

**THE NATIONAL COMPANY LAW TRIBUNAL  
CHANDIGARH BENCH, CHANDIGARH  
(through web-based video conferencing platform)**

**IA No.447 of 2021  
In  
CP(IB) No.312/Chd/Hry/2018  
(Admitted)**

**Under Section 30 (6) of the  
Insolvency and Bankruptcy  
Code, 2016**

**In the matter of:-**

Oriental Bank of Commerce

...Petitioner/Financial Creditor

Versus

M/s Gupta Exim (India) Private Limited

...Respondent/Corporate Debtor

**And in the matter of:-**

Vivek Raheja, Resolution Professional,  
M/s Gupta Exim (India) Private Limited,  
C/o JD-2C, 2<sup>nd</sup> Floor, Pitampura, Delhi- 110034  
E-mail: ip.guptaexim@gmail.com,  
M:- 9811065170

...Applicant/Resolution Professional

**Order delivered on: 14.11.2022**

**Coram:HON'BLE SHRI HARNAM SINGH THAKUR, MEMBER (JUDICIAL)  
HON'BLE SHRI SUBRATA KUMAR DASH, MEMBER (TECHNICAL)**

**Present through Video Conferencing :-**

For the Applicant/Resolution Professional	:-	Mrs. Munisha Gandhi, Senior Advocate Mr. Harsh Garg, Advocate Mr. Pulkit Goyal, Advocate
For the Resolution Applicants	:-	Mr. Anand Chhibbar, Senior Advocate Mr. Karan Gandhi, Advocate
For Punjab National Bank	:-	Mr. R.S. Bhatia, Advocate
For Income Tax Department	:-	Mr. Tajender Joshi, Senior Standing Counsel

**PER: SUBRATA KUMAR DASH, MEMBER (TECHNICAL)**

**ORDER**

**IA No.447/2021**

The present application has been filed by Mr. Vivek Raheja, Resolution Professional of M/s Gupta Exim (India) Pvt. Ltd., under Section 30(6) read with Section 31 (1) of the Insolvency and Bankruptcy Code, 2016 (**'the Code'**) for approval of the resolution plan in respect of the M/s Gupta Exim (India) Pvt. Ltd. (**'the corporate debtor'**). The applicant-Resolution Professional filed the present application on 25.08.2021 for approval of the resolution plan, which was approved with a 97.97% voting share of the Committee of Creditors (COC), in its 16th meeting which was held on 30.07.2021 to 05.08.2021 and consequently approved by e-voting on 16.08.2021, where SIDBI (dissenting - Financial Creditor) with a voting share of 02.03% had voted against the approval of resolution plan. The present application was reserved for orders on 06.10.2022.

2. The Company Petition CP (IB) No.312/Chd/HRY/2018 was filed by the Financial creditor-Oriental Bank of Commerce (now Punjab National Bank) against the corporate debtor, which was admitted into the Corporate Insolvency Resolution Process (**'CIRP'**) vide order dated 29.10.2019.

3. Mr. Vivek Raheja, was appointed as Interim Resolution Professional (**'IRP'**), and the Committee of Creditors (CoC) in its meeting held on 27.11.2019, confirmed the appointment of Mr. Vivek Raheja (Reg. No.

IBBI/IPA-001/IP-P00055/2017-18/10133) as the Resolution Professional with 97.97% voting.

4. The Applicant submits that the public announcement as per Regulation 6 of the CIRP Regulations in Form A as prescribed under the schedule was made on 15.01.2020 in two newspapers i.e. 'Financial Express' and 'Jansatta', inviting claims from the creditors of the corporate debtor as envisaged under the Code. The last date for receipt of claims was 11.11.2019.

5. The Interim Resolution Professional constituted the Committee of Creditors in accordance with section 21(2) of the Code, as amended, which comprised two financial creditors i.e. Oriental Bank of Commerce and Small Industries Development Bank of India holds 97.97% and 2.03% voting share, respectively, on 05.11.2020. The list of creditors including financial, operational, and other creditors has been attached as Annexure A-3 with the application.

6. The Applicant Submits that a total of sixteen CoC meetings have been held during the CIRP period, details as follows:

Particulars	Date of COC meeting	Topic of discussion	Important decision taken
1st COC meeting	27-11-2019	To take note of the List of Creditors	Operational Expenses ratified
		To consider and take note of the operational payments made by IRP	Remuneration of IRP approved
		To consider and ratify the expenses incurred by the Interim Resolution Professional.	Vivek Raheja appointed as Resolution Professional
		To take note and approve the remuneration of the Interim Resolution Professional and his team from the date of appointment till the date of meeting	The proposal for reducing the time limit of sending the Notice of the meeting

		To appoint the Interim Resolution Professional as the Resolution Professional and to fix the remuneration.	from 5 days to 24 Hours approved
		To consider and approve the reduction in notice period for convening of COC Meeting.	
		To consider and approve the appointment of Legal Counsel, pursuant to Section 20 of Insolvency & Bankruptcy Code, 2016 ("IBC").	
		To fix a limit up to which the Interim Resolution Professional without the permission of Committee, is entitled to initiate a debit transaction with the Financial Institution/Banks maintaining accounts of the Corporate Debtor.	
2nd COC meeting fdf	19-12-2019 dsf	Take note of the Application being filed with the Hon'ble National Company Law Tribunal, Chandigarh Bench for appointment of IRP as RP.	Ratification of expenses
		Take note of the undertaking of confidentiality prepared by the Resolution Professional for the purpose of issue of Information Memorandum.	Legal Counsel was appointed
		To consider and ratify the expenses incurred	the proposal to fix a limit up to Rs. Ten Lakhs Only per transaction subject to monthly limit of Rupees Five Crore Only, excluding expenses of salary, electricity and Diesel fixed
		To consider and approve the appointment of Legal Counsel, pursuant to Section 20 of Insolvency & Bankruptcy Code, 2016 ("IBC"). (Deferred Item).	Valuers are appointed
		To fix a limit up to which the Resolution Professional without the permission of the Committee, is entitled to initiate a debit transaction with the Financial Institution/Banks maintaining accounts of the Corporate Debtor.	appointment of M/s Convo Secure Limited, Security Agency be and is hereby approved
		To consider and ratify the appointment of two registered Valuers	
		To consider and ratify the appointment of M/s Convo Secure Limited, Security Agency appointed in order to safeguard the assets of Corporate Debtor.	
3rd COC meeting	22-01-2020	To consider and ratify the expenses	Expenses Approved
		To Discuss, define and approve the Process Memorandum and the Request for Resolution Plan duly containing the Evaluation Matrix.	Process Memorandum and RFRP approved
		To Discuss and approve Form G prepared by the RP	the Form G (Invitation for Expression of Interest) approved

