



IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI
BENCH- I

IA No. of 24 of 2025

IN

CP(IB) No. 229 of 2024

Under Section 30 (6) of the Insolvency and Bankruptcy Code, 2016 (“Code”) r/w Regulation 39(4) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 for seeking approval of the Resolution Plan under the provisions of Section 31(1) of the Code.

IA No. 24 of 2025

In the Application of

NPV Insolvency Professional Private Limited

**...Applicant/Resolution
Professional**

CP (IB) No.229 of 2024

Q West Infrastructure Private Limited

**...Financial Creditor/
Petitioner**

Versus

Starwort Engineers Private Limited

**...Corporate Debtor/
Respondent**

Order Delivered on : 29.04.2025

Coram:

Hon’ble Member (Judicial) : SH. Justice Virendrasingh G. Bisht (Retd.)

Hon’ble Member (Technical) : SH. Prabhat Kumar



Appearances:

For the Resolution

Professional : Mr. Yash Bedkar, Advocate

ORDER

1. The Resolution Professional of **Starwort Engineers Private Limited** (“**Corporate Debtor**”), **NPV Insolvency Professional Private Limited** (“**Applicant**”), has filed an Application bearing **IA No. 24 of 2025 in CP(IB) No. 229 of 2024** seeking approval of Resolution Plan, submitted by **Hexen Engineering** (“**Successful Resolution Applicant/SRA**”), for insolvency resolution of the Corporate Debtor in terms of Sec. 31 of the Insolvency and Bankruptcy Code, 2016 (“**Code**”) after the approval of its Committee of Creditors (“**CoC**”).

Brief Facts

2. The CIRP was initiated against the Corporate Debtor vide Order dated 16.07.2024 and Mr. Rajendra Dattatray was appointed as the Interim Resolution Professional (“**IRP**”).
3. The IRP made a Public Announcement in Form-A on 18.07.2024 inviting claims from the creditors of the Corporate Debtor. After the receipt of claims, the CoC was constituted by the IRP.
4. In the 1st CoC meeting held on August 14, 2024, the CoC unanimously resolved to replace the Erstwhile RP with the Applicant, NPV Insolvency Professional Private Limited as the new RP of the Corporate Debtor and said resolution of the CoC was approved by this Tribunal vide its Order dated October 18, 2024.



5. The Committee of Creditors ("**CoC**") in its 2nd meeting held on 11.09.2024, approved appointment of Hemal Parikh and Bhavan Trivedi to conduct the transaction audit of Corporate Debtor. The liquidation value of the Corporate Debtor was determined as Rs. 13,14,505/-. The fair value of the Corporate Debtor was determined as Rs. 13,14,505/-.
6. Thereafter, In compliance with Regulation 36A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (Regulations), the RP invited Expression of Interest ("**EOI**") in Form G under Regulation 36A (1) of the CIRP Regulations from the general public on 14.09.2024. The last date for receipt of the EOI was set as 08.10.2024 and the last date for submission of Resolution Plan was set as 25.12.2024.
7. The Committee of Creditor ("**CoC**") in its 3rd meeting held on 05.10.2024 discussed the Form G for invitation of Expressions of Interest (EOI) for the Corporate Debtor from 16 persons, however no EOIs were received. Accordingly, the CoC resolved that the "*Deemed Resolution Professional shall re-issue the Form G in the newspaper inviting resolution plan for the Corporate Debtor*".
8. The Erstwhile RP, in terms of Regulation 36A of this code, re-issued an invitation in Form G on 08.10.2024 calling upon Resolution Applicants ("**PRA**") to submit their expression of interest in the Corporate Debtor by 23.10.2024, and the resolution plan was to be submitted by 18.12.2024.
9. As on 13.11.2024, the Applicant received only One (1) EOI for the Corporate Debtor from M/s. Hexen Engineering and accordingly published a final list of PRA and shared the same with the CoC members via email.



