

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

**IA No. 14 of 2025**

**IN**

**CP(IB) No. 370 of 2023**

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

**In the Application of**

**Mr. Dhiren Shah, Resolution Professional of  
Sterling Healthcare Limited**

**... Applicant/**

**Resolution Professional**

**In the matter of**

**L&T Finance Limited**

**...Financial Creditor**

**Versus**

**Sterling Healthcare Limited**

**...Corporate Debtor**

**Order Delivered On : 13.11.2025**

***Coram:***

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

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

***Appearances:***

For the Resolution Professional : Adv. Karan Vir Khosla, Adv. Siddhesh  
Rajput, Adv. Rushab Chopra

For the Intervenor : Adv. Kunal Kanungo, a/w Atishay Jain

## **ORDER**

### **Brief Background**

1. The present Application is filed on 1.2.2025 by **Mr. Dhiren Shah**, Resolution Professional (“**Applicant/Resolution Professional**”) of **Sterling Healthcare Limited** (“**Corporate Debtor**”) under Section 30(6) read with Section 31(1) of the Insolvency and Bankruptcy Code, 2016 (“**Code**”) and Regulation 39(4) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (“**CIRP Regulations**”) for seeking approval of the Resolution Plan dated 24.01.2025, submitted by Mrs. Kanak S. Kewalramani (“**Successful Resolution Applicant/SRA**”) and for passing an order/appropriate direction that this Tribunal may deem fit in the present matter. The Resolution Plan has been approved by 100% of the voting share of the members of the Committee of Creditors (“**CoC**”) at the 14<sup>th</sup> CoC meeting dated 25.01.2025.
2. The Corporate Debtor bearing CIN:U85110MH2007PLC171223 was incorporated on 31.05.2007, having its registered address at 43, Atlanta Nariman Point, Mumbai, Maharashtra, India, 400021. Its authorised share capital is Rs. 5,50,00,000/- and its paid-up capital is Rs. 5,00,000/-. The Corporate Debtor is engaged in the business of manufacturing and exporting various pharmaceutical drugs.
3. The CIRP of the Corporate Debtor was initiated vide this Tribunal’s order dated 07.12.2023. This Tribunal appointed Mr. Dhiren Shah as the Interim Resolution Professional (“**IRP**”) of the Corporate Debtor.
4. As per Section 15 r/w. Regulation 6 of the CIRP Regulations, the IRP made a Public Announcement vide Form-A on 10.12.2023, inviting the claims of creditors. Thereafter, the CoC was constituted, and the

1<sup>st</sup> CoC meeting was held on 05.01.2024, whereat the appointment of the IRP as the Resolution Professional (“**RP**”) was unanimously approved.

5. At the 2<sup>nd</sup> CoC meeting, held on 29.01.2024, the CoC approved the appointment of Adroit Appraisers and Research Private Limited and Inmacs Valuers Private Limited (“**Registered Valuers**”) for the valuation of the Corporate Debtor. The fair value of the Corporate Debtor was determined as Rs. 15,96,50,427/- (Rupees Fifteen Crores Ninety Six Lakhs Fifty Thousand Four Hundred and Twenty Seven Only). The liquidation value of the Corporate Debtor was determined as Rs. 9,85,94,680/- (Rupees Nine Crores Eighty Five Lakhs Ninety Four Thousand Six Hundred and Eighty Only).
6. Pursuant to CoC approval, the Applicant RP published the Form G on 05.02.2024, wherein the last date for submission of Expression of Interest (“**EoI**”) was 20.02.2024.
7. Pursuant to the receipt of EOIs, the RP published the Provisional List of PRA(s) on 01.03.2024, and the Final List of PRA(s) was published on 16.03.2024.
8. At the 5<sup>th</sup> CoC meeting, held on 27.04.2024, the CoC members resolved to extend the last date for submission of the Resolution Plans from 20.04.2024 to 31.05.2024, pursuant to requests from PRA(s), which was further extended from 31.05.2024 to 30.06.2024 vide 6<sup>th</sup> CoC meeting, held on 25.05.2024, and was again extended to 31.07.2024 vide 7<sup>th</sup> CoC meeting, held on 29.06.2024.
9. At the 8<sup>th</sup> CoC meeting, held on 03.08.2025, the Applicant RP informed the CoC of receipt of 2 Resolution Plans from-
  - a) Aryan Food Ingredients Limited
  - b) Mrs. Kanak S. Kewalramani