		To discuss and approve the Transaction Auditor pursuant to Insolvency & bankruptcy Code, 2016.	M/s P V R N & Co. appointed as Transaction Auditor
4th COC meeting svdxvs	28-02-2020 gdsg	To take note of the application u/s 60(5) of IBC-2016, filed before Hon'ble NCLT against Small Industries Development Bank of India (SIDBI), Financial Creditor.	monthly remuneration of Rs. 2,00,000/- for the assistance of Mr. Sandeep Gupta
		To take note of the Final List of Prospective Resolution Applicants.	Expenses ratified
		To discuss and consider the remuneration for the Suspended Director- Mr. Sandeep Gupta.	Limit of monthly expenses extended to 6.5 Cr
		Expenses to be ratified	Amended the Evaluation Matrix.
		To Consider and approve the extend the limit of monthly expenses from Rs. 5 Crore to Rs. 6.50 Crore.	Consent of the members accorded to sell the 10 vehicles of the Corporate Debtor.
		To discuss and approve the required amendment in Evaluation Matrix.	
		To discuss and approve the sale of unencumbered asset(s) of the Corporate Debtor.	
5th COC meeting	20-03-2020	To consider and ratify the expenses	Expenses Approved
		To consider and ratify the expenses	Expenses Approved
		To discuss and consider the time extension for the last date of Submission of the Resolution Plan for a month, due to epidemic disease COVID-19.	extended the last date for submission of the Resolution Plan by one month i.e. 23.04.2020.
6th COC meeting fgg	02-07-2020	To take note of the engagement of Osrik Resolution Pvt. Ltd. (IPE) for taking support services.	Expenses Approved
		To take note of the revised last date of submission of Resolution Plan due to the exclusion of Lockdown Period.	Expenses Approved
		To take note of the withdrawal of EOIs made by two of the Prospective Resolution Applicants during lockdown.	appointment of CS Gaurav Joshi as Company Secretary / Compliance Officer of Corporate Debtor.
		To consider and ratify the expenses	RP is hereby authorized to file an application with the adjudicating authority to seek extension of 90 days in the CIRP period
		To consider and ratify the expenses	Extended the last date for submission of Resolution Plan by 2 months i.e. 30th August, 2020.
		To approve the appointment of CS Gaurav Joshi as compliance officer, Company Secretary in the management of Corporate Debtor.	Appointment of Tattvam Advisors as Indirect Tax Consultant,
		To approve the filling of application before Hon'ble NCLT seeking extension of CIRP Period by 90 days beyond the current applicable period of 180 days.	

		To approve the time extension for last date of submission of Resolution Plan for further 2 months, due to Lockdown amid COVID-19.	
		To ratify the Appointment of Indirect Tax Consultant, pursuant to section 20 of Insolvency and Bankruptcy Code, 2016.	
7th COC meeting	31-08-2020	Request for submission of Resolution Plan by Lotus Textiles.	Expenses Approved
		To consider and ratify the expenses	Extended the last date for submission of Resolution Plan by 22 days i.e. from 31.08.2020 to 21.09.2020.
		To approve the time extension for last date of submission of Resolution Plan for further 22 days.	
8th COC meeting	23-09-2020	To take note of the plan submitted	Expenses Approved
9th COC meeting	16-10-2020	Negotiation with the PRA	Extension of Corporate Insolvency Resolution period time by 60 days after the completion of 270th days.
		Undertaking of confidentiality prepared by the Resolution Professional for the purpose of sharing of Fair Value and Liquidation Value.	
		Transaction Audit Report as submitted by Transaction Auditor PVRN & Co.	
		To consider and ratify the expenses	
		To file application in NCLT to extension of time for Corporate Insolvency Resolution Period.	
10th COC meeting	29-10-2020	To take note on updated list of claims	
		Discussion on revised Resolution Plan	
11th COC meeting	10-12-2020	Took note of the actions taken by RP from 29th October, 2020 till 6th December, 2020.	
		To take note of the revised plan	
		Revised Plan of the PRA discussed	
12th COC meeting	16-12-2020	Revised Plan of the PRA discussed	
13th COC meeting	20-01-2021	To discuss action taken by Resolution Professional:	Expenses Approved
		Resolution of Corporate debtor	
		To consider and ratify the expenses	
		To approve Resolution Plan submitted by Giriraj Coated Fab Pvt. Ltd.	
		To approve Resolution Plan submitted by Sancity Industries Pvt. Ltd.	
		To approve Resolution Plan submitted by Sandeep Grover & Navdeep Grover.	

		To approve plan for contribution towards liquidation cost and deciding about sale of Corporate Debtor as going concern		
		Discussed and considered the filing of Application with the Hon'ble National Company Law Tribunal, under Regulation 33 of IBC, 2016, for the initiation of liquidation and/or Dissolution of Corporate Debtor and to appoint the existing Resolution Professional as the Liquidator.		
14th COC meeting	17-02-2021	Took Note of action taken by Resolution Professional	Resolution Professional should take a legal opinion as to whether we should start the process all over again by publishing Form-G or given the paucity of time, we should conduct the inter se bidding with the existing three Resolution Applicants.	
		To took note of Application filed by Ajay Joneja for allowing to submit a Resolution Plan:		
		Discussed on Way forward		
15 <sup>th</sup> CoC	20.02.2021	Discussions and decisions on Way Forward in the CIR Process	1. Publication of Revised Form G on 21.02.2021 and approval of Process Memorandum and RFRP	
16 <sup>th</sup> CoC	30.07.2021 which concluded on 05 <sup>th</sup> August, 2021	1. To take note of action taken by resolution professional:		
		2. To discuss on the resolution plan received and further negotiation with pras		
		3. To take note of resignation by CS gaurav joshi from the post of company secretary cum compliance officer of the corporate debtor.		
		5. To consider and ratify the expenses incurred by the resolution professional		5. To consider and ratify the expenses incurred by the resolution professional
		6. To approve the appointment of company secretary in the management of corporate debtor.		6. To approve the appointment of company secretary in the management of corporate debtor.
		7. To approve resolution plan submitted by vijayant mittal along with lotus textiles		7. To approve resolution plan submitted by vijayant mittal along with lotus textiles
		8. To approve resolution plan submitted by giriraj coated fab pvt. Ltd.		12. To approve the filing of application with the hon'ble national company law tribunal for extension of CIRP period by 15days.
		9. To approve resolution plan submitted by worldfa exports private limited		

		10. To approve plan for contribution towards liquidation cost and deciding about sale of corporate debtor as going concern	
		11. To discuss and consider the filing of application with the hon'ble national company law tribunal, under regulation 33 of IBC, 2016, for the initiation of liquidation and/or dissolution of corporate debtor and to appoint the existing resolution professional as the liquidator.	
		12. To approve the filing of application with the hon'ble national company law tribunal for extension of CIRP period by 15days.	
17 <sup>th</sup> CoC	11.03.2022	To approve the Addendum to Resolution Plan and discuss the treatment of recovery from PUFÉ application	Approval of Addendum to Resolution Plan and decision on the treatment of recovery from PUFÉ application

7. It is stated by the Applicant that as per the valuation reports, the fair value of the corporate debtor was assessed as Rs.126.89 Crores, and the liquidation value of the corporate debtor was assessed as Rs.84.71 Crores in terms of Regulation 35 of the CIRP Regulations.

8. It is submitted that the CoC & Resolution Professional was of the view that the earlier resolution plans had already been declined and the process had been completed, so instead of giving an opportunity to the earlier resolution applicants, it would be appropriate to republish Form-G. Therefore, invitation in Form 'G' for Expression of Interest ("EOI") from potential resolution applicants was published twice on 22.01.2020 and again on 21.02.2021, for submission of resolution plans for the Corporate Debtor, in terms of section 25(2)(h) of the Code read with Regulation 36A (1) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ("CIRP Regulations"). The last date of submission of EOI as per Form G was 07.02.2020 and 25.02.2021 respectively.

