



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
12-06-2025 AT 12:15 PM**

**CP (IB) No. 1/7/HDB/2024
AND
IA (IBC) (Plan) 06/2025 in CP (IB) No. 1/7/HDB/2024
u/s. 7 of IBC, 2016**

IN THE MATTER OF:

M/s. MSRM International Trading Private Limited **...Financial Creditor**

AND

M/s. TAAZA International Limited **...Corporate Debtor**

C O R A M:-

SH. RAMMURTI KUSHAWAHA, HON'BLE MEMBER (JUDICIAL)
SH. CHARAN SINGH, HON'BLE MEMBER (TECHNICAL)

O R D E R

IA (IBC) (Plan) 06/2025

Learned Counsel Mr. G Bhupesh for Resolution Professional present physically.

Mr. Chinna Gurrappa, Resolution Professional present physically.

Order pronounced. **In the result, this application is allowed**, subject to the directions mentioned in the order.

**Sd/-
MEMBER (T)**

**Sd/-
MEMBER (J)**



**NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH**

**IA (Plan) 6 OF 2025
IN
CP (IB) NO.1/7/HDB/2024**

APPLICATION FILED UNDER SECTION 30(6) OF INSOLVENCY AND BANKRUPTCY CODE, 2016 R/W REGULATION 39(4) OF INSOLVENCY AND BANKRUPTCY BOARD OF INDIA (INSOLVENCY RESOLUTION PROCESS FOR CORPORATE PERSONS) REGULATIONS, 2016.

IN THE MATTER OF

M/s MSRM International Trading Private Limited
Financial Creditor

Vs.

M/s Taaza International Limited
(CIN: L51109TG2001PLC072561)
Corporate Debtor

Filed by:

Chinna Gurappa
RP for M/s Taaza International Limited
83, Panchasheel Enclave, Yapral
Hyderabad - 500087

... Applicant/Resolution Professional

Date of order: 12.06.2025

Coram:

Shri Rammurti Kushawaha, Hon'ble Member (Judicial)

Shri Charan Singh, Hon'ble Member (Technical) Appearance:

Appearance:

For Applicant: Shri G. Bhupesh, Advocate



PER : BENCH

ORDER

1. The present Application is filed by the Resolution Professional i.e. the Applicant herein (hereinafter referred to as the "Resolution Professional" or the "Applicant") of **M/s. Taaza International Limited (Corporate Debtor)**, under Sections 30(6) and 31 read with Regulation 39 (4) of IBBI (CIRP) Regulations 2016, seeking approval of Adjudicating Authority under section 31 of the IBBI, 2016, on the Resolution Plan submitted by **Jhansi Sanivarapu** along with the Scheme of Arrangement with **Keto Motors Private Limited** as Co-Applicant (Successful Resolution Applicant/SRA), as approved by the Committee of Creditors (COC) with 100% of voting share.

2. **AVERMENTS IN THE APPLICATION IN BRIEF:**

- **Initiation of CIRP:**

It is respectfully submitted that *CP (IB) No.1/7/HDB/2024* was filed by M/s. MSRM International Private Limited, Financial Creditor, under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("Code"), seeking initiation of Corporate Insolvency Resolution Process ("CIRP") against **M/s. Taaza International Limited** (hereinafter referred to as "Corporate Debtor"). The application was admitted by this Adjudicating Authority on **01.10.2024**, and **Mr. Chinna Gurappa** was appointed as the Interim Resolution Professional (IRP).



- **Public Announcement:**

The IRP issued a public announcement in **Form A** on **05.10.2024** in *Nava Telangana* (Telugu) – Telangana edition and *Financial Express* – Telangana edition. The last date for submission of claims was **17.10.2024**.

- **Claims Received and Constitution of CoC:**

The IRP received claims from creditors and filed the list of claims as of 22.10.2024, in compliance with Regulation 13(2)(d) of the CIRP Regulations. The Committee of Creditors (CoC) was constituted on **22.10.2024** and a memo was filed with this Hon'ble Tribunal in accordance with Regulation 17(1).

