

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH

MA 700/2017 in CP. No. 1027/I&BP/NCLT/MAH/2017

Under section 30(6) of IBC, 2016

Resolution Professional ... Applicant

In the matter of

Edelweiss Asset Reconstruction
Company Limited ... Financial Creditor
Vs.
Kohinoor CTNL Infrastructure
Company Pvt. Ltd.
.... Corporate Debtor

Order delivered on : 21.02.2018

Coram:

Hon'ble Mr. B.S.V. Prakash Kumar, Member (J)
Hon'ble Mr. V. Nallasenapathy, Member (T)

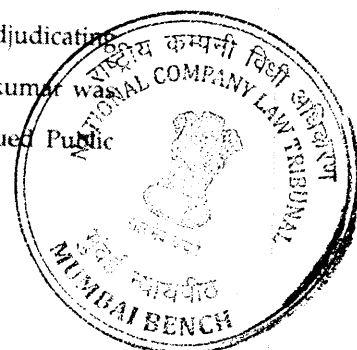
For the Applicant: Mr. Dhananjay Kumar &
Ms. Saloni Kapadia Advocates for RP

Per V. Nallasenapathy, Member (Technical)

ORDER

This is an Application filed by the Resolution Professional under Section 30(6) of the Insolvency and Bankruptcy Code, 2016, read with Regulation 39(4) of the IBBI (Insolvency Resolution Process of Corporate Person) Regulations 2016, seeking approval of the Resolution Plan as approved by the Committee of Creditors in its meeting held on 27.12.2017 with more than 75% voting in favour of the Resolution Plan submitted by the Resolution Applicant.

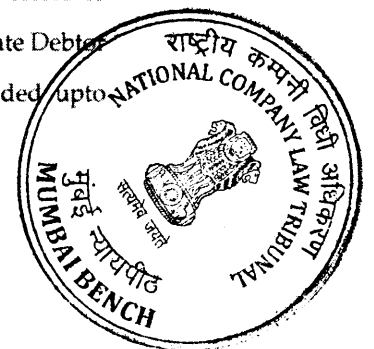
2. The Corporate Debtor, Kohinoor CTNL Infrastructure Company Pvt. Ltd. was put under Insolvency Resolution Process by an order of this Adjudicating Authority dated 16.6.2017. Mr. Sripatham Venkatasubramanian Ramkumar was appointed as Interim Resolution Professional (IRP), the said IRP issued Public



Announcement inviting the Creditors to submit the proof of their claim on 20.6.2017 as per Section 13 of the Insolvency and Bankruptcy Code read with Regulation 6(2)(b)(i) of the CIRP Regulations in two newspapers and a request was made to IBBI to upload the public announcement on the website of IBBI.

3. The IRP conducted the first meeting of Committee of Creditors on 11.7.2017 wherein the IRP was confirmed as Resolution Professional, the CoC also discussed regarding appointment of various experts including Registered Valuers, discussions with the flat buyers and sharing of information Memorandum and the way forward for the Corporate Debtor such as restarting construction, raising of interim finance and filing extension application with Real Estate Regulatory Authority (RERA) in relation to Kohinoor Square Projects under construction. The second CoC meeting was held on 02.8.2017 wherein the RP updated the CoC regarding the registration of project RERA, discussions with customers in relation to revised possession timelines, management of claims of Operational Creditors and raising of interim funding for the projects.

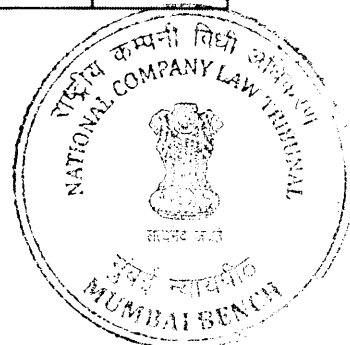
4. The Applicant submits that an advertisement inviting prospective investors to put forward their resolution plan, was uploaded on the website of the Corporate Debtor on 6.11.2017. Consequently, two Resolution Applicants have submitted Resolution Plan and the said Resolution plans were discussed in the CoC meeting held on 8.11.2017. In the Ninth CoC meeting held on 29.11.2017 the CoC re-examined the eligibility of the Applicants to submit the Resolution Plan in view of the Insolvency & Bankruptcy Code (Amendment) Ordinance issued on 23.11.2017 by the Govt. of India, and accordingly, the CoC asked the RP to restart the process of inviting resolution plan from potential applicants. The RP uploaded an advertisement inviting Resolution Plan by displaying the same on the website of the company requesting the prospective Resolution Applicants to submit their plans by 8.12.2017. This Adjudicating Authority on the Application made by the Resolution Professional extended the CIRP period for 90 days with effect from 12.12.2017. Once again an advertisement inviting the prospective investors to submit their resolution plan was displayed on the website of the Corporate Debtor on 30.11.2017, giving time till 8.12.2017, further, the time was extended upto 18.12.2017.



