S.No.1

IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH – 1
VC AND PHYSICAL (HYBRID) MODE
ATTENDANCE CUM ORDER SHEET OF THE HEARING HELD ON
07-10-2025 AT 12:00 PM

CP(IB) No. 69/7/HDB/2022
AND
IA (IBC) (Liq.,) 10/2025 in CP(IB) No. 69/7/HDB/2022
u/s. 7 of IBC, 2016

IN THE MATTER OF:
M/s. JC Flowers Asset Reconstruction Pvt Ltd **...Financial Creditor**

AND

GVK Transportation Pvt Ltd **...Corporate Debtor**

CORAM:-
SH. RAMMURTI KUSHAWAHA, HON'BLE MEMBER (JUDICIAL)
SH. MAN MOHAN GUPTA, HON'BLE MEMBER (TECHNICAL)

ORDER

IA (IBC) (Liq.,) 10/2025

Learned Counsel Mr. Amir Bavani along with Learned Counsel Ms. Rishika for the Applicant appeared through video conference.

Order pronounced, Recorded vide separate sheets. In the result, IA (IBC) (Liq.,) 10/2025 is allowed, subject to the directions mentioned in the order.

Sd/-
MAN MOHAN GUPTA
MEMBER (T)

Sd/-
RAMMURTHI KUSHAWAHA
MEMBER (J)

Siva/Manohar

IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH – I, HYDERABAD

IA (IBC)(LIQ.)10/2025

In

CP (IB) No. 69/7/HDB/2022

(Under section 33(2) of Insolvency and Bankruptcy Code, 2016)

IN THE MATTER OF M/s GVK TRANSPORTATION PRIVATE LIMITED

Between:

Mr. Harish Kant Kaushik
Resolution Professional for
M/s GVK Transportation Private Limited
R/o Flat No.1904, Sapphire, Regency Towers,
Kavesar, Ghodbundar Road, Thane (West),
Maharashtra - 400615. **...Applicant**

In the matter of:

M/s JC Flowers Asset Reconstruction Private Limited **...Financial Creditor**

Vs.

M/s GVK Transportation Private Limited **...Corporate Debtor**

Date of order: 07.10.2025

Coram:

Shri. Rammurti Kushawaha, Hon'ble Member (Judicial)

Shri. Man Mohan Gupta, Hon'ble Member (Technical)

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Appearance:

For Applicant : Mr. Amir Bavani, Advocate

PER: BENCH

JUDGEMENT

1) The present application is filed by the Applicant/Resolution Professional of M/s GVK Transportation private limited *(hereinafter referred to as 'corporate debtor')* under Section 33(2) of the Insolvency and Bankruptcy Code, 2016 *(hereinafter referred to as 'IBC')*, seeking the following reliefs;

i) To allow the instant Application for the initiation of liquidation process qua M/s GVK Transportation Private Limited in terms of Section 33(2) of the Code;

ii) To appoint Aegis Resolution Services Private Limited [IBBI Registration No. IBBI/IPE-0118/IPA-1/2022-23/50041] as Liquidator of the Corporate Debtor; and

iii) Pass any other order(s) as this Hon'ble Tribunal may deem fit in the facts and circumstances of the present case.

Brief of the application:

2) The Corporate Insolvency Resolution Process (CIRP) was initiated against the Corporate Debtor pursuant to the admission of an Application under Section 7 of IBC by this Tribunal vide order dated 06.08.2024 in

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CP (IB) No. 69/7/HDB/2022, wherein the Applicant herein was appointed as the Interim Resolution Professional (IRP).

3) Following the appointment, the applicant herein made a public announcement for receiving claims from the creditors. Upon receiving the claims, the committee of creditors (CoC) was constituted. Accordingly, the 1st CoC meeting held on 05.09.2024, confirmed the applicant here as the resolution professional of the corporate debtor with a majority vote of 95.84%.

4) In the course of the CIRP, it is submitted that the resolution professional took all necessary steps for value maximization, including the constitution and reconstitution of the CoC, appointment of Registered Valuers and Transaction Auditor, issuance of Form G, and invitation and evaluation of Resolution Plans in accordance with the provisions of the IBC and CIRP Regulations. A total of 10 Prospective Resolution Applicants (PRAs) initially expressed interest, out of which only two Resolution Plans were finally submitted i.e., by Tavasya SSF and MKS Constro Ventures Pvt. Ltd.

5) Upon examination and negotiations between the CoC and the PRAs, it was observed by the CoC that both plans failed to comply with the provisions of IBC and the requirements laid down under the RFRP and

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Evaluation Matrix. Despite multiple follow-ups and opportunities granted to improve the commercial terms and resolve compliance issues, both PRAs failed to submit acceptable revised plans. It is submitted that Tavasya SSF did not enhance the value to financial creditors and sought infusion only for working capital and litigation purposes, whereas MKS Constro Ventures Pvt. Ltd. refused to revise its plan at all.