- **1st CoC Meeting:**

The first meeting of the CoC was conducted on **30.10.2024** after due notice. The CoC resolved to confirm **Mr. Chinna Gurappa** as the Resolution Professional with **100% voting share**.

- **Final List of Claims:**

The final list of claims as on **24.12.2024** was prepared and filed with IBBI. The summary of claims is as follows:

S.No	Name of the Creditor	Amount of Claim submitted Rs.	Amount of Claim Admitted Rs.	FC/ OC	Voting %
Unsecured Financial Creditors					
1	MSRM International	542,12,209	542,12,209	FC	100.00%



	Trading Private Limited				
	Total	542,12,209	542,12,209		100.00%
Operational Creditors: Govt Dues					
1	Employees State Insurance Corporation	3,90,759	3,90,759	OC	-
2	National Securities Depository Limited	27,894	27,894	OC	-
3	Provident Fund	8,84,097	8,84,097	OC	-
4	BSE Limited	39,51,230	39,51,230	OC	-
Operational Creditors: Others					
5	MM Reddy & Co.,	13,28,280	7,59,000	OC	-
	Total	65,82,260	60,12,980		-
Grand Total		607,94,469	602,25,189		100.00%

- **Valuation:**

Two IBBI-registered valuers were appointed on **11.11.2024** for valuation of Securities or Financial Assets. Both valuers submitted:

- Fair Value: ₹0.39 lakhs
- Liquidation Value: ₹0.39 lakhs

- **Expression of Interest (EOI):**

EOI in **Form G** was published on **19.11.2024** in *Nava Telangana* (Telugu – Telangana), *Prajashakti* (Telugu – Andhra Pradesh) and *Financial Express* (English – Telangana) (**Annexure-2**).



- **Provisional List of PRA:**

Eight (8) PRAs submitted EOI with the prescribed EMD. The provisional list was published on **14.12.2024** as per Regulation 36 which is annexed and marked as **Annexure-3**).

- **Final List of PRA:**

Due diligence under Section 29A was conducted and the final list of eligible PRAs was published on **30.12.2024 (Annexure-4)**.

- **RFRP and Information Memorandum:**

The Information Memorandum, Request for Resolution Plan (RFRP), and Evaluation Matrix were circulated. Deadline for submission of plans was **03.02.2025**.

- **Receipt of Resolution Plans:**

Only Five (5) Resolution Applicants submitted their plans by **03.02.2025**:

Name	Date & Time (Mail)
Kotha Amarandhar Reddy	03.02.2025 @ 9:23 PM
Jhansi Sanivarapu & Keto Motors Private Limited	03.02.2025 @ 6:14 PM
Mr. Nirej V. Paul	02.02.2025 @ 8:55 PM
Consortium of RIL & Mr. Sanjay Lodha	02.02.2025 @ 12:55 PM
Vivek Kumar Ratakonda	03.02.2025 @ 11:52 PM



- **4th CoC Meeting:**

The plans were opened in the 4th COC meeting held on 10.02.2025 and discussed in presence of CoC and respective PRAs.

- **6th CoC Meeting:**

In the 6th COC meeting conducted on **22.02.2025**, the CoC deliberated on credentials, resolution amounts, and requested PRAs to submit revised plans by **28.02.2025**.

- **Receipt of Revised Plans:**

The following Four (4) revised plans were received by the Resolution Professional on 28.02.2025:

Name	Date & Time (Mail)
Kotha Amarandhar Reddy	28.02.2025 @ 4:51 PM
Jhansi Sanivarapu & Keto Motors Private Limited	28.02.2025 @ 2:54 PM
Mr. Nirej V. Paul	28.02.2025 @ 8:55 PM
Vivek Kumar Ratakonda	01.03.2025 :48 AM

- **Compliance of Resolution Plans:**

The Resolution Professional averred that all revised plans were in conformity with Section 30(2) and Regulation 38 of the CIRP Regulations, 2016.

- **7th CoC Meeting & Approval of Plan:**

The COC Convened its 7th meeting on **04.03.2025**. After deliberations and careful evaluation, the CoC approved the Resolution Plan submitted by **Ms.**



Jhansi Sanivarapu & Keto Motors Private Limited as Co-Applicant (along with the **Scheme of Arrangement with M/s Keto Motors Private Limited**), with **100% voting share**. The Resolution Plan submitted by the successful Resolution Applicant along with the Scheme of merger / arrangement is annexed and marked as **Annexure-6**.

