IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD
DIVISION BENCH
COURT - 1

IA(plan)/16(AHM)2025 in
C.P.(IB)/157(AHM)2024

Order under Sections 30(6) r/w Sec 31 IBC r/w Regulation 34(4) IBBI

IN THE MATTER OF:

Vinod Tarachand Agrawal RP of
Kingston Paptech Private Limited ....**Applicant**

Order delivered on: 06.11.2025

Coram:

Mr. Shammi Khan, Hon'ble Member(J)
Mr. Sanjeev Kumar Sharma, Hon'ble Member(T)

CORRIGENDUM ORDER

Order under Rule 154 of NCLT Rules, 2016

This Tribunal is empowered under Rule 154(1) of NCLT Rules, 2016 to correct any error in its order.

1) On perusal of the order dated 31.10.2025 passed in IA(Plan)/16(AHM) 2025 in CP(IB)/157(AHM)2024, it is observed that certain inadvertent typographical errors have occurred at paragraph no. 11 (unnumbered point no. 15) page no. 49 of the order wherein it is mentioned that *" The Operational Creditors (including government) will be paid of Rs. 8,48,20,000/- (3.39%) against claim of Rs.81,86,37,179/- "*

2) Hence, following corrections are made by us Suo Moto:-

   Paragraph 11 (unnumbered point no. 15), page no. 49 of the said order shall be read as follows:-

   "The Operational Creditors (including government) **will be paid of Rs.61,250/- against admitted claim of Rs.48,94,553/-".**

3) Save and except the above corrections, this corrigendum be read as part and parcel of the main order dated 31.10.2025 passed in IA(Plan)/16(AHM)2025 in CP(IB)/157(AHM)2024.

-Sd- -SD-

SANJEEV SHARMA
MEMBER (TECHNICAL)

SHAMMI KHAN
MEMBER (JUDICIAL)

IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD
DIVISION BENCH
COURT - 1

ITEM No.304 – IA(Plan)/16(AHM)2025
in
C.P.(IB)/157(AHM)2024

Order under Section 30(6) r/w Sec. 31 IBC r/w Regulation 39(4) IBBI

IN THE MATTER OF:

Vinod Tarachand Agrawal RP of
Kingston Paptech Private Limited ....**Applicant**

Order delivered on 31/10/2025

Coram:

Mr. Shammi Khan, Hon'ble Member (J)
Mr. Sanjeev Sharma, Hon'ble Member (T)

ORDER
(Hybrid Mode)

The case is fixed for the pronouncement of the order. The order is pronounced in open Court, vide separate sheet.

sd/-
SANJEEV SHARMA
MEMBER (TECHNICAL)

sd/-
SHAMMI KHAN
MEMBER (JUDICIAL)

BEFORE THE ADJUDICATING AUTHORITY
NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH, COURT-I, AHMEDABAD

IA(PLAN)/16(AHM)2025
IN
C.P.(IB)/157(AHM)2024

[An application under Sections 30 (6) and 31 of the Insolvency and Bankruptcy Code, 2016 r.w. Regulation 39 of IBBI (Insolvency Process for Corporate Persons) Regulations, 2016]

In the matter of: *M/s. Kingston Paptech Private Limited.*

Vinod Tarachand Agrawal
Resolution Professional of
Kingston Paptech Private Limited
204, Wall Street – 1, Near Gujarat College,
Ellis Bridge, Ahmedabad – 38006

.... Applicant/RP

Order Pronounced On: 31.10.2025

C O R A M:

SH. SHAMMI KHAN, HON'BLE MEMBER (JUDICIAL)
SH. SANJEEV SHARMA, HON'BLE MEMBER (TECHNICAL)

A P P E A R A N C E:

For the Applicant/RP	: Mr. Harshil Patel, Adv.
	: Mr. Vinod Tarachand Agrawal, RP in person.
For the CoC	: Mr. Monaal Davawala, Adv.

O R D E R
[Per: Bench]

1. An application being IA(PLAN)/16(AHM)2025 is filed on 06.08.2025 vide inward no. E-1973 by the Applicant/Resolution Professional (Vinod Tarachand

Agrawal) of M/s. Kingston Paptech Private Limited under Sections 30(6) and 31 of the Insolvency and Bankruptcy Code, 2016 (hereinafter, also **"the Code"**) read with Regulation 39 of the IBBI (Insolvency Resolution Process of Corporate Debtor) Regulations, 2016 seeking the following prayers: -

a. *Allow the present application;*

b. *Pass necessary order(s)/ directions(s) under Section 31 of the Code, approving the Resolution Plan submitted by the Successful Resolution Applicant – Mr. Afroj Shah & Mr. Mitin Jain (In Consortium), which has been approved with 100% vote casted in favour by the Committee of Creditors of M/s. Kingston Paptech Pvt. Ltd.;*

c. *Declare that upon approval of the Resolution Plan by this Hon'ble Adjudicating Authority, the provisions of the Resolution Plan shall be binding on the Company, its creditors, guarantors, members, employees, Statutory Authorities and other stakeholders in accordance with Section 31 of the Code, and shall be given effect to and implemented pursuant to the order of this Hon'ble Adjudicating Authority;*

d. *To pass necessary order(s) /direction(s) declaring that upon approval of the resolution plan by this Hon'ble Tribunal the liability of the corporate debtor for any offence committed prior to the commencement of CIRP shall cease in accordance with the provisions of section 32 A of the Code;*

e. *To approve the appointment of the monitoring Committee as stated in the Resolution Plan and confirmed by the Committee of Creditors;*

f. To pass necessary order(s) directions(s) vacating the moratorium on Kingston Paptech Private Limited. Imposed under Section 14 of the Code;

g. To pass necessary order(s) / directions(s) discharging the Resolution Professional Mr. Vinod Tarachand Agarwal from the duties of the resolution professional of Corporate Debtor;

h. To pass an order approving reliefs and concession sought by the Resolution Applicant as mentioned in Schedule 5 of the Resolution Plan;

i. To pass necessary order(s) / directions(s) to the Registrar of Companies to update the status of the Corporate Debtor from 'Under CIRP' to 'Active', upon approval of resolution plan.

j. To pass such other or further order / order(s) as may be deemed fit and proper in the facts and circumstances of the instant case.

FACTS

2. Some relevant facts as available in the submitted Plan Application are summarised below:

I. The Financial Creditor - Raj Radhe Finance Limited had filed an application, being CP (I.B.) No. 157 of 2024, under Section 7 of the Code for initiation of the Corporate Insolvency Resolution Process ("CIRP") against the Corporate Debtor – Kingston Paptech Private Limited, and the Corporate Debtor was admitted in CIRP by order of this Tribunal dated 29.08.2024 and the Applicant was appointed as an Interim Resolution Professional ("IRP").

II. As mandated under Section 15 of the Code and in terms of Regulation 6(1) of the CIRP Regulations, the public announcement of initiation of CIRP of Corporate Debtor, appointment of the IRP and invitation of claim(s) from creditor(s) was made in FORM-A on 31.08.2024 in Financial Express (Gujarati) and Business Standard (English), Ahmedabad Edition Daily Newspaper on 31.08.2024, and the last date of submission of claims was 12.09.2024. Copy of the public announcement in FORM A dated 31.08.2024 along with newspapers publication is annexed at **Annexure B.**

III. Pursuant to the public announcement, the IRP received and collated the claims, and constituted the Committee of Creditors ("CoC") on 20.09.2024. Thereafter, upon receiving additional claims the CoC was reconstituted on 29.10.2024. At the time of filing of the present application, the CoC comprises of five (5) Financial Creditors are as follows:

Sl No	Name of Creditor	Nature of Claim	Voting Share
1	Raj Radhe Finance Ltd.	Secured	99.3241%
2	Nagindas Patel	Unsecured	0.2458%
3	Nishant Patel	Unsecured	0.1843%
4	Premji Patel	Unsecured	0.1229%
5	Vadilal Patel	Unsecured	0.1229%
	TOTAL		100%

That Report for constitution of CoC was filed before the Tribunal vide IA No. 1488 of 2024 (for constitution), and IA No. 1731 of 2024 (for reconstitution) by the IRP and the same was taken on record vide Orders dated 30.09.2024 and 03.01.2025, respectively.

IV. The 1st meeting of CoC was convened on 27.09.2024 wherein the members of the CoC resolved for appointment of Valuers for each class of assets, Agenda for publication of FORM-G, approval of eligibility criteria, was proposed, discussed and unanimously approved by the CoC. Further, the CoC unanimously approved the resolution qua Eligibility Criteria being Net worth of Rs.1 Crore. Furthermore, the CoC members unanimously resolved to confirm and appoint the Applicant as the Resolution Professional of the Corporate Debtor. Copy of Minutes of the 1st Meeting of CoC held on 27.09.2024 is annexed at **Annexure C.**

V. Thereafter, the Resolution Professional convened 2nd CoC meeting on 09.11.2024, wherein the CoC unanimously approved the resolution qua appointment of transaction auditor, issuance of Request for Resolution Plan ("RFRP") and fixed an amount of Rs. 25 Lakhs as Earnest Money Deposit ("EMD") to be deposited with the submission of resolution plan and the Successful Resolution Applicant ("SRA") to provide a performance security of 15% of Resolution Plan Amount. It was further informed to the CoC members that Form G was published on 04.10.2024 and last date for submission of Expression of Interest ("EoI") was 19.11.2024. Lastly, the CoC members resolved to approve the Evaluation Matrix (EM), which shall be considered for evaluation of all the resolution plans. Copy of the Minutes of 2nd COC Meeting held on 09.11.2024 is annexed at **Annexure - D.**

VI. Accordingly, pursuant to last date for submission of EoI i.e., 19.11.2024, Eight (8) EoI were received from Prospective Resolution Applicants (PRAs) and they were included in Final List of PRAs. Thus, in compliance of Regulation 36B of the CIRP Regulations, the Applicant issued Information Memorandum (IM) dated 02.12.2024, Request for Resolution Plans (RFRP) dated 09.12.2024 to all the PRAs.