6) In the 7th CoC meeting held on 24.06.2025, the resolution professional also apprised the CoC that both the received resolution plans were non-compliant and the CIRP period was nearing expiry. The resolution professional further apprised the CoC of the Corporate Debtor's asset base, consisting mainly of investments and unsecured loans to group entities/SPVs, namely:

- GVK Bagodara Vasad Expressway Pvt. Ltd., which is under arbitration with an award passed against it;
- GVK Deoli-Kota Expressway Pvt. Ltd., which has terminated operations and is involved in an ongoing arbitration claim of approximately Rs. 6,000 Crores against NHAI; and
- GVK Jaipur Expressway Pvt. Ltd., where the concession agreement ended in April 2023, leaving no future revenue prospects.

7) It is submitted that upon deliberation, the CoC members observed that given the limited and legally encumbered asset base of the Corporate Debtor—primarily comprising investments and unsecured loans in three

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group SPVs with ongoing arbitration proceedings—there existed no realistic prospect of value maximization through a re-run of the resolution process. It was noted that efforts to explore structures involving loan assignments or transfer of arbitration rights also failed to yield any viable interest from PRAs.

8) Given the poor realizable value and failure of resolution process, the CoC, in its 7th meeting held on 24.06.2025 with 74.93% majority voting resolved to initiate liquidation of the Corporate Debtor under Section 33(2) of IBC.

9) Further, in its 8th meeting held on 22.07.2025, the CoC approved the appointment of Aegis Resolution Services Pvt. Ltd. [IBBI Reg. No. IBBI/IPE-0118/IPA-1/2022-23/50041], as the Liquidator, with 74.93% voting, and with the same voting majority approved the Liquidator's fees as Rs. 10,00,000 (excluding taxes and out-of-pocket expenses).

10) The resolution professional submits that the decision of the CoC to liquidate the Corporate Debtor is based on commercial wisdom, considering the failure to receive any viable and compliant Resolution Plan and the absence of value maximization prospects.

Clarification Regarding Appointment of Liquidator

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11) The Tribunal notes that the resolution professional filed a Memo clarifying that the Liquidator proposed by the CoC, though not part of the IBBI's panel of Insolvency Professionals (South Zone), may still be appointed under Section 33(2) of IBC.

12) The resolution professional has placed reliance on:

- IBBI Guidelines dated 27.05.2025, which clarify that the panel is prepared to aid the Adjudicating Authority in cases where no recommendation is made by parties;
- IBBI Letter dated 18.07.2023, where the language used ("can be appointed") is clearly directory and not mandatory;
- Judicial precedents, including orders of the Hyderabad Bench in ***APF Estates Pvt. Ltd.*** **(08.08.2025)** and the Bengaluru Bench in ***Royal Oak Furniture India LLP*** **(20.06.2024)**, where Liquidators outside the panel were appointed on the strength of CoC recommendation.

Analysis and Findings

13) We have heard the Ld. Counsel Mr. Amir Bavani for the resolution professional and perused the records.

14) On perusal of the minutes of the 7th meeting of the CoC held on 24.06.2025, we find the CoC, after extensive deliberations and exhaustive

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efforts to revive the Corporate Debtor resolved to initiate liquidation proceedings. The said decision was approved with a voting share of 74.93%. We further find that the process undertaken was in consonance with the provisions of the IBC and CIRP Regulations. There appears to be no procedural irregularity or perversity in the said decision. The Resolution Professional has also affirmed compliance with all applicable statutory requirements. We are, therefore, of the considered view that the case is fit for initiation of liquidation under Section 33 of the IBC.

15) At this juncture, we usefully refer to section 34 of IBC with regard to appointment of the liquidator. The provision is extracted below;

> *"**34. Appointment of liquidator and fee to be paid***
>
> *(1) Where the Adjudicating Authority passes an order for liquidation of the corporate debtor under section 33, the resolution professional appointed for the corporate insolvency resolution process under [Chapter II [or for the pre-packaged insolvency resolution process under Chapter III-]A shall, subject to submission of a written consent by the resolution professional to the Adjudicating Authority in specified form,] act as the liquidator for the purposes of liquidation unless replaced by the Adjudicating Authority under sub-section (4).*
> *(4) The Adjudicating Authority shall by order replace the resolution professional, if-*
> *(a) the resolution plan submitted by the resolution professional under section 30 was rejected for failure to meet the requirements mentioned in sub-section (2) of section 30; or*
> *(b) the Board recommends the replacement of a resolution professional to the Adjudicating Authority for reasons to be recorded [in writing; or]*
> *(c) the resolution professional fails to submit written consent under sub-section (1)"*

16) We have carefully examined the course of action undertaken during the CIRP, as well as the submissions made by the Resolution Professional. It

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is evident that, despite providing adequate opportunities and time to the PRAs, no resolution plan was received that complied with the requirements under Section 30(2) of the IBC. Furthermore, we take note of the CoC's observation during its 7th meeting held on 24.06.2025, regarding the ongoing arbitration proceedings and the nature of the Corporate Debtor's asset base. It was also observed that the financial position of the Corporate Debtor did not support continuation of the CIRP or initiation of a fresh bidding process. In view thereof, the circumstances envisaged under Section 34(4)(a) of IBC stand duly satisfied.

