

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

**IA No. 63 of 2025**

**IN**

**CP(IB) No. 643 of 2023**

Under Section 30(6) read with Section 31(1) of  
the Insolvency and Bankruptcy Code, 2016

**In the Application of**

**Kanak Jani**

**...Resolution Professional/Applicant**

**In the matter of**

**Profectus Capital Private Limited**

**...Financial Creditor**

**Versus**

**Eagle Electronic (India) Private Limited**

**...Corporate Debtor**

**Order Delivered On : 10.09.2025**

***Coram:***

Hon'ble Member (Judicial) : Sh. Sushil Mahadeorao Kochey

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

***Appearances:***

For the Applicant : Adv. Akshay Petkar, i/b Adv. Abhishek  
Salain, a/w Adv. Kinnari Raut

**ORDER**

**Brief Background**

1. The present Application is filed **Ms. Kanak Jani**, Resolution Professional ("**Applicant/Resolution Professional**") of Eagle Electronic (India) Private Limited ("**Corporate Debtor**") under Section 30(6) read with Section 31(1) of the Insolvency and Bankruptcy Code, 2016 ("**Code**") and Regulation 39(4) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ("**CIRP Regulations**") for seeking approval of the Revised Resolution Plan 08.10.2024 (as revised on 17.01.2025), submitted by Subhlaxmi Investment Advisory Private Limited ("**Successful Resolution Applicant/SRA**") and for passing order/appropriate direction that this Tribunal may deem fit in the present matter. The Resolution Plan has been approved by 82.19% of the voting share of the members of the Committee of Creditors ("**CoC**") at the 12<sup>th</sup> CoC meeting dated 05.05.2025.
2. The Corporate Debtor bearing CIN:U51505MH2011PTC218146 was incorporated on 01.06.2011 having its registered address at H No. 65, CTS No. 142-A-B Behind Chitramandir Talkies, Nashik, Maharashtra, India, 422001. Its authorized share capital is Rs. 4,00,00,000/- and its paid-up capital is Rs. 2,70,40,080/-.
3. The CIRP of the Corporate Debtor was initiated vide this Tribunal's order dated 06.03.2024. This Tribunal appointed Mr. Kanak Jani as the Interim Resolution Professional ("**IRP**") and he was subsequently confirmed as the Resolution Professional ("**RP**") at the 1<sup>st</sup> CoC meeting held on 05.04.2024.
4. As per Regulation 6 of the CIRP Regulations, the Applicant made a public announcement vide Form-A on 08.03.2024 notifying the

commencement of CIRP of the Corporate Debtor and inviting the claims of Creditors. Thereafter, the CoC was constituted.

5. At the 2<sup>nd</sup> CoC meeting, held on 03.05.2024, the CoC approved the appointment of Mr. Annam Srinivasa and Mr. Devarasetti Brahmaiah (“**Registered Valuers**”) for valuation the Corporate Debtor. The average fair value of the Corporate Debtor was determined as Rs. 25,07,000/- (Rupees Twenty Five Lakhs and Seven Thousand Only). The average liquidation value of the Corporate Debtor was determined as Rs. 20,05,500/- (Rupees Twenty Lakhs, Five Thousand, and Five Hundred Only).
6. The Resolution Professional published Form-G dated 05.05.2024 along with detailed Invitation of Expression of Interest (“**EOI**”).
7. At the 4<sup>th</sup> CoC meeting, held on 12.06.2024, the Evaluation Matrix and the Request for Resolution Plan (“**RFRP**”) were placed before the CoC and were unanimously approved pursuant to voting between 14.06.2024 to 17.06.2024.
8. The Provisional List of Prospective Resolution Applicants (“**PRA**”) was published on 30.05.2024 and the Final List of PRA(s) was published on 14.06.2024. The PRA(s) were provided the Information Memorandum on 19.06.2024 and the last date for the submission of Resolution Plans was 19.07.2024.
9. At the 6<sup>th</sup> CoC meeting, held on 24.07.2024, the CoC approved the issuance of a fresh Form-G as no Resolution Plan had been received in response to the first round of EOI. Subsequently, the RP published a fresh Form-G on 25.07.2024, as per which the last date to submit EOI was 09.08.2024 and the last date for submission of Resolution Plans was 08.10.2024. The RP also filed an application, IA No. 5434/2024, seeking an extension of 90 days of the CIRP period, which was allowed

by this Tribunal vide order dated 28.11.2024. In response to the fresh Form-G, the RP received 3 EOIs. On 19.08.2024, the RP published the Provisional List of PRA(s) and on the 03.09.2024, the Final List of PRA(s) was published.