VII. Thereafter, the Applicant - Resolution Professional convened 3rd CoC Meeting on 11.12.2024, wherein in accordance with Regulation 35 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, the Applicant invited Registered valuers to explain the methodology being adopted to arrive at valuation for each category of assets, to the CoC members Copy of the Minutes of 3rd CoC Meeting held on 11.12.2024 is annexed at **Annexure - E.**

VIII. Thereafter, the Applicant - Resolution Professional convened 4th CoC meeting on 23.01.2025, wherein it was informed to the CoC members that the last day for submission of resolution plan was 09.01.2025, and therefore the Prospective Resolution Applicants ("PRAs") sought an extension for submission of resolution plan till 31.01.2025, Accordingly, after deliberation the CoC Members ratified the extension for submission of resolution plans till 31.01.2025. Copy of the Minutes of 4th CoC Meeting held on 23.01.2025 is annexed at **Annexure - F.**

IX. Thereafter, the Applicant - Resolution Professional convened 5th CoC Meeting on 07.02.2025, wherein the CoC members were appraised that pursuant to the publication of Form G on 04.10.2024, and upon receipt of EOIs from 8 (seven) PRAs, and after conducting due diligence all the PRAs were included in the Final List of PRAs, however, as on the last date for submission of resolution plan, only three (3) PRAs submitted their Resolution Plan. Accordingly, the Applicant opened all the Resolution Plans in front of the CoC Members and representatives of respective PRAs. After deliberation on the same, the CoC Members requested the Applicant to check whether the plan submitted by PRAs were in compliance with the provisions of the Code or not.

Furthermore, it was proposed by RP that looking to positive developments with respect to prospective resolution plan and considering the revival of the corporate debtor, it was proposed to extend the time of CIRP for further period of 90 days. Copy of the Minutes of 5th CoC Meeting held on 07.02.2025 is annexed at **Annexure - G.**

X. Pursuant to the said resolution, an Interlocutory Application, being I.A No. 279 of 2025 was filed and this Tribunal vide order dated 26.02.2025 extended the duration of the CIRP period till 26.05.2025. Copy of order dated 26.02.2025 passed in I.A. No. 279 of 2025 is annexed at **Annexure - H**

XI. Thereafter, the Applicant - Resolution Professional convened 6th CoC Meeting on 26.02.2025, wherein post discussion on the Resolution Plans received from the PRAs, the CoC Members informed that they were reviewing the plans at this stage and would decide to take appropriate steps after the review process only. Copy of the Minutes of 6th CoC Meeting held on 26.02.2025 is annexed at **Annexure-I.**

XII. Thereafter, the Applicant convened 7th CoC Meeting on 05.03.2025, wherein resolution plans submitted by three (3) PRAs were discussed. However, the CoC observed that Resolution Plan value officered by all the PRAs was low compared to the Fair Value. Therefore, in view to value maximization of the assets of the CD, and also to fulfill the objective of the IBC Code, 2016, CoC resolved to Re-issue Form G. The Applicant apprised the committee that the existing PRAs who have deposited EMD amount, may continue to participate in the fresh EoI process simply by giving their consent to continue, without giving fresh EoI process documents. Accordingly, newly submitted resolution plans were to be verified in accordance with evaluation matrix/ criteria already fixed by the CoC apart from other legal compliances. Copy of the Minutes of 7th CoC Meeting held on 05.03.2025 is annexed at **Annexure-J.**

XIII. Thereafter, in compliance with Section 25(2)(h) of the Code read with Regulation 36A (1) of the CIRP Regulations, fresh invitation for Expression of Interest i.e., Form G was re-published on 07.03.2025 for the attention of the Prospective Resolution Applicants ("**PRAs**") of M/s. Kingston Paptech Private Limited in newspapers i.e., Business Standard (English) and Divya Bhaskar (Gujarati) Edition. The last date for submission for Expression of Interest and Resolution Plan was stipulated as 22.03.2025 and 12.04 2025, respectively. Copy of FORM- G dated 07.03.2025 along with newspaper publication of the FORM-G are annexed at **Annexure – K.**

XIV. Pursuant to re-issuance of Form-G, on the last date of submission of EoI i.e., 22.03.2025 following PRAs submitted their resolution plan along with EMD amount and were included in the Final List of PRAs which was issued on 28.03.2025.

Sl No	Name of PRAs
As per FORM G dated 04.10.2024	
1	Salawat Real Estate
2	HR Commercials Pvt. Ltd.
3	Mr. Vijay Babubhai Patel
As per FORM G dated 07.03.2025	
4	Mr. Mitin Jain and Mr. Afroj Shah
5	Mr. Hasmukh Chaggan Patel
6	Resurgent India Ltd.
7	Savy Trade & Renewable Pvt. Ltd.
8	Standard Capital Markets Ltd.

Copy of the Final List of the Prospective Resolution Applicats is annexed at **Annexure – L,**

XV. Accordingly, pursuant to issuance of Final List of PRAs and in compliance of Regulation 36B of the CIRP Regulations, the Applicant issued Information Memorandum (IM) dated 28.03.2025, Request for Resolution Plans (RFRP) dated 28.03.2025 to all the aforesaid Resolution Applicants mentioned in the final list of PFAs. Copy of the Information Memorandum is annexed at **Annexure-M** and Copy of the Request for Resolution Plan is annexed at **Annexure –N.**

XVI. Thereafter, the Applicant - Resolution Professional convened 8th CoC Meeting on 19.04.2025, wherein it was informed to the CoC Members that pursuant to issuance of RFRP, following PRAs submitted their resolution plan along with EMD amount:

Sl No	Name of PRAs	Plan Submitted	EMD Submitted
As per FORM G dated 04.10.2024			
1	Salawat Real Estate	Yes	Yes
2	HR Commercials Pvt. Ltd.	Yes	Yes
3	Mr. Vijay Babubhai Patel	Yes	Yes
As per FORM G dated 07.03.2025			
4	Mr. Mitin Jain and Mr. Afroj Shah	Yes	Yes
5	Mr. Hasmukh Chaggan Patel	Yes	Yes
6	Resurgent India Ltd.	Yes	**No**

Accordingly, the Applicant opened all the Resolution Plans in front of the CoC Members and representatives of respective PRAs. After deliberation on the same, the CoC Members requested the Applicant to check whether the plan submitted by all the PRAs were in compliance with the provisions of the Code or not. Furthermore, CoC members decided not to disclose fair value of the CD vide earlier Email dated 03.04.2025, which was accordingly ratified in the Meeting, and Copy of the Minutes of 8th CoC Meeting held on 19.04.2025 is annexed at **Annexure - O.**

XVII. Thereafter, the Applicant convened 9th CoC Meeting on 21.05.2025, wherein the Applicant informed the CoC Members about Regulation 39(1A) of the CIRP

Regulations, based upon which a challenge mechanism can be used for realizing maximum value of the CD. That after discussion, the CoC decided to go ahead with the challenge mechanism process within 10-12 days.

Accordingly, as the CIRP Period of 270 days was expiring on 26.05.2025, the CoC unanimously resolved to seek further extension of CIRP Period by 60 days, as resolution plans are at assessment stage by the CoC Members. Copy of the Minutes of 9th CoC Meeting held on 21.05.2025 is annexed at **Annexure - P.**

XVIII. Pursuant to the said resolution, Interlocutory Application, being I.A. No. 694 of 2025 was filed and this Tribunal vide order dated 03.06.2025 extended the duration of the CIRP period by 60 days till 02.08.2025. Copy of order dated 03.06.2025 passed in Interlocutory Application No. 694 of 2025 is annexed at **Annexure – Q.**

XIX. The Applicant convened 10th CoC Meeting on 03.07.2025, wherein the CoC members were informed that on the expiry of last date of receipt of revised resolution plans post Challenge Mechanism was 01.07.2025, and that pursuant to the same, the Applicant received revised resolution plans post challenge mechanism from the following resolution applicants:

a) Mr. Vijaykumar Babubhai Patel;
b) Mr. Afroj Shah and Mr. Mitin Jain (In Consortium);
c) Salawat Real Estate (Partnership Firm);
d) Mr. Hasmukhbhai Patel,

Thereafter, the Applicant proceeded to open the Resolution Plans received post the Challenge Mechanism in the presence of the CoC members and presented the amounts offered by each of the PRAs. Post discussion, CoC requested RP to email the PRAs for asking them a bifurcation of the consolidated offered amount in the revised resolution plan. Furthermore, CoC requested RP to share the revised resolution plan for the assessing the same. Copy of the Minutes of 10th CoC Meeting held on 03.07.2025 is annexed at **Annexure – R.**

XX. That transaction auditor was appointed by the Resolution Professional to assist in forming an opinion as to whether any Preferential, Undervalued, Extortionate or Fraudulent transactions under the relevant provisions have been committed by the corporate debtor within the statutory time period. That thereafter the Transaction Auditor, submitted the final transaction audit report dated 05.07.2025, and the applicant thereafter had placed the report before the CoC members in the 11th CoC Meeting for their consideration. Based on the transaction audit report it was observed that the auditor did not indicate any avoidable transactions or adverse observations. Accordingly, no application has been filed before this Tribunal.

XXI. That the Six (06) Registered Valuers appointed by the Resolution Professional submitted their respective valuation reports for particular class of assets of the Corporate Debtor. Average fair and liquidation value of the Corporate Debtor calculated on the basis of the said valuation reports are provided herein below:

S.NO.	ASSETS	AVERAGE FAIR VALUE	AVERAGE LIQUIDATION VALUE
1.	Land & Building	8,12,22,373.75p	2,70,94,696.00p
2.	Plant & Machinery	4,15,66,815.50p	5,16,31,894.66p
3.	Securities & Financial Assets	Nil	Nil
	TOTAL	**12,27,89,189.25p**	**7,87,26,590.66p**

Copies of the Summary of Valuation Report along with all Valuation Reports are annexed at **Annexure – S.**

XXII. Further, the PRAs submitted Affidavit of compliance of Section 29A of the Code. Moreover, Applicant after examination confirmed the eligibility of all the resolution applicant under Section 29A of the Code.

