office (if any) of corporate debtor  |  |
| 6.                   | Insolvency commencement date in respect of corporate debtor   |  |
| 7.                   | Estimated date of closure of insolvency resolution process  |  |
| 8.                   | Name and registration number of the insolvency professional acting as interim resolution professional                                 |  |
| 9.                   | Address and e-mail of the interim resolution professional, as registered with the Board   |  |
| 10.                  | Address and e-mail to be used for correspondence with the interim resolution professional   |  |
| 11.                  | Last date for submission of claims  |  |
| 12.                  | Classes of creditors, if any, under clause (b) of sub-section (6A) of section 21, ascertained by the interim resolution professional  | Name the class(es)                       |
| 13.                  | Names of Insolvency Professionals identified to act as Authorised Representative of creditors in a class (Three names for each class) | 1.<br>2.<br>3.                           |
| 14.                  | (a) Relevant Forms and<br>(b) Details of authorized representatives are available at:   | Web link:.....<br>Physical Address:..... |

Notice is hereby given that the National Company Law Tribunal has ordered the commencement of a corporate insolvency resolution process of the [name of the corporate debtor] on [insolvency commencement date].

The creditors of [name of the corporate debtor], are hereby called upon to submit their claims with proof on or before [insert the date falling fourteen days from the appointment of the interim resolution professional] to the interim resolution professional at the address mentioned against entry No. 10.

<sup>76</sup> Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018).

The financial creditors shall submit their claims with proof by electronic means only. All other creditors may submit the claims with proof in person, by post or by electronic means.

A financial creditor belonging to a class, as listed against the entry No. 12, shall indicate its choice of authorised representative from among the three insolvency professionals listed against entry No.13 to act as authorised representative of the class [specify class] in Form CA.

**Submission of false or misleading proofs of claim shall attract penalties.**

Name and Signature of Interim Resolution Professional :  
 Date and Place :

**FORM AA**

**WRITTEN CONSENT TO ACT AS RESOLUTION PROFESSIONAL**

(Under Regulation 3(1A) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016)

[Date]

From  
 [Name of the insolvency professional]  
 [Registration number of the insolvency professional]  
 [Address of the insolvency professional registered with the Board]

To  
 The Committee of Creditors  
 [name of corporate debtor]

**Subject: Written Consent to act as resolution professional.**

I, [name], an insolvency professional enrolled with [name of insolvency professional agency] and registered with the Board, note that the committee proposes to appoint me as resolution professional under section 22(3)(a) / 22(3)(b) / 27(2) of the Code for corporate insolvency resolution process of [name of the corporate debtor].

2. In accordance with regulation 3(1A) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, I hereby give consent to the proposed appointment.

3. I declare and affirm as under: -

- a. I am registered with the Board as an insolvency professional.
- b. I am not subject to any disciplinary proceedings initiated by the Board or the Insolvency Professional Agency.
- c. I do not suffer from any disability to act as a resolution professional.
- d. I am eligible to be appointed as resolution professional of the corporate debtor under regulation 3 and other applicable provisions of the Code and regulations.
- e. I shall make the disclosures in accordance with the code of conduct for insolvency professionals as set out in the Insolvency and Bankruptcy Board of India (Insolvency Professionals) Regulations, 2016;
- f. I am having the following processes in hand:

| Sl. No. | Role as  | No. of Processes on the date of Consent |
|---------|--|---|
| 1       | Interim Resolution Professional                                      |   |
| 2       | Resolution Professional of<br>a. Corporate Debtors<br>b. Individuals |   |

|   |   |  |
|---|---|--|
| 3 | Liquidator of<br>a. Liquidation Processes<br>b. Voluntary Liquidation Processes |  |
| 4 | Bankruptcy Trustee  |  |
| 5 | Authorised Representative   |  |
| 6 | Any other (Please state)  |  |

Date:  
Place:

(Signature of the insolvency professional)  
Registration No. ....

**FORM AB**

**WRITTEN CONSENT TO ACT AS AUTHORISED REPRESENTATIVE**

(Under Regulation 4A(3) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016)

[Date]

From

[Name of the insolvency professional]  
[Registration number of the insolvency professional]  
[Registered address of the insolvency professional]

To

The Interim Resolution Professional  
[name of corporate debtor]

**Subject: Written Consent to act as authorized representative.**

I, [name], an insolvency professional enrolled with [name of insolvency professional agency] and registered with the Board, note that you have proposed to appoint me as the authorized representative of financial creditors in a class [specify class] in the corporate insolvency resolution process of [name of the corporate debtor].

2. In accordance with regulation 4(A) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, I hereby give my consent to the proposed appointment.

3. I declare and affirm as under: -

- a. I am registered with the Board as an insolvency professional.
- b. I am not subject to any disciplinary proceedings initiated by the Board or the Insolvency Professional Agency.
- c. I do not suffer from any disability to act as an authorized representative.
- d. I shall not canvass with the creditors to indicate their choice in my favour in Form CA.
- e. I am having the following processes in hand:

| Sl. No. | Role as  | No. of Processes on the date of Consent |
|---------|--|---|
| 1       | Interim Resolution Professional                    |   |
| 2       | Resolution Professional of<br>a. Corporate Debtors |   |

|   |   |  |
|---|---|--|
|   | b. Individuals  |  |
| 3 | Liquidator of<br>a. Liquidation Processes<br>b. Voluntary Liquidation Processes |  |
| 4 | Bankruptcy Trustee  |  |
| 5 | Authorised Representative   |  |
| 6 | Any other (Please state)  |  |

Date:

(Signature of the insolvency professional)

Place:

Registration No. ....]