10. In the 5th Meeting of the CoC held on 16.11.2024, wherein **(i)** the evaluation matrix for evaluation the resolution plan received was approved; and **(ii)** request for resolution plan was approved. Also, it was decided that the Resolution Applicant is required to submit an Earnest Money Deposit (EMD) of INR 1 lakhs along with the Resolution Plan, excluding amount paid along with EOI along with the Resolution Plan, and if the Resolution Plan is approved by the Committee of Creditors, the EMD will be adjusted towards the provisioning of performance security. If the Resolution Plan of a Prospective Resolution Applicant is approved by the Committee of Creditors as per the provisions contained in section 30 (4) of the Code, the Resolution Applicant will be called upon to provide Performance Security 10% of NPV of Resolution Plan in the form of an bank guarantee/demand draft/cheque/ fixed deposit/ unconditional and irrevocable, guaranteeing to pay the commitments as per the resolution plan) in accordance with the provisions contained in Regulation 36B (4A) within 7 days of the said approval by the Committee of Creditors.
11. The Applicant received, in total, one claim from a financial creditor amounting to Rs. 19,10,08,219/- (Rupees Nineteen Crore Ten Lakh Eight Thousand Two Hundred and Nineteen Only) which was entirely admitted as well as 2 claims from operational creditors amounting to Rs. 50,22,70,227/- (Rupees Fifty Crore Twenty-Two Lakh Seventy Thousand Two Hundred and Twenty-Seven Only) out of which only an amount of Rs. 40,53,527/- (Rupees Forty Lakh Fifty-Three Thousand Five Hundred and Twenty-Seven Only) was admitted.
12. The Applicant received the Resolution Plan from Hexen Engineering on 24.12.2024. This Resolution Plan was put to vote before the CoC in the 6th meeting of CoC which was held on 06.01.2025. The Resolution Plan was approved by the CoC of the Corporate Debtor unanimously i.e. with 100% voting share.

Salient Features of the Resolution Plan

13. Sources of Funds of the Resolution Applicant is as follows:

ITEMS	AMOUNT (Rs. In Lakhs)
The Resolution Money is proposed to be funded from Own Funds, Promoters' Funding - Fresh Equity Share Capital and Secured/Unsecured Loan may be taken as and when required	25.00
TOTAL	Rs 25,00,000/-

14. The Resolution Plan shall be implemented by the Resolution Applicant through a subsidiary or a Special Purpose Vehicle ("SPV") of the Resolution Applicant, or any of its affiliates, or its nominee (connected with the Group) (collectively being referred to as "Implementing Entity"), which are eligible to be a resolution applicant under the terms of Section 29A of the Code and to provide expertise for revival and running of the business of the restructured corporate debtor.
15. **Relief and Concessions:** In Appendix 21 of the Resolution Plan, the SRA has sought certain reliefs/concessions and other rights and benefits. All assets (including deemed assets/properties, whether freehold, leasehold, or license basis) of the Corporate Debtor to be vested in the restructured Corporate Debtor free and clear from all encumbrances except as stated in the resolution Plan.
- i. The tenancy rights of the property mentioned (as mentioned in the Information Memorandum) shall continue to be vested with Corporate Debtor without any hindrance whatsoever and the same shall be free from any/all encumbrances and any violations, if committed by the Corporate Debtor under the tenancy agreement and also under the Maharashtra Rent



Control Act, 1999, shall stand condoned upon the Effective Date and shall be treated as if no violation or breach was ever committed by the Corporate Debtor whatsoever.