10. At the 8<sup>th</sup> CoC meeting held on 11.10.2024, the CoC approved the extension for the submission of Resolution Plans from 08.10.2024 to 29.10.2024, pursuant to the request of PRA(s).
11. At the 9<sup>th</sup> CoC meeting, held on 06.11.2024, the 2 Resolution Plans received were opened in the presence of the Resolution Applicants and they were directed to take corrective correction to comply with the minimum upfront payment of EMD as laid down in the RFRP before further consideration of the Resolution Plans.
12. At the 10<sup>th</sup> CoC meeting, held on 26.11.2024, the Resolution Plans were analysed and were found to be non-compliant with certain provisions of the Code. Since further time was required for consideration of the Resolution Plans and the response of the Resolution Applicants regarding the non-compliance, pursuant to the CoC's approval, the RP filed an application, IA No. 292/2025, seeking an extension of 60 days of the CIRP period beyond 270 days, which was allowed by this Tribunal vide order dated 21.02.2025. At the 11<sup>th</sup> CoC meeting, held on 17.12.2024, the responses received from the Resolution Applicants were discussed and negotiations ensued.
13. At the 12<sup>th</sup> CoC meeting, held on 20.01.2025, the 2 compliant Resolution Plans, one submitted by Subhlaxmi Investment Advisory Private and the other by Raj Enterprises along with Mrs. Meenu Yogendra Chaudhary were placed before the CoC for their approval.
14. The 2 Resolution Plans were put to vote through e-voting between 22.01.2025 which concluded on 05.05.2025 and the Resolution Plan

dated 08.10.2024 (as revised on 17.01.2025) submitted by Subhlaxmi Investment Advisory Private Limited was approved by the CoC with 82.19% votes through the e-voting conducted between 31.01.2024 and 03.02.2024. Consequently, Subhlaxmi Investment Advisory Private Limited was declared the Successful Resolution Applicant (“**SRA**”) and a Letter of Intent (“**LOI**”) was issued to them on 06.05.2025, which they accepted unconditionally.

15. As per Regulation 36B(4A) of the CIRP Regulations, read with the RFRP, the SRA has deposited an amount of Rs. 2,87,500/- (5% of the NPV of the Resolution Plan), credited to the Corporate Debtor’s CIRP Bank Account on 12.05.2025 towards performance security.

16. Since the voting on the Resolution Plans ended on 05.05.2025, which is beyond the CIRP Period, the CoC approved the filing of an Application seeking further extension. Consequently, an Application, IA No.3486/2025 was filed, seeking extension of further 30 days beyond 330 days, i.e. till 28.02.2025, which came to be allowed by this Tribunal vide order dated 11-08-2025. A further extension of 85 days, from 01.03.2025 to 24.05.2025 was sought vide IA No. 2786/2025, which was allowed by this Tribunal on 11.08.2025.

#### **Salient Features of the Resolution Plan**

17. The key features and summary of the Resolution Plan submitted by the Resolution Applicant and as approved by the CoC are as under:

17.1. The SRA is a private limited company with expertise in providing financial services, advisory and consultancy services on shares, stocks, etc. and to purchase, sell, acquire, hold, dispose off shares, stocks, securities, bonds, etc. Mr. Anand Prakash and Mr. Hardev are the 2 shareholders holding 50% shares each of the SRA.

