IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH- I

IA(IBC)(Plan)/69/MB/2025
IN
CP(IB) No. 570 of 2024

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

In the Application of
Mr. Jayanti Lal Jain, (Resolution Professional in the matter of M/s. VXL Instruments Limited.)

…Applicant

In the matter of
M/ s. Kapishvar Silicates Private Limited

…Financial Creditor

Versus

M/s. VXL Instruments Limited

…Corporate Debtor

Order Delivered On : 09.09.2026

Coram:

Sh. Prabhat Kumar
Member (Technical)

Sh. Sushil Mahadeorao Kochey
Member (Judicial)

Appearances:

For the Applicant: Adv. Aniruth Purusothaman a/w Adv. Aditya Mishra, Adv. Saransh Pratap Singh

ORDER

Brief Facts:

1. The present Application has been filed by Mr. Jayanti Lal Jain, Resolution Professional ("Applicant"/"Resolution Professional") of M/s. VXL Instruments Limited ("Corporate Debtor"/"CD"), under Section 30(6) read with Section 31(1) of the Insolvency and Bankruptcy Code, 2016 ("Code"), Regulation 39(4) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ("CIRP Regulations"), and Rule 11 of the National Company Law Tribunal Rules, 2016, seeking approval of the Resolution Plan dated 16th May 2026 submitted by Consortium of NG Organics Private Limited and Mr. Nitinbhai Govindbhai Patel (hereinafter referred to as the "Successful Resolution Applicant"/"SRA").
2. The Resolution Plan submitted by the SRA, along with the Addendum thereto, was approved by the Committee of Creditors ("CoC") with 100% voting share in the 12th CoC meeting conducted on 23 May 2026
3. The Corporate Debtor was incorporated on 28th February 1986 under the provisions of the Companies Act, 1956 bearing Corporate Identification Number (CIN) L85110MH1986PLC272426 and also listed on the Bombay Stock Exchange. Its registered office is situated at WeWork, Floor-2, Plot Nos. 264/265, Vaswani Chambers, Dr. Annie Besant Road, Worli Colony, Mumbai – 400030. The Corporate Debtor is registered with the Registrar of Companies, Mumbai, and has an authorised share capital of ₹15,00,00,000/- and a paid-up share capital of ₹13,32,48,000/-.
4. The Corporate Debtor is primarily engaged in the business of manufacturing electronic instruments. It is stated that the Corporate Debtor has its factory premises at 74/C, KEONICS Electronics City, Hosur Road, Bengaluru – 560100,

Karnataka, which are held on a rental basis. It is also stated that the Corporate Debtor has not undertaken any significant business activity since 1st April 2024 and does not own any fixed assets.

5. The Corporate Insolvency Resolution Process ("CIRP") of the Corporate Debtor commenced pursuant to the order dated 26th November 2024 passed by this Tribunal in C.P. (IB) No. 570 (MB) of 2024 under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("Code"), whereby Mr. Jayanti Lal Jain was appointed as the Interim Resolution Professional ("IRP").
6. On 3rd December 2024, the IRP issued a public announcement regarding the commencement of the CIRP and invited claims from the creditors of the Corporate Debtor. The last date for submission of claims was 25th December 2024. Upon verification of the claims received, the Committee of Creditors ("CoC") was constituted under Section 21(1) of the Code, comprising M/s. Kapishvar Silicates Pvt. Ltd. as the sole Financial Creditor, holding 100% voting share.
7. Form G was issued on 13th January 2025, inviting Expressions of Interest ("EoIs") from prospective resolution applicants ("PRAs"). The last date for submission of EoIs was 24th January 2025, and the last date for submission of resolution plans was 30th January 2025. Thereafter, the final list of PRAs was published on 11th February 2025. On 15th February 2025, the Applicant issued the Information Memorandum, Request for Resolution Plans ("RFRP") and Evaluation Matrix to the PRAs.
8. The Applicant submits that the initial last date for submission of Resolution Plan was 17th March 2025. Thereafter, the CoC granted extensions extending the deadline to 21st April 2025 and thereafter till 16th May 2025.
9. The Resolution Plans received under the Form G process were placed before the CoC in its 7th Meeting held on 22nd April 2025. Legal vetting, deliberations and negotiations with the PRAs were thereafter undertaken in the 8th and 9th CoC Meetings. In its 11th Meeting held on 20th May 2025, the CoC noted receipt of fourteen (14) final Resolution Plans. One plan was not considered as it was submitted after the prescribed deadline.

