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IN THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH, BENGALURU
[Through Physical hearing/VC Mode (Hybrid)]

ITEM No.10
I.A.(Plan) No.07/2024 in
C.P.(IB) No. 78/BB/2022

IN THE MATTER OF:

Export Import Bank of India
Vs.

... Petitioner

M/s. Majestic Research Services and Solutions Ltd.

... Respondent

Order under Section 7 of IBC, 2016

Order delivered on: 20.06.2025

CORAM:

SH. SUNIL KUMAR AGGARWAL
HON'BLE MEMBER (JUDICIAL)

SH. RADHAKRISHNA SREEPADA
HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Petitioner

: Ms. Manoranjini

For the RP

: Shri Narayana Kamma

ORDER

I.A.(Plan) No.07/2024 is approved, vide separate order.
File be sent to records.

-Sd-

RADHAKRISHNA SREEPADA
MEMBER (TECHNICAL)

-Sd-

SUNIL KUMAR AGGARWAL
MEMBER (JUDICIAL)





IN THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH

*(Exercising powers of Adjudicating Authority under
The Insolvency and Bankruptcy Code, 2016)*

I.A. (PLAN) NO. 07/2024

IN

C.P. (IB) NO. 78/BB/2022

*(filed under Section 30(6) of the Insolvency & Bankruptcy Code, 2016 read with
Regulation 39(4) of the IBBI (Insolvency Resolution Process for Corporate Persons)
Regulations, 2016)*

IN THE MATTER OF I.A NO. 07/2024:

M/S MAJESTIC RESEARCH SERVICES AND SOLUTIONS LIMITED

represented by its Resolution Professional,

CA VINEETA MAHESHWARI

Address: 3rd Floor, Reegus Business Centre,
Above Mercedes Showroom,
New City Light Road, Barthana,
Vesu, Surat, Gujarat- 395 007.

.... Resolution Professional/Applicant

IN THE MATTER OF:

EXPORT-IMPORT BANK OF INDIA,

Head Office: Centre One Building,
Floor 21, World Trade Centre Complex,
Cuffe Parade, Mumbai- 40005.

.... Financial Creditor

Versus

MAJESTIC RESEARCH SERVICES AND SOLUTIONS LIMITED,

Regd. Office: 2nd Floor, Kalpak Arcade,
No. 46/17, Church Street,
Bangalore- 560 001

.... Corporate Debtor

Order delivered on: 20.06.2025

Coram:

1. Hon'ble Shri Sunil Kumar Aggarwal, Member (Judicial)
2. Hon'ble Shri Radhakrishna Sreepada, Member (Technical)

Parties/Counsels Present:

For the Resolution Professional: Ms. Mano Ranjani

I.A. 07/2024
in CP (IB) 78/BB/2022



ORDER

1. This Application is filed by CA Vineeta Maheshwari (hereinafter referred to as '*Applicant/Resolution Professional*') under Section 30(6) read with Section 31 of the Insolvency and Bankruptcy Code, 2016 and Regulation 39(4) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 read with Rule 11 of the National Company Law Tribunal Rules, 2016 seeking approval of the Resolution Plan dated 13.02.2024 submitted by Mrs. Rashmikaben Patel in consortium with M/s Seazone Granito Private Limited (hereinafter referred to as '*Successful Resolution Applicant/ SRA*'), approved by the CoC in its 11th meeting, held on 04.04.2024, with 94.93% voting share.

2. ABOUT THE CORPORATE DEBTOR

M/s. Majestic Research Services and Solutions Limited, Corporate Debtor was admitted into CIRP vide order dated 25.05.2023 in CP (IB) No. 78/BB/2022, wherein Vineeta Maheshwari (IBBI/PA-001/IPP00185/2017-2018/10364) was appointed as the Interim Resolution Professional. The Authorized Share Capital of the Respondent/Corporate Debtor is Rs.15,00,00,000 and Paid-up Capital is Rs.10,02,60,000.

Name of the Company	M/s. Majestic Research Services and Solutions Limited
CIN	L72200KA2012PLC063818
Date of Incorporation	02.05.2012

The key dates and events during the Corporate Insolvency Resolution Process period are tabulated as hereunder:

S. No.	Date	Particulars
1.	25.05.2023	Corporate Debtor admitted into CIRP and appointment of IRP
2.	01.06.2023	Paper Publication for Public announcement in Form A
3.	13.06.2023	Last date to submit claims
4.	20.06.2023	The Committee of Creditors was constituted by the IRP based on the claims received.
5.	27.06.2023	1 st CoC Meeting- Applicant was confirmed to be RP of the corporate debtor.
6.	28.07.2023	Paper Publication inviting EOI in Form G with last date as 14.08.2023
7.	22.08.2023	3 rd CoC Meeting- Six EOIs were received out of which one PRA was found ineligible
8.	26.08.2023	Re-publication of Form- G, with last date as 11.09.2023.