- **PERFORMANCE BANK GUARANTEE:-**

The Resolution Applicant has transferred an amount of Rs. **41,00,000/-** on 07.03.2025 and had deposited **Rs. 50,00,000/-** as EMD along with the resolution plan, totalling **Rs. 91.00 lakhs** towards 10% as Performance Bank Guarantee. According to the Resolution Professional, this amount shall be adjusted against the final tranche of payment as part of the resolution consideration.

3. CONTOUR OF THE RESOLUTION PLAN:

(A) **Sanivarapu Jhansi**, the Successful Resolution Applicant, is a resident to Hyderabad brings proven expertise in the restructuring of entities and revival of distressed assets.

M/s Keto Motors Private Limited” /Co-Applicant is an unlisted Private Limited Company having its registered office at Hyderabad and incorporated on 03/12/2018 under Registrar of Companies, Hyderabad. The Company is led by its Director, Mr. Raj Kumar Medimi. The Company contributes its strong technical, managerial and operational capabilities, having been actively engaged in the electric vehicle manufacturing sector and related components for over a decade.

➤ The Resolution Applicants propose a **Corporate Restructuring** by way of **merger** of *M/s Keto Motors Private Limited* (“Transferor Company”) with the *Corporate Debtor, M/s Taaza International Limited*



(“Transferee Company” or “Resulting Company”) pursuant to approval of the Board of Directors of the Transferor Company i.e. M/s Keto Motors Private Limited, vide Board Resolution dated 30.01.2025, and the **consequent allotment of shares** of the Transferee Company/Corporate Debtor to the shareholders of the Transferor Company, in accordance with the terms and conditions laid down in the **Resolution Plan** and the **Scheme of Arrangement** forming an integral part thereof.

- Upon merger becoming effective the name of the Corporate Debtor would be renamed as **M/s Keto Motors Limited**.
- **Rationale behind the Scheme of Arrangement**

The proposed **Scheme of Arrangement**, involving the merger of *M/s Keto Motors Private Limited* (“Transferor Company”) into *M/s Taaza International Limited* (“Transferee Company” / “Corporate Debtor”), is structured to ensure the continuity of business operations of the Corporate Debtor, thereby preserving its going concern value and unlocking significantly greater value than would be realizable under liquidation. The Scheme seeks to facilitate the revival of the Corporate Debtor through strategic consolidation and operational integration. The key benefits and objectives of the proposed merger are summarized below:

- **Revival of Corporate Debtor as a Going Concern:**
The merger would facilitate the revival of M/s Taaza International Limited by ensuring uninterrupted business operations, preserving employment, and enabling future growth, as opposed to value-destructive liquidation.



- **Operational Synergies and Cost Optimization:**

The consolidation would result in an enhanced scale of operations and allow for significant cost savings through the elimination of duplicative overheads, administrative, managerial, and operational expenses. It will also lead to improved organizational efficiency and optimal utilization of resources.

- **Forward Integration and Strategic Expansion:**

The merger will enable forward integration of the Resolution Applicant's expertise and operations into the Corporate Debtor, thereby boosting operational capabilities, ensuring better business control, and enabling strategic growth.

- **Enhanced Shareholder Value and Financial Strength:**

The amalgamation is expected to strengthen the **financial position** of the combined entity by improving its cash flows, expanding its asset base, and enhancing overall revenue and profitability, thereby creating value for shareholders of both companies.

- **Strategic Expansion and Market Opportunities:**

The merged entity will be better positioned to undertake large-scale expansion, pursue bigger business opportunities, and strengthen its competitive standing in the industry.

- In consideration of the transfer/merger of M/s Keto Motors Private Limited (Transferor Company) with and into M/s Taaza International Limited (Transferee Company), the swap ratio for allotment of shares is as under:-

“3 (Three) Equity shares of M/s. TAAZA INTERNATIONAL Limited of the face value of Rs.10/- each will be allotted for every 2 (two) Equity share of face



value Rs.10/- each held by Members in the Keto Motors Private Limited on Record Date”.

