

**NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH (COURT-II), CHANDIGARH**

IA No.1334/2023

In

**CP (IB) No.122/Chd/HP/2020
(Admitted Matter)**

(An application under sub-section (1) and (2) of section 33 of the Insolvency and Bankruptcy Code, 2016)

In the matter of:

IA No.1334/2023

Vijay Kishore Saxena,
Resolution Professional of
M/s MegaaBakers Pvt. Ltd.,
C/o D-69, LGF, East of Kailash,
New Delhi-110065

...Applicant/Resolution Professional

In the main matter of:

CP (IB) No.122/Chd/HP/2020

(An application under section 7 of the Insolvency and Bankruptcy Code, 2016)

Mr. Ravi Kumar Verma

.....Petitioner/ Financial Creditor

Vs.

M/s Megaa Bakers Pvt. Ltd.

.....Respondent/Corporate Debtor

Order delivered on: 05.06.2025

CORAM: KHETRABASI BISWAL, MEMBER (JUDICIAL)

KAUSHALENDRA KUMAR SINGH, MEMBER (TECHNICAL)

Present:-

For the Applicant-RP : Mr. Harsh Garg, Mr. Pulkit Goyal, Advocates, and Mr. Vijay Kishore Saxena, RP, through video-conferencing mode.

ORDER

IA No. 1134/2023

The present Application is being filed by Mr. Vijay Kishore Saxena, Resolution Professional (hereinafter referred to as “RP”/ “Applicant”) of MegaaBakers Private Limited (Corporate Debtor) under Section 33(1)&(2) of Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as “Code”), for initiation of liquidation of the corporate debtor.

2) It is prayed by the applicant that an order for liquidation of the Corporate Debtor in terms of Section 33 of the Code be passed and Mr. Vijay Kishore Saxena, Insolvency Professional present RP be appointed as liquidator.

3) The submissions made by the Applicant in its Application are summarized hereunder:

i. The insolvency petition was filed under Section 7 of the code by Mr. Ravi Kumar Verma, being Financial Creditor for initiating the Corporate Insolvency Resolution Process (for short hereinafter referred to as “CIRP”) in the case of the Corporate Debtor.

ii. The application under section 7 of code was duly admitted vide order dated 04.02.2022, and Mr. Jaramu Ram Thakur was appointed as Interim Resolution Professional (hereinafter referred to as “IRP”) of the Corporate Debtor under CIRP. A copy of the order dated 04.02.2022 has been annexed Annexure A-1 of the application.

iii. As the requisite Authorization of Assignment (AFA) of the earlier appointed IRP Sh. Jaramu Ram Thakur had expired, thus an application was filed by the financial creditor Mr. Ravi Kumar Verma for replacement of the earlier IRP with new IRP Sh. Parminder Singh Bhullar and the same was allowed vide order dt 30.06.2022 and Sh. Parminder Singh Bhullar was appointed as the new IRP. Copy of the order dated 30.06.2022 is attached as Annexure A-2 of the application.

iv. The IRP had published the Form A and invited claims in the mater of the present corporate debtor, and after the receipt of the claims the IRP constituted the Committee of Creditors comprising of two financial creditors i.e. State Bank of India and Ravi Kumar Verma having 98.50% and 1.50% voting rights respectively. The IRP then held the 1st meeting of the COC on 26.07.2022, where amongst various other agendas the agenda for appointment of RP was also discussed and the IRP had proposed his name for appointment of RP but the same was rejected by the COC by a voting share of 98.50%. Copy of the minutes of the 1st COC is attached as Annexure A-3 of the application.

v. In its 5th meeting on 11.10.2022 where amongst various other agendas, COC took up the agenda for replacement of the IRP with a new RP i.e. the applicant in which the CoC with 98.50% voting share resolved to replace the Interim Resolution Professional Sh. Parminder Singh Bhullar with the applicant i.e. Sh. Vijay Kishore Saxena as Resolution Professional. The copy of the 5th COC meeting is attached as Annexure A-7 of the application.

vi. The appointment of Mr. Vijay Kishore Saxena as RP was later confirmed by the Tribunal. Meanwhile, the IRP held the 6th meeting of the COC on 19.11.2022 where the IRP informed the members that the IRP had re issued the Form G in the above-mentioned matter on 16.10.2022, as no expression of interest was received subsequent to earlier Form-G. As per the fresh Form G the last date for receipt of the Expression of Interest (EOI) was 31.10.2022. However, even despite issuance of fresh Form-G, the IRP had not received any resolution plan. Copy of the minutes of 6th CoC meeting are attached as Annexure A-8 of the application.