		Three additional EOIs received after re-publication.
9.	03.10.2023	Final list of eligible Prospective Resolution Applicants ('PRAs') and invitation of Resolution Plan issued
10.	02.11.2023	4 th CoC Meeting- Last date for submission of Resolution Plan was extended from 02.11.2023 to 20.11.2023
11.	26.11.2023	180 days of CIRP ends on 26.11.2023. IA 86/2023 was filed before the Adjudicating Authority for extension of 90 days till 23.02.2024, allowed vide order dated 27.02.2024.
12.	28.11.2023	5 th CoC Meeting- Resolution Plans from three PRAs were received.
13.	15.02.2024	9 th CoC Meeting- Revised Plans were submitted & discussed.
14.	23.02.2024	270 days (180+90 days) of CIRP. An extension of 60 days till 23.04.2024 was further sought for vide IA 259/2024, which was granted vide order dated 23.04.2024.
15.	04.04.2024	11 th CoC Meeting- e-voting dates finalized starting from 08.04.2024 till 18.04.2024
16.	18.04.2024	Date of Approval of Resolution Plan by the CoC. (CoC approved the plan submitted by Ms. Rashmikaben Patel in consortium with Seazone Granito Private Limited with 94.93% voting share)
17.	22.04.2024	Date of Filing of resolution plan with AA
18.	23.04.2024	Expiry of extended CIRP Period of 330 days.

APPOINTMENT OF REGISTERED VALUERS:

- i. Following Registered Valuers were appointed for Land and Building on 10.07.2023-
 - Swapna Kulkarni
 - Dhiraj Jaiswal (expressed unwillingness to carry out the valuation of assets of the CD, therefore another valuer appointed on 11.10.2023).
 - Akshar Gandhi
- ii. Following Registered Valuers were appointed for Securities and Financial assets on 10.07.2023:
 - Prasad Kulkarni (expressed unwillingness to carry out the valuation of assets of the CD, therefore another valuer appointed on 29.09.2023).
 - Amardeep Kaur
 - Hajarilal Saini
- iii. Following Registered Valuers were appointed for Plant & Machinery on 10.07.2023:
 - Ruchita Bhonge
 - Yashwant Kumar Sharma



The Fair Value and Liquidation value of the Corporate Debtor is as follows:

S. No.	Type of Asset	Valuer's Name	(Rs. in Lakhs)	
			Fair Value	Liquidation Value
1A	Land and Building	Akshar Gandhi	534.87	401.15
1B		SK Valuers & Engineers	525.68	394.26
		Average Values	530.28	397.71
2A	Plant and Machinery	Ruchita Bhonge	3.41	2.56
2B		Yashwant Kumar Sharma	2.76	2.45
		Average Values	3.09	2.51
3A	Security and Financial	Amandeep Kaur	5.33	5.33
3B		Harjarilal Saini	5.33	5.33
		Average Values	5.33	5.33
	Total Fair & Liquidation Values		538.69	409.55

3. DETAILS OF THE SUCCESSFUL RESOLUTION APPLICANT

The Successful Resolution Applicant, Mrs. Rashmikaben Patel in consortium with M/s Seazone Granito Private Limited, have submitted resolution plan on the basis of consortium agreement dated 12.08.2023. Ms. Rashmikaben Patel's core area of expertise is in ceramic tiles whereas M/s Seazone Granito Private Limited is a Private Limited Company incorporated on 23.09.2010, with CIN No. U26933GJ2010PTC062398. The SRA assures to have a robust banking relationship with major Indian Banks, reflecting its stellar reputation and creditworthiness. Its diversified asset portfolio, timely repayments and profitable revenue streams further solidify its credit profile. This strong foundation enables advantageous terms, faster approvals and underscores its financial stability for growth endeavours.

The Resolution Applicant meets the criteria provided by the CoC and is also eligible under Section 29A of the Code, affidavit regarding the same is filed as **Annexure A12**. Further, the due diligence report under Regulation 36A (8) has been submitted by the RP, **Annexure 05** to the memo dated 02.09.2024, confirming the eligibility of the SRA.