## SCHEDULE FORM B

### PROOF OF CLAIM BY OPERATIONAL CREDITORS EXCEPT WORKMEN AND EMPLOYEES

*(Under Regulation 7 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016)*

[Date]

To

The Interim Resolution Professional / Resolution Professional

*[Name of the Insolvency Resolution Professional / Resolution Professional]*

*[Address as set out in public announcement]*

From

*[Name and address of the operational creditor]*

**Subject:** Submission of proof of claim.

Madam/Sir,

*[Name of the operational creditor]*, hereby submits this proof of claim in respect of the corporate insolvency resolution process in the case of *[name of corporate debtor]*. The details for the same are set out below:



| PARTICULARS |   |  |
|-------------|---|--|
| 1.          | NAME OF OPERATIONAL CREDITOR  |  |
| 2.          | IDENTIFICATION NUMBER OF OPERATIONAL CREDITOR<br><br>(IF AN INCORPORATED BODY PROVIDE IDENTIFICATION NUMBER AND PROOF OF INCORPORATION. IF A PARTNERSHIP OR INDIVIDUAL PROVIDE IDENTIFICATION RECORDS* OF ALL THE PARTNERS OR THE INDIVIDUAL) |  |
| 3.          | ADDRESS AND EMAIL ADDRESS OF OPERATIONAL CREDITOR FOR CORRESPONDENCE  |  |
| 4.          | TOTAL AMOUNT OF CLAIM<br><br>(INCLUDING ANY INTEREST AS AT THE INSOLVENCY COMMENCEMENT DATE)  |  |
| 5.          | DETAILS OF DOCUMENTS BY REFERENCE TO WHICH THE DEBT CAN BE SUBSTANTIATED.   |  |
| 6.          | DETAILS OF ANY DISPUTE AS WELL AS THE RECORD OF PENDENCY OR ORDER OF SUIT OR ARBITRATION PROCEEDINGS  |  |
| 7.          | DETAILS OF HOW AND WHEN DEBT INCURRED   |  |
| 8.          | DETAILS OF ANY MUTUAL CREDIT, MUTUAL DEBTS, OR OTHER MUTUAL DEALINGS BETWEEN THE CORPORATE DEBTOR AND THE CREDITOR WHICH MAY BE SET-OFF AGAINST THE CLAIM   |  |
| 9.          | <sup>77</sup> [ DETAILS OF:   |  |

<sup>77</sup> Substituted by Notification No. IBBI/2019-20/GN/REG052, dated 27<sup>th</sup> November, 2019 (w.e.f. 28.11.2019). Before substitution, it stood as under: “DETAILS OF ANY RETENTION OF TITLE ARRANGEMENTS IN RESPECT OF GOODS OR PROPERTIES TO WHICH THE CLAIM REFERS”.

| PARTICULARS   |   |
|---|---|
|   | <p><i>a.</i> any security held, the value of security and its date, or</p> <p><i>b.</i> any retention of title arrangement in respect of goods or properties to which the claim refers]</p> |
| 10.   | DETAILS OF THE BANK ACCOUNT TO WHICH THE AMOUNT OF THE CLAIM OR ANY PART THEREOF CAN BE TRANSFERRED PURSUANT TO A RESOLUTION PLAN   |
| 11.   | LIST OF DOCUMENTS ATTACHED TO THIS PROOF OF CLAIM IN ORDER TO PROVE THE EXISTENCE AND NON-PAYMENT OF CLAIM DUE TO THE OPERATIONAL CREDITOR  |
| Signature of operational creditor or person authorised to act on his behalf<br>[Please enclose the authority if this is being submitted on behalf of an operational creditor] |   |
| Name in BLOCK LETTERS   |   |
| Position with or in relation to creditor  |   |
| Address of person signing   |   |

\*PAN number, passport, AADHAAR Card or the identity card issued by the Election Commission of India

### <sup>78</sup>[DECLARATION

I, [*Name of claimant*], currently residing at [*insert address*], hereby declare and state as follows:-

1. [*Name of corporate debtor*], the corporate debtor was, at the insolvency commencement date, being the.....day of.....20....., actually indebted to me in the sum of Rs. [*insert amount of claim*].
2. In respect of my claim of the said sum or any part thereof, I have relied on the documents specified below: [*Please list the documents relied on as evidence of claim*].

<sup>78</sup> Substituted by Notification No. IBBI/ 2017-18/GN/REG030, dated 27<sup>th</sup> March, 2018 (w.e.f. 01-04-2018) for Affidavit and Verification.

3. The said documents are true, valid and genuine to the best of my knowledge, information and belief and no material facts have been concealed therefrom.
4. In respect of the said sum or any part thereof, neither I nor any person, by my order, to my knowledge or belief, for my use, had or received any manner of satisfaction or security whatsoever, save and except the following:  
*[Please state details of any mutual credit, mutual debts, or other mutual dealings between the corporate debtor and the creditor which may be set-off against the claim].*

Date:

Place:

(Signature of the claimant)

### VERIFICATION

I, *[Name]* the claimant hereinabove, do hereby verify that the contents of this proof of claim are true and correct to my knowledge and belief and no material fact has been concealed therefrom.

Verified at ... on this ..... day of ....., 20...

(Signature of the claimant)

*[Note: In the case of company or limited liability partnership, the declaration and verification shall be made by the director/manager/secretary and in the case of other entities, an officer authorised for the purpose by the entity].*

### SCHEDULE 79[FORM C

#### SUBMISSION OF CLAIM BY FINANCIAL CREDITORS

(Under Regulation 8 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016)

[Date]

From

[Name and address of the financial creditor, including address of its registered office and principal office]

To

The Interim Resolution Professional / Resolution Professional,

[Name of the Insolvency Resolution Professional / Resolution Professional]

[Address as set out in public announcement]

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<sup>79</sup>Substituted by Notification No. IBBI/2018-19/GN/REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018).