10. Upon considering the feasibility and viability of the compliant Resolution Plans under Section 30(4) of the Code, the CoC, in its 12th Meeting held on 23rd May 2025, approved the Resolution Plan submitted by the Consortium of NG Organics Private Limited and Mr. Nitinbhai Govindbhai Patel, with 100% voting share. The e-voting concluded on 29th May 2025. During the CIRP, the Applicant convened thirteen (13) CoC Meetings.
11. The Applicant submits that the Resolution Plan is examined by the Applicant and the CoC and has been found compliant with the requirements of Section 30(2) of the Code, Regulation 38 of the CIRP Regulations and other applicable provisions of law. The Resolution Plan provides, inter alia, for payment of the CIRP Costs in priority and at actuals, treatment of operational creditors in accordance with the provisions of the Code, the management and implementation of the Resolution Plan, supervision of its implementation through a Monitoring Committee, and a statement setting out the manner in which the interests of the stakeholders have been dealt with under the Resolution Plan.
12. The Resolution Plan provides that the liquidation value payable to the equity shareholders is NIL; however, the listing of the Corporate Debtor on the BSE shall continue, subject to applicable laws.
13. The Resolution further Plan provides for extinguishment of all pre-CIRP statutory dues, claims and civil or criminal litigations, while preserving the liability of the erstwhile promoters in respect of avoidance transactions and pending litigations. It further provides that the Corporate Debtor and the Resolution Applicant shall retain the right to recover dues, claims and receivables from third parties, including governmental and statutory authorities, without any set-off or competing claim by any stakeholder.
14. It is submitted that, upon approval, the Resolution Professional shall prepare the final statement of accounts as on the Effective Date, and any resultant difference or balancing figure shall be adjusted against the capital reserve in accordance with applicable accounting standards, without any liability of the Corporate Debtor for tax consequences arising solely from such accounting adjustment.

15. The Applicant further submits that, in terms of Clause 1.9 of the RFRP, the Bid Security Bank Guarantee ("BSBG") furnished by the Resolution Applicant is liable to be converted into or adjusted towards Performance Security upon declaration of the Successful Resolution Applicant. In the present case, the Performance Security is ₹70,00,000/- (Rupees Seventy Lakhs only), being 10% of the amount offered under the Resolution Plan. Rs 50,00,000/- has been deposited by the Successful Resolution Applicant as EMD and accordingly stands converted into Performance Security.
16. The Applicant further draws our attention to affidavit dated 19th November 2025, whereby it was placed on record that the Resolution Applicant has deposited an aggregate amount of ₹1,41,00,000/- (Rupees One Crore Forty-One Lakhs only), exceeding the stipulated requirement of ₹1,05,00,000/-, being 15% of the Plan Value of ₹7 Crores. The bank statement of the Corporate Debtor was placed on record in support thereof.
17. The Resolution Plan provides for revival of the Corporate Debtor by transitioning from its thin-client manufacturing business to agriculture-related activities, including contract farming, food processing and trading of agricultural products, with provision for exploring other sectors and infusion of working capital as required.
18. The Resolution Plan further provides for the merger of the Corporate Debtor, M/s. VXL Instruments Limited, with the Resolution Applicant, NG Organics Private Limited (a company incorporated in state of Gujarat), as part of the resolution process, with a view to consolidating and streamlining the operations.
19. The Resolution Plan provides for a structured implementation and monitoring mechanism through constitution of a Monitoring Committee in terms of Regulation 38(4)(a) of the CIRP Regulations, which shall oversee implementation of the Resolution Plan until its completion.
20. The Applicant further submits that the Resolution Plan has been duly considered and approved by the CoC after evaluating, inter alia, its feasibility, viability, implementation mechanism and the recoveries proposed for the stakeholders. The Resolution Plan having received the requisite approval of the CoC, the same is

being placed before this Tribunal for consideration and approval under Section 31 of the Code.