- ii. Any amount received from customers), subsidies or any other receivables by the Corporate Debtor during the course of implementation of Resolution Plan can be used/utilized by the Resolution Applicant for implementing the Resolution Plan.
- iii. In Clause 21.1 of the Resolution Plan, the SRA has sought the Department of Registration and Stamps, Government of India along with various State governments and the MCA to exempt the Resolution Applicant and the Corporate Debtor, from the levy of stamp duty and fees applicable to this Plan and its implementation;
- iv. The SRA, in Clause 21.2, has sought all Governmental Authorities to waive the Non-Compliances of the Corporate Debtor prior to the Effective Date;
- v. The SRA has sought all Governmental Authorities to provide reasonable time period after the Effective Date in order for the Resolution Applicant to assess the status of these Business Permits and ensure that the Corporate Debtor is compliant with the terms of such Business Permits and Applicable Law without initiating any investigations, actions or proceedings in relation to such Non-compliances;
- vi. The SRA has sought The Central Board of Direct Taxes to accept the Corporate Debtor as a widely held company for the purposes of Section 79 read with Section 2(18) of the Income Tax Act, 1961 notwithstanding the change in shareholding of the Corporate Debtor pursuant to the Plan to not lead to lapse of brought losses of the Corporate Debtor;
- vii. The Corporate Debtor shall not be subjected, by the Central Board of Direct Taxes, to income/ gain/ profits, if any, arising as a result of giving effect to the Resolution Plan to tax including minimum alternate tax in the hands of Corporate Debtor;



- viii. The SRA has sought All Governmental Authorities to grant any relief, concession or dispensation as may be required for Implementation of the transactions contemplated under the resolution plan in accordance with its terms and conditions;
- ix. This Tribunal be pleased to give or issue necessary directions, instructions to all that prior approval of the counterparties of any contract, agreement, licenses and permissions shall not be required to be obtained for change in control / ownership / constitution of the Corporate Debtor.

Statutory Compliance

16. In compliance of Section 30(2) of IBC, 2016, the Resolution Professional has examined the Resolution Plan of the Successful Resolution Applicant and confirms that this Resolution Plan:

- a) Provides for payment of Insolvency Resolution Process cost in a manner specified by the Board in the priority to the payment of other debts of the corporate debtor;
- b) Provides for payment of debts of operational creditor in such manner as may be specified by the board which shall not be less than
 - (i) the amount to be paid to such creditors in the event of liquidation of the corporate debtor under Section 53; or
 - (ii) the amount that would have been paid to such creditors, if the amount to be distributed under the Resolution Plan had been distribute in accordance with sub-section (1) of Section 53 in the event of liquidation of the corporate debtor.
- c) Provides for management of the affairs of the Corporate Debtor after approval of Resolution Plan;
- d) The implementation and supervision of Resolution Plan;
- e) Does not prima facie contravene any of the provisions of the law for time being in force,



- f) Confirms to such other requirements as may be specified by the Board.
 - g) As per the Affidavit, the Resolution Applicant is not covered under 29A.
17. In compliance of Regulation 38 of CIRP Regulations, the Resolution Professional confirms that the Resolution plan provides that:
- a) The amount due to the Operational Creditors under resolution plan shall be given priority in payment over Financial Creditors.
 - b) It has dealt with the interest of all Stakeholders including Financial Creditors and Operational Creditors of the CD.
 - c) A statement that neither the Resolution Applicants nor any related parties have failed to implement nor have contributed to the failure of implementation of any other Resolution Plan approved by the AA in the past.
 - d) The terms of the plan and its implementation schedule.
 - e) The management and control of the business of the CD during its term.
 - f) Adequate means of Supervising its implementation.
 - g) The Resolution Plan Demonstrate that it addresses
 - i. The cause of the Default
 - ii. It is feasible and viable
 - iii. Provision for effective implementation
 - iv. Provisions for approvals required and the time lines for the same.
 - v. Capability to Implement the Resolution Plan
18. The Resolution Professional has annexed Form H under Regulation 39(4) of the CIRP Regulations to certify that the Resolution Plan as approved by the CoC meets all the requirements of the Code and its Regulations. The relevant extracts, as otherwise stated elsewhere in the order, are as follows -

FORM H



COMPLIANCE CERTIFICATE

*(Under Regulation 39(4) of the Insolvency and Bankruptcy Board of India
(Insolvency Resolution Process for Corporate Persons) Regulations, 2016*

(I, Ritesh Prakash Adatiya, Director of NPV Insolvency Professionals Private Limited, an Insolvency Professional Entity (IPE) registered as Insolvency Professional (IP) having registration number IBBI/IPE-0040/IPA-2/2022-23/50021, an Insolvency Professional enrolled with the Indian Institute of Insolvency Professionals of ICSI and registered with the Board, the Resolution Professional for the corporate insolvency resolution process (CIRP) of Starwort Engineers Private Limited.