9. It is stated that the final extension was granted vide order dated 21.12.2021 in IA 446/2021, whereby it was extended by 15 days from 9.08.2021. Further, Resolution Plan was filed vide diary No.01008 dated 25.08.2021. The Applicant has filed the following IAs for exclusion(s) & extension(s) granted by this Adjudicating authority:

**Extension**

31/07/2020- 90 days ( IA No. 268 of 2020)

01/12/2020- 60 days ( IA no. 634 of 2020)

16/07/2021- 25 days (IA No. 124 of 2021)

21/12/2021- 15 days (IA No. 446 of 2021)

**Exclusions**

31/07/2020- 98 days ( IA No. 268 of 2020)

01/12/2020- 36 days ( IA no. 634 of 2020)

08/02/2021 – 39 days ( IA No. 52 of 2021)

21/12/2021- 136 days (IA No. 446 of 2021)

10. The Applicant submits that in lieu of the republication of Form-G, the earlier resolution applicants/ H1 Bidder i.e. Navdeep Grover had filed an application bearing IA No. 124 of 2020 objecting to the republication of Form-G and vide the same application it also prayed for considering its resolution plan. However, the said application was disposed of vide order dated 16.07.2021 with the direction that all the prospective resolution applicants were given a chance to participate in the resolution process of the corporate debtor and were given a period of 10 days to submit fresh resolution plans/ revised resolution plans and this Adjudicating Authority had directed the CoC to consider the resolution plans and to file an appropriate application through the RP within a period of 15 days therefrom. Thus, the present application for

approval of the plan on 25.08.2021, is filed within the 15 days extended period approved by this Bench.

11. The Applicant Submits that as per the EOI submitted by the prospective resolution applicants, the applicant/ RP issued a provisional list of eligible prospective resolution applicants as per regulation 36A(10) of CIRP Regulation and as no objections were received against the provisional list, the final list of prospective resolution applicants was prepared in accordance with regulation 36A (12) of CIRP regulations and in view of this the RP placed the final list of the Prospective Resolution Applicants before the COC.

12. The Applicant submits that pursuant to the order dated 16.07.2021, the resolution professional had received three resolution plans from the prospective resolution applicants i.e. Giriraj Coated Fab Private Limited, Lotus Textile, and its partners and Worldfa Exports Private Limited up till 26.07.2021 being the last date for submission of resolution plans. All the resolution plans were opened in the presence of the members of the CoC through video conferencing on 27.07.2021.

13. The Applicant Resolution Professional conducted the 16<sup>th</sup> meeting of the CoC on 30.07.2021 where the resolution plans submitted by the above-named PRAs were discussed in detail and the Prospective Resolution Applicants were asked to brief about their respective plans and thereafter the negotiations had also taken place with the prospective resolution applicants. The PRAs sought time to incorporate changes and revise their plans pursuant

to the above-said negotiations. Thereafter, the CoC meeting was adjourned subsequently to 05.08.2021.

14. The Applicant submits that on 05.08.2021 when the meeting was resumed, it was apprised by the RP to the CoC that all three resolution plans comply with the requirements of the Code and regulations made there under. Thereafter the resolution Plans were put to e-voting and the last date for e-voting after various extensions was 16.08.2021.

15. It is further submitted by the applicant-Resolution Professional that after the closing of e-voting on the last date for e-voting on the agenda for approval of the resolution plan i.e. 16.08.2012, the resolution plan submitted by Lotus Textile And Vijayant Mittal was approved by the CoC member by a voting share of 97.97%. It is stated that SIDBI had voted against the approval of the resolution plan. Only SIDBI with a voting share of 02.03% is the “Dissenting Financial Creditor” for the approval of the resolution plan of the CIRP process of M/s Gupta Exim (India) Private Limited as such making M/s Lotus Textile And Vijayant Mittal the successful resolution applicant.

16. The successful resolution applicant had duly accepted the “Letter of Intent” dated 17.08.2021 which was issued by the Resolution Professional as per the provisions of RFRP.

17. The successful resolution applicant had submitted a performance security performance guarantee required under sub-regulation (4A) of regulation 36B. However in the meantime, the same had expired on 17.08.2022. Subsequently, Successful Resolution Applicant had in lieu of the

expiry of earlier bank Guarantee, taken the same back while depositing the same amount in the CIRP account of the corporate debtor on 16.08.2022. Therefore, the applicant Resolution Professional converted the same amount into Fixed Deposit Certificate towards the Performance Guarantee having a maturity period of 12 months. The Fixed deposit certificate has been attached as Annexure-A of IA. No. 1112/2022 filed vide diary No. 02082 dated 02.09.2022.

18. The Applicant has submitted the details of various compliances as envisaged by the Code and the CIRP Regulations, which a Resolution Plan is required to adhere to, as follows:

Compliance with section 25(2)(h), 29A, 30(2) of the Code and mandatory contents of Resolution Plan in terms of Regulation 38 & 39(4) of CIRP Regulations

Section of the Code / Regulation No.	Requirement with respect to Resolution Plan	Clause of Resolution Plan	Compliance (Yes / No)
25(2)(h)	Whether the Resolution Applicant meets the criteria approved by the CoC having regard to the complexity and scale of operations of business of the CD?	Resolution Applicant meets the criterion as per the provisions of the RFRP which was duly approved by CoC	Yes
Section 29A	Whether the Resolution Applicant is eligible to submit resolution plan as per final list of Resolution Professional or Order, if any, of the Adjudicating Authority?	Resolution Applicant is eligible to submit resolution plan as per the Final List issued on 28.02.2021 pursuant to Revised Form G dated 21-02-2021. Refer undertaking given on Page No144-155 of the Resolution Plan.(page 852-863)	Yes
Section 30(1)	Whether the Resolution Applicant has submitted an affidavit stating that it is eligible?	Page No 144-155 of the Resolution Plan.(page 852-863)	Yes
Section 30(2)	(a) provides for the payment of insolvency resolution process costs?	Para 10.1 on page no.40 of the Resolution Plan (page 748-749)	Yes
	(b) provides for the payment to the operational creditors?	Para 10.5 on page no 42 of the Resolution Plan(page 750-751)	Yes

	(c) provides for the payment to the financial creditors who did not vote in favour of the resolution plan?	Para 10.11 (ix) of the Plan on Page 47 <b>(page 755)</b>	<b>Yes</b>
	(d) provides for the management of the affairs of the corporate debtor?	Para 8 on page 39 & 40 of the Plan <b>(page 747-748)</b>	<b>Yes</b>
	(e) provides for the implementation and supervision of the resolution plan?	Para 8 of the Plan on page 40 of the Resolution Plan and Para 11 on Page 66 <b>(page 747-748, 774)</b>	<b>Yes</b>
	(f) contravenes any of the provisions of the law for the time being in force?	Page 268 and Page 271 of the Resolution Plan <b>(page 974, 977)</b>	<b>Yes</b>
Section 30(4)	Whether the Resolution Plan (a) is feasible and viable, according to the CoC?  (b) has been approved by the CoC with 66% voting share?	Yes (Please also refer page 70 of the Resolution Plan for declaration by Resolution Applicant) <b>(pg. 778)</b>  Yes <b>(page 703-704)</b>	Yes  Yes
Section 31(1)	Whether the Resolution Plan has provisions for its effective implementation plan, according to the CoC?	Para 8 of the Plan on page 40 of the Resolution Plan and Para 11 on Page 66 <b>(page 747-748, 774)</b>	Yes
Regulation 38 (1)	Whether the amount due to the operational creditors under the resolution plan has been given priority in payment over financial creditors?	Para 10.5 on page no 42 of the Resolution Plan <b>(page. 750-751)</b>	Yes
Regulation 38(1A)	Whether the resolution plan includes a statement as to how it has dealt with the interests of all stakeholders?	Para 11 of the Plan and Financial Proposal <b>(page. 757)</b>	Yes
Regulation 38(1B)	(i) 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. (ii) If so, whether the Resolution Applicant has submitted the statement giving details of such non-implementation?	Para 4 of the Plan <b>(page. 746)</b>	Yes
Regulation 38(2)	Whether the Resolution Plan provides (a) the term of the plan and its implementation schedule?	Para 8 of the Plan on page 40 of the Resolution Plan and Para 11 on Page 66 <b>(page 747-748, 774)</b>	Yes
	(b) for the management and control of the business of the corporate debtor during its term?	Para 8 of the Plan on page 40 of the Resolution Plan and Para 11 on Page 66 <b>(page 747-748, 774)</b>	Yes
	(c) adequate means for supervising its implementation?	Para 8 of the Plan on page 40 of the Resolution Plan and Para 11 on Page 66 <b>(page 747-748, 774)</b>	Yes
38(3)	Whether the resolution plan demonstrates that – (a) it addresses the cause of default?	Para 12 of the Plan at Page 70 <b>(page 778)</b>	Yes
	(b) it is feasible and viable?	Para 12 of the Plan at Page 70 <b>(page 778)</b>	Yes