21. In view of the approval accorded by the CoC in its 12th meeting with 100% vote, the Applicant has preferred the present Interlocutory Application seeking approval of the Resolution Plan dated 16.05.2026 submitted by Consortium of M/ s. NG Organics Pvt. Ltd. and Mr. Nitinbhai Govindbhai Patel, under Section 31 of the Insolvency and Bankruptcy Code, 2016.

Limitation:

22. It is stated that the 180-day period of the CIRP expired on 25th May 2025, the Applicant filed Interlocutory Application No. 2788 of 2025 seeking extension of the CIRP period. The said application was allowed by this Tribunal, thereby extending the CIRP period from 25th May 2025 to 30th June 2025. Accordingly, the present Application, having been filed on 05.06.2025 is within the prescribed period of limitation.

Salient Features of the Resolution Plan

a. Financial Proposal:

The total admitted claims of 76 creditors amount to ₹6.28 Crores. The Resolution Plan proposes a total amount of ₹7.00 Crores towards full and final settlement of the admitted claims, comprising: (a) CIRP costs of ₹50 lakhs; (b) Financial Creditors, including interest, ₹3.13 Crores; (c) Operational Creditors ₹0.98 Crores; and (d) Workmen and Employees ₹2.44 Crores. It is pertinent to note that the CIRP costs shall be paid in full on an actual basis, even if they exceed the estimated amount of ₹50 lakhs.

b. Sources of Funds:

The Resolution Plan proposes to fund the total bid value of ₹7 Crores through the Resolution Applicant's internal resources, including equity infusion, unsecured loans, convertible instruments, or contributions from its directors and family members. The Resolution Applicant has confirmed that it has sufficient funds and access to permissible alternative sources, including bank finance or strategic investors, if required. All sources of funding shall be in compliance with Section 29A of the Code.

Statutory Compliance:

23. 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.

24. 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

25. The Resolution Professional has submitted Revised Form-H under Regulation 39(4) of the CIRP Regulations vide Affidavit dated 20.10.2025 to certify that the Resolution Plan as approved by the CoC meets all the requirements of the IBC and its Regulations. The Resolution Applicant 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. The relevant parts of the Form H are reproduced below:
26. The details of the Corporate Insolvency Resolution Process ("CIRP") as per Form-H are set out hereunder:

Sr. No.	***Particular***	***Description***

1.	*Name of the CD*	*M/s. VXL Instruments Limited*
2.	*Date of Initiation of CIRP*	*26.11.2024* *Date of receipt of order 02.12.2024*
3.	*Date of Appointment of IRP*	*26.11.2024*
4.	*Date of Publication of Public Announcement*	*03.12.2024* *Date of receipt of order 02.12.2024*
5.	*Date of Constitution of CoC*	*25.12.2024*
6.	*Date of First Meeting of CoC*	*30.12.2024*
7.	*Date of Appointment of RP*	*30.12.2024*
8.	*Date of Appointment of Registered Valuers*	*18.01.2025*
9.	*Date of Issue of Invitation for EoI*	*13.01.2025*
10.	*Date of Final List of Eligible Prospective Resolution Applicants*	*18.02.2025*
11.	*Date of Invitation of Resolution Plan*	*24.02.2025*
12.	*Last Date of Submission of Resolution Plan*	*23.05.2025*
13.	*Date of submission of Resolution Plan to the RP*	*21.04.2025*
14.	*Date of placing the Resolution Plan before the CoC*	*17.05.2025*
15.	*Date of Approval of Resolution Plan by CoC*	*29.05.2025*
16.	*Date of Filing of Resolution Plan with Adjudicating Authority*	*05.06.2025*
17.	*Date of Expiry of 180 days of CIRP*	*25.05.2025*
20.	*Fair Value*	*1,09,80,500*
21.	*Liquidation value*	*1,09,24,000*
22.	*Number of Meetings of CoC held*	*12*