10. Since the CIRP period was to end on 04.06.2024, the CoC also resolved to seek an extension of the CIRP period by 90 days, which was granted by this Tribunal vide order dated 02.07.2024 in IA No. 3374/2024. Thereafter, CIRP period was further extended by 60 days by this Tribunal vide order dated 06.02.2025 in IA No. 6008/2024 pursuant to decision taken in the 9<sup>th</sup> CoC meeting, held on 28.08.2024. The period was further extended by 90 days vide order dated 06.02.2025 in IA No. 5846/2024 pursuant to decision taken in the 10<sup>th</sup> CoC meeting, held on 21.10.2024 since the CoC required further time to deliberate upon the Resolution Plans received.
11. At the 11<sup>th</sup> CoC meeting, held on 24.12.2024, the Resolution Plans received were opened in the presence of the PRA(s).
12. At the 12<sup>th</sup> CoC meeting, held on 21.02.2025, the Applicant RP presented the compliant Resolution Plans with the CoC and upon review of the same, the CoC resolved to conduct a Swiss Challenge.
13. The Swiss Challenge was conducted during the 13<sup>th</sup> CoC meeting, held on 23.01.2025. The Challenger Bidder, i.e., Aryan Food Ingredients Limited, who had submitted a plan of lesser value than the Anchor Bidder, i.e., the SRA, attended the 13<sup>th</sup> CoC meeting with the necessary documents in a sealed envelope. The Applicant opened the said envelope in the presence of CoC members. Since the Challenger Bidder had provided an improved commercial offer, the CoC directed the Challenger Bidder to submit its Resolution Plan with appropriate modifications on the next day, i.e., 24.01.2025. The Applicant, at the CoC's behest, calculated the NPV of the Commercial Offer of the Challenger Bidder and intimated the same to the Anchor Bidder to allow it to take an appropriate decision in view of its right of first refusal. Thereafter, the 13<sup>th</sup> CoC meeting was adjourned to 24.01.2025.

14. On 24.01.2025, the Anchor Bidder submitted the necessary process documents in a sealed envelope. The Applicant calculated the NPV of the Anchor Bidder, and it was noticed that compared to the Challenger Bidder's bid, the Anchor Bidder's bid was of a higher value. Thus, the Anchor Bidder came to be declared as the highest bidder and its plan was approved.
15. At the 14<sup>th</sup> CoC meeting, held on 25.01.2025, the CoC approved the Resolution Plan dated 24.01.2024 submitted by Mrs. Kanak S. Kewalramani. Subsequently, the RP issued a Letter of Intent (“LOI”) dated 27.01.2025 to Mrs. Kanak S. Kewalramani, the Successful Resolution Applicant. On 31.01.2025, the SRA provided the performance security by way of a Bank Guarantee.

**Salient Features of the Resolution Plan**

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

- 16.1 The Successful Resolution Applicant, Mrs. Kanak S. Kewalramani ("**Resolution Applicant**") is a qualified Company Secretary and a post-graduate diploma in business administration with specialization in Finance. The Resolution Applicant is also a Whole Time Director and Chief Financial Officer of the Knowledge Marine & Engineering Works Limited, holding 33% of the shareholding in KMEW.

16.2 **Payment Structure:**

| Stakeholder | Claim (INR)<br>(X) | Total Pay-out<br>against all Claims<br>(INR)<br>(Y) | Timing of<br>Payments |
|-------------|--------------------|-----------------------------------------------------|-----------------------|
| CIRP Costs  | NA                 | To be paid on actuals                               | Transfer Date         |

