SL. No.117

NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH
COURT HALL NO: II

(Video Conference)

CORAM: DR.VENKATA RAMAKRISHNA BADARINATH NANDULA – HON'BLE MEMBER (J)
CORAM: SHRI VEERA BRAHMA RAO AREKAPUDI, HON'BLE MEMBER (T)

ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF NATIONAL COMPANY LAW TRIBUNAL, HYDERABAD BENCH, HELD ON 18.10.2022 AT 02:30 PM THROUGH VIDEO CONFERENCE

TRANSFER PETITION NO.	
COMPANY PETITION/APPLICATION NO.	IA (IBC) 237/2021 in CP (IB) No. 744/7/HDB/2018
NAME OF THE COMPANY	Leesa Lifesciences Pvt Ltd
NAME OF THE PETITIONER(S)	Dr. S.K. Srihari Raju
NAME OF THE RESPONDENT(S)	Leesa Lifesciences Pvt. Ltd
UNDER SECTION	7 of IBC

ORDER

Order pronounced vide separate sheets in the IA(IBC)/237/2021 in CP (IB) No. 744/7/HDB/2018.

In the result, Resolution plan is approved. Subject to the terms and conditions stipulated.

-Sd/- -Sd/-

MEMBER (T) **MEMBER (J)**

Satya Priya

IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH, HYDERABAD

I.A. No.237 OF 2021
IN
CP(IB) NO. 744/7/HDB/2018

APPLICATION FILED U/S 30(6) AND U/S 31 OF I&B CODE, 2016 R/W REG 39(4) OF THE IBBI (INSOLVENCY RESOLUTION PROCESS FOR CORPORATE PERSONS) REGULATIONS, 2016 R/W RULE 11 OF THE NCLT RULES, 2016.

IN THE MATTER OF
M/S. LEESA LIFESCIENCES PRIVATE LIMITED

Filed by:
Jagadees Kumar Morri,
Resolution Professional
Leesa Lifesciences Private Limited
Regd. No. IBBI/IPA/001/IP-P00398/2017-2018/10716
Address:10-5-7, Sri Sai Surya Complex,
Sevasadan School, Ramnagar,
Visakhapatnam, Andhrapradesh-530013

.... Applicant /
Resolution Professional

Date of order: 18.10.2022

Coram:

Dr. Venkata Ramakrishna Badarinath Nandula, Member Judicial
Shri. Veera Brahma Rao Arekapudi, Member Technical

For the Parties/counsel:

For the Applicant:	Ms. MS Mano Ranjani & Mr. M. Rama Rao, Advocates for Applicant/Resolution Professional

PER: BENCH

ORDER

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1. The present Application bearing IA No. 237/2021 is filed by the Resolution Professional under section 31(1) of the IB Code, 2016, R/w regulation 39(4) of the IBBI (Insolvency Resolution for Corporate Persons) Regulations, 2016, seeking approval of resolution plan of **M/s PSN Medicare Private Limited** as duly approved by the Committee of Creditors.
2. The Corporate Insolvency Resolution Process (CIRP) of the Corporate Debtor was initiated by this Bench by an order dated 28.01.2020 and Mr. Anjaneyulu Sadhu was appointed as Interim Resolution Professional (IRP). The Committee of Creditors (CoC) comprising the following Financial Creditors, in its 1st meeting held on 24.02.2020 approved appointment of Mr. Jagadees Kumar Morri, the Applicant herein as Resolution Professional (RP). The Applicant, in compliance of the provisions of the Code and Rules framed there under conducted the CIRP of the Corporate Debtor.

FINANCIAL CREDITORS.