4. SALIENT FEATURES OF THE RESOLUTION PLAN

a. Pay-out to Stakeholders as proposed in the Plan:

Sl. No.	Category of Creditor	Amount Claimed	Amount Admitted	Amount Proposed	Percentage of Amount Provided
1.	CIRP Costs		-	At actuals	
2.	Financial Creditors				





	a. Secured Financial Creditors	11,96,94,497.77	11,92,39,691.65	8,20,00,000	68.77%
	b. Unsecured Financial Creditors	69,11,005	63,64,237	5,00,000	7.86%
3.	Operational Creditors				
	a. Workmen & Employee	-	-		
	b. Government	1,28,20,621	1,27,92,074	1,00,000	0.64%
	c. Others	64,47,660	27,35,064		
4.	Other Debts & Dues	-	-		-
	TOTAL	14,58,73,738.77	14,11,31,066.65	8,26,00,000/- (plus CIRP costs at actuals)	77.27%

b. Payment Schedule:

Sl.	Timeline	Amount (in Rs.)
1.	Within 30 days from Appointed Date	4,13,00,000/-
2.	Within 60 days from Appointed Date	4,13,00,000/-
	Total	8,26,00,000/-

c. Implementation, Supervision & Management of the Corporate Debtor:

A Monitoring Committee will be formed immediately after the Appointed Date. The committee shall consist of the erstwhile RP, one representative of the CoC, and one representative of SRA, to monitor and supervise the implementation of the Plan. The term of the Plan is 60 days, and the payment of the full and final amount of the total consideration proposed shall be made in the order of priority indicated in the Code and provided in the Plan. Further, for effective implementation of the Plan Schedule 3 and 4 of the Plan list out implementation actions and their timeline.

d. Source of Fund and Feasibility of the Plan:

The SRA is affirmative on its ability to fund acquisition costs internally, with the option to seek financing from financial institutions/NBFCs/relatives/friends. Up to 100% of the Resolution Plan amount to be infused within 60 days, either as equity or unsecured loans from various sources including directors/shareholders, friends & relatives, group companies, and financial institutions/NBFCs. Affidavits by the SRA, proposed shareholders and lenders have been filed along with the bank statement of each, showing the required bank balance for payment as per the



Resolution Plan. Further, Mrs. Rashmikaben Patel has a net worth of 22.54 Crore as on 31st March 2024. M/s Seazone Granito Private Limited has filed its audited report for 2023-24 and has a net worth of 1.58 Crore as on 30th September 2024.

e. Performance Bank Guarantee, Avoidance Transactions, Pending Litigation & IBBI fee:

The Resolution Professional has stated that on 20.04.2024, the SRA issued the Performance Bank Guarantee by transferring Rs. 1 Crore to the CIRP accounts in accordance with the terms under RFRP. Affidavit confirming the same is marked as **Annexure-02** to memo dated 15.01.2025 along with the payment advice for the same.

Additionally, vide Compliance Memo dated 28.11.2024 diary no. 6727, the RP has filed affidavits stating there are no avoidable transactions or pending litigations against the CD and that Regulatory fee to be paid to IBBI as per Regulation 31A, is included in the CIRP costs as per clause 4.1.1.5 of the Resolution Plan (Pg. 71).

OPERATIVE PART

5. Heard learned counsel for the Resolution Professional and carefully perused the pleadings on record.

6. On 24.07.2024, the Adjudicating Authority the following order was given:
".....On perusal of the Resolution Plan, it is noticed that the following documents are not filed:

- a. Affidavit explaining regarding the specific Source of Funds;
- b. Due Diligence Report under Regulation 36A (8);
- c. with regard to Section 30(2)(e) of the Insolvency & Bankruptcy Code, 2016 i.e., whether the Resolution Plan contravenes any of the provisions of the law for the time being in force, it is written as 'Yes' and also in respect of Regulation 38(1B) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 i.e., 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, it is written as 'Yes'. The Applicant Counsel is directed to clarify the same; and granted a liberty to file an Amended Form-H, if they so desire, within a period of two weeks.
- d. Performance Bank Guarantee....."

7. On 15.10.2024, the Adjudicating Authority had given the following order:

"....On perusal of the Resolution Plan, it is noticed that the following documents have to be filed:

- a. Affidavit regarding the avoidance transactions as to how the proceeds will be distributed among various stakeholders of the Corporate Debtor in the event of its realization;
- b. Affidavit regarding pending litigations, if any, against the Corporate Debtor;
- c. Affidavit regarding Regulation 31A of IBBI (CIRP) Regulations, 2016;