Apart of the aforesaid observation, the applicant resolution professional also scrutinized and vetted the resolution plan as to whether the resolution plan is in compliant with provisions under Section 30(2) of the Code and Regulation 37, 38 and 39(1) of the CIRP Regulations as well as the Request for Resolution Plan ("RFRP") issued by the Applicant. Copies of the affidavit cum undertaking dated 18.03.2025, 21.03.2025 along with Due Diligence Opinion Report dated 22.05.2025 with respect to Section 29A of the SRA, is annexed at **Annexure – T.**

XXIII. That 11th CoC meeting was convened on 21.07.2025, wherein the summary of the resolution plan was placed before the members of the CoC for consideration. It was informed to the CoC members that pursuant to Challenge Mechanism four (4) PRAs have submitted their revised resolution plans, however one PRA i.e., HR Commercial Pvt. Ltd., did not participate in the Challenge Mechanism held on 19.06.2025. Therefore, their last submitted plan will be considered.

Following which the evaluation score of the PRAs was submitted before the CoC. Evaluation score of the Resolution applicants as mentioned hereunder;

Name of Resolution Applicant	**Evaluation Score**	**Rank as per EM**
Mr. Afroj Shah and Mr. Mitin Jain	73.36	**H1**
Salawat Real Estate	68.94	**H2**
Vijaykumar Babubhai Patel	67.30	**H3**
Hasmukh Chhaganbhai Patel	63.35	**H4**
HR Commercials Pvt. Ltd. & Crown Steel	34.72	**H5**

Accordingly, on the request of the CoC members, the resolution for voting on approval of resolution plan was put to vote through e-voting. The CoC members exercised their voting rights, and the following resolutions were approved by the COC:

Resolution no. 1
RESOLVED THAT *in terms of section 30(4) of Insolvency & Bankruptcy Code, 2016 and the rules and regulations thereunder, the Committee of Creditors after verifying all the clauses of the plan including relief and concessions, be and is hereby approves the Resolution Plan submitted by "MR. MITIN JAIN & MR. AFROJ SHAH (CONSORTIUM)"*

*"**FURTHER RESOLVED THAT** pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016 and the Rules and Regulations thereunder, the members of the Committee of Creditors hereby approves and confirm that feasibility and viability of the resolution plan is checked as mention under the provision of Section 30(4) of the code and under the regulation of 39(3) of CIRP regulations, 2016 and resolution plan approved by CoC is Feasible and Viable."*

*"**FURTHER RESOLVED THAT** pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016 and the Rules and Regulations thereunder, the members of the Committee of Creditors hereby confirms' and approves' that the plans submitted by RA were evaluated on the basis of evaluation matrix and afterwards the same is shared with the CoC members"*

*"**FURTHER RESOLVED THAT** pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016 and the Rules and Regulations thereunder, the members of the Committee of Creditors hereby authorize the resolution professional to file and application before Hon'ble NCLT for the approval of the resolution plan and cost of the same shall be part of CIRP Cost.*

The votes cast in favor of the resolution is **100%** and passing of Resolution required 66% voting in favor of the Resolution. **Hence, the Resolution has been approved unanimously.** Copy of the Minutes of 11th Meeting of the CoC held on 21.07.2025 along with voting results is annexed at **Annexure – U.**

XXIV. That pursuant to the approval of the Resolution Plan by the CoC, the applicant herein issued a Letter of Intent dated 26.07.2025 to the Successful Resolution Applicant, which was unconditionally accepted by the SRA, Mr. Afroj Shah & Ors. (In Consortium). Further, the Resolution Applicant has deposited performance security for an amount of 15% of the Resolution Plan amount (i.e., Rs. 1,34,25,000/-), by way of RTGS Transfer in the CIRP Account of the CD on 02.08.2025. Copies of Letter of Intent dated 26.07.2025 duly accepted by the SRA along with Proof of Receipt of Performance Security are annexed herewith and marked as **Annexure-V.**

XXV. That the brief contour of the approved resolution plan of Mr. Afroj Shah & Ors. (In Consortium), are provided herein below:

PARAMETERS	CONTENTS OF RESOLUTION PLAN
Total Value of Resolution Plan	Rs. 8,95,00,000/- to be paid within 30 days.
Performance Security Deposit within 7 days of issue of LOI	Performance Security of 15% of the Resolution Plan Amount i.e., Rs. 1,34,25,000/- deposited by way of Bank deposit.
Payment of CIRP cost	Estimated CIRP cost Rs. 46.80 Lakhs. Any change in the CIRP cost (increase or decrease) would be proportionately adjusted against the payments to be made to Secured Financial

	Creditors so that overall financial obligation of the Resolution Applicant remains unchanged.
Payment to Workmen & Employees	Not Applicable
Payment of Government Dues (EPFO)	Rs. 12,429/- within 30 days, shall be distributed to the respective creditors in the proportion in the ratio of their claims.
Payment of Government Dues (Other Unsecured)	Rs. 8,749/- within 30 days, shall be distributed to the respective creditors in the proportion in the ratio of their claims.
Payment to Operational Creditors	Rs. 40,072/- within 30 days, shall be distributed to the respective creditors in the proportion in the ratio of their claims.
Payment to Other Creditors	Not Applicable
Payment to unsecured financial creditors	Rs. 58,750/- within 30 days, shall be distributed to the respective creditors in the proportion in the ratio of their claims.
Payment to secured financial creditor	Rs. 8,47,00,000/- shall be paid within 30 days.
Constitution of Monitoring Committee	The monitoring committee shall consist of three members' i.e., (a) Resolution Professional; (b) one representative from FC – Raj Radhe Finance Limited; (c) one representative from RA; Monthly fees of Rs. 75,000/- shall be paid to the Chairman of Monitoring Committee by SRA.

Management and Control of the Business of Corporate Debtor	Management of the CD will be handed over by the RP to the SRA, upon approval of the Plan by the Adjudicating Authority. That pursuant to the approval of the resolution plan, all the existing suspended directors of the corporate debtor will cease to act as Board of Directors and the RA herein shall appoint the board of director as under: 1. Mr. Mitin Jain – DIN No. 00236675 2. Mr. Afroj Shah – DIN No. 01946875
Charge on assets of CD	Upon making Payment of 100% of the Proposed Payment i.e. 8,95,00,000/- to Various Classes of Creditors, Secured Financial Creditors shall release Encumbrance including but not limited to charge, hypothecation, lien, mortgage of the Properties within 45 days;

Copy of the Approved Resolution Plan submitted by the successful SRA -Mr. Afroj Shah & Ors. (In Consortium), is annexed at **Annexure W.**

XXVI. That Section 30 (6) of the Code mandates that the Resolution Professional to submit the resolution plan as approved by the committee of creditors to the Adjudicating Authority for approval under Section 31(1) of the Code. Accordingly, as the resolution plan submitted by the Successful Resolution Applicant has been duly approved by the COC with **100%** vote casted in favour, therefore, present Application is being filed by the Applicant before this Hon'ble Adjudicating Authority, thereby seeking approval of resolution plan in accordance with the provisions of the IB Code.

XXVII. That the Applicant submits herein that the Resolution Plan has been approved taking into consideration of all the stakeholders as well as creditors of Corporate Debtor equated with the revival of the Corporate Debtor. It is submitted that it shall be in the best interest of all the stakeholders including creditors as well as Corporate Debtor if the said resolution plan is approved by this Hon'ble Tribunal without any modification. Further, it is submitted that the Resolution Plan contains necessary provisions for its effective implementation

XXVIII. That throughout the CIRP process the applicant has received claims from different categories of creditors and the details of the claim amount by the creditors are:

(In Lakhs)

	Category of Stakeholder	Sub-Category of Stakeholder	Amount Claimed	Amount Admitted	Amount Provided under the Plan#	Amt Provided to 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	NA	NA	NA	NA
		(b) Other than (a) above:				
		(i) who did not vote in favour of the Resolution Plan	NA	NA	NA	NA
		(ii) who voted in favour of the resolution plan	8082.42	8082.42	847.00	10.48%
		Total[(a) + (b)]	**8082.42**	**8082.42**	**847.00**	**10.48%**

Vinod Tarachand Agarwal

2	Unsecured Financial Creditors	(A) Creditors not having a right to vote under sub-section (2) of section 21	NA	NA	NA	NA
		(b) Other than (a) above:				
		(i) who did not vote in favour of the Resolution Plan	NA	NA	NA	NA
		(ii) who voted in favour of the resolution plan	55.00	55.00	0.58	1.07%
		Total[(a) + (b)]	**55.00**	**55.00**	**0.58**	**1.07%**
3	Operational Creditors	(a) Related Party of Corporate Debtor	NA	NA	NA	NA
		(b) Other than (a) above:				
		(i) Government Dues	8.88	8.87	0.22x	2.39%
		(ii)Workmen - PF Gratuity etc.	NA	NA	NA	NA
		(iii) Employee - PF, Gratuity etc.	NA	NA	NA	NA
		(iv) Other Operational Creditors	396.34	40.07	0.40	1.00%
		(v) Other debts & Dues	NA	NA	NA	NA
		Total[(a) + (b)]	**405.22**	**48.94**	**0.62**	**1.23%**
	Grand Total		**8542.66**	**8186.37**	**848.20**	

XXIX. That the Resolution Applicant has submitted its affidavits as required under Regulation 39(1) of the CIRP Regulations confirming its eligibility in terms of Section 29(A) of the Code and the same is annexed with the present Application. Furthermore, as required under Regulation 39 (4) of the CIRP Regulations, the

RP has filed the Compliance Certificate in **'Form H'** of the schedule of CIRP Regulation with the present Application. Copy of the Compliance Certificate in **Form – H** is annexed at **Annexure – X.**

XXX. That further, in compliance of Regulation 39B of the CIRP Regulation and Section 33 of the Code, the CoC in its 11th Meeting, in consultation with the Applicant made the best estimate of the liquidation cost, i.e., Rs. 27,00,000/-+ approved fee of liquidator, in the event this Tribunal does not approve the Resolution Plan as approved by the CoC and orders the liquidation of the Corporate Debtor.

XXXI. Further, CoC also passed resolution confirming that Financial Creditors shall contribute proportionately the excess of the Liquidation cost over Liquid assets of Corporate Debtor, in the event the Tribunal does not approve the resolution plan as approved by the CoC and orders for liquidation of the Corporate Debtor.

XXXII. Further, in compliance of Section 33 of the Code read with Regulation 39C of the CIRP Regulation, the CoC in its 11th CoC Meeting passed resolution authorizing sale of Corporate Debtor as a "going concern" on standalone/ in slump sale/collectively or assets in parcels, as liquidator may deem appropriate, in the event the Hon'ble Tribunal does not approve the resolution plan as approved by the CoC and orders for liquidation of the Corporate Debtor.