27. The details pertaining to the implementation of the Resolution Plan as per Form-H are set out hereunder:

Sr. No.	***Particular***	***Description***
3.	*Capital restructuring and management of CD post approval of resolution plan (in brief including shareholding proposed to be transferred in favour of SRA)*	*Upon approval of the Resolution Plan, the existing share capital of the Corporate Debtor will undergo capital reduction/cancellation, and fresh equity shares will be issued and allotted to the Successful Resolution Applicant (SRA).* *The Corporate Debtor shall issue 70,00,000 new shares to the new Promoters (Resolution Applicant) and 3,68,421 new shares to the existing public shareholders.* *Post-approval, the Board of Directors will be reconstituted with nominees of the SRA. Management and control of the CD will vest solely with the SRA, who will operate the Corporate Debtor as a going concern. The SRA has also proposed to merge itself with the Corporate Debtor, as detailed in Schedule 2 of the Resolution Plan.* *(Pages No.: 43–46, 64 of the Resolution Plan)*
4.	*Term and implementation of plan (in brief)*	*The term of the Resolution Plan begins from the Effective Date (i.e., date of NCLT approval) and continues until the Closure Date, which is the 7th day from the Effective Date. The entire implementation, including fund infusion, distribution to stakeholders, and handover of management, must be completed within this period.* *A Monitoring Committee will be constituted to oversee the implementation. The Resolution Applicant is required to deposit the Total Bid Value into the Designated Account within 7 working days from the Effective Date. On completion, the Corporate Debtor will be handed over to the Resolution*

		Applicant, and the Committee of Creditors (CoC) will stand dissolved. *(Page No.: 49 the Resolution Plan)*
5.	*Details of monitoring committee (in brief)*	*A Monitoring Committee will be formed upon approval of the Resolution Plan, in accordance with Regulation 38(4)(a) of the CIRP Regulations, 2016. It will comprise:* *1) One representative of the Financial Creditors (non-related party).* *2) One representative of the Resolution Applicant.* *3) The Resolution Professional (RP), who will act as the Chairperson* *The Committee will oversee the implementation of the Resolution Plan, ensure distribution of funds to stakeholders, and facilitate the handover of control and assets of the Corporate Debtor to the Resolution Applicant. The Monitoring Committee will be dissolved upon completion of all implementation actions by the Closure Date.* *(Page 42 of the Resolution Plan).*
6.	*Effective date of resolution plan implementation*	*As per the Resolution Plan:* *The Effective Date is the date of NCLT approval of the plan.* *The Closure Date is defined as the 7th day after the Effective Date.* *Therefore, the Resolution Plan will be fully implemented within 7 days from the NCLT approval date.* *All payments, asset handover, reconstitution of the board, and dissolution of the CoC are to be completed by the Closure Date.* *(Page No.: 49 of the Resolution Plan)*

28. The details of the amounts proposed to be realised under the Resolution Plan are set out hereunder:

Stakeholder Type	***Amount(s)***				***Payment Schedule***
	Amount Claimed	***Amount Admitted***	***Realisable amount under the plan***	***Amount realizable in plan to amount claimed (%)***	
Secured Financial Creditors					
Creditors not having a right to vote under sub section (2) of section 21	-	-	-	-	-
Dissenting	-	-	-	-	-
Assenting	-	-	-	-	-
Unsecured Financial Creditors					
Creditors not having a right to vote under sub section (2) of section 21	*1,27,81,819*	*1,27,81,819*	*1,27,81,819*	*100%*	*Within 4 days from approval of Resolution Plan*
Dissenting					
Assenting	*1,58,74,310*	*1,58,74,310*	*1,79,89,571*	*113%*	*Within 4 days from approval of Resolution Plan*
Operational Creditors					
(i)Government	-	-	-	-	-
(ii) Workmen	-	-	-	-	-

