



S.No.2

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH – 1
SPECIAL BENCH
VC AND PHYSICAL (HYBRID) MODE
ATTENDANCE CUM ORDER SHEET OF THE HEARING HELD ON
14-02-2025 AT 12:30 PM**

**CP(IB) No. 189/9/HDB/ 2021
AND
IA (IBC) 286/2025 in CP(IB) No. 189/9/HDB/ 2021
u/s. 9 of IBC, 2016**

IN THE MATTER OF:

Arvensis Energy Private Limited

...Operational Creditor

AND

M/s. Lakshmi Transcon Private Limited

...Corporate Debtor

C O R A M:-

SH. RAJEEV BHARDWAJ, HON'BLE MEMBER (JUDICIAL)
SH. CHARAN SINGH, HON'BLE MEMBER (TECHNICAL)

ORDER

IA (IBC) 286/2025

Orders pronounced. In the result, **this application is allowed and disposed of.**

Sd/-

MEMBER (T)

Sd/-

MEMBER (J)



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

I.A. No. 286 OF 2025

IN

C.P. (IB) No. 189/9/HDB/2021

Application under Section 35(1)(N) and Section 60(5)(C) of Insolvency and Bankruptcy Code, 2016 r/w Regulation 45(3) of IBBI (Liquidation Process) Regulations, 2016

IN THE MATTER OF M/S.LAKSHMI TRANSCON PVT.LTD

(Under Liquidation)

BETWEEN

M/s. Arvensis Energy Pvt Ltd

Flat No.406, 4th Floor, A Block

Sri Sai Srinivasa Estate, H.No. 3-6-18

Plot No. 1-4, Sri Ranga Gardens

West Marredpally, Secunderabad, Telangana-500034

.....Operational Creditor

AND

M/s. Lakshmi Transcon Pvt. Ltd. (Under Liquidation)

2nd Floor, Meenakshi House, Road No.7

Banjara Hills, Beside Ratnadeep Super Market

Hyderabad, Telangana-500034

.....Corporate Debtor

Filed by:

Mr. P. V. Narayana Rao

Liquidator of

M/s. Lakshmi Transcon Pvt. Ltd.

2nd Floor, Meenakshi House Road no.7, Banjara Hills,



Hyderabad, Telangana-500034

.....**Applicant/Liquidator**

Date of order: 14.02.2025

Coram:

Shri Rajeev Bharadwaj, Hon'ble Member Judicial

Shri Charan Singh, Hon'ble Member Technical

Appearance:

For Applicant: Mr. P. V. Narayana Rao (Party in Person).

PER: BENCH

ORDER

1. This Application is filed by the Liquidator of the Corporate Debtor M/s Lakshmi Transcon Private Limited (hereinafter referred "Corporate Debtor"), u/s 35 (1)(n) and Section 60(5)(c) of Insolvency and Bankruptcy Code 2016, read with Regulation 45 (3)(a) of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 (Liquidation Regulations) seeking closure of Liquidation Process of the Corporate Debtor as the Corporate Debtor is sold as a going concern in Liquidation.
2. To put precisely, this Tribunal had admitted the Company Petition bearing CP (IB).No.189/9/HDB/2021 filed by the M/s. Arvensis Energy Pvt Ltd/Operational Creditor under Section 9 of Insolvency and Bankruptcy Code 2016, ("IBC") and ordered the commencement of Corporate Insolvency Resolution Process ("CIRP") of the Corporate Debtor vide order dated



08.03.2022 by appointing Shri Suresh VS as an Interim Resolution Professional. Subsequently Mr. K. Venkata Narsinga Rao was appointed as the Resolution Professional (“RP”) for the Corporate Debtor on 31.10.2022 vide IA.No.1185/2022.