**17.2. Treatment of Stakeholders:**

<b>Stakeholder Type</b>	<b>Amount Admitted</b>	<b>Proposed pay-out</b>	<b>Percentage of realizable amount</b>
CIRP Cost	31,00,000	31,00,000	100%
Secured Financial Creditors	28,56,23,985.60	16,31,964	
Unsecured Financial Creditors	2,42,85,236.60	1,00,000	
Operational Creditors			
(i) Government	5 ,46, 14,400	95,768	
(ii) Workmen & Employees	522,268	522,268	100%
(iii) Other Operational Creditors	65,49,094	50,000	0.76%
(iv) Contingencies	-	2,50,000	-
Shareholders	NA	NA	NA
<b>Total</b>	<b>399,463,763.85</b>	<b>57,50,000/-</b>	<b>1.44%</b>

This Tribunal, on 14.08.2025, had sought clarification from the Applicant as to how the Financial proposals laid out in the plan meets the provision under Section 30(2)(a) in relation to payment of CIRP cost in priority to the payment of other debts of the Corporate Debtor as the CIRP cost is stated to be funded over a period of 6 months, whereas, the plan contemplates initial infusion of 7,50,000/-, which is for the purpose of settling the claim of other creditor including PF department. Pursuant to order dated 14.08.2025, the Applicant submitted an Additional Affidavit dated 20.08.2025, wherein the SRA has affirmed that – “3. *That we further undertake that the CIRP costs of Rs 31,00,000/- and any further amount as may be communicated under*

---

*the head of CIRP Cost, will be paid in full, in priority upfront and immediately without any delay, in compliance with the applicable rules, regulations, and directions of the Hon'ble National Company Law Tribunal (NCLT) and/or upon approval of the Plan by the Hon'ble NCTL.”*

- 17.3. **Source of Funds**: The SRA has submitted that its certified net worth is Rs. 22.39 Crores with leveraging capabilities to the extent of Rs. 40 Crores. The financial resources of the Resolution Applicant and its proprietor are more than sufficient to provide funds required to meet the payments proposed for the implementing the Resolution Plan. The SRA has liquidity of owned funds. The source of funds for funding the, Resolution Plan shall be owned funds and the loans given are in liquidation form, i.e., recoverable on demand along with investments by the SRA.
- 17.4. **Term of the Plan and its Implementation Schedule**: The term of the Plan shall be 6 months from the date on which NCLT approves the Plan and is extendable, if required as the case may be, if any, if delay is not on the part of the SRA.
- 17.5. **Supervision of the Plan, Mechanism regarding management and control of the affairs of the Corporate Debtor**: Immediately upon the Tribunal approval date, the Monitoring Committee shall be constituted and the Insolvency Professional shall convene meeting of the Monitoring Committee on receipt of the order of this Tribunal. The Monitoring Committee shall comprise the Insolvency Professional as Chairman, One Representative on behalf of the Resolution Applicant and one representative to be nominated by all the financial creditors. The Monitoring Committee shall be dissolved immediately on the implementation of the Resolution Plan. On approval of the Resolution Plan by this Tribunal, the management of the Corporate Debtor will get transferred from the Applicant to the Monitoring Committee. The payments of the amounts committed

under the Plan will be made in the bank account of Corporate Debtor which will remain under the control of the Monitoring Committee. The said amount will be distributed by Monitoring Committee to various stakeholders under the Plan.

- 17.6. **Approvals for implementation of the Resolution Plan** : As per the Resolution Plan, the Resolution Applicant shall obtain all necessary approvals within a period of one year from the date of the approval of the Resolution Plan the time prescribed under Applicable Law.
- 17.7. **Legal Costs** : All definite legal expenses incurred in the process of recovering dues shall be borne by the SRA. In the event, the dues are successfully recovered within three years, 30% of the recovered amount shall be distributed to both secured and unsecured financial creditors, pari-passu.
- 17.8. **Avoidance Transactions**: The application for avoidance of the PUFFE transactions has been filed by Resolution Professional. Accordingly, the SRA, provides that such application will be pursued by the CoC after approval of the Plan and all the resultant financial or non-financial benefits of such application(s) on order of this Tribunal shall be available for the benefits of the stakeholders in proportion to their claims admitted. All the cost of pursuing such application shall be paid by the CoC.