**Subject: Submission of claim and proof of claim.**

Madam/Sir,

[Name of the financial creditor], hereby submits this claim in respect of the corporate insolvency resolution process of [name of corporate debtor]. The details for the same are set out below:

| Relevant Particulars   |  |
|--|--|
| 1.   | Name of the financial creditor   |
| 2.   | Identification number of the financial creditor<br>(If an incorporated body, provide identification number and proof of incorporation. If a partnership or individual provide identification records* of all the partners or the individual) |
| 3.   | Address and email address of the financial creditor for correspondence   |
| 4.   | Total amount of claim<br>(including any interest as at the insolvency commencement date)   |
| 5.   | Details of documents by reference to which the debt can be substantiated   |
| 6.   | Details of how and when debt incurred  |
| 7.   | Details of any mutual credit, mutual debts, or other mutual dealings between the corporate debtor and the creditor which may be set-off against the claim  |
| 8.   | Details of any security held, the value of the security, and the date it was given   |
| 9.   | Details of the bank account to which the amount of the claim or any part thereof can be transferred pursuant to a resolution plan  |
| 10.  | List of documents attached to this claim in order to prove the existence and non-payment of claim due to the financial creditor  |
| (Signature of financial creditor or person authorised to act on his behalf)<br>[Please enclose the authority if this is being submitted on behalf of the financial creditor] |  |
| Name in BLOCK LETTERS  |  |
| Position with or in relation to creditor   |  |
| Address of person signing  |  |

\*PAN number, passport, AADHAAR Card or the identity card issued by the Election Commission of India.

**DECLARATION**

I, [Name of claimant], currently residing at [insert address], do hereby declare and state as follows: -

- [Name of corporate debtor], the corporate debtor was, at the insolvency commencement date, being the.....day of.....20....., actually indebted to me for a sum of Rs. [insert amount of claim].
- In respect of my claim of the said sum or any part thereof, I have relied on the documents specified below:  
[Please list the documents relied on as evidence of claim].
- The said documents are true, valid and genuine to the best of my knowledge, information and belief and no material facts have been concealed therefrom.
- In respect of the said sum or any part thereof, neither I, nor any person, by my order, to my knowledge or belief, for my use, had or received any manner of satisfaction or security whatsoever, save and except the following:  
[Please state details of any mutual credit, mutual debts, or other mutual dealings between the corporate debtor and the creditor which may be set-off against the claim].
- I am / I am not a related party of the corporate debtor, as defined under section 5 (24) of the Code.
- I am eligible to join committee of creditors by virtue of proviso to section 21 (2) of the Code even though I am a related party of the corporate debtor.

Date:

Place:

(Signature of the claimant)

**VERIFICATION**

I, [Name] the claimant hereinabove, do hereby verify that the contents of this proof of claim are true and correct to my knowledge and belief and no material fact has been concealed therefrom.

Verified at ... on this ..... day of ....., 20...

(Signature of claimant)

[Note: In the case of company or limited liability partnership, the declaration and verification shall be made by the director/manager/secretary/designated partner and in the case of other entities, an officer authorised for the purpose by the entity.]

**FORM CA**

**SUBMISSION OF CLAIM BY FINANCIAL CREDITORS IN A CLASS**

(Under Regulation 8A of the Insolvency and Bankruptcy (Insolvency Resolution Process for Corporate Persons) Regulations, 2016)

[Date]

From

[Name and address of the financial creditor, including address of its registered office and principal office]

To

The Interim Resolution Professional / Resolution Professional

[Name of the Insolvency Resolution Professional / Resolution Professional]

[Address as set out in public announcement]

**Subject: Submission of claim and proof of claim.**

Madam/Sir,

[Name of the financial creditor], hereby submits this claim in respect of the corporate insolvency resolution process of [name of corporate debtor]. The details for the same are set out below:

| RELEVANT PARTICULARS |  |
|----------------------|--|
| 1.                   | Name of the financial creditor   |
| 2.                   | Identification number of the financial creditor<br><br>(If an incorporated body, provide identification number and proof of incorporation. If a partnership or individual, provide identification records of all the partners or the individual) |
| 3.                   | Address and e-mail address of the financial creditor for correspondence.   |
| 4.                   | Total amount of claim (in Rs.)   |
| 5.                   | Details of documents by reference to which the debt can be substantiated   |
| 6.                   | Details of how and when debt incurred  |
| 7.                   | Details of any mutual credit, mutual debts, or other mutual dealings between the corporate debtor and the creditor which may be set-off against the claim  |
| 8.                   | Details of any security held, the value of the security, and the date it was given   |

|     |   |  |
|-----|---|--|
| 9.  | Details of the bank account to which the amount of the claim or any part thereof can be transferred pursuant to a resolution plan |  |
| 10. | List of documents attached to this claim in order to prove the existence and non-payment of claim due                             |  |
| 11. | Name of the insolvency professional who will act as the Authorised representative of creditors of the class                       |  |

Signature of financial creditor or person authorised to act on its behalf  
 [Please enclose the authority if this is being submitted on behalf of the financial creditor]

Name in BLOCK LETTERS

Position with or in relation to creditor

Address of person signing

\*PAN number, passport, AADHAAR Card or the identity card issued by the Election Commission of India.

#### DECLARATION

I, [Name of claimant], currently residing at [insert address], do hereby declare and state as follows: -

1. [Name of corporate debtor], the corporate debtor was, at the insolvency commencement date, being the.....day of.....20....., actually indebted to me for a sum of Rs. [insert amount of claim].
2. In respect of my claim of the said sum or any part thereof, I have relied on the documents specified below: [Please list the documents relied on as evidence of claim].
3. The said documents are true, valid and genuine to the best of my knowledge, information and belief and no material facts have been concealed therefrom.
4. In respect of the said sum or any part thereof, neither I, nor any person, by my order, to my knowledge or belief, for my use, had or received any manner of satisfaction or security whatsoever, save and except the following:  
 [Please state details of any mutual credit, mutual debts, or other mutual dealings between the corporate debtor and the creditor which may be set-off against the claim].
5. I am / I am not a related party of the corporate debtor, as defined under section 5 (24) of the Code.
6. I am eligible to give voting instruction to the authorized representative by virtue of proviso to section 21 (2) of the Code even though I am a related party of the corporate debtor.