3. This Tribunal vide order dated 07.07.2023 approved the Resolution Plan submitted by Successful Resolution Applicant (“SRA”)/Mr. OWK Madhu Manohara Rao vide IA.No.411/2023. Despite the directions given vide above said order, the SRA failed to implement the approved Resolution plan. Subsequently, the decision to liquidate the Corporate Debtor was taken in the Committee of Creditors (“COC”) meeting held on 05.12.2023 as the Resolution plan amount was not paid by the SRA within the stipulated time period i.e., within 90 days. Hence, this Tribunal ordered liquidation of the Corporate Debtor vide order dated 28.03.2024, in I.A. No. 1989/2023, and the Applicant herein was appointed as the liquidator for the Corporate Debtor.

Brief of the Liquidation Process:

4. The Liquidator issued Form-B public announcement on 03.04.2024 in Express and Mana Telangana, Hyderabad Edition, inviting claims from the creditors/stakeholders on or before 27.04.2024. On receipt of the same, the Liquidator had received claims from 37 creditors/stakeholders for tune of Rs.24,41,00,196 which was fully admitted by the Liquidator.



5. The Preliminary Report was filed on 06.06.2024 and was taken on record on 18.06.2024 vide IA.No.1239/2024 and the Asset memorandum was filed on 31.05.2024 as per Regulations 13 and 34 of IBBI (Liquidation Process) Regulations, 2016. Subsequently, the Liquidator filed two quarterly progress reports dated 12.07.2024 and 14.10.2024 and the same was taken on record by this Tribunal in compliance with the Regulation 15 of Liquidation Process Regulations as under:

Progress Report for Quarter ended	Date and Month	Submission date
Quarter Progress Report-I (FY-1)	30.06.2024	12.07.2024
Quarter Progress Report-II	30.09.2024	14.10.2024

6. The Liquidator constituted the 1st Stakeholders Consultation Committee (SCC) on 10.04.2024 with Ms. Ketki Kulkarni, Mr. Mohd. Yousufuddin, Mr. Raghusunder Raman, Mr.Buyya Shivakanth, Mr.Shyam Kumar Reddy as members and Mr. Owk Madhu Manohar Rao as an Erstwhile Director. In overall, the Liquidator had conducted five SCC meetings and had filed the minutes of the said meetings before this Tribunal. In the SCC meeting held on 04.06.2024, CoC approved to sell the company as a going concern with 90.95% of the voting share.
7. Pursuant thereto, the Liquidator further issued e-auction (sale notice) on 21.06.2024 for the sale of Corporate Debtor as a going concern with the



reserved price fixed at Rs.491.00 lakhs. The said e-auction details are as follows:

Last date for submission of expression of interest	05.07.2024
Last date for submission of EMD	23.07.2024
Date of e-auction	25.07.2024

8. In the above said e-auction, five bidders have submitted EOI and three of them paid EMD of Rs.50 lakhs each. Among the participated bidders, Mr. Madhu Manohar Rao Owk was declared as the Successful Bidder with a bid amount of Rs.4,96,00,000/- including EMD of Rs.50,00,000/- for acquisition of the Corporate Debtor as a going concern. Subsequently, successful bidder paid the sale consideration of Rs.4,96,00,000/- along with interest of an amount of Rs.13,01,721/-.
9. Consequently, the Liquidator issued Letter of Intent to the successful bidder on 27.07.2024 which has been acknowledged by the Successful Bidder. Accordingly, the Applicant/Liquidator issued a sale certificate dated 25.10.2024 in favour of the Successful Bidder. The copy of the Letter of Intent and sale certificate issued to successful bidder is marked as Annexure -k and Annexure -L.



10. The Liquidator had distributed the total realized amount received from the successful bidder i.e., Rs. 4,96,00,000/- to the Stakeholders in the order of priority as laid down in Section 53 of the IBC, 2016.