17) We further note that in the 8th CoC meeting held on 22.07.2025 **(Annexure A-11 at page no. 300),** the CoC approved the appointment of Aegis Resolution Services Private Limited (IBBI Reg. No. IBBI/IPE-0118/IPA-1/2022-23/50041), an Insolvency Professional Entity (IPE), to act as the Liquidator of the corporate debtor. The said resolution was approved by 74.93% voting **(page no. 302)**. The relevant portion of the resolution, is extracted hereunder;

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Voting Results – CoC member wise

Member Name	Voting Share (%)	Resolution 1		
		Yes (%)	No (%)	Abstain (%)
J.C. Flowers Asset Reconstruction Private Limited	40.82	40.82	-	-
Punjab National Bank	25.06	-	25.06	-
Indian Overseas Bank	14.82	14.82	-	-
India Infrastructure Finance Company Limited	14.29	14.29	-	-
Indian Bank	4.98	4.98	-	-
Axis Bank Limited	0.01	0.01	-	-
Central Bank of India	0.01	0.01	-	-
Punjab and Sind Bank	0.01	-	-	0.01
Total	100	74.93	25.06	0.01

18) In view of the CoC's decision to appoint an Insolvency Professional Entity (IPE) as the Liquidator under Section 34(4)(b) of the Code, it becomes relevant to refer to authoritative commentaries that elucidate the scope and intent behind such provision. In this regard, we place our reliance on the commentary provided at page no. 1251 of Wadhwa Law Chambers, Volume I, Second Edition, which discusses the legal permissibility and rationale for the CoC's recommendation to replace the existing Resolution Professional with an IPE, thereby reinforcing the validity of the CoC's decision in the present case.

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As per S. 34(1) of the Code, where the Adjudicating Authority passes an order for liquidation of the corporate debtor under S. 33, the RP appointed for the CIRP under Chapter II must, subject to submission of a written consent by the RP to the Adjudicating Authority in specified form, act as the liquidator for the purposes of liquidation unless replaced by the Adjudicating Authority under sub-section (4). *Uthrakaliamman Infrastructures P. Ltd., In Re,* [2019] 5 Comp Cas-OL 413 at p. 415 (NCLT – Chennai). To exercise authority under S. 34(4)(a) of the Code as conferred on the Adjudicating Authority, it is requisite to examine the merits of the matter. Where there was no grievance against the resolution professional but considering the expenditure on Liquidation Fees, a view was taken by the CoC for appointing a different insolvency professional as the liquidator, the Adjudicating Authority cannot interfere with the decision taken by the CoC. *K. Sashidhar v. Indian Overseas Bank,* [2019] 152 SCL 312 : (2019) 213 Comp Cas 356 : (2019) 2 Comp LJ 1 : (2019) 12 SCC 150 **followed**. *Devendra Prasad S. Kumar v. Nationwide Ltd.,* [2019] 108 taxmann.com 344 (NCLT – Mum.)

ORDER

In view of the foregoing, this Tribunal hereby passes the following directions:

a) The present Application filed under Section 33(2) of IBC is allowed.

b) The Corporate Debtor (M/s GVK Transportation Private Limited) is ordered to be liquidated in the manner as laid down in Chapter III of the Code.

c) Aegis Resolution Services Pvt. Ltd. [IBBI Registration No. IBBI/IPE-0118/IPA-1/2022-23/50041], an Insolvency Professional Entity, is hereby appointed as the Liquidator of the Corporate Debtor as per Section 34(1) of IBC.

d) The liquidator shall issue public announcement stating that corporate debtor is in Liquidation.

e) The moratorium declared under Section 14 of IBC shall cease to have effect from the date of the order of Liquidation.

f) Subject to Section 52 of IBC, no suit or other legal proceedings shall be instituted by/or against the corporate debtor. However, a suit and other legal proceedings may be instituted by the Liquidator, on behalf of the corporate debtor, with the prior approval of this Authority.

g) All powers of the Board of Directors, Key Managerial Personnel and partners of the corporate debtor shall cease to have effect and shall be vested in the Liquidator. In addition to this, the Company Liquidator shall exercise the powers and duties as enumerated in Sections 35 to 50, 52 to 54 of IBC r/w Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016.

h) The personnel of the corporate debtor shall extend all assistance and cooperation to the Company Liquidator as may be required by him in managing the affairs of the corporate debtor.

i) The Liquidator shall be entitled to such fees as may be specified by the Board in terms of Section 34(8) of IBC.

j) A copy of this order be served on the Registrar of Companies, Hyderabad, for necessary compliance and updating the status of the Corporate Debtor as "in liquidation."

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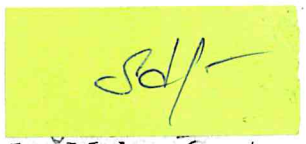
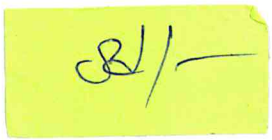
k) Registry is directed to communicate a copy of this order to the Applicant and the IBBI forthwith.



Man Mohan Gupta
Member (Technical)



Rammurti Kushawaha,
Member (Judicial)