SNo	Name of the Financial Creditor	Claim Admitted Rs.	Voting Share %
1	State Bank of India	36,73,45,354	90.98
2	Dr SKS Raju	2,77,46,227	6.87
3	Dr S Krishnaveni	86,87,029	2.15

3. Since the Applicant failed to receive any EOI pursuant to Form G published on 26.05.2020, fresh publication was carried out on 16.06.2020. Pursuant to which, two Expression of Interest were received from the following prospective Resolution Applicants as under:-

   M/s PSN Medicare Private Limited
   M/s Everest Organic Limited

4. In the meantime, the CIRP period of 180 days was extended by another 90 days by this Adjudicating Authority vide order dated 28.01.2021 -Sd/-

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and after exclusion of covid induced lockdown, the 270 days period came to an end on 02.03.2021.

5. However, at the first instance, the Resolution Professional after obtaining legal opinion, declared M/s PSN Medicare Private Limited as ineligible under Section 29A of IBC and did not consider their plan. M/s PSN Medicare Private Limited filed IA No. 968/2020 before the Adjudicating Authority challenging the decision of the RP declaring them as ineligible under Section 29A of IBC. This Adjudicating Authority after hearing the Learned Counsel appearing for M/s PSN Medicare Private Limited and the Resolution Professional, had disposed of the said IA vide order passed on 25.03.2021, directing CoC to take a call on all aspects including ineligibility and commercial viability of the plan. Accordingly, the Resolution Professional had appointed M/s KKMK & Associates to conduct a due diligence report, confirming the compliance of 29A of the Code for the resolution plans submitted by both M/s PSN Medicare private Ltd and M/s Everest organic Private Ltd. According to their report M/s PSN Medicare private Ltd may possibly be eligible to submit the Resolution Plan subject to the outcome of the police case registered with cybercrime police station at Cyberabad vide FIR no.199/2014 against the Director of the Company Mr Kasthur Reddy. In the meantime, SBI being one of the Financial Creditors of the Corporate Debtor having 90.98% voting share in the COC, has obtained a legal opinion and considered M/s PSN Medicare Private Limited to be eligible under Section 29A of IBC.

6. The CoC after several rounds of negotiations evaluated the Resolution Plans submitted by two Resolution Applicants as per the Evaluation Matrix and Section 29A of the Code. After evaluating in terms of both qualitative and quantitative criteria and aggregate the revised resolution plan submitted by M/s PSN Medicare Pvt Ltd was put for e-voting as per the decision taken in the 13th CoC meeting held on

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15.05.2021. The final voting results of the members of COC for approval of Resolution Plan submitted by M/s PSN Medicare Pvt Ltd is tabulated below.

Name of the Financial Creditor	**Voting share (%)**	**Voted in favor/ against**
State Bank of India	90.98	Favor
Dr SKS Raju	6.87	Against
Dr S Krishnaveni	2.15	Against

7. In all, the Applicant has convened 13 CoC meetings. The Resolution Plan submitted by M/s PSN Medicare Pvt Ltd (Resolution Applicant) was considered and approved by the CoC with 90.98% voting in favour of it under Section 30(4) of IBC. The Applicant further submits that all the requirements envisaged under the Code and Rules/Regulations made there-under have been met.
8. The Applicant had received a DD bearing No. 014149 dated 09.04.2021 for Rs. 3,00,00,000/- drawn on HDFC Bank in lieu of Performance Guarantee.
9. **OUTLINE OF THE RESOLUTION PLAN:**

(A) The Resolution Plan is submitted by **M/s PSN Medicare Private Limited (herein referred to as Resolution Applicant).** The Company was incorporated on 03.02.2014 under the Companies Act, 2013 and involved in the manufacture of bulk drugs and drug intermediates, led by Mr. Kasthur Reddy Nemallapudi and Mr Ramadevi Nemallapudi was incorporated in the year 1984 as a partnership firm led by Mr. K. Ramachandra Rao and later got converted into limited company w.e.f 01.07.2005.