The Share Exchange Ratio has been arrived at on the basis of the Valuation Report prepared by Kesava Srinivasulu Chekka, Registered Valuer (Securities or Financial Assets) REG.NO.IBBI/RV/11/2021/14345 dated 7th October 2024.

- Number of shares allotted pursuant to the merger of Resolution Applicant:

An allotment of 5,60,47,800 equity shares of Rs. 10/- each fully paid up, to the shareholders of M/s Keto Motors Private Limited, as a consideration for the merger of the Company into the Corporate Debtor.
- Upon simultaneous cancellation of existing equity shares and re-issue of shares to shareholders and allotment of shares to the Resolution Applicants and to strategic investors and merger of M/s. Keto Motors Private Limited, the shareholding pattern of the Corporate Debtor is as follows:

Category	No of shares (Rs. 10/- each)	Amount (Rs.)	(%)
Public Shareholders- Post reduction	2,86,672	28,66,720	0.41%
Resolution Applicants	91,00,000	910,00,000	12.92%
Allotment to strategic investors	50,00,000	500,00,000	7.10%
Allotment to Shareholders of KETO Motors Private Limited (Pursuant to the Scheme of Arrangement)	560,47,800	5604,78,000	79.57%
Total	704,34,472	7043,44,720	100.00%



- Shareholding pattern of M/s. Keto Motors Limited (Taaza International Ltd, name as proposed in this scheme), before and after CIRP (consequent to the merger under this Plan)

Category	No of shares held before merger/CIRP (Rs.10/- each)	% of shareholding	No of shares held after merger/CIRP (Rs.10/- each)	% of shareholding
Promoters	15,24,675	21.01%	651,47,800	92.49%
Public shareholder	57,33,435	78.99%	52,86,672	7.51%
Total	72,58,110	100.00%	704,34,472	100.00%

- **Proposed Shareholding of the Corporate Debtor post CIRP:**

Category	No of shares held before CIRP (Rs.10/- each)	Voting Shares (%) before CIRP	No of Shares held after CIRP (Rs.10/- each)	Voting Shares (%) held after CIRP
Existing Promotor	15,24,675	21.01%	-	0.00%
Existing Public Shareholders	57,33,435	78.99%	2,86,672	0.41%
Resolution Applicant	-	0.00%	91,00,000	12.92%
Preferential Allotment to the Strategic Investors (Public Shareholders)	-	0.00%	50,00,000	7.10%
Allotment to Shareholders of KETO Motors Private Limited (Pursuant to the Scheme of Arrangement)	-	0.00%	560,47,800	79.57%
Total	72,58,110	100.00%	704,34,472	100.00%



➤ **Minimum Public Shareholding (MPS)**

Proviso in Rule 19A (5) Securities Contracts (Regulation) Rules, 1957

*‘Every listed company shall maintain public shareholding of at **least five percent**, as a result of the implementation of the resolution plan approved under Section 31 of the Insolvency and Bankruptcy Code, 2016’.*

- The public shareholding post reduction of capital and preferential allotment and allotment consequent to the Scheme of Arrangement are as follows:

S No	Category	No of Shares held after CIRP (Rs.10/- each)	Voting Shares (%) held after CIRP
1	Existing Public Shareholders-Post reduction	2,86,672	0.41%
3	Preferential Allotment to the Identified Strategic Investors (Public Shareholders)	50,00,000	7.10%
	Total	52,86,672	7.51%

- The Company is adhering to the above rule of 19A (5) **Securities Contracts (Regulation) Rules, 1957** by maintaining a public shareholding of 7.51% of the expanded equity as a result of the implementation of the resolution plan and as per the terms and conditions as approved under 31 of the Insolvency and Bankruptcy Code, 2016’.
- The equity shares issued and allotted by the Corporate Debtor pursuant to the approval of the Adjudicating Authority shall be listed and admitted to trading on the Stock Exchange i.e. BSE.