|                                                         |                                                                                                                                     |                                                                                                                  |               |
|---------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|---------------|
| Interim Management Costs                                | NA                                                                                                                                  | Outstanding Interim Management Costs to be paid on actuals                                                       | Transfer Date |
| Financial Creditor                                      | <p>Claimed : 15,54,73,019</p> <p>Admitted : 15,44,76,829</p> <p>Contingent : Nil</p>                                                | <p>11,65,00,000/-</p> <p><i>Plus</i> Avoidance Benefits, Excess Cost and Lease Continuation Benefit</p>          | Transfer Date |
| Operational Creditors (Employee and Workmen)            | <p>Claimed : 78,82,014</p> <p>Admitted : 78,59,111</p> <p>Contingent : Nil</p>                                                      | 78,59,111                                                                                                        | Transfer Date |
| Operational Creditors (Other than Employee and Workmen) | <p>Claimed : 15,77,76,803/-</p> <p>Admitted : 3,33,08,237/-</p> <p>Contingent : Nil</p>                                             | 37,01,267                                                                                                        | Transfer Date |
| Existing Shareholders                                   | NA                                                                                                                                  | NIL                                                                                                              | NA            |
| <b>TOTAL</b>                                            | <p><b>Claimed :</b><br/><b>32,11,31,836/-</b></p> <p><b>Admitted :</b><br/><b>19,56,44,177/-</b></p> <p><b>Contingent : Nil</b></p> | <p><b>INR 12,80,60,378/-</b></p> <p><i>Plus</i> Avoidance Benefits, Excess Costs, Lease Continuation Benefit</p> |               |

**16.3 Payment to Financial Creditors with respect to Leased Land and**

**Building:** It is proposed in the Plan that, in the event of (i) continuation of the lease for the remaining period, on the existing commercial terms or such other commercial terms as may be agreed; (ii) purchase of the subject land and building by the Resolution Applicant; (iii) settlement and/or agreement between the Resolution Applicant and Sterling Biotech Limited for continued use of the said land and building; (iv) any arrangement vis-a-vis the continued use of

the leased land by the Resolution Applicant; (v) in the event of granting of the appropriate reliefs by the Adjudicating Authority vis-a-vis continuation of the aforementioned lease; or (vi) an order by the relevant adjudicating and/ or appellate authority allowing the Resolution Applicant to use the leased land and building, the Resolution Applicant shall make an additional payment of Rs. 3,00,00,000/- to the assenting secured financial creditors of the Corporate Debtor within 60 days from the date of such settlement, purchase or the order of the appropriate adjudicating and/ or appellate authority attaining finality or 90 days from the Closing Date, whichever is later, over and above the amounts stipulated under the Resolution Plan. Notwithstanding anything to the contrary contained herein, the Resolution Applicant agrees and confirms that unless the right of the Resolution Applicant for continued use of the leased land and building is specifically rejected and/ or denied, the aforementioned payment shall be made within a period of 3 years from the NCLT Approval Date.

- 16.4 **Source of Funds:** Funds for the successful implementation of the Resolution Plan will be funded by the Resolution Applicant's owned liquid assets, amounting to approximately INR 545.62 Crores.
- 16.5 **Avoidance Transactions:** Any amounts or benefit or favourable order received by the Corporate Debtor on account of litigation/ proceedings under Sections 43, 45, 49, 50, 66, 68, 70, 71, 72, 73 and 74 of the Code ("**Avoidance Transaction Litigations**"), as identified and filed by the Resolution Professional before the Adjudicating Authority ( during the CIRP period of the Corporate Debtor under Regulation 35A of CIRP Regulations and IBC) shall not form part of the assets of the Corporate Debtor (together the "**Avoidance Benefit**"). The Avoidance Benefit will be for the benefit of the Financial Creditors. Further, where any Avoidance Transaction Litigation is pending as on the NCLT Approval Date, the Avoidance

Transaction Litigation and Avoidance Benefits shall stand assigned to the Financial Creditors on the Transfer Date.

- 16.6 **Monitoring Committee:** On the Effective Date i.e., means the date when the NCLT Approval Order is received by the Resolution Applicant or uploaded on the website of this Tribunal, whichever is earlier, a monitoring committee shall be constituted, comprising of: (a) one representative of the Financial Creditor; (b) one representative of the RA, and (c) Monitoring Professional (**“Monitoring Committee”**).

**Statutory Compliance:**

17. In compliance of Section 30(2) of IBC, 2016, the Resolution Professional has examined the Resolution plan of the Successful Resolution Applicant and confirms that this Resolution Plan:

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

- f) Confirms to such other requirements as may be specified by the Board.
- g) As per the Affidavit, the Resolution Applicant is not covered under Section 29A.