(B) The CoC comprised of the following financial creditors and the distribution of voting share among them is as under:-

Name of the Financial Creditor	**Voting share (%)**	**Voted in favor/ against**
State Bank of India	90.98	Favor
Dr SKS Raju	6.87	Against

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Dr S Krishnaveni	2.15	Against

(C) An upfront payment of Rs.1411 lacs will be made by M/s PSN Medicare Private Limited within 30 days of effective date (Date of approval of the Resolution Plan) and this amount, fresh capital infusion is proposed at Rs.1500 lacs (consisting of Rs.1000 lacs towards completing the project /installing the machinery & equipment and Rs.500 lacs towards working capital needs). Thus the total capital fresh infusion works out to Rs.2911 lacs (1411 + 1000 + 500). The Resolution Plan for an amount of Rs. 1411 lakhs provided for the stakeholders under the Resolution Plan tabulated below. Further the Resolution Applicant proposes to infuse additional funds of Rs. 40 crores in the Corporate Debtor towards initial working capital requirements of the Corporate Debtor.

(Amount in Rs. lakh)

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	4665.96	3673.45	1375.00	37.43
		Total[(a) + (b)]	**4665.96**	**3673.45**	**1375.00**	**37.43**
2	Unsecured Financial Creditors	(a) Creditors not having a right to vote under sub-				

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		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	364.47	364.33	8.00	2.19
		Total[(a) + (b)]	**364.47**	**364.33**	**8.00**	**2.19**
3	Operational Creditors	(a) Related Party of Corporate Debtor				
		(b) Other than (a) above: (i)Government (ii)Workmen (iii)Employees (iv) Others	341.72	59.74	3.00	5.03
		Total[(a) + (b)]	**341.72**	**59.74**	**3.00**	**5.03**
4	Other debts and dues					
Grand Total			**5372.15**	**4097.52**	**1386.00**	

*If there are sub-categories in a category, please add rows for each sub-category.

Amount provided over time under the Resolution Plan and includes estimated value of non-cash components. It is not NPV.]

(D) Summary of Financial proposal under the Resolution Plan:-

The Financial proposal under the Resolution Plan is set out as under:-

(Rupee in lakhs)

SNo	Particulars	Amount claimed	Amount Admitted	Amount proposed for settlement	within 30 days from Effective Date
1	CIRP Costs			25.00	25.00

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2	Financial Creditors (Secured)	4665.96	3673.45	1375.00	1375.00
3	Financial Creditors (Unsecured)	364.47	364.33	8.00	8.00
4	Operational Creditors	341.72	59.74	3.00	3.00
5	Operational Creditors (Statutory/ Govt dues)	0.00	0.00	0.00	0.00
6	Workmen	0.00	0.00	0.00	0.00
7	Employee	0.00	0.00	0.00	0.00
8	Other Debts – Related Parties	0.00	0.00	0.00	0.00
		5372.15	4097.52	1411.00	1411.00

E) Details of payments under the Financial Proposal:-

i. **Secured Financial Creditor**: Upon payment of Rs.1375 lakhs to SBI, the entire debt due to Secured Financial Creditors shall stand satisfied, settled and extinguished and no claims whatsoever shall subsist. The Securities for any debt due to the Secured Financial Creditors shall stand unconditionally released upon payment of upfront amount of Rs.1375 lakhs and the Secured Financial Creditors shall no longer be entered to exercise any security interest with respect to any debt, whether or not expressly provided for in this Resolution Plan. SBI shall issue a certificate of discharge and no claims to the Corporate Debtor and also return the security documents to the Corporate Debtor forthwith and unconditionally release all the security

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available to them in connection with any amounts payable to them by the Corporate Debtor.

ii. **Unsecured Financial Creditor**: That upon payment of Rs.8 lakhs (Rs.6.1 lakhs to Dr SKS Raju and Rs.1.9 lakhs to Dr S Krishnaveni), the entire debt due to unsecured Financial Creditors shall stand satisfied, settled and extinguished and no claims whatsoever shall subsist.

iii. **Operational Creditors**: The admitted claim of the Secured Financial Creditor is more than the liquidation value and consequently the proportionate liquidation value for the operational creditor including the claims from government, government agencies and all other claims, debts and dues and the shareholders is "Nil". Yet, the Resolution Applicant proposed to pay around 5% of the admitted claim to the Operational Creditors.

iv. **Workmen & Employees**: There are no admitted claims of workmen, employees and accordingly no amounts are proposed to be paid to employees and workmen of the Company.

v. **Other Creditors**: There are no admitted claims of other creditors including government and statutory dues and accordingly no amounts are proposed to be paid to any other creditors.