**Statutory Compliance:**

18. In compliance of Section 30(2) of IBC, 2016, the Resolution Professional has examined the Resolution plan of the Successful Resolution Applicant and confirms that this Resolution Plan:
- a) Provides for payment of Insolvency Resolution Process cost in a manner specified by the Board in the priority to the payment of other debts of the corporate debtor;



- b) Provides for payment of debts of Operational Creditor in such manner as may be specified by the board which shall not be less than
  - (i) the amount to be paid to such creditors in the event of liquidation of the Corporate Debtor under Section 53; or
  - (ii) the amount that would have been paid to such creditors, if the amount to be distributed under the Resolution Plan had been distributed in accordance with sub-section (1) of Section 53 in the event of liquidation of the corporate debtor.
- c) Provides for management of the affairs of the Corporate Debtor after approval of Resolution Plan;
- d) The implementation and supervision of Resolution Plan;
- e) Does not prima facie contravene any of the provisions of the law for time being in force,
- f) Confirms to such other requirements as may be specified by the Board.
- g) As per the Affidavit, the Resolution Applicant is not covered under Section 29A.

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

- a) The amount due to the Operational Creditors under Resolution Plan shall be given priority in payment over Financial Creditors.
- b) It has dealt with the interest of all Stakeholders including Financial Creditors and Operational Creditors of the Corporate Debtor.
- c) A statement that neither the Resolution Applicants nor any related parties have failed to implement nor have contributed to the failure of implementation of any other Resolution Plan approved by the Adjudicating Authority in the past.
- d) The terms of the plan and its implementation schedule.

- e) The management and control of the business of the Corporate Debtor during its term.
- f) Adequate means of Supervising its implementation.
- g) The Resolution Plan Demonstrates that it addresses
  - i. The cause of the Default
  - ii. It is feasible and viable
  - iii. Provision for effective implementation
  - iv. Provisions for approvals required and the time lines for the same.
  - v. Capability to Implement the Resolution Plan

20. The Resolution Professional has submitted Form-H under Regulation 39(4) of the CIRP Regulations to certify that the Resolution Plan as approved by the CoC meets all the requirements of the Code and its Regulations, the relevant parts of which are reproduced below:

***FORM H (Revised as on 20.08.2025)***

***COMPLIANCE CERTIFICATE***

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

*I, **Kanak Jani**, registered as Insolvency Professional (IP) having registration number IBBI/IPA-001/IP-PO 1757/2019-2020/12685, an Insolvency Professional enrolled with the Indian Institute of Insolvency Professionals of ICAI and registered with the Board, the Resolution Professional for the Corporate Insolvency Resolution Process (CIRP) of Eagle Electronics India Private Limited.*

*1A. The details of the CIRP are as under:*

<b><i>Sl. No.</i></b>	<b><i>Particulars</i></b>	<b><i>Description</i></b>
<b><i>1.</i></b>	<b><i>Name of the CD</i></b>	<b><i>Eagle Electronics India Private Limited (In CIRP)</i></b>

2.	<i>Date of Initiation of CIRP</i>	06-03-2024
3.	<i>Date of Appointment of IRP</i>	06-03-2024
4.	<i>Date of Publication of Public Announcement</i>	08-03-2024
5.	<i>Date of Constitution of CoC</i>	29-03-2024
6.	<i>Date of First Meeting of CoC</i>	05-04-2024
7.	<i>Date of Appointment of RP</i>	15-04-2024
8.	<i>Date of Appointment of Registered Valuers</i>	22-04-2024
9.	<i>Date of Issue of Invitation for EoI</i>	05-05-2024 (Original) 25-07-2024 (Extended)
10.	<i>Date of Final List of Eligible Prospective Resolution Applicants</i>	14-06-2024 (Original) 03-09-2024 (Extended)
11.	<i>Date of Invitation of Resolution Plan</i>	19-06-2024 (Original) 08-09-2024 (Extended)
12.	<i>Last Date of Submission of Resolution Plan</i>	19-07-2024 (Original) 08-10-2024 (Extended)
13.	<i>Date of submission of Resolution Plan to the RP</i>	Original Resolution Plan on 08-10-2024 and Revised Resolution Plan on 17-01-2025
14.	<i>Date of placing the Resolution Plan before the CoC</i>	20-01-2025
15.	<i>Date of Approval of Resolution Plan by CoC</i>	Approved in 12 <sup>th</sup> CoC meeting held on 20-01-2025 and e-voting completed on 05-05-2025