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

- a) The amount due to the Operational Creditors under Resolution Plan shall be given priority in payment over Financial Creditors.
- b) It has dealt with the interest of all Stakeholders including Financial Creditors and Operational Creditors of the Corporate Debtor.
- c) A statement that neither the Resolution Applicants nor any related parties have failed to implement nor have contributed to the failure of implementation of any other Resolution Plan approved by the Adjudicating Authority in the past.
- d) The terms of the plan and its implementation schedule.
- e) The management and control of the business of the Corporate Debtor during its term.
- f) Adequate means of Supervising its implementation.
- g) The Resolution Plan Demonstrates that it addresses
  - i. The cause of the Default
  - ii. It is feasible and viable
  - iii. Provision for effective implementation
  - iv. Provisions for approvals required and the time lines for the same.
  - v. Capability to Implement the Resolution Plan

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

**FORM H**  
**COMPLIANCE CERTIFICATE**

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

*I, Dhiren S. Shah an insolvency professional enrolled with the Indian Institute of Insolvency Professional of ICAI and registered with the Board with registration number IBBI/IPA-001/IP-P00220/2017-2018/10419, am the resolution professional for the corporate insolvency resolution process (CIRP) of Sterling Healthcare Limited.*

*2. The details of the CIRP are as under:*

| <b>Sr. No.</b> | <b>Particulars</b>                                | <b>Description</b>                                                                                                                   |
|----------------|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|
| 1.             | <i>Name of the CD</i>                             | <i>Sterling Healthcare Limited</i>                                                                                                   |
| 2.             | <i>Date of Initiation of CIRP</i>                 | <i>7 December 2023</i>                                                                                                               |
| 3.             | <i>Date of Appointment of IRP</i>                 | <i>7 December 2023</i>                                                                                                               |
| 4.             | <i>Date of Publication of Public Announcement</i> | <i>10 December 2023</i>                                                                                                              |
| 5.             | <i>Date of Constitution of CoC</i>                | <i>29 December 2023</i>                                                                                                              |
| 6.             | <i>Date of First Meeting of CoC</i>               | <i>5 January 2024</i>                                                                                                                |
| 7.             | <i>Date of Appointment of RP</i>                  | <i>5 January 2024</i>                                                                                                                |
| 8.             | <i>Date of Appointment of Registered Valuers</i>  | <i>i) Adroit Appraisers and Research Private Limited (IBBI Registration No. IBBI/RV-E/01/2020/121) Appointed on: 10 January 2024</i> |

|     |                                                                         |                                                                                                                           |
|-----|-------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
|     |                                                                         | <i>ii) Inmacs Valuers Private Limited (IBBI Registration No. IBBI/RV-E/02/2021/141)<br/>Appointed on: 10 January 2024</i> |
| 9.  | <i>Date of Issue of Invitation for EoI</i>                              | <i>5 February 2024</i>                                                                                                    |
| 10. | <i>Date of Final List of Eligible Prospective Resolution Applicants</i> | <i>16 March 2024</i>                                                                                                      |
| 11. | <i>Date of Invitation of Resolution Plan</i>                            | <i>21 March 2024</i>                                                                                                      |
| 12. | <i>Last Date of Submission of Resolution Plan</i>                       | <i>31 July 2024</i>                                                                                                       |
| 13. | <i>Date of Approval of Resolution Plan by CoC</i>                       | <i>25 January 2025</i>                                                                                                    |
| 14. | <i>Date of Filing of Resolution Plan with Adjudicating Authority</i>    | <i>31 January 2025</i>                                                                                                    |
| 15. | <i>Date of Expiry of 180 days of CIRP</i>                               | <i>4 June 2024</i>                                                                                                        |
| 16. | <i>Date of Order extending the period of CIRP</i>                       | <i>Order awaited.<br/><br/>NDOH 6 February 2025</i>                                                                       |
| 17. | <i>Date of Expiry of Extended Period of CIRP</i>                        | <i>1 February 2025 (As and when IA Nos. 6008 and 5486 of 2024 are allowed)</i>                                            |
| 18. | <i>Fair Value</i>                                                       | <i>INR 15, 96,50, 427/-</i>                                                                                               |
| 19. | <i>Liquidation Value</i>                                                | <i>INR 9,85,94,680/-</i>                                                                                                  |
| 20. | <i>Number of Meetings of CoC held</i>                                   | <i>14 meetings</i>                                                                                                        |