Consequent on payment to operational creditors as envisaged above, the liabilities which occurs by way of any order, judgements, decisions passed by any competent authority in respect of the above civil suits or any application, petition, complaint filed by any person in the matter of transactions entered by Company till approval of the Plan by this Tribunal, shall be borne by the previous management, promoters, their officers in default or any other person related to them and no

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criminal action shall be taken against Resolution Applicant and the Company in relation to any breach of law committed by previous management, or promoters and other persons related to them. The Claims, debts and others dues from Corporate Debtor to any person for the period prior to the vesting date that is not expressly provided for in the Resolution Plan, including any claims from third parties relating to any contract entered into by the Corporate Debtor including damages on account of termination such contract pursuant to the Resolution Plan or claims which are in the nature of recovery, disgorgement penalty fees or recoupment off loss shall be deemed to have been extinguished upon approval of the Resolution Plan.

vi. **SHAREHOLDERS & OTHER PERSONS**: The Liquidation Value payable to shareholders is also Nil and the existing shareholders whether equity or preference shall not be paid any amount for cancellation and reduction of their share capital and any claim in relation thereto shall stand extinguished without any payment or recourse. No payment to the existing shareholders is proposed. In no event the total payments by Resolution Applicant or the Corporate Debtor to the Stakeholders for claims relating to a period prior to the effective date (including claims recognised in the Resolution Plan and claim that may arise in future) shall exceed Rs.1411 lakhs. Upon approval of the Resolution Plan by the Adjudicating Authority, any and all rights and entitlements of any actual or potential creditors of the Corporate Debtor shall stand permanently extinguished.

(F) **Source of Funds**: The amount of Rs. 1411 lakhs is proposed to be paid/settled to stakeholders in cash. The amount will be funded by means of equity to be infused and unsecured loans

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by the Resolution Applicant. The Resolution Applicant confirms that he has sufficient funds to make the payment and/or has the ability to raise such amounts from other sources. The Resolution Applicant reserves the right to infuse further funds for capital expenditure, working capital and other uses for operations of the Corporate Debtor, by way of shares (equity & preference) or other securities (convertible or otherwise) or shareholders loan or as loans or borrowings from the banks, financial institutions or non-banking finance companies.

(G) **Implementation Schedule**: The Resolution Applicant proposes to implement the Resolution Plan immediately and would take nine months to complete the process in terms of discharge of resolution debt. It is further stated that the Resolution Applicant would also ensure to commence and revive the operations within 270 days from the date of approval of the plan by this Adjudicating Authority.

(H) **Management of Corporate Debtor**

The Resolution Applicant proposes to constitute a committee called Implementation and Monitoring Committee comprising of representative of Resolution Applicant, Resolution Professional and CoC. The Committee will monitor the implementation of the Resolution Plan from the date of approval date till the total resolution debt is paid. Post approval of the plan proposal for management and control of the business of Corporate Debtor is provided in Chapter 12 of the Resolution Plan. The management of the Corporate Debtor will be taken over by the Board of Directors of the Resolution Applicant. The existing team of the other business of the Resolution Applicant as well as the KMPs of the Corporate Debtor shall be involved in the functioning as

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well as the restarting of the commercial operations of the corporate debtor.

(I) **Compliance of mandatory contents of Resolution Plan under the Code and CIRP Regulations:-**

The Applicant has conducted a thorough compliance check of the Resolution Plan in terms of the Code as well as Regulations 38 & 39 of the Insolvency and Bankruptcy Board of India (Corporate Insolvency Resolution Process) Regulations, 2016 (herein after referred to as Regulation) and has submitted his Form H under Regulation 39 (4). It is submitted that the Plan is in compliance with the provisions of the Code and the Regulations. It is further submitted that the Resolution Applicant is not ineligible under Section 29A of the Code. That the liquidation value and fair value were also placed before CoC. The fair value is Rs. 16,76,62,430/- and Liquidation value is Rs. 11,55,27,972/-.