Date:

Place:

(Signature of the claimant)

#### VERIFICATION

I, [Name] the claimant hereinabove, do hereby verify that the contents of this proof of claim are true and correct to my knowledge and belief and no material fact has been concealed therefrom.

Verified at ... on this ..... day of ....., 20...

(Signature of claimant)

[Note: In the case of company or limited liability partnership, the declaration and verification shall be made by the director/manager/secretary/designated partner and in the case of other entities, an officer authorized for the purpose by the entity.]

**SCHEDULE  
FORM D**

PROOF OF CLAIM BY A WORKMAN OR AN EMPLOYEE

*(Under Regulation 9 of the Insolvency and Bankruptcy (Insolvency Resolution Process for Corporate Persons) Regulations, 2016)*

[Date]

To

The Interim Resolution Professional / Resolution Professional

[Name of the Insolvency Resolution Professional / Resolution Professional]

[Address as set out in public announcement]

From

[Name and address of the workman / employee]

**Subject:** Submission of proof of claim.

Madam/Sir,

[Name of the workman / employee], hereby submits this proof of claim in respect of the corporate insolvency resolution process in the case of [name of corporate debtor]. The details for the same are set out below:

| PARTICULARS |  |  |
|-------------|--|--|
| 1.          | NAME OF WORKMAN / EMPLOYEE   |  |
| 2.          | PAN NUMBER, PASSPORT, THE IDENTITY CARD ISSUED BY THE ELECTION COMMISSION OF INDIA OR AADHAAR CARD OF WORKMAN / EMPLOYEE |  |
| 3.          | ADDRESS AND EMAIL ADDRESS (IF ANY) OF WORKMAN / EMPLOYEE FOR CORRESPONDENCE  |  |
| 4.          | TOTAL AMOUNT OF CLAIM<br><br>(INCLUDING ANY INTEREST AS AT THE INSOLVENCY COMMENCEMENT DATE)                             |  |

| <b>PARTICULARS</b> |   |  |
|--------------------|---|--|
| 5.                 | DETAILS OF DOCUMENTS BY REFERENCE TO WHICH THE CLAIM CAN BE SUBSTANTIATED.  |  |
| 6.                 | DETAILS OF ANY DISPUTE AS WELL AS THE RECORD OF PENDENCY OR ORDER OF SUIT OR ARBITRATION PROCEEDINGS  |  |
| 7.                 | DETAILS OF HOW AND WHEN CLAIM AROSE   |  |
| 8.                 | DETAILS OF ANY MUTUAL CREDIT, MUTUAL DEBTS, OR OTHER MUTUAL DEALINGS BETWEEN THE CORPORATE DEBTOR AND THE CREDITOR WHICH MAY BE SET-OFF AGAINST THE CLAIM |  |
| 9.                 | DETAILS OF THE BANK ACCOUNT TO WHICH THE AMOUNT OF THE CLAIM OR ANY PART THEREOF CAN BE TRANSFERRED PURSUANT TO A RESOLUTION PLAN                         |  |
| 10.                | LIST OF DOCUMENTS ATTACHED TO THIS PROOF OF CLAIM IN ORDER TO PROVE THE EXISTENCE AND NON-PAYMENT OF CLAIM DUE TO THE OPERATIONAL CREDITOR                |  |

Signature of workman / employee or person authorised to act on his behalf  
*[Please enclose the authority if this is being submitted on behalf of an operational creditor]*

Name in BLOCK LETTERS

Position with or in relation to creditor

Address of person signing



<sup>80</sup>**[DECLARATION**

I, *[Name of claimant]*, currently residing at *[insert address]*, do hereby declare and state as follows: -

1. *[Name of corporate debtor]*, the corporate debtor was, at the insolvency commencement date, being the.....day of.....20....., actually indebted to me in the sum of Rs. *[insert amount of claim]*.
2. In respect of my claim of the said sum or any part thereof, I have relied on the documents specified below: *[Please list the documents relied on as evidence of claim]*.
3. The said documents are true, valid and genuine to the best of my knowledge, information and belief and no material facts have been concealed therefrom.
4. In respect of the said sum or any part thereof, neither I, nor any person, by my order, to my knowledge or belief, for my use, had or received any manner of satisfaction or security whatsoever, save and except the following:  
*[Please state details of any mutual credit, mutual debts, or other mutual dealings between the corporate debtor and the creditor which may be set-off against the claim]*.

Date:

Place:

(Signature of the claimant)

**VERIFICATION**

I, *[Name]* the claimant hereinabove, do hereby verify that the contents of this proof of claim are true and correct to my knowledge and belief and no material fact has been concealed therefrom.

Verified at ... on this ..... day of ....., 20...

(Signature of claimant).]

**SCHEDULE  
FORM E**

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<sup>80</sup>Substituted by Notification No. IBBI/ 2017-18/ GN/ REG030, dated 27<sup>th</sup> March 2018 (w.e.f. 01-04-2018) for Affidavit and Verification.

PROOF OF CLAIM SUBMITTED BY AUTHORISED REPRESENTATIVE OF WORKMEN AND EMPLOYEES

*(Under Regulation 9 of the Insolvency and Bankruptcy (Insolvency Resolution Process for Corporate Persons) Regulations, 2016)*

[Date]

To

The Interim Resolution Professional / Resolution Professional,  
[Name of the Insolvency Resolution Professional / Resolution Professional]  
[Address as set out in public announcement]

From

[Name and address of the duly authorised representative of the workmen / employees]

**Subject:** Submission of proofs of claim.

Madam/Sir,

I, [name of authorised representative of the workmen / employees], currently residing at [address of authorised representative of the workmen / employees], on behalf of the workmen and employees employed by the above named corporate debtor and listed in Annexure A, solemnly affirm and say:

1. That the above named corporate debtor was, at the insolvency commencement date, being the \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_, justly truly indebted to the several persons whose names, addresses, and descriptions appear in the Annexure A below in amounts severally set against their names in such Annexure A for wages, remuneration and other amounts due to them respectively as workmen or/ and employees in the employment of the corporate debtor in respect of services rendered by them respectively to the corporate debtor during such periods as are set out against their respective names in the said Annexure A.
2. That for which said sums or any part thereof, they have not, nor has any of them, had or received any manner of satisfaction or security whatsoever, save and except the following:

*[Please state details of any mutual credit, mutual debts, or other mutual dealings between the corporate debtor and the creditor which may be set-off against the claim.]*

Deponent

**ANNEXURE**

1. Details of Employees/ Workmen

| S No. | NAME OF EMPLOYEE/ WORKMAN | IDENTIFICATION NUMBER (PAN NUMBER, PASSPORT OR AADHAAR CARD) | TOTAL AMOUNT DUE (Rs.) | PERIOD WHICH DUE | OVER AMOUNT |
|-------|---------------------------|--|------------------------|------------------|-------------|
| 1.    |                           |  |                        |                  |             |
| 2.    |                           |  |                        |                  |             |
| 3.    |                           |  |                        |                  |             |
| 4.    |                           |  |                        |                  |             |

2. Particulars of how debt was incurred by the corporate debtor, including particulars of any dispute as well as the record of pendency of suit or arbitration proceedings (if any).
3. Particulars of any mutual credit, mutual debts, or other mutual dealings between the corporate debtor and the creditor which may be set-off against the claim.

**ATTACHMENTS:**

<sup>81</sup>[Documents relied as evidence as proof of debt and as proofs of non-payment of debt.]

**<sup>82</sup> [DECLARATION**

I, [*Name of claimant*], currently residing at [*insert address*], do hereby declare and state as follows: -

1. [*Name of corporate debtor*], the corporate debtor was, at the insolvency commencement date, being the.....day of.....20....., actually indebted to me in the sum of Rs. [*insert amount of claim*].
2. In respect of my claim of the said sum or any part thereof, I have relied on the documents specified below: [*Please list the documents relied on as evidence of claim*].

<sup>81</sup>Substituted by Notification No. IBBI/ 2017-18/ GN/ REG030, dated 27<sup>th</sup> March, 2018 (w.e.f. 01-04-2018).

<sup>82</sup>Substituted by Notification No. IBBI/ 2017-18/ GN/ REG030, dated 27<sup>th</sup> March, 2018 (w.e.f. 01-04-2018) for Affidavit and Verification.

3. The said documents are true, valid and genuine to the best of my knowledge, information and belief and no material facts have been concealed therefrom.
4. In respect of the said sum or any part thereof, neither I, nor any person, by my order, to my knowledge or belief, for my use, had or received any manner of satisfaction or security whatsoever, save and except the following:  
*[Please state details of any mutual credit, mutual debts, or other mutual dealings between the corporate debtor and the creditor which may be set-off against the claim].*

Date:

Place:

(Signature of the claimant)

#### VERIFICATION

I, *[Name]* the claimant hereinabove, do hereby verify that the contents of this proof of claim are true and correct to my knowledge and belief and no material fact has been concealed therefrom.

Verified at ... on this ..... day of ....., 20...

(Signature of the claimant)]

#### <sup>83</sup>[FORM F]

#### PROOF OF CLAIM BY CREDITORS (OTHER THAN FINANCIAL CREDITORS AND OPERATIONAL CREDITORS)

*[Under Regulation 9A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016]*

Date .....

To

The Interim Resolution Professional / Resolution Professional

*[Name of the Insolvency Resolution Professional / Resolution Professional]*

*[Address as set out in public announcement]*

From

*[Name and address of the creditor]*

**Subject:** Submission of proof of claim.

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<sup>83</sup>Inserted by Notification No. IBBI/2017-18/ GN/REG013, dated 16<sup>th</sup> August, 2017 (w.e.f. 16-8-2017).

Madam / Sir,

I, [*Name of the creditor*], hereby submit the following proof of claim in respect of the corporate insolvency resolution process in the case of [*name of corporate debtor*]. The details of the same are set out below:

**PARTICULARS**

|   |   |  |
|---|---|--|
| 1.  | Name of the creditor  |  |
| 2.  | Identification number of the creditor<br>(If an incorporated body corporate, provide identification number and proof of incorporation. If a partnership or individual, provide identification record* of all partners or the individuals) |  |
| 3.  | Address and email address of the creditor for correspondence  |  |
| 4.  | Description of the claim (Including the amount of the claim as at the insolvency commencement date)   |  |
| 5.  | Details of documents by reference to which claim can be substantiated   |  |
| 6.  | Details of how and when the claim arose   |  |
| 7.  | Details of any mutual credit, mutual debts, or other mutual dealings between the corporate debtor and the creditor which may be set-off against the claim   |  |
| 8.  | Details of:<br>a. any security held, the value of security and its date, or<br>b. retention title arrangement in respect of goods or properties to which the claim refers   |  |
| 9.  | Details of bank account to which the amount of the claim or any part thereof can be transferred pursuant to a resolution plan   |  |
| 10.   | List of documents attached to this claim in order to prove the existence and non-satisfaction of claim due to the creditor  |  |
| Signature of the creditor or any person authorised to act on his behalf<br>(Please enclose the authority if this is being submitted signed on behalf of the creditor) |   |  |
| Name in BLOCK LETTERS   |   |  |
| Position with or in relation to the creditor  |   |  |
| Address of the person signing   |   |  |

\* PAN, Passport, AADHAAR or the identity card issued by the Election Commission of India.