PF dues					
Other dues	-	-	-	-	-
(iii)Employees PF dues	*11,49,991*	*11,49,991*	*11,49,991*	*100%*	*Within 3 days from approval of Resolution Plan*
Other dues	-	-	-	-	
(iv)Other Operational Creditors	*1,04,00,392*	*86,76,121*	*86,76,121*	*100%*	*Within 3 days from approval of Resolution Plan*
Other Debts and Dues	*3,50,29,924*	*2,44,02,498*	*2,44,02,498*	*100%*	*Within 3 days from approval of Resolution Plan*
Shareholders	-	-	-	-	-
Total	***7,52,36,436***	***6,28,84,739***	***6,50,00,000***	**-**	**-**

29. The details of the income-tax losses proposed to be carried forward under Section 79(2)(c) of the Income-tax Act, 1961, are set out hereunder:

Sr. No.	***AY***	***Business Loss***	***Unabsorbed Dep***	***Total***
1	*2017-18*	*2,87,40,248*	-	*2,87,40,248*
2	*2018-19*	*1,46,76,884*	-	*1,46,76,884*
3	*2020-21*	*48,11,702*	-	*48,11,702*
4	*2022-23*	-	*2,44,976*	
5	*2023-24*	*1,52,50,161*	*14,21,575*	*1,66,71,736*
6	*2024-25*	*1,71,37,132*	*11,62,593*	*1,82,99,725*
		8,06,16,127	***28,29,144***	***8,32,00,295***

30. The status of preferential, undervalued, fraudulent and extortionate transactions, and the manner in which they are dealt with under the Resolution Plan, are set out hereunder:

The Resolution Plan contains the requisite disclosures in respect of preferential, undervalued, fraudulent and extortionate ("PUFE") transactions. Clause 7.8, under the heading *"Treatment of Amounts Claimed under Ongoing Avoidance Transactions under the Code,"* records that no avoidance application has been filed as on date. It further provides that any recoveries arising from such transactions in future shall accrue to the benefit of the CoC, and the Resolution Applicant shall bear no liability in respect thereof.

31. Other compliances as per Form-H:

a. The committee has approved a plan providing for contribution under regulation 39B as under:

(i) Estimated liquidation cost: As discussed in the 13th CoC Meeting the same shall be decided by during the Liquidation Process by SCC

(ii) Estimated liquid assets available: As discussed in the 13th CoC Meeting the same shall be decided by during the Liquidation Process by SCC

(iii) Contributions required to be made: As discussed in the 13th CoC Meeting the same shall be decided by during the Liquidation Process by SCC

(iv) Financial creditor wise contribution is as under:

Sr. No.	*Name of financial creditor*	*Amount to be contributed (Rs.)*
1	*Kapishvar Silicates Private Limited*	*Nil*

32. In its 13th meeting, the CoC deliberated upon the matters contemplated under the said Regulations and resolved to defer its decision thereon to the Stakeholders' Consultation Committee ("SCC") to be constituted in the event of liquidation, if so required. The CoC further noted that adequate time remained available during the CIRP to take an appropriate decision should the Resolution Plan not be approved.