2. The details of the CIRP are as under:

<i>Sr. No.</i>	<i>Particulars</i>	<i>Description</i>
1	<i>Name of the CD</i>	<i>Starwort Engineers Private Limited (In CIRP)</i>
2	<i>Date of Initiation of CIRP</i>	<i>17-07-2024</i>
3	<i>Date of Appointment of IRP</i>	<i>17-07-2024</i>
4	<i>Date of Publication of Public Announcement</i>	<i>18-07-2024</i>
5	<i>Date of Constitution of CoC</i>	<i>08-08-2024</i>
6	<i>Date of First Meeting of CoC</i>	<i>14-08-2024</i>
7	<i>Date of Appointment of RP</i>	<i>18-10-2024 12-11-2024 (Order Received) Appointment of RP as approved by 100% in 1st CoC (14-08-2024)</i>
8	<i>Date of Appointment of Registered Valuers</i>	<i>12-09-2024</i>
9	<i>Date of Invitation of EOI</i>	<i>14-09-2024 - (Original)</i>



		08-10-2024 - (Extended Form G)
10	Date of Final List of Eligible Prospective Resolution Applicants	25-10-2024 - (Original) 13-11-2024 - (Extended Form G)
11	Date of Invitation of Resolution Plan	30-10-2024 - (Original) 18-11-2024 - (Extended Form G)
12	Last Date of Submission of Resolution Plan	29-11-2024 - (Original) 18-12-2024 - (Extended Form G) 25-12-2024 – (7 days extension, approved by CoC)
13	Date of Approval of Resolution Plan by CoC	Approved in 06 th CoC meeting held on 06-01-2025 through e-voting dated 10-01-2025
14	Date of Filing of Resolution Plan with Adjudicating Authority	12-01-2025
15	Date of Expiry of 180 days of CIRP	12-01-2025
16	Date of Order extending the period of CIRP	NA
17	Date of Expiry of Extended Period of CIRP	NA
18	Fair Value (SFA)	13,14,505/- (Average Value)
19	Liquidation value (SFA)	13,14,505/- (Average Value)
20	Number of Meetings of CoC held	06 (Six)

3. I have examined the Resolution Plan received from Resolution Applicant (Hexen Engineering) as per the provisions of the code. The said Resolution Plan has been approved by Committee of Creditors (CoC) with the majority of 100% votes through e-voting on 10-01-2025 in the matter of Starwort Engineers Private Limited.

4. I hereby certify that-

(i) The said Resolution Plan complies with all the provisions of the Insolvency and Bankruptcy Code 2016 (Code), the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (CIRP Regulations) and does not contravene with any of the provisions of the law for the time being in force.

(ii) the Resolution Applicant (Hexen Engineering) has submitted an affidavit pursuant to section 30(1) of the Code confirming its eligibility under section 29A of the Code to submit resolution plan. The contents of the said affidavit are in order.

(iii) the said Resolution Plan has been approved by the CoC in accordance with the provisions of the Code and the CIRP Regulations made thereunder. The Resolution Plan has been approved by 100 % of voting share of financial creditors after considering its feasibility and viability and other requirements specified by the CIRP Regulations.

(iv) The voting was held in the meeting of the CoC on [state the date of meeting] where all the members of the CoC were present.

or

I sought vote of members of the CoC by electronic voting system which was kept open at least for 24 hours as per regulation 26.