XXXIII. That the instant application is bonafide and being filed in the interest of justice and to advance the objectives of the Code.

3. During the course of hearing on 29.08.2025 this Tribunal has directed the RP to provide the details of the following clarifications-

1. *Whether any proceeding against the Corporate Debtors or the promoters of the Corporate Debtors are pending by any investigation authorities;*
2. *Copy of audited accounts for the last four years prior to the initiation of CIRP;*
3. *Cash flow Statement of the Corporate Debtor for the last five years from the date of initiation of CIRP;*
4. *Number of employees of the Corporate Debtor and the expenses on salaries to these employees, if any, during the last five years from the initiation of the CIRP;*
5. *Name of the Stakeholders who will benefit from the approval of the resolution plan and to what extent;*
6. *Whether any plant and machinery of the Corporate Debtor have been sold during Financial Year 2017-2018 onwards;*
7. *Report on the approval of the plan of a particular resolution applicant and rejection of the other plans of the commercial wisdom of the CoC in regard to the same; and*
8. *Whether the CoC has considered the sale of the plant and machinery or building as in assets, in place of the sale of the Corporate Debtor as a going concern or the business of the Corporate Debtor in case of liquidation.*

4. In compliance of order dated 29.08.2025, a compliance affidavit was filed on 12.09.2025 vide inward Diary No. D –

6216 along with relevant documents. In the said affidavit, the RP has given the Para-wise reply of the clarification raised by this Tribunal on 25.08.2025 which are as under:-

I. **Whether any proceedings against the Corporate Debtor or the promoters of the Corporate Debtors are pending by any investigation authorities?**

As per the information available with the Resolution Professional and based on disclosures received from the Corporate Debtor, its management, and records verified during the Corporate Insolvency Resolution Process, there are no proceedings pending against the Corporate Debtor or its Promoters before any investigation authorities, like the Enforcement directorate, CBI, SFIO, revenue authorities or ROC.

II. **Copy of Audited accounts for the last four years prior to the initiation of CIRP?**

The Corporate Insolvency Resolution Process (CIRP) of the Corporate Debtor was initiated on 29.08.2024. It is respectfully submitted that no financial statements were prepared or audited after the financial year ended on 31st March 2016. Accordingly, the latest available audited accounts pertain to the financial years 2012-13, 2013-14, 2014-15, and 2015-16. Copies of the audited accounts for the aforesaid four years are annexed herewith and marked as **Annexure A** (Colly).

III. **Cash Flow Statement of the Corporate Debtor for the last five year from the date of initiation of CIRP.**

The Corporate Insolvency Resolution Process (CIRP) of the Corporate Debtor was initiated on 29.08.2024. It is respectfully submitted that no financial statements were prepared or audited after the financial year ended on 31st March 2016. Copies of the Cash Flow Statement prepared based upon the bank statement for the year 2019-20, 2020-21, 2021-22, 2022-23 and 2023-24 are annexed herewith and marked as **Annexure – B** (Colly).

IV. **Number of the Employees of the Corporate Debtor and the expensed on salaries of these employees, if any, during the last five years from the initiation of the CIRP.**

As per the records of the Corporate Debtor available at the site and information received, there are no employees with the Corporate Debtor since last five years (Financial year 2019-20 to 2023-24) from the date of initiation of CIRP and no salaries has been paid. As per claim form submitted by EPFO last salary payment was done in May 2015.

V. **Name of the Stakeholders who will benefit from the approval of the resolution plan and to what extent ?**

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Stakeholder Category	Amount as per Liquidation Value	Amount as per Resolution Plan	Benefit (Compared to recovery in Liquidation)
Secured Financial Creditors (M/s Raj Radhe Finance Limited) **Claim** 80.92 Crore	7,40,34,161 (Liq. Value – CIRP Cost – PF Claim)	8,47,00,000	1,06,65,839 + Actual Liquidation Cost
Unsecured Financial Creditors (Mr. Nagindas Patel & Family) **Claim** – 55 Lakh	Nil (As LV is less then claim of Secured Creditors)	58,750	58,750
Operational Creditors (Excl. Workmen & Employees) **Claims:** Balaji Chem Solutions Private Limited – 4.39 Lakh AKG Exim Ltd – 35.68 Lakh	Nil	40,072	40,072
Government Dues **Claims:** PF Dues – 0.12 Lakh Income Tax – 5.05 Lakh GST – 3.70 Lakh	12,429 (Only PF Dues)	21,178 (100 % to PF Dues)	8,749
Employees / Workmen	Nil	Nil	Restart of business activity may generate new employments.
Promoters / Guarantors			Reduction of liability of personal Guarantors to the extent plan recovery.
CIRP Cost	46,80,000	46,80,000	-
	7,87,26,590	**8,95,00,000**	**1,07,73,410**

VI. **Whether any plant and machinery of the corporate debtor have been sold during the Financial Year 2017-18 onwards?**

As per bank statements and other records available, no plant and machinery were sold after 01.04.2017. Furthermore, CIRP was admitted earlier as well on 15th

March 2021, wherein the undersigned deponent was only appointed as the Resolution Professional. Hence, it is submitted that there is no reduction in plant and machinery since 01.04.2017 till date.

VII. **Report on the approval of the plan of a particular resolution applicant and rejection of the other plans of the commercial wisdom of the CoC in regard to the same.**

Total 5(Five) resolution plan were received and put up before CoC after Challenge Mechanism for the purpose of evaluation. Brief of the Plan Value, Term of the Plan and Marking as per EM are as below:-

Sr. No	Name of Resolution Applicant	Total Plan Value (In Crore)	Term of payment Plan	Total Score (100%)	Rank as per EM	Rank as per Financial

						offer
1	Mitin Jain & Afroj Shah (Consortium)	8,95,00,000	30 Days	73.36	**H1**	H4
2	Salawat Real Estate (Partnership)	9,56,80,000	60 Days	68.94	**H2**	H3
3	Vijaykumar Babubhai Patel (Individual)	10,56,00,000	180 Days	67.30	**H3**	H2
4	Hasmukh Chhaganbhai Patel (Individual)	10,66,00,000	180 Days	63.35	**H4**	H1
5	HR Commercials Private Limited & Crown Steel (Consortium)	2,80,00,000	365 Days	34.72	**H5**	H5

Note: Copy of Evaluation Matrix is annexed herewith as **Annexure – C.**

- **For Sr. No.2:** Reason for Lower Quantitative marking is longer payment terms compared to Sr. No.1, and reason for lower qualitative marking is Low Net Worth.
- **For Sr. No.3 and 4:** Reason for Lower Quantitative marking is 90% of total payment were proposed after 6 months of approval, and reason for lower qualitative marking is Low Net Worth.

Copy of detailed Clarification/ Justification from Secured Financial Creditor (having highest voting share) is annexed at **Annexure-D.**

VIII. **Whether CoC has considered the sale of the plant and machinery or building as assets, in place of the sale of the corporate debtor as a going concern or the business of the corporate debtor in case of liquidation.**

In 11th Meeting of CoC dated 21.07.2025, CoC unanimously resolved that "in the event of a liquidation order being passed by the Hon'ble NCLT against the Corporate Debtor, the assent of the Committee of Creditors, be and is hereby accorded to sell the Business/ corporate debtor as a going concern.", by 100% voting in favor. Aforesaid relevant Resolution No.9 of the Minutes of 11th CoC Meeting are annexed with the captioned IA in Vol. No. 4 at Page No. 500 -501 of the application.

IX. Lastly, annexures of the Resolution Plan which were inadvertently not annexed with the present application, are annexed herewith for consideration of this Tribunal and annexed at **Annexure-E.**

X. Accordingly, in view of the aforesaid compliances of the provisions of the Insolvency and Bankruptcy Code, 2016 along with IBBI Rules and Regulations framed thereunder, this Hon'ble Tribunal may be pleased to taken on record the present Affidavit in compliance of Order dated 29.08.2025, and pass necessary orders/ directions under Section 31 of the Code *inter-alia* approving the Resolution Plan submitted by the

Successful Resolution Applicant i.e., Mr. Afroj Shah & Mr. Mitin Jain (in Consortium).

5. During the course of hearing on 14.10.2025, the RP has sought indulgence to submit the names and address of the shareholders along with amounts they will contribute to the CD and their 29A declaration. Accordingly, the RP filed an affidavit on 17.10.2025 vide inward no. D7035 stating that:-

I. The SRA vide letter dated 14.10.2025 has clarified/provided the proposed shareholding pattern, upon successful implementation of the resolution plan which is as follow:

Sl No.	*Name of Shareholders*	*% of Holding*
1.	*Mitin Jain*	*90%*
2.	*Afroj Salim Shah*	*10%*

II. The aforesaid proposed shareholders also being the Successful Resolution Applicants, have already provided their affidavits qua compliance of Section 29A of the Code, which is annexed at Annexure-T of the application.

6. Further, the RP has also filed a synopsis/brief submissions on 18.10.2025 vide diary no. 6903 which are taken on

record.

7. The details of the Resolution Plan are as under:-

1.1. Summary of Treatment of Creditors:-

Description	Amount submitted (₹ CR)	Amount admitted (₹ CR)
Secured financial creditors (other than financial creditors belonging to any class of creditors)	80.82	80.82
Unsecured financial creditors (other than financial creditors belonging to any class of creditors)	0.55	0.55
Workmen and employee's dues	0.00	0.00
Operational Creditors of the Company (Government dues)	0.09	0.09
Operational Creditors of the Company (Excluding workmen and employees dues)	3.96	0.40
Total Claims	85.42	81.86

2.4. *The Indicative Timeline of Events for Implementation of Proposed Resolution Plan is as under:-*

2.4.1 Implementation of the Resolution Plan shall commence from the NCLT Approval Date.

2.4.2 Unless waived (where permissible under Applicable Law) by the Resolution Applicants, the consummation and completion (including disbursement of Upfront Cash Infusion for settlement of dues of the Corporate Debtor) of the Resolution Plan is contingent on the following conditions

("**Conditions Precedent**) *having been fulfilled:*

(i) Regulatory Approvals and Filings:

(a) Occurrence of Final Approval Date; and

(b) Receipt of a copy of the order of the relevant adjudicating authority approving this Resolution Plan

In view of Section 238 of the Code, the Resolution Applicants have assumed that the Code is a complete code in itself and the NCLT order approving a resolution plan will constitute a single window clearance for all actions required under a resolution plan. Accordingly, the NCLT order sanctioning this Resolution Plan will be final and binding on all stakeholders and third parties to the extent permitted under the Applicable Law.