(B) The COC comprised of the following Operational Creditors and distribution of voting share among them is as under:



Sl. No.	Name of Creditor	Voting Share (%)	Voting for Resolution Plan (Voted for / Dissented / Abstained)
1	MSRM International Private Limited	100%	Voted for
	Total	100.00%	

(C) The amounts provided for the stakeholders under the Resolution Plan is as under:

(Fig in Rs.)

Sl. No.	Category of Stake holder*	Sub-Category of Stakeholder	Amount Admitted	Amount Provided under the Plan#	Amount Provided to the Amount Claimed (%)
1	2	3	5	6	7
1	Secured Financial Creditors	(a) Creditors not having a right to vote under sub-section (2) of section 21	-	-	-
		(b) Other than (a) above:			
		(i) who did not vote in favour of the resolution Plan	-	-	-
		(ii) who voted in favour of the resolution plan	-	-	-
		Total[(a) + (b)]	-	-	-
2	Unsecured Financial Creditors	(a) Creditors not having a right to vote under sub-section (2) of section 21	-	-	-
		(b) Other than (a) above:	-	-	-
		(i) who did not vote in favour of the resolution Plan	-	-	-



		(ii) who voted in favour of the resolution plan	5,42,12,209	5,42,12,209	100%
		Total[(a) + (b)]	5,42,12,209	5,42,12,209	100%
	Operational Creditors	(a) Related Party of Corporate Debtor	-	-	-
		(b) Other than (a) above:	-	-	-
		(i) Government	52,53,980	52,53,980	100%
		(ii) Workmen	-	-	-
		(iii) Employees	-	-	-
		(iv) Other Operational Creditors	7,59,000	7,59,000	100%
		a. Regulatory dues	-	-	-
		b. Other creditors	-	-	-
		Total[(a) + (b)]	60,12,980	60,12,980	100%
4	Other debts and dues	CIRP Cost (Estimate)	17,00,000 + Regulatory fee under Regulation 31A and RP incentive under Regulation 34B	37,00,000	100%
5		Contingencies	-	2,19,804	-
6		Existing Shareholders	-	2,68,55,007	37%
		Grand Total	-	9,10,00,000	-

(D) PROPOSED PAYMENT DISTRIBUTION TO THE STAKEHOLDERS:

The SRA undertakes to distribute the Plan amount of **Rs. 9,10,00,000/-** in the following manner:



S.No	Category of the Creditor	Amounts Claimed (Rs.)	Total Settlement Amount (Rs.)
1	CIRP Cost	-	37,00,000
2	Un-Secured Financial Creditors	542,12,209	542,12,209
3	Operational Creditors - Govt / Regulatory dues	52,53,980	52,53,980
4	Operational Creditors - Other than Govt and employees	7,59,000	7,59,000
5	Contingencies (short fall in CIRP costs / future claims if any)	-	2,19,804
6	To Existing shareholders (at Rs.3.70/- per share)	-	268,55,007
	Total Liabilities	602,25,189	910,00,000

(E) TERM OF THE RESOLUTION PLAN: -

The Proposed schedule of the plan amount:

S.No	Period	Amount Rs.	% of Amount
1	Within 30 days from the date of approval of Plan by Adjudicating Authority (upfront)	364,00,000	40%
2	Within 60 days from the date of approval of Plan by Adjudicating Authority (less: EMD / Performance guarantee of 10% of plan)	546,00,000	60%
	Total	910,00,000	100%

(F) Total fund infusion by the Successful Resolution Applicant :-



S No	Description	Payment Schedule	Amount (Rs.)
i	Total funds infusion under the Resolution Plan	As per the CIRP schedule	9,10,00,000
ii	Funds for further business development by way equity (Strategic Investors)	After the effective date (Post CIRP)	5,00,00,000
iii	Total funds infusion	(for CIRP and Post CIRP)	14,10,00,000

(G) MONITORING COMMITTEE

The approved Resolution Plan provides for constitution of the Monitoring Committee consisting of Resolution Professional, Financial Creditor and Resolution Applicant to oversee and monitor the implementation of the Resolution Plan from the date of approval of Resolution Plan by this Tribunal till the final payment as per the resolution plan. **(Chapter VI (2) (b) page 28 of the plan).**

(H) Compliance of mandatory contents of Resolution Plan under the Code and Regulations.