5. Two Resolutions Plans were received by the RP - one from M/s. Sandeep Shikre & Associates (SSA) and another from Kotak Investments Advisors Ltd. (KIAL) both on 18.12.2017. On 18.12.2017 itself, in the tenth meeting of CoC the Plan submitted by SSA and KIAL were discussed with their Resolution Applicants and the CoC sought further clarifications from KIAL on certain aspects of Resolution Plan including acquisition of shareholding by KIAL and KIAL was asked to send its confirmation for clarification. In the CoC meeting held on 26.12.2017 the CoC felt that it is not possible to provide one month's time for due diligence as requested by KIAL, the CoC decided to consider the plan submitted by the SSA for approval which was in conformity with the provisions of the Code and which provides a better value than the resolution plan submitted by KIAL. The RP informed the CoC that SSA has submitted a self-certified eligibility check list for confirming its eligibility to submit a Resolution Plan in terms of requirements of the Ordinance and CIRP resolutions. The RP also submitted the Report of KPMG appointed to conduct the due diligence of SSA as required by CoC. The CoC approved the Resolution plan submitted by SSA which was in conformity with the requirement of the Code and CIRP Regulations. The CoC approved the Resolution plan with 100% vote in favour of the Resolution plan in the CoC meeting held on 26.12.2017 wherein the voting took place by e-voting which started on 18 hours on 26.12.2017 and ended on 18 hours on 27.12.2017.

6. The Resolution Plan approved by the Committee of Creditors provides for the following payments to the stakeholders:

Ranking	Category	Name/ Category	Submitted Claims (₹ in Crores)	Admitted Claims (₹ in Crores)	Liquidation Value (₹ in Crores)	Payment structure	Total payment envisaged In base case i.e. as per the resolution plan
B	Workmen's dues (< 24m)	Workmen's due for 24 months preceding liquidation	-	-	-	-	-



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Ranking	Category	Name/ Category	Submitted Claims (₹ in Crores)	Admitted Claims (₹ in Crores)	Liquidation Value (₹ in Crores)	Payment structure	Total payment envisaged In base case i.e. as per the resolution plan
B	Secured Financial Creditors	Financial Creditors having secured debt	1,002.00	992.00	329.90	Sustainable debt ₹550 Cr. - 60 crores upfront within 6 months of the approval of the plan and raising of priority lending - 490 crores sustainabl e debt at 11% interest repayable by 5 years and 6 months Optionally Convertible Debentures (OCD): ₹ 225 Cr. to be redeemed after 5 years and 6 months carrying interest rate of 0.01% Optionally Convertible and Redeemable Preference Shares (OCRPS): ₹ 217 Cr redeemable after 25 years	Total: ₹1,004 Cr. - Sustaina ble: ₹ 685 Cr. - OCD: ₹225 Cr. - OCRPS: ₹94 Cr. Over 4 years
C	Employees' dues (< 12m)	Salaries and Unpaid dues to employees for 12 months	-	-	-	-	-



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Ranking	Category	Name/ Category	Submitted Claims (₹ in Crores)	Admitted Claims (₹ in Crores)	Liquidation Value (₹ in Crores)	Payment structure	Total payment envisaged in base case i.e. as per the resolution plan
D	Unsecured Creditors	Kohinoor Plant Constructions Pvt. Ltd.	294.40	294.40	-	Optionally Convertible and Redeemable Preference Shares: ₹187 Cr. redeemable after 25 years and junior to OCD and OCRPS mentioned above.	-
F	Government dues	Government and Statutory Dues	-	130.00	-	₹130 Cr.	₹130 Cr. over 2 years based on project preliminaries
I	Other Secured creditor	Creditors who have enforced security	-	-	-	-	-
	<u>Any other debts</u>		-	-	-	-	-
I	Remaining dues	Operational Creditors	125.77	50.24	-	₹9 Cr.	₹9 Cr. - Based on project completion milestones
F	Remaining dues	Customer Advances	1517.62	1239.62	-	Delivery of Units as per the revised agreements (within RERA timeline)	Delivery of Units as per the revised agreements (within RERA timeline)
F	Remaining dues	Other Liabilities	-	-	-		
F	Remaining dues	Capital Creditors	-	-	-		
F	Remaining dues	Other Expenses	-	-	-		
	Total		2938.92	2706.26	329.90		

13 The Applicant has certified that the contents of the Resolution Plan meet all the requirements of the Code and the CIRP Regulations and approved by the Committee of Creditors.



14. The Applicant submitted that the Resolution plan complies with the requirements of Section 30(2) of the Code read with Regulation 38 of the CIRP Regulation.

15. On perusal of the resolution plan, approved by the CoC with 100% voting, this Bench being satisfied with the same, approves the resolution plan.

16. Accordingly, this MA No: 700/2017 is hereby allowed by vacating the moratorium already granted at the time of admission of Company Petition No: 1027/2017.

17. In view of the approval of the Resolution Plan as sought by the Insolvency Resolution Professional, this bench hereby discharges the Insolvency Resolution Professional from duties of the Insolvency Resolution Process by submitting all the records maintained by him before the Insolvency and Bankruptcy Board of India as provided under the Insolvency and Bankruptcy Code, 2016 and the regulations thereunder.

Sd/-

V. NALLASENAPATHY
Member (Technical)

Sd/-

B. S.V. PRAKASH KUMAR
Member (Judicial)

Certified True Copy
Copy Issued "free of cost"
On 28.2.18


Assistant Registrar

National Company Law Tribunal Mumbai Bench