- d. In so far as the Source of Funds for the Resolution Plan is concerned, it is stated that it will be through equity share capital and unsecured loan from the Director/Shareholder/friends/ relatives and Group companies, etc. The RP is directed to file an Affidavit explaining the specific Source of Funds to be raised from each of these persons along with their details of the sources. Net-worth Certificate and proof of funds in respect of the aforesaid individuals from which the funds is proposed to be raised should be filed;*
- e. CA certificate showing the Net worth as on 31.03.2024 of the SRA and latest Audited Balance Sheet of the SRA Company should be filed;*
- f. Valuation Report of the Corporate Debtor has not been attached with the Resolution Plan;*
- g. Clarification with regard to payment to dissenting Financial Creditor as per Section 30(2)(b) of the Code, r/w Reg. 38 of IBBI (CIRP) Regulations, 2016;*
- h. Affidavit regarding whether Due Diligence Report of the Resolution Applicant submitted by RP complies with the requirement under Regulation 36A (8) of the IBBI (CIRP) Regulations, 2016;*
- i. Affidavit regarding the undertaking by the PRA as per Reg.39(1)(c) of the IBBI (CIRP) Regulations, 2016; and*
- j. Performance Bank Guarantee as per Regulations 36(4)(a) of the IBBI (CIRP) Regulations, 2016...."*
8. On 17.02.2025, the Adjudicating Authority had given the following order "...The Ld. Counsel for the Applicant is directed to file revised Form-H within two weeks..."
9. In compliance, the Applicant has filed affidavits dated 02.09.2024, 28.10.2024, 28.11.2024, and 10.03.2025.
10. Post commencement of CIRP, CoC was constituted by the RP. The details of the creditors, the distribution of voting share among them and the position of voting for the Resolution Plan is as under (Para 5 of Form H):

Sl.	Name of Creditor	Voting Share (%)	Voting for Resolution Plan (Voted for/ Dissented/ Abstained)
1.	Axis Bank Limited	71.27%	Voted for i.e. (Assented)
2.	Export-Import Bank of India	23.66%	Voted for i.e. (Assented)
3.	Tata Capital Financial Services Ltd	5.07%	Voted for i.e. (Dissented)
	Total	100.00%	

11. The details of stakeholders and the amounts provided for them under the Resolution Plan is given in Para 7 of Form H. However, it is to be noted that in compliance to the order dt. 17.02.2025 of this Authority, the RP has filed a fresh Form H, of which Para 7 is produced below:

Sl. No.	Category of Stakeholder	Sub-Category of Stakeholder	Amount Claimed (In Rs.)	Amount Admitted (In Rs.)	Amount Provided under the Plan # (In Rs.)	Amount Provided to the Amount Claimed (%)
1	Secured	(a) Creditors not	-	-	-	-



	Financial Creditors	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.	11,96,94,497.77	11,92,39,691.65	8,20,00,000	68.77%
		Total	11,96,94,497.77	11,92,39,691.65	8,20,00,000	68.77%
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	69,11,005	63,64,237	5,00,000	7.86%
		(ii) who voted in favour of the Resolution Plan.				
		Total[(a) + (b)]	69,11,005	63,64,237	5,00,000	7.86%
3	Operational Creditors	(a) Related Party of Corporate Debtor	-	-	-	-
		(b) Other than (a) above:				
		(i) Government	1,28,20,61	1,27,92,074		
		(ii) Workmen & Employees			1,00,000	0.64%
		(iii) Operational Creditors (not included in i & ii)	64,47,660	27,35,064		
		Total[(a) + (b)]	1,92,68,281	1,55,27,138	1,00,000	0.64%
4	Other Debts and Dues	-	-	-	-	-
5	CIRP Costs	-	-	-	Actuals	-
	GRAND TOTAL		14,58,73,783.77	14,11,31,066.65	8,26,00,000	77.27%

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

12. The interest of existing shareholders has been altered by Resolution Plan as under, as per Para 8 of Form H:

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	Promoters	51,36,992	0	51.24%	0%
2	Public	48,89,008	20,650	48.76%	5%
3	Resolution Applicants	0	3,92,350	0	95%
Total		1,00,26,000	4,13,000	100%	100%





The compliance of the Resolution Plan as per Para 9 of Form H is hereunder:

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?	Yes	Yes
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?	Yes	Yes
Section 30(1)	Whether the Resolution Applicant has submitted an affidavit stating that it is eligible?	Yes	Yes
Section 30(2)	Whether the Resolution Plan- (a) Provides for the payment of insolvency resolution process costs?	Clause 4.1.1 of Section A on Page No. 23 of Resolution Plan	Yes
	(b) Provides for the payment of the operational creditors?	Clause 4.1.3 of Section A on Page No. 28 of Resolution Plan	Yes
	Provides for the payment to the financial creditor who did not vote in favour of the Resolution Plan?	Clause 4.1.2.2 of Section A on Page no. 23 of Resolution Plan	Yes
	(c) Provides for the management of the affairs of the Corporate Debtor?	Clause 3.4 of Section A on Page no. 15 of Resolution Plan	Yes
	(d) Provides for the implementation and supervision of the Resolution Plan?	Clause 3.5 of Section A on Page no. 16 of Resolution Plan	Yes
	(e) Contravenes any of the provisions of the law for the time being in force?	As mentioned by SRA in the Clause 3.6 of section A on page no. 20, the resolution plan does not contravene any of the provisions of the law for the time being in force.	No
	(f) Confirms to such other requirements as may be specified by the Board	Clause 3.7 of Section A on Page no. 20 of Resolution Plan	Yes
Section 30(4)	Whether the Resolution Plan (a) is feasible and viable, according to the CoC?	Clause 3.5.2 of Section A on Page no. 17 of Resolution Plan.	Yes
	(b) has been approved by the CoC with 66% voting share?	11 th CoC Meeting dated 04.04.2024 and voting results dated 18.04.2024.	Yes
Section 31(1)	Whether the Resolution Plan has provisions for its effective implementation plan, according to the CoC?	Clause 3.5.3 of Section A on Page no. 18 of Resolution Plan.	Yes
Regulation 35A	Whether the resolution professional made a determination if the corporate debtor has been subjected to any transactions of the nature covered under section 43, 45, 50 and 66, before the one	Clause 3.8 of Section A on page no. 20 of Resolution Plan	Yes



	hundred and fifteenth day of the insolvency commencement date, under intimation to the Board?		
Regulation 38 (1)	Whether the amount due to the operational creditors under the resolution plan has been given priority in payment over financial creditors?	Clause 4.1.4.2 of Section A on Page no. 28 of Resolution Plan.	Yes
Regulation 38(1A)	Whether the resolution plan includes a statement as to how it has dealt with the interests of all stakeholders?	Clause 3.1 of Section A On Page no. 13 of Resolution Plan	Yes
Regulation 38(1B)	(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.	As mentioned in Clause 3.2 of Section-A on Page no. 15 of Resolution Plan. The SRA or any of its related parties not failed on implementation of any resolution plan approved under the code.	No
	(ii) If so, whether the Resolution Applicant has submitted the statement giving details of such non-implementation?	NA	NA
Regulation 38(2)	Whether the Resolution Plan provides:		
	(a) The term of the plan and its implementation schedule?	Clause 3.3 of Section A on Page No. 15 of Resolution Plan	Yes
	(b) For the management and control of the business of the Corporate Debtor during its term?	Clause 3.4 of Section A on Page no. 15 of Resolution Plan.	Yes
	(c) Adequate means for supervising its implementation?	Clause 3.5 of Section A on Page no. 16 of Resolution Plan.	Yes
Regulation 38(3)	Whether the resolution plan demonstrates that-		
	(a) it addresses the cause of default?	Clause 3.5.1 of Section A on Page no. 17 of Resolution Plan.	Yes
	(b) it is feasible and viable?	Clause 3.5.2 of Section A on Page no. 17 of Resolution Plan.	Yes
	(c) it has provisions for its effective implementation?	Clause 3.5.3 of Section A on Page no. 18 of Resolution Plan.	Yes
	(d) it has provisions for approvals required and the timeline for the same?	Clause 3.5.4 of Section A on Page no. 18 of Resolution Plan.	Yes
	(e) the resolution applicant has the capability to implement the resolution plan?	Clause 3.5.5 of Section A on Page no. 18 of Resolution Plan.	Yes
Regulation 39(2)	Whether the RP has filed applications in respect of transactions observed, found or determined by her?	No	NA
Regulation 39(4)	Provide details of performance security received, as referred to in sub-regulation (4A) of regulation 36B.	Rs. 1,00,00,000/- (Rupees One Crore only)	Yes





13. At this juncture it is necessary to refer to Section 30(2). The provisions of Section 30(2) of the I&B Code, 2016 are as follows:

"30. Submission of Resolution Plan:

.....

(2) The resolution professional shall examine each Resolution Plan received by him to confirm that each Resolution Plan-

(a) provides for the payment of insolvency resolution process costs in a manner specified by the Board in priority to the 3[payment] of other debts of the corporate debtor;

(b) provides for the payment of debts of operational creditors in such manner as may be specified by the Board which shall not be less than the:

i. amount to be paid to such creditors in the event of liquidation of the corporate debtor under section 53; or

ii. the amount that would have been paid to such creditors, if the amount to be distributed under the Resolution Plan had been distributed in accordance with the order of priority in sub-section (1) of Section 53, whichever is higher, and provides for the payment of debts of financial creditors, who do not vote in favour of the Resolution Plan, in such manner as may be specified by the Board, which shall not be less than the amount to be paid to such creditors in accordance with sub-section (1) of section 53 in the event of a liquidation of the Corporate Debtor.