16.	<i>Date of Filing of Resolution Plan with Adjudicating Authority</i>	21.05.2025
17.	<i>Date of Expiry of 180 days of CIRP</i>	02.09.2024
18.	<i>Date of each order extending/excluding the period of CIRP on request filed by RP</i>	<p><i>The RP filed the following Applications under Section 12(2) of IBC, 2016 seeking extension from time to time:</i></p> <p><i>i. Extension of 90 days from 03.09.2025 till 01.12.2025, i.e., for 270 days- IA No. 5434/MB/2024 which was allowed on 28-11-2024.</i></p> <p><i>ii. Extension 60 days from 02.12.2025 till 01.02.2025, i.e., 330 days- IA(I.B.C)/292/MB/2025 which was allowed on 21-01-2025.</i></p> <p><i>iii. Extension beyond 330 days, for a further period of 30 days, i.e., till 28.02.2025 - I.A. 3486 of 2025 which was allowed on 11-08-2025.</i></p> <p><i>iv. Extension of 85 days from 01.03.2025 to was allowed on 11-08-2025 in I.A. 2786 of 2025 was allowed on 11-08-2025.</i></p>
19.	<i>Date of Expiry of Extended Period of CIRP</i>	24.05.2025
20.	<i>Fair Value (Plant and Machinery)</i>	Rs. 25,07,000.00/-
21.	<i>Liquidation Value (Plant and Machinery)</i>	Rs. 20,05,500.00/-
22.	<i>Number of Meetings of CoC held</i>	13 (Thirteen) plus one resolution passed vide confirmation on email.

2. I hereby certify that -

- (i) *The said Resolution Plan complies with all the provisions of the Insolvency and Bankruptcy Code 2016 (IBC/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 (Subhlaxmi Investment Advisory Private Limited) 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 82.19 % 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 20.01.2025 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 regulation 26.*

7A. Realisable Amount:

<i>SI. No.</i>	<i>Particulars</i>	<i>Description</i>
1.	<i>Total Realisable amount under the plan</i>	<i>Rs. 57,50,000/-</i>
2.	<i>Fair Value (Securities or Financial Assets)</i>	<i>Rs. 25,07,000/-</i>
3.	<i>Liquidation Value (Securities or Financial Assets)</i>	<i>Rs. 20,05,500/-</i>
4.	<i>Percentage (%) of realisable amount to Fair Value</i>	<i>229.36%</i>
5.	<i>Percentage (%) of realisable amount to Liquidation Value</i>	<i>286.71 %</i>
6.	<i>Percentage (%) of realisable amount to Principal amount</i>	<i>1.65%</i>

7.	Percentage (%) of realisable amount to Total admitted claims	1.44%
8.	Percentage (%) of realisable amount to Other than admitted Corporate Guarantee claims	NA

7B. Details of Realisable amount:

(Amount in Rupees)

Stakeholder Type	Amounts				Payment Schedule
	Amount Claimed	Amount Admitted	Realisable amount under the plan	Amount Realizable Plan to amount claimed (%)	
<b>Secured Financial Creditors</b> Creditors not having a right to vote under sub-section (2) of section 21	NA	NA	NA	NA	
- Dissenting	NA	Abstained 55,195,480.04	NA	NA	6 months
-Assenting	295,006,597.60	<u>230,437,505.56</u> 285,632,985.60	16,31,964/-	0.571 %	