33. The Resolution Professional has undertaken that the Resolution Plan is not subject to any condition or contingency. Further, the Resolution Professional, Mr. Jayanti Lal Jain, has certified that the Resolution Plan complies with all applicable provisions of the Insolvency and Bankruptcy Code, 2016, and the Insolvency and

Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

<u>Findings and Analysis:</u>

34. During the hearing, the Tribunal required the Applicant to place on record the Balance Sheet of the Corporate Debtor as on the Insolvency Commencement Date and the final list of Prospective Resolution Applicants ("PRAs"). In compliance thereof, the Applicant filed an affidavit dated 20th October 2025. Thereafter, an Additional Affidavit dated 6th November 2025 was filed placing further documents on record, including:
    i. A copy of the Transaction Audit Report
    ii. A copy of the Balance Sheet of the Corporate Debtor for the financial year immediately preceding the commencement of CIRP
    iii. A copy of the Balance' Sheet of the Successful Resolution Applicant (SRA)
    iv. A copy of the Information Memorandum
    v. A copy of the Request for Resolution Plan (RFRP) and Evaluation Matrix (EM)
    vi. A copy of the Compliance Report submitted by the Interim Resolution Professional (IRP)
    vii. A copy of the revised Form – H
35. By order dated 04.12.2025, this Tribunal noted that the Balance Sheet of the Corporate Debtor reflected total assets of ₹12,78,32,801/- as on the Insolvency Commencement Date, which, inter alia, included Plant and Machinery, Motor Vehicles, Office Equipment, Computers, and Furniture and Fittings. However, the valuation report placed on record reflected valuation only in respect of the financial assets, comprising trade receivables, cash and cash equivalents, and bank balances. In explanation thereof, the Applicant submits that the Plant and Machinery, Motor Vehicles and Office Equipment were old and were accordingly sold as scrap by invoking the provisions of Regulation 29 of the applicable IBBI Regulations, for amounts of approximately ₹7.40 lakhs and ₹1.35 lakhs.

36. The erstwhile Bench, vide orders dated 04.12.2025, 23.02.2026 and 11.05.2026, had also made certain observations with regard to the report of M/s Chandhiok & Mahajan concerning the compliance of the Resolution Plan. In the said report, compliance with Regulation 39(1)(c) was specifically recorded as "not complied", and the requirement pertaining to conditionality was also recorded as "not complied". Thereafter, the Resolution Professional filed an affidavit dated 05.03.2026, placing on record an Addendum to the Code Compliance Report in respect of the Resolution Plan. It was, however, noticed that, insofar as Regulation 39(1)(c) and the conditionalities were concerned, the Addendum reflected a complete departure from the position recorded in the earlier report. M/s Chandhiok & Mahajan, which had earlier recorded the said requirements as "not complied", subsequently recorded the same as "complied" and further stated, "we hereby confirm that the Plan is not conditional."

37. In this regard, it was submitted that, subsequent to the order dated 23.02.2026, the Applicant had furnished certain additional documents to M/s Chandhiok & Mahajan, on the basis of which the Addendum dated 04.03.2026 came to be issued. The Applicant/Resolution Professional thereafter filed a further affidavit dated 17.07.2026, placing on record the Revised Compliance Certificate dated 05.07.2026 issued by M/s Chandhiok & Mahajan, along with proof of the relevant correspondence. The Revised Compliance Certificate records compliance with Regulation 39(1)(c) and the corresponding requirement relating to conditionality as "complied".

38. This Tribunal, vide order dated 21.08.2026, directed the Applicant to obtain a categorical statement from the Resolution Applicant in relation to the specific observations made by M/s Chandhiok & Mahajan, including waiver of the conditionalities and consequential/suitable modifications to the Resolution Plan. In compliance with the said direction, the Applicant has filed an affidavit dated 29.08.2026. At paragraph 6 thereof, the Resolution Applicant has categorically stated as under:

"I say that the Resolution Applicant is waiving off the conditionalities as noted in the clauses specified in the order dated 21.08.2026 passed by the Hon'ble Tribunal."

Thus, the Resolution Applicant has expressly waived the conditionalities, if any as identified in the order dated 21.08.2026.

39. We have considered the Resolution Plan, the submissions of the Resolution Professional, the Compliance Certificate in **Form H** and the Due Diligence Certificate placed on record.