4. I hereby certify that-

(i) the said Resolution Plan complies with all the provisions of the Insolvency and Bankruptcy Code 2016 (Code), the Insolvency and Bankruptcy Board of India

*(Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (CIRP Regulations) and does not contravene any of the provisions of the law for the time being in force.*

*(ii) the Resolution Applicant Mrs. Kanak S. Kewalramani has submitted an affidavit pursuant to section 30(1) of the Code confirming its eligibility under section 29A of the Code to submit resolution plan. The contents of the said affidavit are in order.*

*(iii) the said Resolution Plan has been approved by the CoC in accordance with the provisions of the Code and the CIRP Regulations made thereunder. The Resolution Plan has been approved by 100% of voting share of financial creditors after considering its feasibility and viability and other requirements specified by the CIRP Regulations.*

*(iv) The voting was held in the meeting of the CoC on 25 January 2025 where all the members of the CoC were present.*

*or*

~~*I sought vote of members of the CoC by electronic voting system which was kept open at least for 24 hours as per the regulation 26.*~~

*7. The amounts provided for the stakeholders under the Resolution Plan is as under:  
(Amount in Rs. lakh)*

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

IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH- I

IA No. 14 of 2025  
In CP(IB) No. 370 of 2023

|   |                               |                                                                              |                      |                        |                      |            |
|---|-------------------------------|------------------------------------------------------------------------------|----------------------|------------------------|----------------------|------------|
|   |                               | (i) who did not vote in favour of the resolution Plan                        |                      |                        |                      |            |
|   |                               | (ii) who voted in favour of the resolution plan                              | (ii)<br>15,54,73,019 | (ii)<br>15,44,76,829/- | (ii)<br>11,65,00,000 | (ii) 74.93 |
|   |                               | <b>Total[(a) + (b)]</b>                                                      | 15,54,73,019         | 15,54,73,019           | 11,65,00,000         | 74.93      |
| 2 | Unsecured Financial Creditors | (a) Creditors not having a right to vote under sub-section (2) of section 21 | NIL                  | NIL                    | NIL                  | NIL        |
|   |                               | (b) Other than (a) above:                                                    |                      |                        |                      |            |
|   |                               | (i) who did not vote in favour of the resolution Plan                        | NIL                  | NIL                    | NIL                  | NIL        |
|   |                               | (ii) who voted in favour of the resolution plan                              |                      |                        |                      |            |
|   |                               | <b>Total[(a) + (b)]</b>                                                      | NIL                  | NIL                    | NIL                  | NIL        |
| 3 | Operational Creditors         | (a) Related Party of Corporate Debtor                                        | NIL                  | NIL                    | NIL                  | NIL        |
|   |                               | (b) Other than (a) above:                                                    |                      |                        |                      |            |
|   |                               | (i) Government                                                               | (i)NIL               | (i)NIL                 | (i)NIL               | (i)NIL     |

|                    |                             |                                                                                          |                     |                    |                    |              |
|--------------------|-----------------------------|------------------------------------------------------------------------------------------|---------------------|--------------------|--------------------|--------------|
|                    |                             | (ii) <i>Workmen &amp; Employees</i>                                                      | (ii) 78,82,014      | (ii) 78,59, 111    | (ii) 78,59, 111    | (ii) 100%    |
|                    |                             | (iii) <i>Operational creditor (other than Workmen and Employees and Government Dues)</i> | (iii) 15,77,76,803  | (iii) 3,33,08,237  | (iii) 37,01,267    | (iii) 11.11% |
|                    |                             | <b>Total[(a) + (b)]</b>                                                                  | <b>16,56,58,817</b> | <b>4,11,67,348</b> | <b>1,15,60,378</b> |              |
| 4                  | <i>Other debts and dues</i> | <i>NIL</i>                                                                               | <i>NIL</i>          | <i>NIL</i>         | <i>NIL</i>         | <i>NIL</i>   |
| <b>Grand Total</b> |                             |                                                                                          | 32,11,31,836        | 19,66,40,367       | 12,80,60,378       | 65.12        |

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

- a) Payment of CIRP Cost as specified u/s 30(2)(a) of the Code.
- b) Repayment of Debts of Operational Creditors as specified u/s 30(2)(b) of the Code.
- c) For management of the affairs of the Corporate Debtor, after the approval of Resolution Plan, as specified U/s 30(2)(c) of the Code.
- d) The implementation and supervision of Resolution Plan by the RP and the CoC as specified u/s 30(2)(d) of the Code.