Explanation 1. – For removal of doubts, it is hereby clarified that a distribution in accordance with the provisions of this clause shall be fair and equitable to such creditors.

Explanation 2. – For the purpose of this clause, it is hereby declared that on and from the date of commencement of the Insolvency and Bankruptcy Code (Amendment) Act, 2019, the provisions of this clause shall also apply to the corporate insolvency resolution process of a corporate debtor-

(i) where a Resolution Plan has not been approved or rejected by the Adjudicating Authority;

(ii) where an appeal has been preferred under section 61 or section 62 or such an appeal is not time barred under any provision of law for the time being in force; or

(iii) where a legal proceeding has been initiated in any court against the decision of the Adjudicating Authority in respect of a Resolution Plan;

(c) provides for the management of the affairs of the Corporate Debtor after approval of the Resolution Plan;

(d) The implementation and supervision of the Resolution Plan;

(e) does not contravene any of the provisions of the law for the time being in force

(f) conforms to such other requirements as may be specified by the Board."

14. REGULATORY COMPLIANCES:

The compliance of Section 30(2) of the Code is given in Para no. 09 of the revised Form-H (supra). The same is being further examined as under:

- a) **Section 30(2)(a):** The CIRP Cost is being paid out of balances/internal accruals with the Corporate Debtor, the Resolution Applicant does not propose any amount to be paid towards CIRP Cost as the same are funded internally. The CIRP Cost as stated in the Resolution Plan shall be paid in priority over payments to all other Stakeholders within 30 days from Appointed Date, in accordance with Section 30(2)(a) of the Code.



- b) **Section 30(2)(b):** The Resolution Plan provides for payment to the operational creditors and the Resolution Applicant undertakes to pay Rs.1,00,000/- towards the claims of operational creditors. Further, the payment to Operational Creditors shall be made in priority to the Financial Creditor within 30 days from the Appointed Date.

It is further clarified that, dissenting financial creditors, who do not vote in favour of this Resolution Plan, shall be duly paid any amounts applicable in accordance with Section 30(2)(b) of the Code read with Regulation 38 of CIRP Regulations and in the line of the various judgements pronounced by various Hon'ble tribunal and courts/apex court.

- c) **Section 30(2)(c):** Clause 3.4 of Section A of the plan discusses the Management, it states that after the approval of the Plan, the Board of Directors shall be reconstituted and all the existing Directors will stand discharged. The business affairs of the Corporate Debtor shall be managed by the Resolution Plan Executing Agency under the supervision of the Monitoring Committee. Further, Mr. Parth Shaileshbhai Patel and Mrs. Rashmika Shaileshbhai Patel and/or any other person may be nominated as directors by the Resolution Plan Executing Agency in order to manage and control the overall business affairs of the Corporate Debtor.
- d) **Section 30(2)(d):** The Monitoring Committee chaired by the Resolution Professional shall supervise the implementation of the Resolution Plan. Monitoring Committee to be constituted consisting of:

- Resolution Professional;
- One representative of CoC;
- One representative of Resolution Plan Executing Agency.

The fee of Chairman of Monitoring Committee shall be Rs. 2,50,000/- per month till the dissolution of the monitoring committee. For the limited purposes of carrying out certain secretarial actions, as required in terms of this Resolution Plan, the Monitoring Committee shall be deemed to have the powers of the board of directors, as available under the Companies Act 2013.





- e) **Section 30(2)(e):** The Resolution Applicant hereby confirms that the Resolution Plan is not in contravention of any of the provisions of the applicable laws for the time being in force.
- f) **Section 30(2)(f):** The Resolution Applicant confirms to such other requirement as may be specified by the Insolvency and Bankruptcy Board of India from time to time.
- g) **Regulation 36B(4A)-** The SRA has deposited an amount of Rs. 1,00,00,000 (Rupees One Crore only) in the CIRP account on 20.04.2024, transaction reference no. 625955039, payment advice for the same has been marked as **Annexure 02** in the compliance memo dt. 15.01.2025.
- h) It is submitted that the Resolution Plan complied with Regulation 38 of the Insolvency and Bankruptcy Board of India (Insolvency process for Corporate Persons) Regulations, 2016 which are as follows:
- 1) **Regulation 38(1):** As per Regulation 38(1) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 the amount due to the operational creditors under the Resolution Plan has been given priority in payment over financial creditors. It is stated that the Resolution Applicant undertakes to pay Rs.1,00,000/- to the claims of the CD within 30 days reckoned from the appointed date.
 - 2) **Regulation 38(1A):** It is submitted that the Resolution Applicant has considered the interest of all the stakeholders and accordingly has proposed to make payment in the following manner to the stakeholders.
 - **CIRP Costs:** It is submitted that the resolution plan stipulates the payment of the CIRP costs at actuals, prioritized in accordance with Section 30(1)(a) of the Code and that the total actual CIRP cost incurred till date is amounting to Rs. 22,34,863/-. (Breakup of CIRP Costs as on 22.04.2024 is annexed herewith and marked as **Annexure A13**).
 - **Secured Financial Creditor:** Axis Bank Ltd and Exim Bank, as the two secured financial creditors, are receiving