Particulars	Amount in Rs.
Secured Financial Creditors	
1. Kotak Mahindra Bank Prime	Rs.19,19,169/-
2. Union Bank	Rs.1,51,45,922/-
3. Axis Bank	Rs.1,46,08,417/-
Unsecured Financial Creditors	
1. Yes Bank	Rs.9,72,351/-
2. HDFC Bank	Rs.15,80,865/-
Remaining Debts Due under Section 53(1)(f)	
1. Employees' Wages	Rs.2,74,026/-
2. Operational Creditors	Rs.83,84,765/-
3. Statutory Dues	Rs.38,64,799/-
Total amount distributed	Rs.4,67,39,314/-+ Rs.41,62,407/- (Liquidation costs)

11. The detailed statement on sale proceeds, liquidation expenses incurred and distribution to the stakeholders were annexed in final report dated 26.12.2024. The Auditors certificate on Receipts and Payment account for the Liquidation period 08.04.2024 to 27.12.2024 was annexed as Annexure-P respectively.

12. In the light of above facts and circumstances of the case, the only point that emerges for consideration of the Tribunal is,

Whether the Liquidation process of the Corporate Debtor can be closed?

13. We heard Mr. P. V. Narayana Rao, Ld. Liquidator and perused the record filed by him.



Point:

Whether the Liquidation process of the Corporate Debtor can be closed?

14. Regulation 45 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulation, 2016 reads as under:-

“Regulation 45: Final Report prior to dissolution,

- (1) When the corporate debtor is liquidated, the liquidator shall make an account of the liquidation, showing how it has been conducted and how the corporate debtor’s assets have been liquidated.*
- (2) If the liquidation cost exceeds the estimated liquidation cost provided in the preliminary report, the liquidator shall explain the reasons for the same.*
- (3) The liquidator shall submit an application along with the final report and the compliance certificate in form-H to the Adjudicating Authority for –
(a) closure of the liquidation process of the corporate debtor where the corporate debtor is sold as a going concern;
(b) for the dissolution of the corporate debtor, in cases not covered under clause (a)”.*

15. The Ld. Liquidator submits that, pursuant to public announcement for the e-auction dated 25.07.2024, Mr. Madhu Manohar Rao Owk was declared as the Successful Bidder to acquire the Corporate Debtor as a going concern. Ongoing through the facts aforementioned and the material placed along with the Applicant, it is evident that the assets of the Corporate Debtor were sold to Mr. Madhu Manohar Rao Owk for Rs.4,96,00,000/- along with interest of Rs.13,01,721/- as a going concern, as against the average valuation of the liquidation i.e. Rs.4,91,00,000/-. It is seen from the Form-H dated 27.12.2024 that the amount of Rs.5,09,01,721/-(Rs.4,96,00,000/- + Rs.13,01,721/-)



realized from the sale and distributed among the stakeholders as per Section 53 of the Code. The amount distributed to the amount claimed by the Operational Creditor is 6.0% i.e., Rs.1,25,23,589/- and for the Secured and Unsecured Creditors is 100% each i.e., Rs.3,16,62,508/- and Rs.25,53,216/- respectively. The details of distribution of the realized amount are mentioned at page-4 of the Final Report dated 26.12.2024. We find that Mr. Hemanth Kumar and Associates, Chartered Accountant furnished certificate on receipts and payments account for the liquidation period between 08.04.2024 to 27.12.2024 (Annexure-P). Further, on examining the final report dated 26.12.2024, it is evident that the Liquidator has sold the Corporate Debtor as a going concern as such it is a fit case for closure of Liquidation process.

16. As a sequel to the above, we hereby order the closure of the Liquidation proceedings against the Corporate Debtor viz. M/s. Lakshmi Transcom Private Limited, from the date of this order, in terms of Regulation 45(3)(a) of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016. Consequently, the Liquidator stands relieved.

17. In respect of the other prayers as sought by the Liquidator, we declare as under:

SL.No.	Prayer as sought	Our Comments/Approval
1.	<i>“Pass an order or direction that the entire sale consideration paid by the Successful Bidder of the company as a going concern along with</i>	Allowed