21. The RP has complied with the requirement of the Code in terms of Section 30(2)(a) to 30(2)(f) and Regulations 38(1), 38(1)(a), 38(2)(a), 38(2)(b), 38(2)(c) & 38(3) of the CIRP Regulations.

22. The RP has filed the Compliance Certificate in Form-H along with the Resolution Plan. On perusal, the same is found to be in order. The Resolution Plan has been approved by the CoC by majority of 99.95%.

23. In Clause 11 of the Resolution Plan, the SRA has prayed for certain reliefs and concessions. Such reliefs & concessions as prayed for shall be available in accordance with the principle laid down by the Hon'ble Supreme Court in case of *Ghanshyam Mishra and Sons Private Limited v/s. Edelweiss Asset Reconstruction Company Limited* {(2021) 13 S.C.R 737} & *Municipal Corporation of Greater Mumbai vs. Abhilash Lal and Ors. (2019) ibclaaw.in 480 NCLAT*. Further, it is clarified and ordered that -

- a. Any increase in the authorized capital shall be subject to payment of prescribed fee, if any applicable, and filing of prescribed forms with the Registrar of Companies.
- b. The Applicant shall file necessary forms and pay prescribed fees, if any, in terms of provisions of the Companies Act, 2013 in relation to reduction in capital and issuance of fresh capital, however, the Registrar of Companies shall waive the additional fees, if any, payable on such filing.
- c. The SRA may approach prescribed authorities for waiver/reduction in fees, charges, stamp duty, and registration fees, if any arising from actions contemplated under the Resolution Plan and such request shall be subject to the relevant law/statute and adherence to the procedure prescribed thereunder.
- d. The SRA may file appropriate application, if required, for renewal of all Business Permits, rights, entitlements, benefits, subsidies and privileges whether under applicable Law, contract, lease or license granted in favour of the Corporate Applicant or to which the Corporate Applicant is entitled to or accustomed to, which have expired on the Effective Date, and follow the due procedure prescribed for the purpose upon payment of prescribed fees. The contract with third parties shall be subject to consent of such parties. It is clarified that continuance of approvals shall not be refused on account of extinguishment of any dues under Code and extension or renewal thereof shall not be denied on account of past insolvency of the Corporate Applicant. No action shall lie against

the Corporate Applicant for any non-compliances arising prior to the date of approval of Resolution Plan, however, such non-compliances shall be cured, if necessitated to keep the approval in force, after acquisition by the Corporate Applicant within period stipulated in the Resolution Plan.

- e. No orders levying any tax, demand of penalty from the Corporate Applicant in relation to period up to approval of the Resolution Plan shall be passed by any authority and such demand, if created, shall not enforceable as having extinguished in terms of approved Resolution Plan.
- f. The carry forward of losses and unabsorbed depreciation shall be available in accordance with the provisions of Income Tax Act, and the Income Tax Department shall be at liberty to examine the same.
- g. An application for compounding/condoning shall be filed in accordance with the procedure specified in respective law or concerned authority, however, no fine or penalty shall be imposed for non-compliances till the date of approval of this Plan or such further period as is permitted in terms of this Order.
- h. ROC shall update the records and reflect the Corporate Applicant as 'Active' upon filing of pending returns/forms after payment of normal fees (not additional fee). In case such filing is not permitted by the e-filing portal, the ROC shall accept such forms/returns in physical format and manage to upload the same by back-end. The Corporate Applicant shall be exempted from using the words "and reduced".
- i. The Compliances under the applicable law shall be completed within 12 months, whereafter, the necessary consequence under respective law shall follow.
- j. The Successful Resolution Applicant, the Corporate Debtor and the assets of the Corporate Debtor forming part of Resolution plan shall have immunity, privileges and protection as is available in the form and manner stated in Section 32A of the Code.