40. The Resolution Plan provides for payment of the Corporate Insolvency Resolution Process Costs in priority to all other debts, deals with the claims of the Operational Creditors in accordance with Section 30(2)(b) of the Code and the CIRP Regulations, provides for the management of the affairs of the Corporate Debtor after approval of the Resolution Plan, its implementation and supervision, and does not contravene any provisions of law for the time being in force. We also note that the Resolution Professional has certified the eligibility of the Successful Resolution Applicant under Section 29A of the Code and the Due Diligence Certificate supports the said eligibility. Further, it is stated that the Resolution Plan complies with the requirements of Section 30(2) of the Insolvency and Bankruptcy Code, 2016 and the applicable provisions of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

41. 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.

42. The RP has filed 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 100%.

43. In the Resolution Plan, the SRA has sought the waivers/ reliefs/concessions stated in Part E of the Resolution Plans. The stated effect of the Resolution Plan and reliefs & concessions as prayed for shall be available in accordance with the principle laid down by 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. 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.
b. 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.
c. The Income Tax Department shall be at liberty to examine the tax implications arising from accounting treatment, if any, proposed in the Plan in terms of Section 2(24), Section 28 and Section 56 of the Income Tax Act, 1961 read with GAAR provisions thereunder or corresponding provisions under Income Tax Act, 2025.
d. 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 dealt with subject to the relevant law/statute and adherence to the procedure prescribed thereunder.
e. 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 favor of the Corporate Debtor or to which the Corporate Debtor is entitled to or accustomed to, which have expired on the Effective Date, and follow the dues procedure

prescribed for the purpose upon payment of prescribed fees. It is clarified that continuance of approvals shall not be refused on account of extinguishment of any dues under IBC and extension or renewal thereof shall not be denied on account of past insolvency of the Corporate Debtor. No action shall lie against the Corporate Debtor 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 Debtor within period stipulated in the Resolution Plan.

f. The contract with third parties shall be subject to consent of such parties.

g. No orders levying any tax, demand or penalty from the Corporate Debtor 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.

h. The carry forward of losses and unabsorbed depreciation shall be available in accordance with the provisions of Income Tax Act or Rules made thereunder, and the Income Tax Department shall be at liberty to examine the same. Further, applicability of Section 115 JB or other provisions of Income Tax Act, 1961 or corresponding provisions under Income Tax Act, 2025 shall be subject to and in accordance with the provisions of Income Tax Act, 1961 or Rules made thereunder or corresponding provisions under Income Tax Act, 2025.

i. Further, the concerned tax authorities shall under GST/ VAT law be at liberty to examine the carry forward of input tax credit available under Indirect Tax for its further carry forward.

j. 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.

k. ROC shall update the records and reflect the Corporate Debtor 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 Debtor shall be exempted from using the words "and reduced".

l. The Compliances under the applicable law for all the statutory appointments by the Corporate Debtor shall be completed within 12 months or such further period as is stipulated in the plan, where after, the necessary consequence under respective law shall follow.

m. As regards stipulation of merger of Corporate Debtor into the implementing entity, the adjudicating authority does not exercise jurisdiction over the Implementing entity. Further, the merger shall be subject to following the prescribed procedure contemplated under the Companies Act, 2013.

n. It is clarified that any relief, concession or waiver prayed in the Resolution Plan but not specifically dealt with in Para 37 (a) to (m) above, save as otherwise permissible in terms of ***Ghanshyam Mishra and Sons Private Limited (supra)*** or specific provisions of the Code read with the Regulations, shall be deemed to be denied or rejected.

44. 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.

45. 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.

<u>Order:</u>

46. 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 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.

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.

iv. 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.

v. 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.

vi. 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. It is clarified that the authorities shall not withhold the approval/consent/extension for the reason of insolvency of the Corporate Debtor or extinguishment of their dues up to 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.

vii. The moratorium under Section 14 of the Code shall cease to have effect from this date.

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.

viii. 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.

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

Sd/-	**Sd/-**
Prabhat Kumar	**Sushil Mahadeorao Kochey**
Member (Technical)	Member (Judicial)

Vijay Andhale