Pursuant to Section 32A of the Insolvency and Bankruptcy Code, upon approval of this Resolution Plan, the liability of a corporate debtor for an offence committed prior to the commencement of the corporate insolvency resolution process shall cease, and the corporate debtor shall not be prosecuted for such an offence from the date the resolution plan has been approved by the Adjudicating Authority under section 31.

Furthermore, it is expressly stated that all properties and assets owned by the Corporate Debtor, as contemplated under this resolution plan, shall be free from any attachment, encumbrance, or claims of any nature, providing the Resolution Applicant with clear and unencumbered ownership rights.

The Applicant assumes that the Resolution Professional will *take all necessary actions and execute all documents/agreement as may be required to maintain the Company as a going concern until the Applicant acquires control over the Company in the manner set out in this Resolution Plan.*

Subject to the above, provided below is an indicative timeline of events for implementation of the Resolution Plan:

Step	Action	Timeline (in business days)
Step 1	Approval of the Resolution Plan by Adjudicating Authority	T
Step 2	Payment of CIRP costs	T+30 business days
Step 3	Capital reduction of equity share capital of the Company	T +30 business days
Step 4	Infuse of funds by ways of equity or convertible securities or subordinate convertible loans or any other appropriate means	T+30 business days
Step 5	Upfront Payment to the Financial Creditors of the Company and allotment of proposed equity shares to the Financial Creditors	T+30 business days
Step 6	Payment of Deferred Amount of Financial Creditors	As per Payment Terms as set out in Para 4.3
Step 7	Receipt of NOC / No Due Certificate upon payment of amount proposed in this plan.	T+ 30 Days + 15 business days

T means date of approvals of the Resolution Plan by the NCLT. All Dates are tentative dates and are subject to change.

3.7. The Supervision of the Plan will as follows:-

"..b. ***Supervision of Plan:*** *On or after approval of this Resolution Plan by NCLT and until the Plan Implementation Date, Monitoring Committee consists of One Representative from Consenting Secured Financial Creditor having highest voting share, One Representative of Resolution Applicant*

and Resolution Professional to supervise the Implementation Plan. All major business decisions impacting the interest of Secured financial creditors shall be made by said committee in consultation with Resolution Applicant only. Examples of major decision include but not limited to, sale of assets, assuming of non-trade liabilities etc. Monitoring Committee shall decide about the frequency of reporting and meeting to have effective implementation and supervision of Resolution Plan. .."

4.1. Payment of Insolvency Resolution Process Cost:

4.1.2. As informed by Resolution Professional the estimated CIRP cost including fees to be paid to Insolvency & Bankruptcy Board of India (IBBI) to be 46,80,000/- (Rupees Forty Six Lakhs and Eighty Thousands Only). Any change in the CIRP cost (increase or decrease) would be proportionately adjusted against the payments to be made to Secured Financial Creditors so that overall financial obligation of the Resolution Applicant remains unchanged.

4.1.3. Once the CIRP Costs have been paid in full, it is clarified that no claims, liabilities, fines, costs, expenses or any other payment of such nature or otherwise, that are or are claimed to constitute CIRP Costs shall be payable by the Resolution Applicants.

4.2. Proposal for Workmen/Employees

4.2.1. As per the Information Memorandum and the other information provided by RP, the total employee and Workmen dues admitted by the Resolution Professional is Nil. ("Admitted Employees and Workmen Dues).

4.2.. Employees and Workmen are required to be paid not less than such amounts as would have been paid to them in case of liquidation of the Corporate Debtor in accordance with the Code. Subject to Section 30 of the Code and Regulation 38 of the IBBI (CIRP) Regulations, under this Resolution Plan, all such amounts (including dues payable to workmen for a period of 24 months immediately preceding Insolvency Commencement Date) will be paid to the Employees and Workmen of the Corporate Debtor as would have been paid to them in case of liquidation of the Corporate Debtor ("Workmen Liquidation Dues) as required under the Code. With respect to the remaining Employees and Workmen Dues, while the Liquidation Value of the same is NIL.

4.2.3. Other than the admitted Employees and Workmen Dues, any and all claims or demands made by, or liabilities or obligations owed or payable to, (including any demand for any losses or damages, or interest, back wages, compensation, penal interest, liquidated damages already accrued/accruing or in connection with any third party claims, or any claims made by any person who may claims to be a creditor by way of exercise of rights under Applicable Laws or equity) any present or past, direct or indirect, permanent or temporary employee and/or workman of the Corporate Debtor, whether admitted or not, due or contingent, asserted or unasserted, crystallised or uncrystallised, known or unknown, secured or unsecured, disputed or undisputed, present or future, whether or not set out in the Information Memorandum, the balance sheets of the Corporate Debtor or the profit and loss account statements of the Corporate Debtor, in relation to any period *prior to the Insolvency Commencement Date, will be written off in full and shall be, and be deemed to be, permanently extinguished, restructured, restated, converted, assigned, written down or written-off, as the case may be, with effect from the NCLT Approval Date, by virtue of the order of the NCLT approving this Resolution Plan. The Corporate Debtor or the Resolution Applicants shall at no point of time be, directly or indirectly, held responsible or liable in relation thereto.*

4.3. Proposal for Financial Creditors

4.3.1. *Given below is the amount claimed by the Financial Creditors of the Company and admitted thereof as per the IM.*

Sr No	Category of creditor	Amount claimed (in ₹ Cr)	Amount of claim Admitted (in ₹ Cr)
1.	Financial Creditors	81.37	81.37

4.3.2. *According to the list of Financial Creditors, the total claims filed by the Financial Creditors is INR 81.37 Cr and claim of INR 81.37 Cr has been verified and admitted by the Resolution Professional ("Admitted Financial Debt"). The Applicant understand that there are no non-fund-based bank guarantees / letter of credit invoked/uninvoked other than those included in the Admitted Financial Debt and accordingly the Admitted Financial Debt would not get modified during the process or after the implementation of the Resolution Plan.*

4.3.3. Proposal for Secured Creditors

a. Proposal for Secured financial Creditors (Rs. In Crore)

Particulars	Admitted Financial Debt	Amount -Proposed to be Paid
Secured Financial Creditors	80.82	The Applicant proposed to pay Rs. 847 Lakhs to the Secured Financial Creditors within a period of 30 days from the date of approval of Resolution Plan by NCLT.

b. Proposal for Unsecured Financial Debts (Excluding Debt due to Related Parties)

b. Proposal for Unsecured Financial Debts (Excluding Debt due to Related Parties)

Particulars	Admitted Financial Debt	Amount - Proposed to be Paid
Unsecured Financial Debts (Excluding Debt due to Related Parties)	55,00,000	58,750

Payment Schedule / Terms of Payment to Unsecured Financial Creditors (Excluding Related Parties):-

- ₹ 56,750/- proposed to be paid upfront within 30 days from the approval of Resolution Plan by Adjudicating Authority.

4.4. Proposal for Operational Creditors:

"4.5.1. As per the IM, Operational Creditor (excluding employees,

workmen) claims aggregating to approximately Rs.0.49 crore ("Operational Creditor Debt) have been admitted for the purposes of CIRP by the Resolution Professional..."

4.13. Proposal for Acquiring Management Control:-

4.13.1. Upon approval of the Resolution Plan by the Adjudicating Authority and payment of the first installment as envisaged under this Resolution Plan, the Resolution Applicant shall be handed over the charge and operations of the Company and all assistance in this regard would be provided by the Resolution Professional and Committee of Creditors for the same.

4.13.2. The existing Board of Directors of the Company shall resign from the Board and co-operate with the Resolution Applicant in complying with the provisions of the Companies Act, 2013 with regards to filing of necessary forms with the office of Registrar of Companies. If the existing Board of Directors fail to submit their resignation, they shall be deemed to have ceased to be the Directors of the Company and Company would be entitled to file necessary forms with the office of ROC. If any technical issues arise for such filing the office of the Registrar of Companies shall provide necessary assistance to the Resolution Applicant for the change of Board including but not restricted to opening of special window to permit the incoming directors to complete the change in Director(s) as envisaged under the present Resolution Plan.

4.13.3 Simultaneously with the resignation / cessation of the existing Board the Resolution Applicant shall appoint following Directors on the board of the company as per the provisions of the Companies Act, 2013.

Sr. No.	Name of Director	DIN
1	Mitin Jain	00236675
2	Afroj Shah	01946875

4.13.4. The Company's issued, subscribed and fully paid cup share capital as on 31.03.2016 is as follows:-

Thus, the issues, subscribed and fully paid up share capital of the Share

Sr. No.	Particulars	Amount in Lacs
	Equity Share Capital	
	Authorised:	
1.	45,00 ,000 equity shares of INR 10 each	450.00
2.	**Issued, subscribed and fully paid up:**	
	45,00 ,000 equity shares of INR 10 each	450.00
	Total	450.00

Capital of the Company aggregates to INR 4.50 Cr (share capital). We understand that there is no change in issued, subscribed and paid up share capital of the Company post the above date.

(1) **Capital Reduction**

a. *As provided earlier in this Resolution the Liquidation value of the Company is not sufficient to cover debt of the Financial Creditors of the Company in full. Therefore, the Liquidation Value of the Equity Shareholder is estimated to be Nil.*

b. *It is proposed that the entire existing shareholding shall be fully cancelled and stand reduced to Zero.*

c. The Capital reduction shall be effected as part of this Resolution Plan itself, without having follow the process under Section 66 of the CA 2013 separately, and the order of the NCLT sanctioning this Resolution Plan shall be deemed to be an and order under Section 66 of the CA 2013 confirming the capital reduction. The Company will comply with any procedural requirement with respect to filing of requisite forms of required with the office of Registrar of Companies.

d. The approval of this Resolution Plan by the NCLT shall be deemed to have waived all the procedural requirement in terms of Section 66 of CA 2013 and the NCLT (Procedure for Reduction of Share Capital) Rules 2016.

e. The amount of reduction in the equity share capital of the Company shall be credited to Capital Reserves of the Company.

f. For Avoidance of doubt, the approval of COC to the Resolution Plan shall be deemed to be the consent of the all the authorities from whom such approval is necessitated whether arising from any agreement or applicable laws.