- k. Sterling Biotech Lease interest/rights shall be dealt with in accordance with the Order dated 31.10.2025 passed in IA(I.B.C)/1831(MB)2024 IA(I.B.C)/4971(MB)2024 IA(I.B.C)/23(MB)2025 IA(I.B.C)/1146(MB)2025.
1. It is clarified that any relief, concession or waiver prayed in the Resolution Plan but not specifically dealt with in sub-para 19(a) to (k) above, save as otherwise permissible in terms of ***Ghanshyam Mishra and Sons Private Limited*** (supra) and ***Abhilash Lal*** (supra) or specific provisions of the Code read with the Regulations, shall be deemed to be denied or rejected.
24. In ***K Sashidhar v. Indian Overseas Bank & Others*** (in Civil Appeal No.10673/2018 decided on 05.02.2019) the Hon'ble Apex Court held that if the CoC had approved the Resolution Plan by requisite percent of voting share, then as per Section 30(6) of the Code, it is imperative for the Resolution Professional to submit the same to the Adjudicating Authority (NCLT). On receipt of such a proposal, the Adjudicating Authority is required to satisfy itself that the Resolution Plan as approved by CoC meets the requirements specified in Section 30(2) of the Code. The Hon'ble Apex Court further observed that the role of the NCLT is 'no more and no less'. The Hon'ble Apex Court further held that the discretion of the Adjudicating Authority is circumscribed by Section 31 of the Code and is limited to scrutiny of the Resolution Plan "as approved" by the requisite percent of voting share of financial creditors. Even in that enquiry, the grounds on which the Adjudicating Authority can reject the Resolution Plan is in reference to matters specified in Section 30(2) of the Code when the Resolution Plan does not conform to the stated requirements.
25. In view of the discussions and the law thus settled, the instant Resolution Plan meets the requirements of Section 30(2) of the Code and Regulations 37, 38, 38(1A) and 39(4) of the CIRP Regulations. The Resolution Plan is not in contravention of any of the provisions of

Section 29A of the Code and is in accordance with law. The same needs to be approved. Hence, ordered.

26. The Resolution Plan is hereby **approved**. It shall become effective from this date and shall form part of this order with the following directions:
- i. It shall be binding on the Corporate Applicant, its employees, members, creditors, including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any law for the time being in force is due, guarantors and other stakeholders involved in the Resolution Plan.
  - ii. The approval of the Resolution Plan shall not be construed as waiver of any statutory obligations/liabilities of the Corporate Applicant and shall be dealt by the appropriate Authorities in accordance with law. Any waiver sought in the Resolution Plan, shall be subject to approval by the Authorities concerned in light of the Judgment of the Hon'ble Supreme Court in ***Ghanshyam Mishra and Sons Private Limited v/s. Edelweiss Asset Reconstruction Company Limited***, the relevant paragraphs of which are extracted herein below:

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

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

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

- iii. The Memorandum of Association (“**MoA**”) and Articles of Association (“**AoA**”) shall accordingly be amended and filed with the Registrar of Companies (“**RoC**”), Mumbai, Maharashtra for information and record.
- iv. The Successful Resolution Applicant, for effective implementation of the Resolution Plan, shall obtain all necessary approvals, under any law for the time being in force, within such period as may be prescribed. It is clarified that the authorities shall not withhold the approval/consent/extension for the reason of insolvency of the Corporate Applicant or extinguishment of their dues upto approval of Resolution plan in terms of the approved plan. Any relief or concession as sought on the plan shall be subject to the provisions of the relevant Act.
- v. The moratorium under Section 14 of the Code shall cease to have effect from this date.
- vi. The Applicant shall supervise the implementation of the Resolution Plan and file status of its implementation before this Authority from time to time, preferably every quarter.

vii. The Applicant shall forward all records relating to the conduct of the CIRP and the Resolution Plan to the IBBI along with copy of this Order for information.

viii. The Applicant shall forthwith send a certified copy of this Order to the CoC and the Resolution Applicant, respectively for necessary compliance.

27. The employees of the Corporate Debtor have filed an Application to intervene in IA No. 14/2025, bearing **IVN No. 94/2025**, seeking an urgent hearing of the IA No. 14/2025. Since the Resolution Plan has been approved, and IA No. 14/2025 has been allowed, the IVN No. 94/2025 stands dismissed and disposed of.

Sd/-

**Prabhat Kumar**

Member (Technical)

/SP/

Sd/-

**Sushil Mahadeorao Kochey**

Member (Judicial)