## <sup>84</sup>DECLARATION

I, *[Name of claimant]*, currently residing at *[insert address]*, do hereby declare and state as follows: -

1. *[Name of corporate debtor]*, the corporate debtor was, at the insolvency commencement date, being the.....day of.....20....., actually indebted to me in the sum of Rs. *[insert amount of claim]*.
2. In respect of my claim of the said sum or any part thereof, I have relied on the documents specified below: *[Please list the documents relied on as evidence of claim]*.
3. The said documents are true, valid and genuine to the best of my knowledge, information and belief and no material facts have been concealed therefrom.
4. In respect of the said sum or any part thereof, neither I, nor any person, by my order, to my knowledge or belief, for my use, had or received any manner of satisfaction or security whatsoever, save and except the following:

*[Please state details of any mutual credit, mutual debts, or other mutual dealings between the corporate debtor and the creditor which may be set-off against the claim]*.

Date:

Place:

(Signature of the claimant)

## VERIFICATION

I, *[Name]* the claimant hereinabove, do hereby verify that the contents of this proof of claim are true and correct to my knowledge and belief and no material fact has been concealed therefrom.

Verified at ... on this ..... day of ....., 20...

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<sup>84</sup>Substituted by Notification No. IBBI/ 2017-18/ GN/ REG030, dated 27<sup>th</sup> March, 2018 (w.e.f. 01-04-2018) for Affidavit and Verification.

(Signature of the claimant)

*[Note: In the case of company or limited liability partnership, the declaration and verification shall be made by the director/manager/secretary and in the case of other entities, an officer authorised for the purpose by the entity].]*

<sup>85</sup>[ **FORM FA**

**APPLICATION FOR WITHDRAWAL OF CORPORATE INSOLVENCY RESOLUTION PROCESS**

[Under Regulation 30A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016]

[Date]

To  
The Adjudicating Authority

[Through the Interim Resolution Professional / Resolution Professional]  
[name of corporate debtor]

**Subject: Withdrawal of Application admitted for corporate insolvency resolution process of** [name of corporate debtor]

I, [Name of applicant], had filed an application bearing [particulars of application, i.e, diary number/ case number] on [Date of filing] before the Adjudicating Authority under [Section 7 / Section 9/ Section 10] of the Insolvency and Bankruptcy Code, 2016. The said application was admitted by the Adjudicating Authority on [date] bearing [case number].

2. I hereby withdraw the application bearing [particulars of application, i.e, diary number/ case number] filed by me before the Adjudicating Authority under [Section 7 / Section 9/Section 10] of the Insolvency and Bankruptcy Code, 2016.

3. I attach the required bank guarantee as per sub-regulation (2) of regulation 30A.

(Signature of the applicant)

Date:

Place:

[Note: In the case of company or limited liability partnership, the declaration and verification shall be made by the director/manager/secretary/designated partner and in the case of other entities, an officer authorised for the purpose by the entity]”.]

<sup>86</sup>[**Form G**

**INVITATION FOR EXPRESSION OF INTEREST**

(Under Regulation 36A (1) of the Insolvency and Bankruptcy (Insolvency Resolution Process for Corporate Persons) Regulations, 2016

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<sup>85</sup> Substituted by Notification No. IBBI/2019-20/GN/REG048, dated 25<sup>th</sup> July, 2019 (w.e.f. 25-07-2019).

<sup>86</sup> Substituted by Notification No. IBBI/2018-19/ GN/ REG031, dated 3<sup>rd</sup> July, 2018 (w.e.f. 04-07-2018).

| <b>RELEVANT PARTICULARS</b> |  |  |
|-----------------------------|--|--|
| 1.                          | Name of the corporate debtor   |  |
| 2.                          | Date of incorporation of corporate debtor  |  |
| 3.                          | Authority under which corporate debtor is incorporated / registered  |  |
| 4.                          | Corporate identity number / limited liability identification number of corporate debtor  |  |
| 5.                          | Address of the registered office and principal office (if any) of corporate debtor   |  |
| 6.                          | Insolvency commencement date of the corporate debtor   |  |
| 7.                          | Date of invitation of expression of interest   |  |
| 8.                          | Eligibility for resolution applicants under section 25(2)(h) of the Code is available at:  |  |
| 9.                          | Norms of ineligibility applicable under section 29A are available at:  |  |
| 10.                         | Last date for receipt of expression of interest  |  |
| 11.                         | Date of issue of provisional list of prospective resolution applicants   |  |
| 12.                         | Last date for submission of objections to provisional list   |  |
| 13.                         | Date of issue of final list of prospective resolution applicants   |  |
| 14.                         | Date of issue of information memorandum, evaluation matrix and request for resolution plans to prospective resolution applicants |  |
| 15.                         | Manner of obtaining request for resolution plan, evaluation matrix, information memorandum and further information               |  |
| 16.                         | Last date for submission of resolution plans   |  |
| 17.                         | Manner of submitting resolution plans to resolution professional   |  |
| 18.                         | Estimated date for submission of resolution plan to the Adjudicating Authority for approval                                      |  |
| 19.                         | Name and registration number of the resolution professional  |  |
| 20.                         | Name, Address and e-mail of the resolution professional, as registered with the Board  |  |
| 21.                         | Address and email to be used for correspondence with the resolution professional   |  |
| 22.                         | Further Details are available at or with   |  |
| 23.                         | Date of publication of Form G  |  |

Signature of the Resolution Professional  
Registration Number of the Resolution Professional  
Registered Address of the Resolution Professional  
For (Name of the Corporate Debtor)  
(Date and Place)

### **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, [Name of the resolution professional], an insolvency professional enrolled with [name of insolvency professional agency] and registered with the Board with registration number [registration number], am the resolution professional for the corporate insolvency resolution process (CIRP) of [name of the corporate debtor (CD)].