	(c) it has provisions for its effective implementation?	Para 12 of the Plan at Page 70 <b>(page 778)</b>	Yes
	(d) it has provisions for approvals required and the timeline for the same?	Para 12 of the Plan at Page 70 <b>(page 778)</b>	Yes
	e) the resolution applicant has the capability to implement the resolution plan?	Para 12 of the Plan at Page 70 <b>(page 778)</b>	Yes
39(2)	Whether the RP has filed applications in respect of transactions observed, found or determined by him?	Resolution Professional has filed application before Hon'ble NCLT, Chandigarh Bench under Section 43 and 66 of the Insolvency and Bankruptcy Code, 2016 bearing IA no. 263 of 2021 seeking appropriate direction to the Respondent for indulging into Preferential Transactions and fraudulent trading with further prayer to refer the matter to Insolvency and Bankruptcy Board of India /Central under Section 236 of IBC, 2016 for the offence defrauding the creditors under Section 69, 72 and 73 of IBC, 2016.	Yes
Regulation 39(4)	Provide details of performance security received, as referred to in sub-regulation (4A) of regulation 36B.	Page 12 of the Resolution Plan SRA has submitted that the BG for an amount of 10% of plan value will be submitted on approval of Resolution Plan by COC. <b>(page 991-995)</b>	Yes

19. Measures required for the implementation of the Resolution Plan in terms of Regulation 37 of CIRP Regulations:

<b>Regulation 37</b>	<b>Relevant Page Number of the Resolution Plan dealing aforesaid compliance with Regulation (Clause wise)</b>	<b>Page No of the Application</b>
Regulation 37 (a)	Para 3 (e) of Part III of the Plan	Page No. 767 of the Application
Regulation 37(b)	Para 3 (e) of Part III of the Plan	Page No. 767 of the Application
Regulation 37(c)	NA.	NA
Regulation 37(ca)	As per Para 13.1 of Part III and of this Plan Para 17 of Part II	Page No. 778 and Page No. 759 of the Application
Regulation 37(d)	As per Para 10.11 of Part II of this Plan	Page No. 754 of the Application
Regulation 37(e)	As per Reliefs & Concessions sought in Para 6 of Part III	Page No. 768 of the Application
Regulation 37(f)	As per Part II of the Plan	Page No. 744 to 764 of the Application

Regulation 37(g)	As per Part II of the Plan	Page No. 744 to 764 of the Application
Regulation 37(h)	As per Para 3 of Part III of this Plan	Page No. 766 of the Application
Regulation 37(i)	As per Para 13.1 of Part III of this Plan	Page No. 778 of the Application
Regulation 37(j)	Not Applicable, the Resolution Applicant is engaged into same line of business and shall pursue the business of CD	NA
Regulation 37(k)	Yes. The Resolution Applicant with passage in time would introduce Fabric printing set up with start of art technology and latest machinery.	NA
Regulation 37(l)	As per reliefs & concessions sought in Para 6 of Part III	Page No. 768 of the Application

## 20. Details of Resolution Plan/Payment Schedule

The relevant information with regard to the amount claimed, amount admitted, and the amount proposed to be paid by the Resolution Applicant, under the said resolution plan is tabulated as under:

(Amount in Rs. Lakhs)

Sl. No.	Category of Stakeholder	Sub-Category of Stakeholder	Amount Claimed	Amount Admitted	Amount Provided under the Plan#	Amount Provided to the Amount Claimed (%)
(1)	(2)	(3)	(4)	(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	1,295.34	1,295.34	206.15	15.92%
			62,660.62	62,660.62	9972.45	15.92%
		Total[(a) + (b)]	639,55.96	639,55.96	10178.60	15.92%

2	Unsecured Financial Creditors	(a) Creditors not having a right to vote under sub-section (2) of section 21	–	–	–	–
		(b) Other than (a) above:	0	0	0	0
		(i) who did not vote in favour of the resolution Plan	0	0	0	0
		(ii) who voted in favour of the resolution plan	0	0	0	0
		Total[(a) + (b)]	0	0	0	0
3	Operational Creditors	(a) Related Party of Corporate Debtor	0		0	0
		(b) Other than (a) above:				
		(i) Operation	1,99.60	1,97.60	9.88	5%
		(ii) Government	1,32.16	1,32.16	6.60	5%
		(iii) Workmen	0	0	0	0
		(iii) Employees	4.90	4.90	4.908	100%
	Total[(a) + (b)]	3,36.66	3,34.74	21.39		
4	Other debts and dues	Claim filed in form F	<b>27,21.02</b>	<b>27,21.02</b>	0	0
<b>Grand Total</b>			<b>6,70,13.64</b>	<b>670,11.72</b>	<b>10200.00</b>	

Summary of the financial proposal/payment under the Resolution Plan, is as follows

Particulars	Amount
Resolution Plan Value:	Total Resolution Value: <b>Rs. 10200.00 Lakhs</b> and <b>Rs. 500 Lakhs</b> towards the Working Capital totaling to <b>Rs 10700.00 lakhs.</b>
CIRP Cost	The resolution applicant assumes that the RP will be able to meet the majority of the CIRP cost out of the accruals of the business of the CD and hence there will not be any amount remaining to be paid on the Effective Date. In the event of any amount of CIRP costs remaining to be paid on the date of approval of the resolution plan by NCLT the same shall be paid at actuals over and above the total commitment under this Plan
Payment to Secured financial Creditors:	The resolution applicant proposes to make payment to secured financial creditors <b>Rs. 10178.60</b> Lakhs against of total admitted debt of <b>Rs. 639,55.96 Lakhs.</b> Resolution Applicant shall make upfront payment of <b>Rs. 6978.607 Lakhs</b> within 30 days after the approval of the Resolution Plan. <b>Rs 1600.00 Lakhs</b> within 3 Months and <b>Rs.1600.00 Lakhs</b> shall be paid within 5 months from the effective date along with interest @ <b>12 % PA.</b>
Workmen's & Employees priority dues:	One claim towards of workmen's dues amounting to <b>Rs. 4.90 Lakhs.</b> Resolution Applicant proposes to make <b>Rs.4.90 Lakhs</b> within one month.