	<i>plant & machinery, stocks & receivables shall be infused into the Corporate Debtor in the form of equity/capital and in the form of unsecured debt in the ratio decided by the Successful Bidder/Purchaser.”</i>	
2.	<i>“Pass an order or direction that the board of directors of the Corporate Debtor should be reconstituted as per Companies Act, 2013 by inducting individuals recommended by the Successful Bidder/Purchaser as Directors of the Corporate Debtor and direct the Registrar of Companies to do all such acts deeds and things that are necessary to appoint the individuals recommended by the Successful Bidder/Purchaser, in order to enable the Company to file relevant returns required by applicable law.”</i>	Allowed
3.	<i>“Pass an order or direction that the status of the Corporate Debtor in the ROC records as ‘active’ from the status of liquidation.”</i>	Allowed
4.	<i>“Pass an order/s that all the existing shares (held by the erstwhile Promotor Group as well as other shareholders) of the Corporate Debtor shall be extinguished without any consideration, and the rights and liabilities arising out of the same shall also be extinguished.”</i>	Allowed
5.	<i>“Pass an order or direction that on and from the Date of Acquisition/Sale Certificate Date, all the claims or demands made by, or liabilities or obligations owned or payable to any actual or potential creditors, Financial creditors, Operational creditors, Workmen & Employees of the Corporate Debtor including the Government dues both Central, State and local authorities (including but not limited to liabilities, interest and penalties, duties, etc. on account of income-tax, tax deduction at source, tax collection at source, goods and services tax, custom duty, value added tax, service tax, wealth-tax, cess, DGFT dues, Property taxes, FEMA, RBI regulations/guidelines etc.)</i>	Allowed



	<i>whether direct or indirect, whether admitted or not, due or contingent, asserted or unasserted, crystallized or uncrystallized, known or unknown, secured or unsecured, disputed or undisputed in relation to any period prior to the Date of Acquisition will be written off in full and shall stand permanently extinguished.”</i>	
6.	<i>“Pass an order or direction that all the cases pending/decreed against the Corporate Debtor by any Court and/or Tribunal and/or any quasi-judicial authority will not be enforceable against the Successful Bidder/Purchaser or the Corporate Debtor.”</i>	Allowed with regard to civil cases.
7.	<i>“Pass an order or direction that the Successful Bidder/Purchaser gets all rights, title and interest in the Corporate Debtor with plant & machinery along stocks and receivables of the Corporate Debtor without any security interest, encumbrance, claim, counter claim, or any demur, into the Purchaser.”</i>	Allowed
8.	<i>“Pass an order or direction that all subsisting consents, licences, approvals, rights, entitlements, benefits and privileges whether under law, contract, lease or license, granted in favour of the Corporate Debtor or to which the Corporate Debtor is entitled or accustomed to, shall, notwithstanding any provision to the contrary in their terms, be deemed to continue without disruption for the benefit of the Corporate Debtor, and all additional licenses, registrations and consents to operate required by the Corporate Debtor should be made available immediately.”</i>	Prayer not granted. The Successful Acquirer is directed to approach concerned authorities as per their procedure and rules.
9.	<i>“Pass an order or direction that the Corporate Debtor shall have a right to review and terminate any contract that was entered into prior to the Liquidation Order date.”</i>	Allowed
10.	<i>“Pass an order or direction that the Corporate Debtor is entitled to brought forward losses, if any subject to the permission of the appropriate Authority under the provisions of Income Tax Act, 1961.”</i>	Allowed



18. The Liquidator is directed to send the copy of this Order within 7 days from the date of pronouncement to the Registrar of the Companies, Hyderabad and hand over all the books and files of the Corporate Debtor M/s. Lakshmi Transcom Private Limited which are in possession of the Liquidator to the successful bidder.
19. The Registry is directed to communicate this order to the Registrar of Companies, Hyderabad for updating the master data.
20. A copy of this order be also forwarded to the Insolvency and Bankruptcy Board of India, New Delhi.
21. In terms of the above, IA.No.286 of 2025 filed by the Liquidator appointed for the M/s. Lakshmi Transcom Private Limited (Corporate Debtor) for closure of Liquidation Process of the Company under Regulation 45(3)(a) of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016, is allowed and stands disposed off.

Accordingly, the case file shall be consigned to record room.

Sd

Shri. Charan Singh
Member (Technical)

Sd

Shri. Rajeev Bharadwaj
Member (Judicial)