2. The details of the CIRP are as under:



| Sl. No. | Particulars  | Description |
|---------|--|-------------|
| 1       | Name of the CD   |             |
| 2       | Date of Initiation of CIRP                                       |             |
| 3       | Date of Appointment of IRP                                       |             |
| 4       | Date of Publication of Public Announcement                       |             |
| 5       | Date of Constitution of CoC                                      |             |
| 6       | Date of First Meeting of CoC                                     |             |
| 7       | Date of Appointment of RP  |             |
| 8       | Date of Appointment of Registered Valuers                        |             |
| 9       | Date of Issue of Invitation for EoI                              |             |
| 10      | Date of Final List of Eligible Prospective Resolution Applicants |             |
| 11      | Date of Invitation of Resolution Plan                            |             |
| 12      | Last Date of Submission of Resolution Plan                       |             |
| 13      | Date of Approval of Resolution Plan by CoC                       |             |
| 14      | Date of Filing of Resolution Plan with Adjudicating Authority    |             |
| 15      | Date of Expiry of 180 days of CIRP                               |             |
| 16      | Date of Order extending the period of CIRP                       |             |
| 17      | Date of Expiry of Extended Period of CIRP                        |             |
| 18      | Fair Value   |             |
| 19      | Liquidation value  |             |
| 20      | Number of Meetings of CoC held                                   |             |

3. I have examined the Resolution Plan received from Resolution Applicant (.....) and approved by Committee of Creditors (CoC) of [Name of the corporate debtor].

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 (.....) 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 [state the number of votes by which Resolution Plan was approved by CoC] % of voting share of financial creditors after considering its feasibility and viability and other requirements specified by the CIRP Regulations.

(iv) The voting was held in the meeting of the CoC on [state the date of meeting] where all the members of the CoC were present.

or

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.

[strike off the part that is not relevant]

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

| Sl. No. | Name of Creditor | Voting Share (%) | Voting for Resolution Plan (Voted for / Dissented / Abstained) |
|---------|------------------|------------------|--|
|         |                  |                  |  |
|         |                  |                  |  |
|         |                  |                  |  |

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.

<sup>87</sup>[7. The amounts provided for the stakeholders under the Resolution Plan is as under:

(Amount in Rs. lakh)

| Sl. No. | Category of Stakeholder*    | Sub-Category of Stakeholder  | Amount Claimed | Amount Admitted | Amount Provided under the Plan# | Amount Provided to the Amount Claimed (%) |
|---------|-----------------------------|--|----------------|-----------------|---------------------------------|---|
| (1)     | (2)                         | (3)  | (4)            | (5)             | (6)                             | (7)                                       |
| 1       | Secured Financial Creditors | (a) Creditors not having a right to vote under sub-section (2) of section 21 |                |                 |                                 |   |
|         |                             | (b) Other than (a) above:  |                |                 |                                 |   |

<sup>87</sup>Substituted by Notification No. IBBI/2019-20/GN/REG/052 dated 27<sup>th</sup> Nov., 2019 (w.e.f. 28.11.2019).

|   |                               |  |  |  |  |  |
|---|-------------------------------|--|--|--|--|--|
|   |                               | (i) who did not vote in favour of the resolution Plan                        |  |  |  |  |
|   |                               | (ii) who voted in favour of the resolution plan                              |  |  |  |  |
|   |                               | Total[(a) + (b)]   |  |  |  |  |
| 2 | Unsecured Financial Creditors | (a) Creditors not having a right to vote under sub-section (2) of section 21 |  |  |  |  |
|   |                               | (b) Other than (a) above:  |  |  |  |  |
|   |                               | (i) who did not vote in favour of the resolution Plan                        |  |  |  |  |
|   |                               | (ii) who voted in favour of the resolution plan                              |  |  |  |  |
|   |                               | Total[(a) + (b)]   |  |  |  |  |
| 3 | Operational Creditors         | (a) Related Party of Corporate Debtor  |  |  |  |  |
|   |                               | (b) Other than (a) above:  |  |  |  |  |

|             |                      |  |  |  |  |  |
|-------------|----------------------|--|--|--|--|--|
|             |                      | (i)Government<br>(ii)Workmen<br><br>(iii)Employees<br><br>(iv) ..... |  |  |  |  |
|             |                      | Total[(a) + (b)]   |  |  |  |  |
| 4           | Other debts and dues |  |  |  |  |  |
| Grand Total |                      |  |  |  |  |  |

\*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                   |                                |                                   |                                   |                                  |
| 2      | Preference               |                                |                                   |                                   |                                  |
| 3      |                          |                                |                                   |                                   |                                  |

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)                             | 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?                     |                           |                       |
| Section 29A                          | 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?       |                           |                       |
| Section 30(1)                        | Whether the Resolution Applicant has submitted an affidavit stating that it is eligible?   |                           |                       |
| <sup>88</sup> [Section 30(2)         | Whether the Resolution Plan-<br><br>(a) provides for the payment of insolvency resolution process costs?<br><br>(b) provides for the payment to the operational creditors? |                           |                       |

|                                   |   |  |  |
|-----------------------------------|---|--|--|
|                                   | <p>(c) provides for the payment to the financial creditors who did not vote in favour of the resolution plan?</p> <p>(d) provides for the management of the affairs of the corporate debtor?</p> <p>(e) provides for the implementation and supervision of the resolution plan?</p> <p>(f) contravenes any of the provisions of the law for the time being in force?]</p>             |  |  |
| Section 30(4)                     | <p>Whether the Resolution Plan</p> <p>(a) is feasible and viable, according to the CoC?</p> <p>(b) has been approved by the CoC with 66% voting share?</p>  |  |  |
| Section 31(1)                     | Whether the Resolution Plan has provisions for its effective implementation plan, according to the CoC?   |  |  |
| Regulation 35A                    | Where the resolution professional 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?  |  |  |
| <sup>89</sup> [Regulation 38 (1)] | Whether the amount due to the operational creditors under the resolution plan has been given priority in payment over financial creditors?]   |  |  |
| Regulation 38(1A)                 | Whether the resolution plan includes a statement as to how it has dealt with the interests of all stakeholders?   |  |  |
| <sup>90</sup> [Regulation 38(1B)] | <p>(i) Whether the Resolution Applicant or any of its related parties has failed to implement or contributed to the failure of implementation of any resolution plan approved under the Code.</p> <p>(ii) If so, whether the Resolution Applicant has submitted the statement giving details of such non-implementation?]</p>   |  |  |
| Regulation 38(2)                  | <p>Whether the Resolution Plan provides:</p> <p>(a) the term of the plan and its implementation schedule?</p> <p>(b) for the management and control of the business of the corporate debtor during its term?</p> <p>(c) adequate means for supervising its implementation?</p>  |  |  |
| 38(3)                             | <p>Whether the resolution plan demonstrates that –</p> <p>(a) it addresses the cause of default?</p> <p>(b) it is feasible and viable?</p> <p>(c) it has provisions for its effective implementation?</p> <p>(d) it has provisions for approvals required and the timeline for the same?</p> <p>(e) the resolution applicant has the capability to implement the resolution plan?</p> |  |  |

<sup>89</sup> Substituted by Notification No. IBBI/2019-20/GN/REG048, dated 25<sup>th</sup> July, 2019 (w.e.f. 25-07-2019).