2) <u>Infusion of Fund by Applicant</u>

(i) To enable the implementation of the Resolution Plan, Applicant may incorporate / use a Special Purpose Vehicle ("SPV"). The SPV shall be funded by way of equity infusion by Applicant or its Promoters/Relatives/Associates/Investors ("Subscribers") and debt raised at the SPV/ Applicant Level.

(ii) Simultaneously, with the Capital Reduction, the Applicant *will make necessary subscription for allotment of 50,000 (Fifty Thousands) equity shares of Rs 10 each at par aggregating to Rs. 5,00,000 (Rupees Five Lakhs only) in order to enable the Company to make necessary allotment of equity shares to the Subscribers. The Applicant submit that he will subscribe for 50,000 equity shares of Rs. 10 each at part.*

(iii) *It is clarified that the approval of NCLT shall constitute adequate approval for issuance and allotment of equity shares by the Company to the Subscribers in accordance with Section 42 and Section 62(1) (e) of CA 2013 and LODR Regulations, if applicable and accordingly, no approval or consent shall be necessary under any Applicable Law for making such allotment other than from the Implementation Monitory Committee constituted as per the terms of this Resolution Plan or Board of Directors of the Company constituted post approval of the Resolution Plan.*

9.5. Avoidance Transactions:-

If the Adjudicating Authority reverses or sets aside any avoidable transactions under Sections 43, 45, 47, 49, 50 or 66 of the Code, then such assets or proceeds from transaction shall be a pass-through to the all the Stakeholders of the Corporate Debtor as per the provision of IBC. Such proceeds, if any, shall be over and above the total amount proposed in this resolution plan by the Applicant. The Resolution Applicant agree to continue any such application for the benefit of all the stakeholders of the Corporate Debtor provided the applicant shall be reimbursed for any cost incurred by it for such application. It is further clarified that the secured financial creditors shall reimburse the cost of pursuing PUFE application if any.

11. Management of the Company:

a. Formation of Board

i. It is proposed that upon the Applicant acquiring control over the Company, the existing board or interim board will be replaced by a new board of directors constituted with adequate representation from the members of the group and independent directors in compliance with Applicable Laws. The existing director shall assist for filing of relevant forms/ documents with the Registrar of Companies for change in Directorship.

b. Appointment of Auditors (Statutory and Internal)

i. After the Acquisition of the Corporate Debtor by the Resolution Applicants, the management of the Corporate Debtor shall appoint reputed and credible accountancy firms as statutory in accordance with Applicable Law. In accordance with Section 30 of the Code, approval of the shareholders of the Corporate Debtor for removal and appointment of auditors as required under the Companies Act, 2013 or any other law shall be deemed to have been given and no further action shall be required in this regard.

c. Appointment of Employees

i. Upon Acquisition of the control over the Company by the Applicant in this manner set out in this Resolution Plan, the Applicant proposes to employ requisite employee in the Company to bring in operational efficiencies in the

Company.

12. Other key terms:

*"..**g.** The Applicant furnishing herewith EMD of 25 Lakh as per the terms set out in the RFRP along with this Resolution Plan over and above 2 Lakhs already deposited at the time submission of Expression of Interest.*

***h.** As set out in the RFRP, The Resolution Applicant agree to provide a Performance Guarantee in form of Fixed Deposit or Cash Deposit or a guarantee by schedule bank of 15% of Resolution Plan Amount in addition to the amount of Rs. 2,00,000 deposited along with the Expression of Interest and Rs. 25,00,000 deposited as EMD at the time of submitting the Resolution Plan, within 7 (Seven) working days of issuance of Letter of Intent (LoI) by the Resolution Professional, in favour of Kingston Paptech Private Limited. (In CIRP)..."*

8. As per the Form H the compliances are as under:-

Section of the Code/ Regulation No.	Requirement with respect to Resolution Plan	Compliance (Y/N)	Relevant clause of resolution plan
Section 25(2)(h)	The Resolution Applicant meets the criteria approved by the CoC having regard to the complexity and scale of operations of business of the CD	Y	With EOI & Resolution plan
Section 29A	The Resolution Applicant is eligible to submit resolution plan as per final list of Resolution Professional or Order, if any, of the Adjudicating Authority	Y	With EOI & Resolution plan
Section 30(1)	The Resolution Applicant has submitted an affidavit stating that it is eligible as per Code	Y	With EOI
Section 30(2)	The Resolution Plan-		
	(a) provides for the payment of insolvency resolution process costs	Y	Section 4, Clause 4.1.2 Page No. 23
	(b) provides for the payment to the operational creditors	Y	Section 4, Clause 4.5 Page No. 28
	(c) provides for payment to the financial creditors who did not vote in favour of the resolution plan	Y	Section 4, Clause 4.4 Page No. 28
	(d) provides for the management of the affairs of the corporate debtor	Y	Section 3, Clause 3.6 Page No. 19
	(e) provides for the implementation and supervision of the resolution plan	Y	Section 3, Clause 3.7 Page No. 20
	(f) does not contravene any of the provisions of the law for the time being in force	Y	Section 3, Clause 3.8 Page No. 21
Section 30(4)	The Resolution Plan (a) is feasible and viable, according to the CoC (b) has been approved by the CoC with 66% voting share	Y	Resolution plan is approved with 100% in the voting results of 11th COC meeting
Section 31(1)	The Resolution Plan has provisions for its effective implementation plan, according	Y	Section 2, Clause 2.4 Page No.16

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	to the CoC		
Regulation 38 (1)	The amount due to the operational creditors under the resolution plan has been given priority in payment over financial creditors	Y	Section 3, Clause 3.1 Page No.17
Regulation 38(1A)	The resolution plan includes a statement as to how it has dealt with the interests of all stakeholders	Y	Section 3, Clause 3.3 Page No.17
Regulation 38(1B)	Neither the Resolution Applicant nor any of its related parties has failed to implement or contributed to the failure of implementation of any resolution plan approved under the Code. If applicable, the Resolution Applicant has submitted a statement giving details of any such non-implementation.	Y	Section 3, Clause 3.5 Page No.19
Regulation 38(2)	The Resolution Plan provides: (a)the term of the plan and its implementation schedule (b)for the management and control of the business of the corporate debtor during its term (c)adequate means for supervising its implementation	Y Y Y	Section 2, Clause 2.4 Page No.16 Section 3, Clause 3.6 Page No. 19 Section 3, Clause 3.7 Page No. 20
Regulation 38(3)	The resolution plan demonstrates 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 (e)the resolution applicant has the capability to implement the resolution plan	Y Y Y Y	Section 3, Clause 3.4(a) Page No. 18 Section 3, Clause 3.4(b) Page No. 19 Section 2, Clause 2.4 Page No.16 Section 12, Clause C, Page no.54 Section 3, Clause 3.4(e) Page No. 19
Regulation 39(2)	Whether the RP has filed applications in respect of transactions observed, found or determined by him?	NA	No observations were determined by RP and Transaction Auditor thus no application is filled
Regulation 39(4)	Provide details of performance security received, as referred to in sub-regulation (4A) of regulation 36B)	Y	15% of the Resolution Plan amount as per RFRP

9. The Resolution Applicant has prayed for various reliefs and concession which is annexed at Annexure-2 (page no. 96 to 103) of the compliance affidavit filed 12.09.2025 vide inward no. D6216. The observations regarding relief and concessions will be given in later part of this order.

10. **<u>SOME ADDITIONAL FACTS</u>**

I. M/s. Kingston Paptech Private Limited is currently not performing any business operations. It was engaged in the business of manufacturing multilayer craft board and craft paper.

II. The last audited accounts of the company are available for FY 2015-2016 and after that no audit of accounts has been carried out.

III. The RP has submitted cash flow statements from the period 01.04.2019 to 29.08.2024 and has no information other than the receipts and expenses pertaining to the CIRP.

IV. There are no employees of the company.

V. The valuation reports submitted by the RP along with the Plan application shows that the company had only land and building and plant and machinery.

VI. Resolution Plan as submitted by Mr. Afroj Shah & Mr. Mitin Jain (in consortium) was approved by CoC with 100% voting right in its 11th meeting held on 21.07.2025.

VII. The total plan value is Rs.8,95,00,000/-as against fair value of Rs 12,27,89,189 and liquidation value of Rs 7,87,26,590.

VIII. Performance Security of 15% of the plan amount i.e., Rs.1,34,52,000/- deposited by SRA via RTGS in the CIRP bank account (copy annexed at page no. 513 - 515 of application)

IX. Source of Fund:

(a) Equity infusion by Applicant or its Promoters/Relatives/Associates/Investors ("Subscribers") and debt raised at the SPV/Applicant level.

(b) Simultaneously, with the Capital Reduction, the Applicant will make necessary subscription for allotment of 50,000 equity shares of Rs.10e ach at par aggregating to Rs.5,00,000 in order to enable the company to make necessary allotment of equity shares to the Subscribers. The Applicant submits that he will subscribe for 50,000 equity shares of Rs.10 each at part.

11. Information relevant to the current proceedings, from Form-H, is given below:

- Date of initiation of CIRP: 29.08.2024
- Date of constitution of CoC: 20.09.2024
- Date of approval of Resolution Plan by CoC : 21.07.2025
- Date of expiry of 180 days of CIRP: 25.02.2025
- Fair value of CD: Rs.12,27,89,189.25
- Liquidation value of CD: Rs.7,87,26,590.66
- Number of meetings of CoC held: Eleven
- The total admitted claims as Corporate Guarantee is NIL and the total admitted claims other than Corporate Guarantee is Rs.81,86,37,179/-
- The SRA is Mr. Mitin Jain & Mr. Afroj Shah (Consortium).
- Total plan value is Rs.8,95,00,000.
- The Resolution Applicant has filed an affidavit confirming its eligibility under section 29A of the Code to submit a resolution plan. The RP has also filed a due diligence certificate under section 29A of the IBC for the SRA.
- The said resolution plan has been approved by the CoC

with 100% voting after considering its feasibility and viability and other requirements specified by the CIRP Regulations.