<b>Unsecured Financial Creditors</b> (a) Creditors not having a right to vote under sub-section (2) of section 21	NA	NA	NA	NA	6 months
-Dissenting	NA	NA	NA	NA	
-Assenting	24,285,236.60	24,285,236.60	1,00,000/-	0.41%	
<b>Operational Creditors</b> (i) Government	83,064,966.00	82,428,411.65	50,000/-	0.061%	6 months
(ii) Workman -PF Dues -Other Dues	NA	NA	NA	NA	NA
(iii) Employees -PF Dues -Other Dues (Gratuity)	45,768.00 522,268.00	45,768.00 522,268.00	45,768.00 522,268/-	100% 100%	30 days
(iv) Other Operational Creditor	7,989,895.00	6,549,094.00	50,000/-	0.76%	6 months
Other debts and dues	NA	NA	2,50,000/- Contingencies	NA	NA
Shareholders	NA	NA	NA	NA	NA
<b>Total</b>	<b>410,868,963.20</b>	<b>399,463,763.85</b>	<b>57,50,000/-</b>	<b>1.44%</b>	<b>As above</b>

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

- 
- a) Payment of CIRP Cost as specified u/s 30(2)(a) of the Code.
  - b) Repayment of Debts of Operational Creditors as specified u/s 30(2)(b) of the Code.
  - c) For management of the affairs of the Corporate Debtor, after the approval of Resolution Plan, as specified U/s 30(2)(c) of the Code.
  - d) The implementation and supervision of Resolution Plan by the RP and the CoC as specified u/s 30(2)(d) of the Code.
22. The RP has complied with the requirement of the Code in terms of Section 30(2)(a) to 30(2)(f) and Regulations 38(1), 38(1)(a), 38(2)(a), 38(2)(b), 38(2)(c) & 38(3) of the CIRP Regulations.
23. The RP has filed Compliance Certificate in Form-H along with the Resolution Plan. On perusal, the same is found to be in order. The Resolution Plan has been approved by the CoC by majority of 82.19%.
24. In Clause 10.1 of the Resolution Plan, the SRA has prayed for transfer of all assets to the Resolution Applicant on approval of the Resolution Plan by NCLT, which in our considered view stands transferred to the Resolution Applicant in terms of and subject to compliance of the conditions stated in the Resolution Plan. As regards the effect and consequences arising from the Resolution Plan described in the Resolution Plan at various places, such stated effect of the Resolution Plan shall be operative and binding in accordance with the principle laid down by Hon'ble Supreme Court in case of *Ghanshyam Mishra and Sons Private Limited v/s. Edelweiss Asset Reconstruction Company Limited*{(2021) 13 S.C.R 737}. Further, it is clarified and ordered that -
- a. Any increase in the authorized capital shall be subject to payment of prescribed fee, if any applicable, and filing of prescribed forms with the Registrar of Companies.
  - b. The Applicant shall file necessary forms and pay prescribed fees, if any, in terms of provisions of the Companies Act, 2013 in



relation to reduction in capital and issuance of fresh capital, however, the Registrar of Companies shall waive the additional fees, if any, payable on such filing.

- c. The SRA may approach prescribed authorities for waiver/reduction in fees, charges, stamp duty, and registration fees, if any arising from actions contemplated under the Resolution Plan and such request shall be subject to the relevant law/statute and adherence to the procedure prescribed thereunder.
- d. The SRA may file appropriate application, if required, for renewal of all Business Permits, rights, entitlements, benefits, subsidies and privileges whether under applicable Law, contract, lease or license granted in favour of the Corporate Applicant or to which the Corporate Applicant is entitled to or accustomed to, which have expired on the Effective Date, and follow the due procedure prescribed for the purpose upon payment of prescribed fees. The contract with third parties shall be subject to consent of such parties. It is clarified that continuance of approvals shall not be refused on account of extinguishment of any dues under Code and extension or renewal thereof shall not be denied on account of past insolvency of the Corporate Applicant. No action shall lie against the Corporate Applicant for any non-compliances arising prior to the date of approval of Resolution Plan, however, such non-compliances shall be cured, if necessitated to keep the approval in force, after acquisition by the Corporate Applicant within period stipulated in the Resolution Plan.
- e. No orders levying any tax, demand of penalty from the Corporate Applicant in relation to period up to approval of the Resolution Plan shall be passed by any authority and such demand, if created, shall not enforceable as having extinguished in terms of approved Resolution Plan.
- f. The carry forward of losses and unabsorbed depreciation shall be available in accordance with the provisions of Income Tax Act, and the Income Tax Department shall be at liberty to examine the

same.