compensation commensurate with their security interests in the CD's assets. While Axis Bank Ltd receives Rs. 7.25 crores, equivalent to 80.99% of the admitted claim, based on its full charge over the land and building assets, Exim Bank receives Rs. 0.95 crores, representing 31.97% of its claim, reflecting its pledge on the shares owned by the CD. Furthermore, this payment shall be made as Rs.4,13,00,000/- within 30 days, with the balance Rs.4,13,00,000/- to be paid within 60 days from the Appointed Date, proportionate to their admitted claim.

- **Unsecured Financial Creditor:** Tata Capital Financial Services Ltd, an unsecured financial creditor that has dissented against the plan, is proposed to receive Rs. 5.00 lakhs, which accounts for 8.00% of the admitted claim of Rs. 63,64,237/-. This payment is accorded priority over other financial creditors and is slated for disbursement within 30 days. It is submitted that Section 30(2)(b) of the Code provides for the payment of debts to financial creditors who do not vote in favor of the resolution plan. Such payment shall be made in a manner as specified by the Board, which shall not be less than the amount to be paid to such creditors in accordance with Section 53(1) in the event of the liquidation of the CD. This clause is being adhered to in the Plan. Dissenting financial creditors are being paid more than the liquidation value and are being paid in priority to secured financial creditors.
- **Operational Creditors (Govt Dues & Others):** The Plan proposes to pay 1 lakh (0.64% of the admitted claim) to the operational creditors and this amount shall be paid within 30 days from Appointed Date.

3) **Regulation 38(1B):** As mandated under Regulation 38(1B) of the CIRP Regulations, the Resolution Applicant confirms in Clause 3.2





of Section A that as on date the Resolution Applicant or any of its related parties has not failed to implement or contributed to the failure of implementation of any Resolution Plan approved under the code.

- 4) **Regulation 38(3)(a):** The Resolution Applicant sense that severe liquidity stress, financial mismanagement, and significantly high level of unsustainable debt for the Corporate Debtor due to which the Corporate Debtor was unable to fulfil the obligations towards the banks, and all the other creditors on a timely basis. However, the Resolution Applicant is confident enough that such stress can be averted under its control and management.
- 5) **Regulation 38(3)(b):** The resolution plan confirms to all the mandatory requirements of the Code and CIRP Regulations, deals with the interest of all stakeholders, provides for payment to all the stakeholders in line with the Code, provides for the management and control of the Corporate Debtor, term and implementation schedule. The Resolution Plan Executing agency through support of experts as well as technically capable persons in the industry, who will assist for the projected revival of the Corporate Debtor. The experience that the Resolution Applicant brings in the industry together with its revival strategy for the Corporate Debtor as per the terms contained in the resolution plan, make this Resolution Plan feasible and viable. The SRA has also submitted a Business Plan for the CD at Pg. 17 of the Resolution Plan.
- 6) **Regulation 38(3)(c):** Schedule 3 of the Plan highlights the Implementation Actions and Schedule 4 lays emphasis on the release of the Security Interests.
- 7) **Regulation 38(3)(d):** Subject to the satisfaction of the other provisions of the Resolution Plan, the mechanism for the approvals required for implementation of the Resolution Plan is set forth in Schedule-3(Implementation Actions) and Schedule - 4 (Release of Security Interest). The implementation schedule for the plan is produced below, for reference:



ACTIVITY	TIMELINE
Approval by NCLT	Appointed Date
Constitution of Monitoring Committee	Immediately after the Appointed Date and in any case within 3 working days of the Appointed Date (in the intervening period the Resolution Professional shall continue to hold office)
Intimation to all Creditors, existing shareholders and other stakeholders of the Corporate Debtor by the Resolution Professional.	Within 7 working days of Appointed Date by RP.
Intimation to the various other statutory authorities (as applicable)	Within 7 working days of Appointed Date by RP.
Seeking Requisite Approvals for proper implementation of Plan	Within 1 year of Appointed Date
Payment of CIRP Costs	Within 30 days from Appointed Date
Payment of liquidation value to operational Creditor and/or Financial Creditor (dissenting)	Within 30 days from Appointed Date
Payment to Operational Creditor (if any over and above liquidation value)	Within 30 days from Appointed Date
Full and Final Settlement of all the Claims of Creditors as per the Plan	Within 60 days from Appointed Date
Release of all the securities and extinguishment of claims of financial creditors	On payment of total proposed settlement amount to Secure Financial Creditor