<sup>90</sup>Substituted by Notification No. IBBI/2019-20/GN/REG/040 dated 24<sup>th</sup> January, 2019 (w.e.f. 24-01-2019).

|                                  |   |  |  |
|----------------------------------|---|--|--|
| 39(2)                            | Whether the RP has filed applications in respect of transactions observed, found or determined by him?      |  |  |
| <sup>91</sup> [Regulation 39(4)] | Provide details of performance security received, as referred to in sub-regulation (4A) of regulation 36B.] |  |  |

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

| Section of the Code / Regulation No. | Description of Activity  | Latest Timeline under regulation 40A | Actual Date |
|--------------------------------------|--|--------------------------------------|-------------|
| Section 16(1)                        | Commencement of CIRP and Appointment of IRP  | T                                    | T           |
| Regulation 6(1)                      | Publication of Public Announcement   | T+3                                  |             |
| Section 15(1)(c) / Regulation 12 (1) | Submission of Claims   | T+14                                 |             |
| Regulation 13(1)                     | Verification of Claims   | T+21                                 |             |
| Section 26(6A) / Regulation 15A      | Application for Appointment of Authorised Representative, if necessary   | T+23                                 |             |
| Regulation 17(1)                     | Filing of Report Certifying Constitution of CoC  | T+23                                 |             |
| Section 22(1) and regulation 17(2)   | First Meeting of the CoC   | T+30                                 |             |
| Regulation 35A                       | Determination of fraudulent and other transactions   | T+115                                |             |
| Regulation 27                        | Appointment of two Registered Valuers  | T+47                                 |             |
| [ <sup>92</sup> Regulation 36 (1)]   | Submission of Information Memorandum to CoC  | T+54]                                |             |
| Regulation 36A                       | Invitation of EoI  | T+75                                 |             |
|                                      | Publication of Form G  | T+75                                 |             |
|                                      | Provisional List of Resolution Applicants  | T+100                                |             |
|                                      | Final List of Resolution Applicants  | T+115                                |             |
| Regulation 36B                       | Issue of Request for Resolution Plan, which includes Evaluation Matrix and Information Memorandum to Resolution Applicants | T+105                                |             |
| Section 30(6) / Regulation 39(4)     | Submission of CoC approved Resolution Plan   | T+165                                |             |
| Section 31(1)                        | Approval of Resolution Plan  | T=180                                |             |

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

| Sl. No. | Nature of Approval | Name of applicable Law | Name of Authority who will grant Approval | When to be obtained |
|---------|--------------------|------------------------|---|---------------------|
| 1       |                    |                        |   |                     |
| 2       |                    |                        |   |                     |
| 3       |                    |                        |   |                     |

<sup>91</sup>Substituted by Notification No. IBBI/2019-20/GN/REG/040 dated 24<sup>th</sup> January, 2019 (w.e.f. 24-01-2019).

<sup>92</sup>Substituted by Notification No. IBBI/2019-20/GN/REG048, dated 25<sup>th</sup> July, 2019 (w.e.f. 25-07-2019).

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

or

The Resolution Plan is subject to the following contingencies (Elaborate the contingencies):

i.....

ii.....

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):

| Sl. No. | Deviation/Non-compliance observed | Section of the Code / Regulation No. / Circular No. | Reasons | Whether rectified or not |
|---------|-----------------------------------|---|---------|--------------------------|
| 1       |                                   |   |         |                          |
| 2       |                                   |   |         |                          |
| 3       |                                   |   |         |                          |

14. The Resolution Plan is being filed ..... 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.

| Sl. No. | Type of Transaction                               | Date of Filing with Adjudicating Authority | Date of Order of the Adjudicating Authority | Brief of the Order |
|---------|---|--|---|--------------------|
| 1       | Preferential transactions under section 43        |  |   |                    |
| 2       | Undervalued transactions under section 45         |  |   |                    |
| 3       | Extortionate credit transactions under section 50 |  |   |                    |
| 4       | Fraudulent transactions under section 66          |  |   |                    |

<sup>93</sup>[15A. The committee has approved a plan providing for contribution under regulation 39B as under:

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

<sup>93</sup> Substituted by Notification No. IBBI/2019-20/GN/REG048, dated 25<sup>th</sup> July, 2019 (w.e.f. 25-07-2019).

| Sl. No. | Name of financial creditor | Amount to be contributed (Rs.) |
|---------|----------------------------|--------------------------------|
| 1       |                            |                                |
| 2       |                            |                                |
| ..      |                            |                                |
| Total   |                            |                                |

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

- a. Sale of corporate debtor as a going concern: Yes / No  
b. Sale of business of corporate debtor as a going concern: Yes / No

The details of recommendation are available with the resolution professional.

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

16. I (Name of Resolution Professional) hereby certify that the contents of this certificate are true and correct to the best of my knowledge and belief, and nothing material has been concealed therefrom.

(Signature)

Name of the Resolution Professional:

IP Registration No:

Address as registered with the Board:

Email id as registered with the Board:

Date:

Place:]

(Dr. M. S. Sahoo)  
Chairperson  
Insolvency and Bankruptcy Board of India