- Details of Monitoring Committee (in brief) :
  Monitoring Committee consists of:
  i. ***One Representative from Consenting Secured Financial Creditor having highest voting share,***
  ii. ***One Representative of Resolution Applicant and***
  iii. ***Resolution Professional to supervise the Implementation of Plan.***

- The Secured Financial Creditor will be paid of Rs 8,47,00,000 (i.e., 10.48%) against admitted claim of Rs.80,82,42,626
- The Operational Creditors (including government) will be paid of Rs.8,48,20,000/- (3.39%) against admitted claim of Rs. 81,86,37,179/-
- The Government will be paid of Rs. 21,178/- (i.e., 2.39%) against admitted claims of Rs.8,87,354/-
- The Resolution Plan has been filed 340 days after the commencement of CIRP (in terms of Section 12 of the Code)
- The RP has certified that the Plan complies with the requirements of the Code and Regulations.

12. LEGAL BASIS FOR APPROVAL/REJECTION OF THE RESOLUTION PLAN

I. Section 31 of the IBC deals with the approval of the resolution plan. Section 31 reads as follows:

"31. Approval of Resolution Plan

(1) If the Adjudicating Authority is satisfied that the resolution plan as approved by the committee of creditors under sub-section (4) of section 30 meets the requirements as referred to in sub-section (2) of section 30, it shall by order approve the resolution plan which 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 as authorities to whom statutory dues are owed, guarantors and other stakeholders involved in the resolution plan.

Provided that the Adjudicating Authority shall, before passing an order for approval of resolution plan under this sub-section, satisfy that the resolution plan has provisions for its effective implementation.

(2) Where the Adjudicating Authority is satisfied that the resolution plan does not confirm to the requirements referred to in sub-section (1), it may, by an order, reject the resolution plan.

(3) After the order of approval under sub-section (1),—

(a) the moratorium order passed by the Adjudicating Authority under section 14 shall cease to have effect; and

(b) the resolution professional shall forward all records relating to the conduct of the corporate insolvency resolution process and the resolution plan to the Board to be recorded on its database.

(4) The resolution applicant shall, pursuant to the resolution plan approved under sub-section (1), obtain the necessary approval required under any law for the time being in force within a period of one year from the date of approval of the resolution plan by the Adjudicating Authority under sub-section (1) or within such period as provided for in such law, whichever is later.

Provided that where the resolution plan contains a provision for combination, as referred to in section 5 of the Competition Act, 2002, the resolution applicant shall obtain the approval of the Competition Commission of India under that Act prior to the approval of such resolution plan by the committee of creditors."

II. To our understanding, section 31 requires satisfaction of the Adjudicating authority on mainly two issues:

a) Whether the resolution plan has provisions for its effective implementation; and

b) Whether the resolution plan meets the requirements of section 30 (2) read with Regulations 38 and 39 of the CIRP Regulations.

III. Section 30 (2) of the IBC reads as below:

"***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 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-

(i) the amount to be paid to such creditors in the event of a 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.

Explanation. -For the purposes of clause (e), if any approval of shareholders is required under the Companies Act, 2013 (18 of 2013) or any other law for the time being in force for the implementation of actions under the resolution plan, such approval shall be deemed to have been given and it shall not be a contravention of that Act or law."

IV. This Tribunal is fully conscious of the principle that judicial intervention by the Adjudicating Authority under the Insolvency and Bankruptcy Code, 2016, must be limited and restrained. As reiterated in a catena of decisions by the Hon'ble Supreme Court, including in ***K. Sashidhar v. Indian Overseas Bank [2019] 102 taxmann.com / 12 SCC 150*,** **Committee of Creditors of Essar Steel Ltd. V. Satish Kumar Gupta 8 SCC 531, Ebix Singapore (P) Ltd v. Committee of Creditors of Educomp Solutions Ltd [2021] 130 taxmann.com 208,** ***Vallal RCK v. Siva Industries &Holding Ltd*** **((2022) 9 SCC 803)**, the commercial wisdom of the CoC is not to be interfered with, save in exceptional circumstances. However, this Tribunal cannot remain a mute spectator where the very anchor of the insolvency resolution process, the bona fide, and the commercial judgment of the CoC - is corroded by patent arbitrariness and opacity.

13. FINDINGS OF THIS TRIBUNAL

13.1. An application under section 7 of the IBC, 2016 was filed by Rajradhe Finance Limited against the Corporate Debtor and the application was admitted by an order passed by this Tribunal on 29.08.2024.

13.2 The Corporate Debtor was engaged in the business of manufacture of craft paper and it had assets of book value of Rs 19.61 crores and current inventories of Rs 39.24 crores. It had revenue from operations of Rs 54.24 crores and loss of Rs 6.10 crores during the financial year

2014-2015. There are no audited accounts of the company after FY 2015-2016. The company had obtained loans from SBI, and it is not known what happened to the SBI loan.

13.2. A Resolution Plan submitted by the Resolution Applicant, namely, Mr. Afroj Shah and Mitin Jain (in consortium), was discussed and Deliberated by the CoC in its 11th CoC meeting held on 21.07.2025 and was approved with 100% voting.

13.3. A period of 180 days of CIRP expired on 25.02.2025. This Tribunal vide order dated 26.02.2025, granted extension of 90 days from the expiry of 180 days and the resolution plan, as received and evaluated, was approved by the CoC on 21.07.2025.

14. In so far as the approval of the Resolution Plan is concerned, this Authority is convinced on the decision of the Committee of Creditors, following the Judgment of Hon'ble Supreme Court in the matter of:

I. **K. Sashidhar –Vs– Indian Overseas Bank** *(2019) 12 SCC 150,* wherein in para 19 and 62 it is held as follows;

"19……. In the present case, however, our focus must be on the dispensation governing the process of approval or rejection of

resolution plan by the CoC. The CoC is called upon to consider the resolution plan under Section 30(4) of the I&B Code after it is verified and vetted by the resolution professional as being compliant with all the statutory requirements specified in Section 30(2).

62. ....In the present case, however, we are concerned with the provisions of I&B Code dealing with the resolution process. The dispensation provided in the I&B Code is entirely different. In terms of Section 30 of the I&B Code, the decision is taken collectively after due negotiations between the financial creditors who are constituents of the CoC and they express their opinion on the proposed resolution plan in the form of votes, as per their voting share. In the meeting of the CoC, the proposed resolution plan is placed for discussion and after full interaction in the presence of all concerned and the Resolution Professional, the constituents of the CoC finally proceed to exercise their option (business/commercial decision) to approve or not to approve the proposed resolution plan. In such a case, non-recording of reasons would not per-se vitiate the collective decision of the financial creditors. The legislature has not envisaged challenge to the "commercial/business decision" of the financial creditors taken collectively or for that matter their individual opinion, as the case may be, on this count."

II. **Further** the Supreme Court in the matter of **K. Sashidhar v. Indian Overseas Bank and Ors**. *(2019) 12 SCC 150* has lucidly delineated the scope and interference of the Adjudicating Authority in the process of approval of the Resolution Plan and held as follows;

"55. Whereas, the discretion of the adjudicating authority (NCLT) is circumscribed by Section 31 limited to scrutiny of the resolution plan "as approved" by the requisite per cent 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), when the resolution plan does not conform to the stated requirements. Reverting to Section 30(2), the enquiry to be done is in respect of whether the resolution plan provides: (i) the payment of insolvency resolution process costs in a specified manner in priority to the repayment of other debts of the corporate debtor, (ii)

the repayment of the debts of operational creditors in prescribed manner, (iii) the management of the affairs of the corporate debtor, (iv) the implementation and supervision of the resolution plan, (v) does not contravene any of the provisions of the law for the time being in force, (vi) conforms to such other requirements as may be specified by the Board. The Board referred to is established under Section 188 of the I&B Code. The powers and functions of the Board have been delineated in Section 196 of the I&B Code. None of the specified functions of the Board, directly or indirectly, pertain to regulating the manner in which the financial creditors ought to or ought not to exercise their commercial wisdom during the voting on the resolution plan under Section 30(4) of the I&B Code. The subjective satisfaction of the financial creditors at the time of voting is bound to be a mixed baggage of variety of factors. To wit, the feasibility and viability of the proposed resolution plan and including their perceptions about the general capability of the resolution applicant to translate the projected plan into a reality. The resolution applicant may have given projections backed by normative data but still in the opinion of the dissenting financial creditors, it would not be free from being speculative. These aspects are completely within the domain of the financial creditors who are called upon to vote on the resolution plan under Section 30(4) of the I&B Code.

58. Indubitably, the inquiry in such an appeal would be limited to the power exercisable by the resolution professional under Section 30(2) of the I&B Code or, at best, by the adjudicating authority (NCLT) under Section 31(2) read with Section 31(1) of the I&B Code. No other inquiry would be permissible. Further, the jurisdiction bestowed upon the appellate authority (NCLAT) is also expressly circumscribed. It can examine the challenge only in relation to the grounds specified in Section 61(3) of the I&B Code, which is limited to matters "other than" enquiry into the autonomy or commercial wisdom of the dissenting financial creditors. Thus, the prescribed authorities (NCLT/NCLAT) have been endowed with limited jurisdiction as specified in the I&B Code and not to act as a court of equity or exercise plenary powers."

(emphasis supplied)

III. The Supreme Court in its recent decision in **Jaypee Kensington Boulevard Apartments Welfare Association & Ors. v. NBCC (India) Ltd. & Ors.,** in *Civil Appeal no. 3395 of 2020* dated 24.03.2021 has held as follows;

"..76. The expositions aforesaid make it clear that the decision as to whether corporate debtor should continue as a going concern or should be liquidated is essentially a business decision; and in the scheme of IBC, this decision has been left to the Committee of Creditors, comprising of the financial creditors. Differently put, in regard to the insolvency resolution, the decision as to whether a particular resolution plan is to be accepted or not is ultimately in the hands of the Committee of Creditors; and even in such a decision making process, a resolution plan cannot be taken as approved if the same is not approved by votes of at least 66% of the voting share of financial creditors. Thus, broadly put, a resolution plan is approved only when the collective commercial wisdom of the financial creditors, having at least 2/3rd majority of voting share in the Committee of Creditors, stands in its favour.