Operational Creditors	Operational Creditor's admitted claims (other than workmen & employees) are <b>Rs 329.84 Lakhs</b> . The Resolution Applicant proposes to pay <b>Rs. 16.488 Lakhs</b> to the Operational Creditors as per Financial Proposal. This payment shall be made within one month from the effective date. # Amount provided over time under the Resolution Plan and includes estimated value of non-cash components. It is not NPV.]
-----------------------	--

21. The Resolution Plan defines "Effective Date" as the date on which this Resolution Plan is approved by the NCLT.

22. Details on Management/Implementation and Reliefs as per Resolution Plan-Salient Features

- a. Management and Control of the Corporate Debtor post approval of Resolution Plan-Monitoring Agency (Point 15 at Page 21 of Index of the Resolution Plan)
- b. Measures for supervision and implementation of the Resolution Plan from the effective date until the completion date (Point 42 at Page 40 of the Index of Resolution Plan)
- c. Management of the Corporate Debtor by Resolution Applicant after the effective date (Point 43 at Page 40 of the index of Resolution Plan)
- d. Terms of Resolution Plan and its implementation Schedule ( Point 44 at Page 41 of the index of Resolution Plan)

23. Waivers, Reliefs, and Exemptions sought in the Resolution Plan

The applicant has submitted the following facts with regard to the Waivers, Reliefs and Exemptions sought in the Resolution plan:

Sr. No.	Reliefs and/or Concessions and Approvals Sought	Statutory Provisions and Judicial Decisions relief upon by the RP for necessary approvals
1.	All legal proceedings, inquiries, investigations, notices, causes of action, claims, liabilities, demand, obligations, penalties, disputes, litigation, or other judicial, regulatory or administrative proceedings relating to any investigation which are already in existence or which may arise in the future shall immediately upon the approval of this Resolution Plan by the Adjudicating Authority stand irrevocably and unconditionally abated, settled, extinguished, waived, and withdrawn	General relief sought in Section 32A of the IBC, 2016
2.	That the restrictions on the property of the Corporate Debtor located at Plot no. 40, Sector 20A, Faridabad admeasuring 4291.80 sq mtrs, as per conditions of Haryana Urban Development Authority shall be deemed to be waived off completely upon approval of the Resolution Plan by Hon'ble NCLT. That the Resolution Applicant shall be at liberty to alter, change the use of the said premises and the same shall be freely transferable. It is specifically sought that the restrictions towards the free transferability and or usage of the said property if not allowed would tantamount to grave loss to the economic viability of the present Resolution Plan and availability of resources to the Resolution Applicant. The claims if any, of any authority including HUDA in relation to the said land and reliefs sought herein would deemed to be settled in terms of this Plan.	Haryana Urban Development Authority
3.	All existing licenses, permits, clearances, authorizations, approvals, no objection certificates, consents, approvals, sanctions, renewals and exemptions as required from time to time pursuant to the applicable laws in connection with the operation of the Corporate Debtor (including without limitation the permits set out in <b>ANNEXURE RP 5</b> (Indicative list of consents required), as the case may be, if any required, shall to be available to the Corporate Debtor and till such approval/consent/permit or licence is received, the business of the Corporate Debtors shall not be adversely affected;	General Relief sought in light of judgment of Hon'ble Supreme Court in <u>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019</u>
4.	Stamp duty and tax exemption, as available under applicable laws, shall be provided for all transactions undertaken pursuant to the order of NCLT approving the Resolution Plan;	Stamp Duty Authorities
5.	Carry forward and set-off of losses of the Corporate Debtor with the future incomes of the Corporate Debtor.	Income Tax Authorities
6.	That, the Resolution Applicant or any of its officials shall not in any manner whatsoever be held liable under any investigation or any matter incidental thereto. That, no property or assets of Corporate Debtor may be confiscated, attached, seized or the Resolution Applicant may in any manner whatsoever be deprived of any property of Corporate Debtor in any investigation.	General relief sought in Section 32A of the IBC, 2016
7.	By virtue of the order of the Adjudicating Authority approving this Resolution Plan, no new inquiries, investigations, notices, claims, disputes, litigation, or other judicial, regulatory or administrative proceedings in relation to the any investigation will be initiated or admitted if these relate to any period prior to the Plan approval Date or on account of the acquisition of control by the Resolution Applicant over the Corporate Debtor pursuant to this Resolution Plan.	General relief sought in Section 32A of the IBC, 2016
8.	By virtue of the order of the Adjudicating Authority approving this Resolution Plan, any pending and future litigations shall be	General relief sought in Section 32A of the IBC, 2016

	settled at NIL value by virtue of the order of the Adjudicating Authority approving this Resolution Plan	
9.	By virtue of the order of the Adjudicating Authority approving this Resolution Plan, the Central Board of Direct Taxes (CBDT) or any other relevant Governmental Authority shall exempt the Resolution Applicant from the applicability of and payment of all Taxes under the Income Tax Act, 1961 including any liability under the Minimum Alternate Tax which may arise on account of the resolution plan on the Resolution Applicant or the Corporate Debtor or any other Person who is likely to be impacted due to implementation of the Resolution plan.	Central Board of Direct Taxes and/or Income Tax Department
10.	By virtue of the order of the Adjudicating Authority approving this Resolution Plan, the CBDT and or any other Governmental Authority will allow the Resolution Applicant and Corporate Debtor to enjoy and avail in future any tax benefits, deductions, exemptions as per the relevant provisions of the applicable law which the Corporate Debtor would have been entitled for the balance period as per the relevant provisions of the Applicable Law.	Central Board of Direct Taxes and/or Income Tax Department
11.	All licenses and Government Approvals held by the Corporate Debtor shall stand transferred/ renewed / extended by the relevant Governmental Authorities without any additional cost or compliance including which have expired prior to the Effective Date and Corporate Debtor shall be permitted to continue to operate its business and assets in the manner operated prior to submission of this Resolution Plan until renewal / extension of such licenses and approvals	General Relief sought in light of judgment of Hon'ble Supreme Court in <u>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</u>
12.	By virtue of the order of the Adjudicating Authority approving this Resolution Plan, the Collector of Stamps, Revenue Department, of any State Government and the Ministry of Corporate Affairs shall exempt the Resolution Applicant and Corporate Debtor, from the levy of stamp duty and fees applicable in relation to this Resolution Plan and its implementation, including any stamp duty applicable on the issue of shares or debt instruments by the Resolution Applicant	Stamp Duty Authorities
13.	By virtue of the order of the Adjudicating Authority approving this Resolution Plan, the relevant State Pollution Control Boards to approve renewal of the consents to operate obtained by the Corporate Debtor under applicable provisions of the Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981	State Pollution Control Board
14.	By virtue of the order of the Adjudicating Authority approving this Resolution Plan, all Governmental Authorities to waive all past Non-Compliances in relation to the Corporate Debtor under Applicable Laws, and the Resolution Applicant or the Corporate Debtor shall not be liable for any Non-Compliances under Applicable Laws for the period prior to the Plan Approval Date	General relief sought in Section 32A of the IBC, 2016
15.	By virtue of the order of the Adjudicating Authority approving this Resolution Plan, the relevant Governmental Authority to exempt the Resolution Applicant and the Corporate Debtor from the applicability of and payment of all Taxes under the Central Goods and Services Tax Act, 2017 which may arise on account of the transactions envisaged under this Resolution Plan or any other Person who is likely to be impacted due to implementation of this Resolution Plan	Goods and Services Tax Department
16.	By virtue of the order of the Adjudicating Authority approving this Resolution Plan, all Governmental Authorities to waive the	That the Hon'ble Supreme Court in the matter of " <u>Ghanashyam Mishra and Sons</u>