- g. An application for compounding/condoning shall be filed in accordance with the procedure specified in respective law or concerned authority, however, no fine or penalty shall be imposed for non-compliances till the date of approval of this Plan or such further period as is permitted in terms of this Order.
- h. ROC shall update the records and reflect the Corporate Applicant as 'Active' upon filing of pending returns/forms after payment of normal fees (not additional fee). In case such filing is not permitted by the e-filing portal, the ROC shall accept such forms/returns in physical format and manage to upload the same by back-end. The Corporate Applicant shall be exempted from using the words "and reduced".
- i. The Compliances under the applicable law for all the statutory appointments by the Corporate Applicant shall be completed within 12 months, whereafter, the necessary consequence under respective law shall follow.
- j. The Successful Resolution Applicant, the Corporate Debtor and the assets of the Corporate Debtor forming part of Resolution plan shall have immunity, privileges and protection as is available in the form and manner stated in Section 32A of the Code.
- k. It is clarified that any relief, concession or waiver prayed in the Resolution Plan but not specifically dealt with in Para 19(a) to (j) above, save as otherwise permissible in terms of *Ghanshyam Mishra and Sons Private Limited* (supra) or specific provisions of the Code read with the Regulations, shall be deemed to be denied or rejected.

25. In *K Sashidhar v. Indian Overseas Bank & Others* (in Civil Appeal No.10673/2018 decided on 05.02.2019) the Hon'ble Apex Court held that if the CoC had approved the Resolution Plan by requisite percent of voting share, then as per Section 30(6) of the Code, it is imperative for the Resolution Professional to submit the same to the Adjudicating

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

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

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

- i. It shall be binding on the Corporate Applicant, its employees, members, creditors, including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any law for the time being in force is due, guarantors and other stakeholders involved in the Resolution Plan.
- ii. The approval of the Resolution Plan shall not be construed as waiver of any statutory obligations/liabilities of the Corporate Applicant and shall be dealt by the appropriate Authorities in accordance with law. Any waiver sought in the Resolution Plan,

shall be subject to approval by the Authorities concerned in light of the Judgment of the Hon'ble Supreme Court in ***Ghanshyam Mishra and Sons Private Limited v/s. Edelweiss Asset Reconstruction Company Limited***, the relevant paragraphs of which are extracted herein below:

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

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

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

- iii. The Memorandum of Association (“**MoA**”) and Articles of Association (“**AoA**”) shall accordingly be amended and filed with the Registrar of Companies (“**RoC**”), Mumbai, Maharashtra for information and record.

- 
- iv. The Successful Resolution Applicant, for effective implementation of the Resolution Plan, shall obtain all necessary approvals, under any law for the time being in force, within such period as may be prescribed. It is clarified that the authorities shall not withhold the approval/consent/extension for the reason of insolvency of the Corporate Applicant or extinguishment of their dues upto approval of Resolution plan in terms of the approved plan. Any relief or concession as sought on the plan shall be subject to the provisions of the relevant Act.
- v. The moratorium under Section 14 of the Code shall cease to have effect from this date.
- vi. The Applicant shall supervise the implementation of the Resolution Plan and file status of its implementation before this Authority from time to time, preferably every quarter.
- vii. The Applicant shall forward all records relating to the conduct of the CIRP and the Resolution Plan to the IBBI along with copy of this Order for information.
- viii. The Applicant shall forthwith send a certified copy of this Order to the CoC and the Resolution Applicant, respectively for necessary compliance.

Sd/-

**Prabhat Kumar**  
Member (Technical)

/SP/

Sd/-

**Sushil Mahadeorao Kochey**  
Member (Judicial)