77. In the scheme of IBC, where approval of resolution plan is exclusively in the domain of the commercial wisdom of CoC, the scope of judicial review is correspondingly circumscribed by the provisions contained in Section 31 as regards approval of the Adjudicating Authority and in Section 32 read with Section 61 as regards the scope of appeal against the order of approval.

77.1. Such limitations on judicial review have been duly underscored by this Court in the decisions above-referred, where it has been laid down in explicit terms that the powers of the Adjudicating Authority dealing with the resolution plan do not extend to examine the correctness or otherwise of the commercial wisdom exercised by the CoC. The limited judicial review available to Adjudicating Authority lies within the four corners of Section 30(2) of the Code, which would essentially be to examine that the resolution plan does not contravene any of the provisions of law for the time being in force, it conforms to such other requirements as may be specified by the Board, and it provides for: (a) payment of insolvency resolution process costs in priority; (b) payment of debts of operational creditors; (c) payment of debts of dissenting financial creditors; (d) for management of affairs of corporate debtor after approval of the resolution plan; and (e) implementation and supervision of the resolution plan.

77.2. The limitations on the scope of judicial review are reinforced by the limited ground provided for an appeal against an order approving a resolution plan, namely, if the plan is in contravention of the provisions of any law for the time being in force; or there has been material irregularity in exercise of the powers by the resolution professional during the corporate insolvency resolution period; or the debts owed to the operational creditors have not been provided for; or the insolvency resolution process costs have not been provided for repayment in priority; or the resolution plan does not comply with any other criteria specified by the Board

77.6.1. The assessment about maximisation of the value of assets, in the scheme of the Code, would always be subjective in nature and the question, as to whether a particular resolution plan and its propositions are leading to maximisation of value of assets or not, would be the matter of enquiry and assessment of the Committee of Creditors alone. When the Committee of Creditors takes the decision in its commercial wisdom and by the requisite majority; and there is no valid reason in law to question the decision so taken by the Committee of Creditors, the adjudicatory process, whether by the Adjudicating Authority or the Appellate Authority, cannot enter into any quantitative analysis to adjudge as to whether the prescription of the resolution plan results in maximisation of the value of assets or not. The generalised submissions and objections made in relation to this aspect of value maximisation do not, by themselves, make out a case of interference in the decision taken by the Committee of Creditors in its commercial wisdom

78. To put in a nutshell, the Adjudicating Authority has limited jurisdiction in the matter of approval of a resolution plan, which is well defined and circumscribed by Sections 30(2) and 31 of the Code read with the parameters delineated by this Court in the decisions above referred. The jurisdiction of the Appellate Authority is also circumscribed by the limited grounds of appeal provided in Section 61 of the Code. In the adjudicatory process concerning a resolution plan under IBC, there is no scope for interference with the commercial aspects of the decision of the CoC; and there is no scope for substituting any commercial term of the resolution plan approved by the CoC. Within its limited jurisdiction, if the Adjudicating Authority or the Appellate Authority, as the case may be, would find any shortcoming in the resolution plan vis-à-vis the specified parameters, it would only send the resolution plan back to the Committee of Creditors, for re-submission after satisfying the parameters delineated by Code and exposited by this Court.

IV. **Also**, the Supreme Court of India in the matter of **Committee of Creditors of Essar Steel India Limited v. Satish Kumar Gupta and Ors**. *(2020) 8*

SCC 531 after referring to the decision in ***K. Sashidhar (supra)*** has held as follows;

"73. There is no doubt whatsoever that the ultimate discretion of what to pay and how much to pay each class or sub-class of creditors is with the Committee of Creditors, but, the decision of such Committee must reflect the fact that it has taken into account maximising the value of the assets of the corporate debtor and the fact that it has adequately balanced the interests of all stakeholders including operational creditors. This being the case, judicial review of the Adjudicating Authority that the resolution plan as approved by the Committee of Creditors has met the requirements referred to in Section 30(2) would include judicial review that is mentioned in Section 30(2)(e), as the provisions of the Code are also provisions of law for the time being in force. Thus, while the Adjudicating Authority cannot interfere on merits with the commercial decision taken by the Committee of Creditors, the limited judicial review available is to see that the Committee of Creditors has taken into account the fact that the corporate debtor needs to keep going as a going concern during the insolvency resolution process; that it needs to maximise the value of its assets; and that the interests of all stakeholders including operational creditors has been taken care of. If the Adjudicating Authority finds, on a given set of facts, that the aforesaid parameters have not been kept in view, it may send a resolution plan back to the Committee of Creditors to re-submit such plan after satisfying the aforesaid parameters. The reasons given by the Committee of Creditors while approving a resolution plan may thus be looked at by the Adjudicating Authority only from this point of view, and once it is satisfied that the Committee of Creditors has paid attention to these key features, it must then pass the resolution plan, other things being equal."

(emphasis supplied)

V. **The** Hon'ble Supreme Court in the case of **Ramkrishna Forgings Limited vs. Ravindra Loonkar, Resolution Professional of ACIL Limited &**

Anr in Civil Appeal No. 1527 of 2022 also has reiterated that CoC wisdom is supreme.

VI. Thus, from the catena of judgments rendered by the Supreme Court on the scope of approval of the Resolution Plan, it is amply made clear that only limited judicial review is available for the Adjudicating Authority under Section 30(2) and Section 31 of IBC, 2016 and this Adjudicating Authority cannot venture into the commercial aspects of the decisions taken by the Committee of Creditors.

15. We note that the CD has not been carrying out any business since 2016 and it has no employees. It has no stakeholders other than the single CoC member and some creditors. It is not a perfect case of resolution of corporate insolvency and simply is payments to the financial creditor out of the Plan value and meeting the CIRP cost. We respect the commercial wisdom of the CoC to sell the corporate debtor to the SRA (though it is not a going concern in the absence of any current business), as it is the only major beneficiary and interested party in the sale of the CD. We are approving the plan keeping in mind the use of land and building and the plant and machinery belonging to the CD that can be used by the RA for carrying out the business of the CD and may support economic growth and the assets can be put to the possible best use.

16. On hearing the submissions made by the Ld. Counsel for the Resolution Professional, and perusing the record, we find that the Resolution Plan has been approved unanimously with 100% voting share of the CoC. As per the CoC, the plan meets the requirement of being viable and feasible for the revival of the Corporate Debtor. By and large, all the compliances have been made by the RP and the RA for making the plan effective after approval by this Bench. The plan is feasible and viable. On perusal of the documents on record, the plan ensures fair and equitable distribution without discrimination among similarly situated creditors, in line with Regulation 38 of the CIRP Regulations. We are also satisfied that the Resolution Plan is in accordance with sections 30 and 31 of the IBC, 2016 and complies with regulations 38 and 39 of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

17. It has also been reported that two persons namely Mr. Mitin Jain and Mr. Afroj Shah will be the shareholders and new owners of the company and will not act as a front or intermediaries for any other person.

18. The Resolution Plan in question is hereby approved by this Adjudicating Authority. The Resolution Plan approved by the CoC shall form part of this order. The Resolution Plan is binding on the Corporate Debtor and other stakeholders.

19. The RA is directed to make payment of the entire Resolution Plan amount within the time stipulated under the Resolution Plan, failing which the entire amount paid by the Resolution Applicant (including the Performance Bank Guarantee, if any) as on the said date would stand automatically forfeited, without any recourse to this Tribunal.

20. Annexure 2 of the compliance affidavit dated 10.09.2025 filed on 12.09.2025 vide diary no. D6216 (Pages 96 to 103) deals with the Concessions and Reliefs, Waivers/Directions/Specific orders from NCLT required/prayed under the resolution plan. As far as reliefs and concessions claimed by the resolution applicant are

concerned, the law has been well settled by the Hon'ble Supreme Court in the case of ***Ghanashyam Mishra and Sons Private Limited Vs. Edelweiss Asset Reconstruction Company Limited and Ors. reported in MANU/SC/0273/2021*** in the following words:

> *86. "........The legislative intent behind this is, to freeze all the claims so that the resolution applicant starts on a clean slate and is not flung with any surprise claims. If that is permitted, the very calculations on the basis of which the resolution applicant submits its plans, would go haywire and the plan would be unworkable.*
>
> *87. We have no hesitation to say, that the word "other stakeholders" would squarely cover the Central Government, any State Government or any local authorities. The legislature, noticing that on account of obvious omission, certain tax authorities were not abiding by the mandate of I&B Code and continuing with the proceedings, has brought out the 2019 amendment so as to cure the said mischief....."*

20.1 In view of the above, all unclaimed unpaid liabilities would stand extinguished. The claimed liabilities, only to the extent provided in the resolution plan for payment will require to be paid and the remaining balance/unpaid will be extinguished, and the Corporate Debtor will not be required to pay. As far as other reliefs and concessions as sought by the resolution applicant, we direct the said successful resolution applicant to approach the concerned authorities for those reliefs and concessions and the concerned authorities will consider the same as per the provisions of law under the relevant Acts. Considering that the resolution applicant will strive for reviving the closed business of the corporate debtor it is expected that the authorities will take their decisions keeping the objectives of IBC, 2016 in mind so that all stakeholders duly benefit from the revival of the business of the corporate debtor.

21. The corporate debtor is also entitled for the reliefs from the liabilities as available under section 32A (Liabilities for prior offences, etc.). It is made clear that, we are not inclined to give our decision on every reliefs/concessions/directions sought by the Resolution Applicant in the submitted Resolution Plan except explicitly stated in this paragraph and paragraph 20 of this order.

22. A certified copy of this Order be issued on demand to the parties concerned, upon due compliance.

23. Liberty is hereby granted for moving any application to this Tribunal, if required in connection with the implementation of this Resolution Plan.

24. A copy of this Order is to be submitted to the concerned Office of the Registrar of Companies ("RoC").

25. Accordingly, **IA(PLAN)/16(AHM)2025** stands allowed and disposed of.

26. The Monitoring Committee, as constituted under clause 6.2 of the plan, is directed to file monthly progress reports with this Tribunal, detailing implementation status, deviations (if any), and compliance with timelines, until full implementation.

27. The Registry is directed to send copy of the order forthwith to all the parties and their Learned Counsel for information and for taking necessary steps. All the files related to the case covered by this order are consigned to the record.

Sd/-

SANJEEV SHARMA
MEMBER (TECHNICAL)

Sd/-

SHAMMI KHAN
MEMBER (JUDICIAL)

SEN/PS