	Non-Compliances, penalties, demands, claims etc. in relation to the Corporate Debtor prior to the Effective Date	<p><u>Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</u> held in para 95(i) that 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 Govt, any State Govt 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 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.</p> <p>The Hon'ble Supreme Court also held that all the dues including the statutory dues owed to the Central Govt, any State Govt 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.</p>
17.	By virtue of the order of the Adjudicating Authority approving this Resolution Plan, all Authorities to grant any reliefs, concession or dispensation as may be required for implementation of the transactions contemplated under this Resolution Plan in accordance with its terms and conditions	General Relief sought in light of judgment of Hon'ble Supreme Court in <u>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</u>
18.	By virtue of the order of the Adjudicating Authority approving this Resolution Plan, the title, ownership, all the rights in relation to the Corporate Debtor and its assets shall vest with the Resolution Applicant or the Corporate Debtor in terms of the Plan. Any claims to the title or ownership etc. against the Corporate Debtor from any other party shall stand extinguished upon the approval of the Resolution Plan by the Hon'ble Adjudicating Authority	That the Hon'ble Supreme Court in the matter of " <u>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</u> " held in para 95(i) that once a resolution plan is duly approved by the Adjudicating Authority under sub-section (1) of section 31, the claims as provided in

		<p>the resolution plan shall stand frozen and will be binding on the Corporate Debtor and its employees, members, creditors, including the Central Govt, any State Govt 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 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.</p> <p>The Hon'ble Supreme Court also held that all the dues including the statutory dues owed to the Central Govt, any State Govt 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.</p>
19.	The approval of this Plan by the Adjudicating Authority shall be deemed to have waived all the procedural requirements in terms of Section 66, Section 42, Section 62 (1) I, Section 71 of the Companies Act, 2013 and relevant rules made thereunder, in relation to issuance of shares by Corporate Debtor	Registrar of Companies
20.	All Governmental Authorities (including the Income Tax authority, Service Tax department and VAT department) shall not have claims and deemed to be given NoC's for the terms of the this Resolution Plan and shall not have any claims upon the Corporate Debtor upon approval of this Resolution Plan by the Adjudicating Authority	That the Hon'ble Supreme Court in the matter of " <u>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</u> " held in para 95(i) that 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 Govt, any State Govt 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

		<p>part of 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.</p> <p>The Hon'ble Supreme Court also held that all the dues including the statutory dues owed to the Central Govt, any State Govt 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.</p>
21.	All creditors of the Corporate Debtor to withdraw all legal proceedings which may have any claims against the Corporate Debtor including proceedings under Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 and Recovery of Debt and Bankruptcy Act, 1993 etc., if any, upon approval of this Resolution Plan by the Adjudicating Authority	General relief sought in Section 32A of the IBC, 2016
22.	The Resolution Applicant assume that, in compliance of its the duties under Regulation 35A of the CIRP Regulations, the Resolution Professional had determined whether the Corporate Debtor has been subjected to any transactions covered under sections 43, 45, 50 or 66 of the Code or not and applied to the Adjudicating Authority for seeking appropriate reliefs. Accordingly, though the Resolution Applicant reserve its right to institute any investigation pertaining to any transaction(s) carried out by the ex-management of the Corporate Debtor or to file appropriate applications before the court/tribunal of competent jurisdiction, the Resolution Applicant or the Corporate Debtor and its officers, directors, employees, shall never be liable/responsible for any such transactions carried out by the ex-management of the Corporate Debtor	General relief sought in Section 32A of the IBC, 2016
23.	Except as otherwise provided under this Resolution Plan, the approval of this Plan by the Adjudicating Authority shall be deemed to cause cancellation of all agreements with any other party in relation to the Corporate Debtor except if acknowledged by the Resolution Applicant or the Corporate Debtor	General Relief sought in light of judgment of Hon'ble Supreme Court in <u>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</u>
24.	The Resolution Applicant reserves its right to modify or withdraw this Resolution Plan in the event the any further information, evidence or fact comes to the knowledge of the Resolution Applicant after the submission of this Resolution Plan if according to the Resolution Applicant, such information, evidence or fact in the opinion of the Resolution Applicant would be hindrance to the implementation of the Resolution Plan	General Relief sought in light of judgment of Hon'ble Supreme Court in <u>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</u>

25.	All the concerned authorities including the Central Government and the Reserve Bank of India to accord the necessary permissions or approvals under the Banking Regulation Act-1949 to the Institutional Financial Creditor(s) (if required) in relation to terms of the Resolution Plan so far the same relate to the procedures, compliances, approvals for implementation of the Resolution Plan	General Relief sought in light of judgment of Hon'ble Supreme Court in <u>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</u>
26.	Waiver of Income-Tax and Minimum Alternate Tax (MAT) liability or consequences ( including interest, fine, penalty, etc.) on Corporate Debtor, Resolution Applicant and its shareholders on account of various steps as proposed in the Resolution Plan, including but not limited to waiver from applicability of Section 50CA and liabilities if any under Section 41(1), Section 56, Section 43, Section 43B, Section 28, Section 115JB and Section 79 of the Income-tax Act, 1961, including, without limitation waiver of MAT and income tax implication arising due to write back/ write off of liabilities in the books of accounts of Corporate Debtor without any impact on brought forward tax and book loss/ depreciation, pursuant to this Resolution Plan	Income Tax Department
27.	Waivers from any Tax Authorities including in terms of Section 79 of the Income Tax Act, 1961 is deemed to have granted upon approval of this Resolution Plan	Income Tax Department
28.	Waiver of the requirements under the Companies Act, 2013 in respect of the removal of the existing or appointment of new statutory or internal auditors of the Corporate Debtor	Registrar of Companies
29.	All consents, licenses, 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, which have expired as on the Effective Date, shall be deemed to continue without disruption for the benefit of the Corporate Debtor for a period of 12 months or until renewed by the relevant authorities, whichever is later	General Relief sought in light of judgment of Hon'ble Supreme Court in <u>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</u>
30.	Without any liability for the non-compliance during the time specified above, the Resolution Applicant undertakes to cause the Corporate Debtor to expeditiously identify, not later than 1 year from Effective Date, such expired consents, licenses, 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, evaluate the steps required to address the same and take steps to remedy the same to the extent practically possible	General Relief sought in light of judgment of Hon'ble Supreme Court in <u>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</u>
31.	The benefit of carry forward and set off, reverse credit, input credit as the case may be as on the IC date accruing or receivable by the Corporate Debtor shall continue to be in the favor and account of the Corporate Debtor after the Approval of the Resolution Plan by Hon'ble NCLT and acquisition thereof by the Resolution Applicant	Income Tax Department
32.	Post the order of the NCLT approving this resolution plan, no re-assessment/ revision or any other proceedings under the provisions of the Income Tax Act shall be initiated on the Corporate Debtor in relation to period prior to acquisition of control by the Resolution Applicant and any consequential demand should be considered non-existing and as not payable by the Corporate Debtor. Any proceedings which were kept in abeyance in view of the insolvency process or otherwise shall not be revived post the order of NCLT	Income Tax Department