vii. After the appointment of the applicant as the RP, the applicant held the 9th meeting of the COC on the 07.01.2023, wherein amongst various other agendas RP had also put agenda for further course of action of the CIRP process of the corporate debtor wherein the COC members decided and resolved with a voting share of 98.50% by way of

e-voting dated 18.01.2023, to issue fresh form G. Copy of the minutes of the 9th COC meeting along with the E-voting result is attached as Annexure A-12 of the application.

viii. Subsequent to the above resolution, the applicant RP republished the Form G on 26.01.2023 and the same was published in 2 newspapers one English i.e. 'Financial Express' and one Hindi i.e. 'Jansatta'. As per the Form G the last date for receipt of the Expression of Interest (EOI) was 10.02.2023. The provisional list of Prospective Resolution Applicants was released on 15.02.2023, out of them one of the Prospective Resolution Applicants showed its disinterest and had withdrawn their EOI. Thereafter, Final list Prospective Resolution Applicants was shared with CoC Members on 25.02.2023 having 2 PRAs i.e. Mr. Amrit Kumar Agrawal & AAA Capital Services Private Limited. Copy of the Form G is attached as Annexure A-14 of the application.

ix. The RP conducted the 12th COC meeting on the 03.04.2023 where the Resolution Professional had discussed regarding further course of action in the matter of the present CD as till the last date for submission of resolution plans i.e. 27.03.2023, none of the prospective resolution applicants had submitted their resolution plans. The Agenda for Liquidation of the corporate debtor was therefore also put forth in the present meeting with the consent of COC members, which was approved by the COC with 98.50 % voting share and the COC had

resolved and authorized the applicant RP to file an application for liquidation of the corporate debtor while recommending the appointment of the applicant RP as the Liquidator. Copy of the minutes of the 12th meeting of the COC held on 03.04.2023 is attached as Annexure A-17 of the application.

x. The COC in the 12th meeting had also resolved approved the estimated liquidation cost at Rs. 21.30 lakhs for a period of 6 months in view of the provision of regulation 39B of the CIRP regulations, the COC had also resolved and approved the remuneration of the liquidator to be at R.50,000/- per month during the Liquidation process period and as per regulation 4(a) & (b) of the Liquidation regulations and had thus resolved the agenda in view of regulation 39D of the CIRP regulations. The COC had also approved the agenda for sale of the corporate debtor as going concern u/r 39C of the CIRP regulations. On the said resolution the COC have voted for not to sell the company as a going concern. This resolution was approved with 98.50% voting share. The relevant resolutions passed by the COC are as follows:

- a. Regulation 39B: *“Resolved That The Estimates Of Liquidation Costs And Value Of Liquid Assets Available To Meet The Liquidation Costs As Placed Before The Meeting And Discussed With The Resolution Professional Be And Is Hereby Approved. Resolved Further That The Difference Between The Estimated Value Of Liquid Assets And The Estimated Liquidation Costs Shall Be Borne By The Committee Of Creditors. Resolved Further That In The Event Of Any Unforeseen Expenditure/Cost Incurred By The Liquidator In*

Liquidation Process Of Megaa Bakers Private Limited, The Financial Creditors Shall Reimburse The Actual Expenditure To The Liquidator"

- b. Regulation 39C: *"Resolved That In Accordance With Regulation 39C Of Ibbi (Liquidation Process) Regulation, 2016, Coc Has Recommended To Sale The Unit As Going Concern, So The Assets Will Be Sold As Described In Regulation 32 (E) Or (F) Of The Ibbi (Liquidation Process) Regulation, 2016."*
- c. Regulation 39D: *"Resolved That, in accordance with Section 34(8) of IBC 2016 and Regulation 4(1) of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations 2016, the liquidator shall be paid a fee of Rs.50000 per month plus actual expenditures incurred by the Liquidator for conducting the Liquidation process. and as per Regulation 4(2) the liquidator shall be entitled to a fee as a percentage of the amount realized net of other liquidation costs and of the amount distributed."*

xi. The copy of the consent form of Mr. Vijay Kishore Saxena to act as liquidator along with the AFA and IBBI Certificate is attached as Annexure A-18 of the application.

4) We have heard the learned counsel appearing on behalf of the Resolution Professional, and have perused the relevant material available on record.

5) It is noted that the corporate debtor was admitted into CIRP vide order dated 04.02.2022. The CoC consists of two members, i.e., the State Bank of India and Ravi Kumar Verma. It is observed that the present Application has been filed under section 33(2) of the Code for the initiation of the liquidation process of the Corporate Debtor. The Resolution Professional has published Form-G multiple times. The latest Form-G was published by the resolution professional and the last date for submission of EOI was 10.02.2023 and two prospective resolution applicants (PRA) were found to be eligible to submit the resolution plan. However,

no resolution plan was submitted by the PRA's. Thereafter, the COC in its 12th meeting dated 03.04.2023, passed a resolution for liquidation of the corporate debtor.