The Applicant has conducted a thorough compliance check of the Resolution Plan in terms of the Code as well as Regulations 38 & 39 of the Insolvency and Bankruptcy Board of India (Corporate Insolvency Resolution Process) Regulations, 2016 and has filed Form 'H' prescribed under Regulation 39(4) of Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.



3. In the above backdrop we heard Shri G. Bhupesh, Ld. Resolution Professional and perused the records. He submits that the Resolution Plan meets the requirement of Section 30 (2) of the Code, as under:

Provisions under Section 30(2) of the Code	Compliance under Resolution Plan
(a) provides for the payment of insolvency resolution process costs in a manner specified by the Board in priority to the repayment of other debts of the Corporate Debtor;	Yes, provision has been made for payment of the Insolvency Resolution Process Cost of Rs. 37,00,000/- under the Resolution Plan. Any amount of excess or shortfall towards the CIRP cost shall be paid by the Resolution Applicant. Any higher amount over and above this (as approved by CoC) shall be borne and paid by Resolution Applicant(s) from out of to the extent of contingencies on a priority basis, further shortfall if any also will be borne by the Applicant(s). Chapter IV(1) (i).
[(b) Whether the plan provides for the payment to the Operational Creditors	The amount proposed to be paid to government authorities is Rs. 52,52,980/-. Further an amount of Rs. 7,59,000/- is earmarked for dues of the operational creditors (other than dues of workmen and employees and Govt. dues. (chapter IV (1) (ii, iii & iv).
(c) Payment to Financial creditors who did not vote in favour of the resolution plan	The Resolution Plan is approved with 100% voting by the Financial Creditors. Hence not applicable.
(d) Management of the affairs of the Corporate Debtor after approval of the resolution plan	Yes the Resolution Plan provides for the management of the affairs of the Corporate Debtor (Chapter-VI (2) (b).



(e) Provides for the implementation and supervision of the Resolution Plan	Yes, Provides for the implementation and supervision of the Resolution Plan (Chapter-VI & VIII).
(f) That the plan does not contravene any of the provisions of the law for the time being in force	Statement has been included in the Resolution Plan. (Chapter – XI (6))

4. Further, the Resolution Plan is in compliance of Regulation 38 of the Regulations in the following manner:

CIRP Regulation	Provisions of CIRP Regulations	Relevant clause / page no. of Resolution Plan document
Regulation 38(1)(a)	The amount payable under the resolution plan to the operational creditors, shall be paid in priority over financial creditors.	Chapter IV (Financial Proposal)
Regulation 38(1A)	Whether the resolution plan includes a statement as to how it has dealt with interest of all stakeholders including Financial Creditors and Operational Creditors of the Corporate Debtor.	Chapter XI (7) Declaration by the Resolution Applicant that the Resolution Plan has considered the interest of all the stakeholders of the Corporate Debtor, keeping in view the objectives of the Code.
Regulation 38(1B)	Whether the Resolution Applicant or 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 so, whether the Resolution Applicant has submitted the	Chapter-IX (14) Declaration by the Resolution Applicant that neither the Resolution Applicant nor any of its related party has either failed or contributed to the failure of the implementation of any Resolution Plan approved under the Code.



	statement giving details of such non-implementation.	
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5. **Amounts to Shareholders:** The Resolution Applicant has proposed an amount of Rs.2,68,55,007/- towards existing shareholder of the corporate debtor at Rs.3.70/- per share of their paid-up equity share capital as per the latest shareholding pattern including promoters.
6. This Tribunal on 11.06.2025 had sought clarification from the Ld. Counsel for the Resolution Professional on the description of the Successful Resolution Applicants in the instant IA. The Ld. Counsel vide his memo dated 11.06.2025 has clarified that the Successful Resolution Applicants as described in the Resolution Plan at page 134 of the IA are (A) Mrs. Sanivarapu Jhansi and (b) Keto Motors Private Limited and that the said Resolution Plan submitted by Mrs. Jhansi Sanivarapu along with the proposal of Scheme of arrangement for revival of the Corporate Debtor is approved by 100% of the COC. The Ld. Counsel further stated that the Board Resolution dated 30.01.2025 of Keto Motors Private Limited, also details the authorization given to Mrs. Jhansi Sanivarapu to file the Resolution Plan providing the Scheme of Arrangement.
7. At the outset we refer to the following judgements: -
- (a) Hon'ble Apex Court in *re Sashidhar v. Indian Overseas Bank & Others* (in Civil Appeal No. 10673/2018) 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. On receipt of such proposal, the Adjudicating Authority (NCLT) is required to*



satisfy itself that the resolution plan as approved by CoC meets the requirements specified in Section 30(2). No more and no less”.