33.	All notices proposing to initiate any proceedings against the Corporate Debtor in relation to the period prior to the date of NCLT order and pending on that date shall be deemed as cancelled/abated and shall not be proceeded against. Post the order of the NCLT, no re-assessment / revision or any other proceedings under the provisions of any of the indirect tax laws should be initiated against the Corporate Debtor in relation to the period prior to acquisition of control by the Resolution Applicant and any consequential demand shall be considered non-existing and as not payable by the Corporate Debtor. Any proceedings which were kept in abeyance in view of insolvency process or otherwise shall not be revived post the order of NCLT and shall be deemed to be cancelled/extinguished	General Relief sought in light of judgment of Hon'ble Supreme Court in <u><i>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</i></u>
34.	Pursuant to the order of the NCLT approving this Resolution Plan, any debit or credit, being the balancing figure, arising as a result of giving effect to this Resolution Plan, will be adjusted by the Corporate Debtor in the capital reserve at its sole discretion in compliance with the applicable accounting standards	General Relief sought in light of judgment of Hon'ble Supreme Court in <u><i>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</i></u>
35.	<p>Upon mere production and lodgement of a certified copy of the approved Resolution Plan and the order of the NCLT approving this Resolution Plan or a notarial certified copy of the approved Resolution Plan and the order of the NCLT approving this Resolution Plan:</p> <p>i. before any court or tribunal or regulator or government or arbitral tribunal or any administrative authority or any other authority shall be adequate and sufficient for such authorities (or the counter parties to the Corporate Debtor to constitute the revised agreements or arrangements or deemed modification or cancellation or abandonment thereof ) to cause the abatement of any cause of action against the Corporate Debtor, or discharge or abatement of any suit or action or claim made in arbitration against the Corporate Debtor, or in any other judicial, quasi-judicial, regulatory, administrative or government proceedings of whatsoever nature in accordance with the approved Resolution Plan.</p> <p>ii. Any pending or future proceedings against the Corporate Debtor which are contrary to or inconsistent with the terms of the Resolution Plan shall be deemed to be not maintainable or to have been terminated and closed.</p>	General Relief sought in light of judgment of Hon'ble Supreme Court in <u><i>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</i></u>
36.	<p>Upon approval of this Resolution Plan by the NCLT, all liabilities including without limitation, any penalty, interest, fines or fees imposed or otherwise obligations of the Corporate Debtor which have arisen prior to the approval the Resolution Plan by the NCLT, in relation to:</p> <ul style="list-style-type: none"> <li>· any investigation, inquiry or show-cause, whether civil or criminal;</li> <li>· any non-compliance of provisions of any laws, rules, regulations, directions, notifications, circulars, guidelines, policies, licenses, approvals, consents or permissions;</li> <li>· change of control, transfer charges, unearned increase, compensation, or any other such liability whatsoever under any</li> </ul>	General Relief sought in light of judgment of Hon'ble Supreme Court in <u><i>Ghanashyam Mishra and Sons Pvt Ltd v Edelweiss Asset Reconstruction Company Ltd (Civil Appeal No. 8129 of 2019)</i></u>

	<p>contract, agreement, lease, license, approval, consent, privilege or permission to which the Corporate Debtor or its subsidiaries, joint ventures or associates are entitled;</p> <ul style="list-style-type: none"> <li>· any leasehold rights or freehold rights to movable or immovable properties in the possession of the Corporate Debtor;</li> <li>· any contracts, agreements or commitments made by the Corporate Debtor, whether admitted or not, due or contingent, asserted or un-asserted, crystallized or uncrystallised, known or unknown, secured or unsecured, disputed or undisputed, present or future, whether or not set out in the balance sheets of the Corporate Debtor or the profit and loss account statements of the Corporate Debtor, in relation to any period prior to the Completion Date or arising on account of the acquisition of control by the Resolution Applicant over the Corporate Debtor pursuant to this Resolution Plan, shall be written off in full and shall stand permanently extinguished and the Corporate Debtor or the company shall at no point of time be, directly or indirectly, held responsible or liable in relation thereto.</li> </ul>	
--	---	--

24. On a perusal of the reliefs etc. sought above, it is seen that the same are claimed under the general reliefs under the IBC, under judicial pronouncements and under powers pertaining to different government authorities/departments. As regards the claims under the IBC, it is clarified that the reliefs claimed should be directly relatable to the Resolution Process and should not pertain to extraneous issues. Regarding the reliefs/waivers pertaining to the domain of various departments/governmental authorities, it is further clarified that this Adjudicating Authority has no power to sanction these waivers, etc. and the Successful Resolution Applicant is directed to approach the competent authorities/courts/legal forums/office(s) Government or Semi-Government/State or Central Government for appropriate reliefs(s) sought in the plan. The other reliefs and exemptions claimed on the basis of the judicial decisions are allowable only in the context of the facts and circumstances of that particular case in which the said decision is delivered. Approval of the Resolution Plan does not mean automatic waivers.

25. It is directed that any reliefs sought in the resolution plan, where the contract/agreement/understanding/proceedings/actions/notice etc. is not specifically identified or is for future and contingent liability, is at this moment not acceded to.

26. The Resolution Applicants shall obtain the necessary approval required under any law for the time being in force within one year from the date of this order or within such period as provided for in such law, whichever is later.

27. In the course of the hearing, the Income Tax Department has pointed out that as far as carrying forward and set off of losses and unabsorbed depreciation are concerned, the same cannot be granted to the Resolution Applicant. Per Contra, the Successful Resolution Applicant has filed a rejoinder vide Diary No. 01008/6 dated 18.04.2022 praying for the grant of reliefs/waivers. It is clarified that this Adjudicating Authority has not been conferred with any power to issue directions to grant waiver/exemptions under the Income Tax Act, 1961 and the Applicant is directed to approach the Income Tax Department for such reliefs.

28. The Resolution Professional filed a compliance affidavit pursuant to the order dated 08.04.2022, vide diary No.01008/5 dated 18.04.2022, stating that Successful Resolution Applicant i.e., Louts Textile and Vijayant Mittal are eligible under Section 29A, of the I & B Code, 2016 to submit the Resolution Plan. Moreover, the undertaking to this effect has also been given by the Resolution Profession in Form-H.

29. This Adjudicating Authority by its administrative order dated 07.03.2022, directed for clarification with regard to applications filed for the recovery of avoidance transaction applications. Pursuant to the above-said

order, a note has been filed by Resolution Applicant vide diary No.00071/14 dated 10.03.2022, whereby it has been stated that the Resolution Professional cannot continue to act on behalf of the Corporate Debtor once the plan is approved and the new management takes over ( Venus Recreators Vs. Union of India) and referred to the NCLAT's decision in the matter of 63 Moons Technologies Limited, where it has been clarified that the recovery, if any, made pursuant avoidance transaction shall always be for the benefit of the creditors of the Corporate Debtor. The Resolution Applicant also undertakes in its affidavit dated 15.12.2021, that the PUFEE transactions application will not be pursued by the Successful Resolution Applicant nor the Corporate Debtor would have any entitlement over such sums if any, recovered, realized, or received under such applications. The benefits/sums/realization arising out in relation to the said applications shall be distributed/among/ between the Members of COC. As per the order dated 10.03.2022, of this Adjudicating Authority, to deal with the mechanism for the treatment of the recoveries which may be received in lieu of pending avoidance transaction applications, compliance affidavit of Mr. Vivek Raheja, Resolution Professional filed vide diary No.01008/2 dated 14.03.2022, whereby, it has been stated that Resolution Professional conducted 17th COC meeting on 11.03.2022, to discuss the addendum to the Resolution Plan filed by Successful Resolution Applicant. Further, it is stated in the said affidavit that in the said meeting, CoC members approved with 97.97% voting share that the Monitoring Committee will pursue the PUFEE application filed by the Resolution Professional till its dissolution and by Punjab National Bank (Lead Banker) thereafter; the recovery from the PUFEE applications filed before this Adjudicating Authority

by the Resolution Professional, be shared in the ratio of voting share in the CoC; The cost of pursuing the PUFEE application filed by Resolution Professional be borne by the CoC members in the ratio of voting share in the CoC.