10. Further the Learned Counsel for the Applicant stated that the Resolution Plan takes care of the interest of the stakeholders concerned which includes Financial Creditors, Operational Creditors and payment of CIRP costs is being taken care in priority to payment to the other creditors.

11. Before proceeding with adjudication of the Resolution Plan, it is to note that the suspended Director of the Corporate Debtor has filed its objection to the Resolution Plan. At this juncture it is pertinent herein to note the order passed by this Adjudicating Authority vide its order dated 28.02.2022 as under:-

IA(IBC)367/2021- This is an application filed by the erstwhile promoter of the Company. The contention of the Applicant is that he would like to implead in to the application filed for the approval of the Resolution Plan.

Having heard the Counsel for the Respondent and also the Applicant appearing in person, we are of the considered view that the Applicant is neither a necessary nor a proper party to the proceeding for approval for the Resolution Plan that for the reason that no prejudice would be caused to the

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Applicant; If the Resolution Plan is approved, and apart from that, the presence of the Applicant is not useful.

In view of the same, the application is dismissed.

Thus, in view of the above order, this Adjudicating Authority does not deem it fit and proper to re-consider the same issues by way of counter to the Application for approval of Resolution Plan.

12. We heard the Counsel for Applicant. She submits that the Resolution Plan meets the requirement of Section 30 (2) of the Code in the following manner:

A. Plan provides for the priority payment of CIRP costs estimated to the extent of Rs.25 lakhs and the same shall be paid in priority to any other payment as per provisions of the Code as per Section 30 (2) (a) of the Code.

B. The admitted claim of the Secured Financial Creditor is more than the liquidation value and consequently the proportionate liquidation value for the operational creditor including the claims from government, government agencies and all other claims, debts and dues and the shareholders is "Nil". Thus, as per Section 30(2)(b), the amount to be paid to Operations Creditors in the event of liquidation under section 53 and the amount to be distributed in accordance with the order of priority under section 53(1) would be Nil. However, the Resolution plan has provided for payment of Rs.3 lakhs (which is around 5% of the admitted debts to the Operational Creditors of the Corporate Debtor.

C. Plan provides for payment to the financial creditors who did not vote in favour of the resolution plan at Clause 6 (summary proposal of the Resolution Plan).

13. The Resolution Applicant has inter-alia, sought certain reliefs and concessions and a specific order from this Adjudicating Authority.

14. Post approval of the plan proposal for management and control of the business of Corporate Debtor is provided in Chapter 12 of the Resolution

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Plan. The management of the Corporate Debtor will be taken over by the Board of Directors of the Resolution Applicant. The existing team of the other business of the Resolution Applicant as well as the KMPs of the Corporate Debtor shall be involved in the functioning as well as the restarting of the commercial operations of the corporate debtor. The Plan also provides for the implementation and supervision of the Resolution Plan. The Resolution Professional has given a declaration that the Resolution Plan does not contravene any provisions of the law for the time being in force. The Resolution Plan is in compliance of Regulation 38 of the Regulations in the following manner:

(a) The payment due to operational creditors will be made in priority over Financial Creditors (Regulation 38 (1) (a)).

(b) Declaration by the Resolution Applicant that the Resolution Plan has considered the interest of all the stakeholders of the Corporate Debtor, keeping in view the objectives of the Code (Regulation 38 (1A).

(c) Declaration by the Resolution Applicant that neither the Resolution Applicant nor any of his related party has either failed or contributed to the failure of the implementation of any other approved Resolution Plan (Regulation 38 (1B)).