8) Regulation 38(3)(e): Clause 3.5.5 of Section A of the Plan emphasis the capability of the SRA to implement the Resolution Plan. Additionally, SRA is affirmative on the ability to fund acquisition costs internally, with the option to seek financing from financial institutions/NBFCs/relatives/friends. In this regard, SRA has filed the bank statements of the proposed shareholders and lenders along with the Net worth of the SRA; (Mrs. Rashmikaben Patel has a net worth of 22.54 Crore as on 31st March 2024. M/s Seazone Granito Private Limited has filed its audited report for 2023-24 and has a net worth of 1.58 Crore as on 30th September 2024).



- i) It is observed in Para 12 of Form H, the Resolution Professional has certifies that the Resolution Plan is not subject to any contingency. Further, in Part 4 of Form H, the Resolution Professional has certified that the said Resolution Plan complies with all the provisions of Insolvency and Bankruptcy Code, 2016 and



the Regulations thereunder and does not contravene any of the provisions of the law for the time being in force. Further, 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. It is further certified that the 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 94.93% of voting share after considering its feasibility and viability and other requirements specified by the CIRP Regulations.

- j) **Reliefs and Concessions:** In Schedule 6 of the Plan, Reliefs and Concessions, the Resolution Applicant prays for exemption of compliance under the Statutory Laws from this Adjudicating Authority in relation to Companies Act, 2013, Taxes (Direct & Indirect) & Stamp Duty as well as Specific Laws and other Government Approvals as applicable to the Corporate Debtor. The Adjudicating Authority has examined the prayer of the Resolution Applicant. Prayer for such reliefs and exemptions if any have to be made to the respective statutory authority and to be decided as per the provisions of existing laws and landmark judgements.

15. DECISION OF THE ADJUDICATING AUTHORITY:

In the circumstances and for the aforesaid reasons, the incumbent application bearing **I.A. No. 07 of 2024 in CP (IB) 78/2022** is allowed and accordingly:

- i. **The Resolution Plan dated 13.02.2024, marked as Annexure 04, submitted by Mrs. Rashmikaben Patel in consortium with M/s. Seazone Granito Private Limited, is hereby approved.**
- ii. The representation of the Committee of Creditors in the Monitoring Committee, constituted for overseeing the implementation of the approved Resolution Plan, shall be undertaken by a Secured Financial Creditor.
- iii. The Resolution Plan so approved shall be binding on the Corporate Debtor and its employees, members, creditors, including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any law for the time being in force such



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as authorities to whom statutory dues are owed, guarantors and other stakeholders involved in the Resolution Plan.

- iv. Under the provisions of section 31(3) of the Code, we also direct as under:
 - a. The moratorium imposed vide order dated 25.05.2023 in the main CP shall cease to have effect from the date of this order.
 - b. The resolution professional shall forward all records relating to the conduct of the CIRP and the Resolution Plan to the Board to be recorded/ uploaded on its database.
- v. Further, the Resolution Professional is directed to handover the management, control and all the assets, documents/records in physical and/or digital form to the Successful Resolution Applicant immediately and the resolution professional will stand discharged.
- vi. Moreover, it is clarified that this order should not be construed as an order granting exemption from payment of stamp duty, taxes or any charges, if any, payment is due or required in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law for the time being in force.
- vii. In case of non-compliance/ non-implementation/ failure during implementation of this order or withdrawal of the Resolution Plan by the Successful Resolution Applicant, the RP shall forfeit the EMD/Performance Guarantee or any further amount paid as per the terms of the resolution plan without any recourse to this Authority.
- viii. The approved Resolution Plan shall be effective forthwith and the Monitoring Committee shall submit a report of implementation of Resolution Plan within 15 days after the plan payment period.



-Sd-

RADHAKRISHNA SREEPADA
MEMBER (TECHNICAL)

-Sd-

SUNIL KUMAR AGGARWAL
MEMBER (JUDICIAL)

**CERTIFIED TO BE TRUE COPY
OF THE ORIGINAL**

[Signature]
29/07/2025
DEPUTY/ASSISTANT REGISTRAR
NATIONAL COMPANY LAW TRIBUNAL
Bengaluru Bench

I.A. 07/2024
in CP (IB) 78/BB/2022