30. In compliance with the order dated 11.07.2022 passed by this Adjudicating Authority, whereby learned counsel for the applicant was directed to file a copy of the Balance Sheet last filed before initiation of CIRP and also to mention the amounts mentioned for the gratuity and PF in the name of workmen and employees and also to break up of operational creditor for government dues. The Resolution Professional has filed the documents i.e., a copy of the Balance Sheet of the Corporate Debtor ending 31.03.2021. The provisional Balance Sheet as of 23.10.2019 and Balance Sheet ending 31.03.2021 indicate the financial status of the corporate debtor. The applicant has also attached the list regarding claim bifurcation of the operational dues, including the government dues. The Successful Resolution Applicant as per compliance affidavit filed by Diary No. 01008/10 dated 10.08.2022 has undertaken that in terms of the directions of administrative order dated 05.08.2022 the SRA will pay the contribution and sums due from the Corporate Debtor under the provisions of Employees Provident Fund and Miscellaneous Act, 1952, or Scheme or the Pension Schemes or the Insurance Scheme, and under the Payment Gratuity Act, 1972, as the case may be, in respect of the period up to the date of approval of resolution plan by this Adjudicating Authority. Further, it is stated that such sums payable by the Successful Resolution Applicant are without prejudice the right of the Resolution Applicant.

31. This Adjudicating Authority vide its administrative order dated 13.09.2022, directed a clarification in the context of the decision of Hon'ble Supreme Court in the matter of ***State Tax Officer (1) Vs. Rainbow Papers Limited in Civil Appeal No.1661 Of 2020 With With Civil Appeal No.2568 OF 2020 order dated 06.09.2022 Case citation: (2022) ibclaw.in 107 SC.*** Pursuant to the above, SRA filed its affidavit vide diary No.01008/12 dated 22.09.2022, submitting that it had already provided the treatment of the secured creditors under the Resolution Plan and in case there is any claim from the secured creditors in terms of the decision of Hon'ble Supreme Court in the case of *State Tax Officer vs. Rainbow Papers Limited* or as per prevailing law at the time, it shall bear/pay such claims/demands as per the treatments provided under the resolution plan for such category of the creditors in addition to the amounts already committed under the Resolution Plan. For the sake of clarification, the secured creditors, if any, shall be provided an equal percentage of the demands as being paid to the secured lenders after the agreed haircut.

32. The Resolution Professional has filed its affidavit vide diary No. 01008/13 dated 22.09.2022, pursuant to the above administrative order dated 13.09.2022, stating;

*3. That in pursuance to the above order the deponent/ RP wishes to state that no claims were received from any statutory/ government authority by the RP, except for the EPFO department and from the electricity department. Moreover it is worth here to mention that for the claim amount due towards the EPFO department the resolution*

*applicant has already given an undertaking vide Diary no. 01008/10 dated 10.08.2022. However it is worth here to submit that to the best of the knowledge of the RP after having perused the claim documents and the respective acts under which the claims were filed by the above-mentioned departments, no security interest or charge has been created in their favour by the corporate debtor nor any such charge has been created by the operation of law.*

*4. That apart from the above the deponent had also received a letter dated 15.01.2020 from the office of Estate Officer, Haryana Urban Development Authority, Faridabad, (HUDA) whereby it had raised a demand of Rs.2,97,12,666/- towards the corporate debtor for their dues without specifying any period or nature of such demand. It is also stated that HUDA did not file any claim for its dues in spite of the request of the deponent to file the claim towards these dues for due verification of the amount. Since, the claim was not filed, no distribution has been proposed by the Resolution Applicant in the Resolution Plan. A copy of the letter from the estate officer is annexed herewith for ready reference as Annexure- B.*

*5. That however it is worth here to mention that one property of the corporate debtor situated at Site no. 40, Sector 20-A, HUDA, Faridabad was bought by it from HUDA by way of one deed of conveyance dated 17.03.2009 executed between the HUDA and the corporate debtor. The said deed contains a clause at internal page no.5 clause 2 that "the vendor (HUDA) have a first and paramount charge over the said site for the unpaid portion of sale price including*

*additional price and the transferee have no right to transfer by way of sale, gift, mortgage or otherwise the land or any right title or interest therein without the permission in written of the Estate Officer. The estate officer will grant such permission, may impose such condition, as may be decided by chief administrator from time to time." . in view of the same the HUDA has a security interest over the above property of the corporate debtor. Copy of Conveyance deed is annexed herewith as Annexure-C.*

*6. That in view of the above and in compliance of the above order, the deponent/ being the resolution professional in the present matter states that apart from Haryana Urban Development Authority there are no other dues payable to any other Government department/ Authorities where security interest is created in their favor by the corporate debtor either by creation of charge or by operation of law.*

## Findings

33. On hearing the submissions made by the learned counsel for the Resolution Professional, and perusing the records, we find that the Resolution Plan has been approved total Resolution Value: Rs. 10200.00 Lakhs and Rs. 500 Lakhs towards the Working Capital totaling Rs 10700.00 lakhs. The resolution applicant proposes to make payment to secured financial creditors Rs. 10178.60 Lakhs against of total admitted debt of Rs. 639,55.96 Lakhs. Operational Creditor's admitted claims (other than workmen & employees) are Rs 329.84 Lakhs. The Resolution Applicant proposes to pay Rs. 16.488 Lakhs to the Operational Creditors as per Financial Proposal.

34. As per the CoC, the Resolution Plan meets the requirement of being viable and feasible for the revival of the Corporate Debtor. By and large, all the compliances have been done by the RP and the Resolution Applicant for making the plan effective after approval by this Bench.

35. On perusal of the documents on record, we are satisfied that the Resolution Plan is in accordance with Sections 30 and 31 of the Code and complies with Regulations 38, and 39 of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

## Orders

36. Therefore, subject to the observations made in this order, we hereby accord our approval to the Resolution Plan.

37. It is further directed that the Resolution Applicant, on taking control of the corporate debtor, shall ensure compliance under all applicable laws for the time being in force. As far as the question of granting time to comply with the statutory obligations or seeking sanctions from governmental authorities is concerned, the Resolution Applicant is directed to do the same within one year as prescribed under Section 31(4) of the Code.

38. The Resolution Plan as approved shall be binding on the corporate debtor and its employees, members, and creditors including the Central Government, State Government, or Local Authority, to whom a debt in respect of the payment of dues arising under any law for the time being in force such as authorities to whom statutory dues are owed, guarantors and other stakeholders involved in the resolution plan.

39. The Moratorium imposed under Section 14 shall cease to have effect from the date of this order. Therefore, the corporate debtor is released from the rigors of Corporate Insolvency Resolution Process under IBC, 2016.

40. The Resolution Professional shall stand discharged from his duties with effect from the date of this order. However, he shall perform his duties in terms of the Resolution Plan as approved by this Adjudicating Authority.

41. The Resolution Professional is further directed to hand over all records, and properties to the Resolution Applicant and shall finalize the further line of action required for starting the operation. The Resolution Applicant shall have access to all the records and premises of the corporate debtor through the Resolution Professional to finalize the further line of action required for starting the operation.

42. In case of non-compliance with this order or withdrawal of the Resolution Plan, the performance security amount already paid by the Resolution Applicant shall be liable to be forfeited, in addition to such further action as may be permitted under the law.

43. Liberty is hereby granted for moving any application if required in connection with the implementation of this Resolution Plan.

44. The Resolution Professional shall forward all records relating to the conduct of the CIRP and the resolution plan to the Board to be recorded on its database.

45. The Resolution Professional shall file a copy of this order with the Registrar of Companies, NCT of Delhi & Haryana, inter alia for updating the status of the corporate debtor.

46. Additionally, the Registry shall send a copy of this order to the Registrar of Companies, NCT of Delhi & Haryana.

47. The application bearing IA No. 447 of 2021 and the main Company Petition i.e., CP (IB) No. 312/Chd/HRY/2018 shall stand disposed of accordingly.

48. Certified copy of this order may be issued, if applied for, upon compliance with all requisite formalities.

Sd/-  
**(Subrata Kumar Dash)**  
**Member (Technical)**

Sd/-  
**(Harnam Singh Thakur)**  
**Member (Judicial)**

November 14, 2022  
ASH/PB