15. The Resolution Plan has been approved by the CoC in the 13th CoC meeting held on 15.05.2021, with 90.98% votes in favour of the said Resolution Plan. ***In K. Sashidhar v. Indian Overseas Bank & Others (in Civil Appeal No. 10673/2018) 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. On receipt of such proposal, the Adjudicating Authority (NCLT) is required to satisfy itself that the resolution plan as approved by CoC meets the requirements specified in Section 30(2). No more and no less.

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16. Further, the Hon'ble Court has further held at para 35 of the said judgement that ***the discretion of the adjudicating authority (NCLT) is circumscribed by Section 31 limited to scrutiny of the resolution plan "as approved" by the requisite percent of voting share of financial creditors. Even in that enquiry, the grounds on which the adjudicating authority can reject the resolution plan is in reference to matters specified in Section 30(2), when the resolution plan does not conform to the stated requirements.***

17. As held in para 42 of the judgement by Hon'ble Supreme Court in ***Committee of Creditors of Essar Steel India Limited Vs. Satish Kumar Gupta & Ors*** **"the limited judicial review available to AA has to be within the four corners of section 30(2) of the Code. Such review can in no circumstance trespass upon a business decision of the majority of the CoC. As such the Adjudicating Authority would not have power to modify the Resolution Plan which the CoC in their commercial wisdom have approved.**

18. In the light of above and settled position of law, 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 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.

19. The Resolution Plan submitted by **M/s PSN Medicare Private Limited ("Resolution Applicant")** annexed to the Application is hereby **approved**. It shall be binding on the Corporate Debtor, its employees, members, creditors, including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any law for the time being in force is due, guarantors and other stakeholders involved in the Resolution Plan.

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20. It is clarified that under the Insolvency and Bankruptcy Code, 2016, all crystallized liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of this Resolution Plan. We refer to para 67 of the Judgement of Hon'ble Supreme Court in the matter of **Committee of Creditors of Essar Steel India Limited vs. Satish Kumar Gupta & Ors (MANU/SC/1577/2019)**, which is as under, for better appreciation.

> **". 67: A successful resolution applicant cannot suddenly be faced with "undecided" claims after the resolution plan submitted by him has been accepted as this would amount to a hydra head popping up which would throw into uncertainty amounts payable by the successful resolution applicant".**

In view of the above ruling of Hon'ble Apex Court, the Resolution Applicant takes over the Corporate Debtor with all its assets and liabilities as specified in the Resolution Plan subject to orders passed herein.

21. The Applicant/Resolution Professional has submitted that the Resolution Applicant has sought certain waivers and reliefs in the Resolution Plan. We are, however, not inclined to grant such concessions or waivers. The approval of the Resolution Plan shall not be construed as waiver of any statutory obligations/ liabilities of the Corporate Debtor and shall be dealt with by the appropriate Authorities in accordance with law. Any waiver sought in the Resolution Plan, shall be subject to approval by the Authorities concerned. As regards to the reliefs sought, the Corporate Debtor has to approach the authorities concerned for such reliefs and we trust the authorities concerned will do the needful. The same view has been taken by Hon'ble Supreme Court in the matter of ***Ghanashyam Mishra And Sons Private Limited Versus Edelweiss Asset Reconstruction Company Limited***

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22. The Memorandum of Association (MoA) and Articles of Association (AoA) shall accordingly be amended and filed with the Registrar of Companies (RoC) Hyderabad for information and record. 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.
23. Henceforth, no creditors of the erstwhile Corporate Debtor can claim anything other than the liabilities referred to supra.
24. The moratorium under Section 14 of the Code shall cease to have effect from this date.
25. 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.
26. The Applicant shall forthwith send a copy of this order to the CoC and the Resolution Applicant.
27. The Registry is directed to communicate this order to the Registrar of Companies, Hyderabad for updating the master data and also a copy to IBBI.

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Shri. Veera Brahma Rao Arekapudi
Member Technical

-Sd/-

Dr. Venkata Ramakrishna Badarinath Nandula
Member Judicial

18/10/2022

SKRATHI