6) The COC resolved and approved the estimated liquidation cost as Rs. 21.30 lakhs for a period of 6 months and liquidator fees of Rs. 50,000/-. Furthermore, the COC resolved to not explore for compromise and arrangement and not to try for sale of the corporate debtor as a going concern. Further, the COC also passed a resolution that any amount of deficit in case of shortfall of the liquidation cost over the liquid assets shall be contributed by the CoC. As such, the application deserves to be allowed.

7) The applicant herein has provided its written consent to be appointed as the liquidator of the corporate debtor. However, IBBI in its letter dated 18.07.2023, has recommended that IP other than the IRP/RP may be appointed as liquidator in all the cases where a liquidation order is to be passed henceforth, and the liquidator can be appointed from the panel list of IBBI.

8) Considering the above facts and circumstances of the case and taking into account the guidelines of IBBI dated 18.07.2023 that IP other than the IRP/RP may be appointed as liquidator in all the cases where a liquidation order is to be passed henceforth, we considered the name of Mr. Manohar Suman having Registration Number IBBI/IPA-001/IP-P-00393/2021-2022/14003 email: manoharsuman10@gmail.com from the panel of the IBBI list is considered

for appointment as liquidator. He will file his consent for being appointed as liquidator.

9) In view of the satisfaction of the conditions provided under section 33 of the Code, the Corporate Debtor, i.e., MegaaBakers Private Limited, is directed to be liquidated in the manner as laid down in Chapter III of the Code.

10) Accordingly, by exercising our power under section 33(2) of the Code we pass the following Order:

(i) The corporate debtor MegaaBakers Private Limited shall be liquidated with immediate effect in the manner provided under Chapter III, Part II of the Code and other relevant rules and Regulations, including Insolvency and Bankruptcy (Liquidation Process) Regulations, 2017 as amended up to date, enjoined upon him. Accordingly, we allow IA(Liq.) 1334 of 2023.

(ii) The Moratorium declared under section 14 of the Code shall cease to have effect from the date of the order of liquidation.

(iii) According to section 34(4)(b) of the Code and the letter dated 18.07.2023 of IBBI, we hereby appoint Mr. Manohar Suman having Registration No. IBBI/IPA-001/IP-P-00393/2021-2022/14003 **as a liquidator** of the corporate debtor i.e. MegaaBakers Private Limited. The liquidator so appointed shall complete the liquidation process as per the provisions of the Code r.w. the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016.

(iv) All the powers of the Board of Directors, key managerial persons, and the partner of the corporate debtor, as the case may be, hereafter cease to exist. All these power henceforth vest with the liquidator.

(v) The personnel of the corporate debtor are directed to extend all cooperation to the liquidator as required by him in managing the liquidation process of the corporate debtor.

(vi) The liquidator will charge fees for the conduct of the liquidation proceedings in proportion to the value of the liquidation estate assets as specified by IBBI, and the liquidator's fees shall be in accordance to Regulation 4(2) (a) & (b) of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016.

(vii) Once the liquidation process is initiated, subject to section 52 of the Code, no suit or other legal proceeding shall be instituted by or against the corporate debtor. The liquidator has the liberty to institute a suit and other legal proceedings on behalf of the corporate debtor with the prior approval of this Adjudicating Authority, as provided in sub-section (5) of section 33 of the Code.

(viii) This liquidation order shall be deemed to be notice of discharge to the officers, employees, and workmen of the corporate debtor except to the extent of the business of the corporate debtor continued during the liquidation process by the liquidator.

(ix) This Adjudicating Authority directs the liquidator to issue a public announcement stating that the corporate debtor is in liquidation. The liquidator will also serve a copy of this order to the various Government Departments such as Income Tax, GST, VAT, RPFC etc., who are likely to have any claim upon the corporate debtor so that the authorities concerned are informed of the liquidation order timely. The liquidator will also provide a copy of this order to the trade unions/employee associations of the corporate debtor so that the workman/employees could also be informed of this liquidation order through their association.

(x) The Registry is directed to communicate this order to the concerned Registrar of the Companies, the registered office of the corporate debtor, the resolution professional, and the liquidator by speed post as well as by email within one week from the date of this order.

(xi) The present resolution professional is directed to hand over the relevant documents and control of the corporate debtor to the newly appointed liquidator forthwith.

11) Accordingly, IA(Liq.) 1334 of 2023 in CP(IB) 122 of 2020 is disposed of.

Sd/-

(Kaushalendra Kumar Singh)
Member (Technical)

Sd/-

(Khetrabasi Biswal)
Member (Judicial)

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