- (b) The Hon’ble Supreme Court has further held at para 35 of the above judgement that:

the discretion of the adjudicating authority (NCLT) is circumscribed by Section 31 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), when the resolution plan does not conform to the stated requirements.

- (c) The Hon’ble Supreme Court in **Committee of Creditors of Essar Steel India Limited Vs. Satish Kumar Gupta & Ors**, held that:-

“the limited judicial review available to AA has to be within the four corners of section 30(2) of the Code. Such review can in no circumstance trespass upon a business decision of the majority of the CoC. As such the Adjudicating Authority would not have power to modify the Resolution Plan which the CoC in their commercial wisdom have approved”.

- (d) The Hon’ble Supreme Court of India, in the recent ruling in re **Vallal RCK vs M/s Siva Industries and Holdings Limited & Ors**, has held as under:-

21. This Court has consistently held that the commercial wisdom of the CoC has been given paramount status without any judicial intervention for ensuring completion of the stated processes within the timelines prescribed by the IBC. It has been held that there is an intrinsic assumption, that financial creditors are fully informed about the viability of the corporate debtor and feasibility of the proposed resolution plan. They act on the basis of thorough examination of the proposed resolution plan and assessment made by their team of experts. A reference in this respect could be made to the judgments of this Court in the cases of K. Sashidhar v. Indian Overseas Bank and Others, Committee of Creditors of Essar Steel India Limited through Authorised Signatory v. Satish Kumar Gupta and Others,



Maharashtra Seamless Limited v. Padmanabhan Venkatesh and Others, Kalpraj Dharamshi and Another v. Kotak Investment Advisors Limited and Another, and Jaypee Kensington Boulevard Apartments Welfare Association and Others v. NBCC (India) Limited and Others.

27. This Court has, time and again, emphasized the need for minimal judicial interference by the NCLAT and NCLT in the framework of IBC. We may refer to the recent observation of this Court made in the case of Arun Kumar Jagatramka v. Jindal Steel and Power Limited and Another:

“95. However, we do take this opportunity to offer a note of caution for NCLT and NCLAT, functioning as the adjudicatory authority and appellate authority under the IBC respectively, from judicially interfering in the framework envisaged under the IBC. As we have noted earlier in the judgment, the IBC was introduced in order to overhaul the insolvency and bankruptcy regime in India. As such, it is a carefully considered and well thought out piece of legislation which sought to shed away the practices of the past. The legislature has also been working hard to ensure that the efficacy of this legislation remains robust by constantly amending it based on its experience. Consequently, the need for judicial intervention or innovation from NCLT and NCLAT should be kept at its bare minimum and should not disturb the foundational principles of the IBC.....”

8. According to the Applicant, from the date of commencement of CIRP to till date of filing this instant application, a total of 07 (seven) COC meetings were convened.
9. It is noted that the 180 days' time limit for completion of the CIRP as per Section 12 of the Code was 30.03.2025 and this application for approval of resolution plan has been submitted on 18.03.2025.
10. Adequate approval under Section 230-232 and other relevant provisions of the Companies Act, 2013 for the merger as of the implementation date will be obtained upon approval of the Resolution Plan by this Tribunal.



11. **The highlights of the resolution plan are as under:-**

1.	IA No/CP No.	IA (Plan) 06/2025 in CP (IB) No. 1/7/HDB/2024
2.	Date of filing of resolution plan with the Adjudicating Authority	18.03.2025
3.	Name of the Resolution Applicant	Mrs. Jhansi Sanivarapu along with Scheme of Arrangement with Keto Motors Private Limited as co-applicant
4.	Voting % in favour of the Resolution Plan	100%
5.	Resolution Plan Amount provided by the SRA to the stakeholders	Rs. 9,10,00,000/- (including CIRP costs)
6.	Total claims admitted by the RP	Rs. 60.,12,980/-
7.	% of amount provided to the stakeholders under the Resolution Plan to the amount admitted	100%
8.	Hair Cut	0 %
9.	Fair Value	Rs. 0.39 lakhs
10.	Liquidation Value	Rs. 0.39 lakhs
11.	PBG provided by SRA	Rs.91/- lakhs
12.	Term/Implementation schedule	60 days from the NCLT approval date

12. According to the Resolution Professional, the said Resolution Plan complies with all the provisions of the IBC, IBBI / CIRP Regulations and does not contravene any of the provisions of the law for the time being in force and the Successful Resolution Applicant has filed an Affidavit pursuant to Section 30 (1) of the Code, confirming its eligibility under Section 29A of the code and



the Resolution Professional affirms that the contents of the said Affidavit are in order.

13. Therefore, the resolution plan, when tested on the touch stone of the aforesaid facts and the rulings, we are of the view that the instant resolution plan satisfies the requirements of Section 30 (2) of the Code and Regulations 37, 38, 38 (1A) and 39 (4) of the Regulations. We also find that the Resolution Applicant is eligible to submit the Resolution Plan under Section 29A of the Code.
14. We therefore, hereby approve the Resolution Plan submitted by **Mrs. Jhansi Sanivarapu** ("Successful Resolution Applicant") along with the Scheme of Arrangement with **Keto Motors Private Limited** (as Co-Applicant), along with annexures, schedules forming part of the Resolution Plan annexed to the Application and order as under: -
 - (a) The Resolution Plan along with annexures and schedules forming part of the plan shall be binding on the Corporate Debtor, 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.
 - (b) Adequate approval under Section 230 to 232 and other relevant provisions of the Companies Act, 2013 for the merger as of the implementation date will be obtained upon approval by this Tribunal.
 - (c) All crystallized liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of this Resolution Plan.



- (d) The approval of the Resolution Plan shall not be construed as waiver of any statutory obligations/ liabilities of the Corporate Debtor and shall be dealt with by the appropriate Authorities in accordance with law. Any waiver sought in the Resolution Plan, shall be subject to approval by the Authorities concerned as held by Hon'ble Supreme Court in the matter of ***Ghanashyam Mishra & Sons Private Limited Versus Edelweiss Asset Reconstruction Company Limited in CIVIL APPEAL NO.8129 OF 2019 dated 13.04.2021.***
- (e) It is hereby ordered that performance guarantee of Rs. 91,00,000/- deposited by the Successful Resolution Applicant shall remain as performance Guarantee till the amount proposed to be paid to the creditors under the plan, is fully paid off and the plan is fully implemented.
- (f) The Memorandum of Association (MoA) and Articles of Association (AoA) shall accordingly be amended and filed with the Registrar of Companies (RoC) Hyderabad for information and record, if applicable. The Resolution Applicant, for effective implementation of the Plan, shall obtain all necessary approvals, under any law for the time being in force, within such period as may be prescribed.
- (g) Henceforth, no creditors of the erstwhile Corporate Debtor can claim anything other than the liabilities referred to supra.
- (h) The moratorium under Section 14 of the Code shall cease to have effect from this date.
- (i) 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.
- (j) The Applicant shall forthwith send a copy of this order to the CoC and the Resolution Applicant.



- (k) The Registry is directed to furnish free copy to the parties as per Rule 50 of the NCLT Rules, 2016.
- (l) The Registry is directed to communicate this order to the Registrar of Companies, Hyderabad for updating the master data and also forward a copy to IBBI.
- (m) The Monitoring Committee/ Resolution Professional will submit a report to the Registry immediately after implementation of the Plan.**
- (n) Accordingly, IA (plan) 6/2025 is allowed and stands disposed of.

SD/-

(CHARAN SINGH)
Member (Technical)

SD/-

(RAMMURTI KUSHAWAHA)
Member (Judicial)

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