5. The list of financial creditors of the CD, Starwort Engineers Private Limited being members of the CoC and distribution of voting share among them is as under:

Sr. No.	Name of Creditor	Voting Share)%(Voting for Resolution Plan) Voted for / Dissented / Abstained(
1.	Q West Infrastructure Private Limited	100%	Voted in favor
Total		100%	

6. The Resolution Plan includes a statement under regulation 38(1A) of the CIRP Regulations as to how it has dealt with the interests of all stakeholders in compliance with the Code and regulations made thereunder.

6A. Minutes of the committee meeting relating to discussion and decisions about resolution plan are attached with this certificate

7. The amounts provided for the stakeholders under the Resolution Plan is as under:

(Amount in INR)

<i>Sr . No</i>	<i>Category of Stakeholder*</i>	<i>Sub-Category of Stakeholder</i>	<i>Amount Claimed</i>	<i>Amount Admitted</i>	<i>Amount Provided under the Plan #</i>	<i>Amount Provided to the Amount Claimed (%)</i>
<i>(1)</i>	<i>(2)</i>	<i>(3)</i>	<i>(4)</i>	<i>(5)</i>	<i>(6)</i>	<i>(7)</i>
<i>1</i>	<i>Secured Financial Creditors</i>	<i>(a) Creditors not having a right to vote under sub-section (2) of section 21</i>	<i>NA</i>	<i>NA</i>	<i>NA</i>	<i>NA</i>
		<i>(b) Other than (a) above:</i>				
		<i>(i) who did not vote in favour of the resolution Plan</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>
			<i>19,10,08,219.0</i>	<i>19,10,08,219.0</i>	<i>22,50,00</i>	<i>1.18%</i>
			<i>0</i>	<i>0</i>	<i>0</i>	



		<i>(ii) who voted in favour of the resolution plan</i>				
		<i>Total[(a) + (b)]</i>	<i>19,10,08,219.00</i>	<i>19,10,08,219.00</i>	<i>22,50,000</i>	<i>1.18%</i>
<i>2</i>	<i>Unsecured Financial Creditors</i>	<i>(a) Creditors not having a right to vote under sub-section (2) of section 21</i>	<i>NA</i>	<i>NA</i>	<i>NA</i>	<i>NA</i>
		<i>(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</i>	<i>NA</i>	<i>NA</i>	<i>NA</i>	<i>NA</i>
		<i>Total [(a) + (b)]</i>	<i>NA</i>	<i>NA</i>	<i>NA</i>	<i>NA</i>



3	Operatio nal Creditor s	(a) Related Party of Corporate Debtor	NA	NA	NA	NA
		(b) Other than (a) above: (i) Government (ii) Workmen (iii) Employees (iv) Operational creditors (other than Workmen and Employees and Government Dues)	NA	NA	NA	6.17%
		Total [(a) + (b)]	50,22,70,227	40,53,527	2,50,000	6.17%
4	Other debts and dues	Contingent liabilities	-	-	-	-
5	Other Creditor s	Other than Financial Creditors and Operational creditors	NA	NA	NA	NA
6	CIRP Cost	Estimated CIRP Cost	NIL	NIL	16,00,00 0	100%
Grand Total			69,32,78,446	19,50,61,746	41,00,00 0	2.10%




Note: The Resolution Professional has received a claim from the operational creditor, Karanja Terminal and Logistics Private Limited. However, the claim was not admitted due to the creditor's failure to submit the requisite documentation to substantiate the claim against the corporate debtor, despite multiple reminders being issued.

8. The interests of existing shareholders have been altered by the Resolution plan as under:

Sr. No	Category of Share Holder	Category	No. of Shares held before CIRP	No. of Shares held after the CIRP	Voting Share (%) held before CIRP	Voting Share)%(held after CIRP
1	Equity	RA / Special Purpose Vehicle created for the resolution of the Corporate Debtor	10,000	Refer Note*	100%	NIL

Note Page 20, Clause 14.2 of the Resolution Plan envisage that, the existing equity share capital shall stand extinguished and the Resolution Applicant shall be issued equity shares of the restructured Corporate Debtor. Page 19, Clause 14 The authorized share capital of the Corporate Debtor shall stand increased to the amount necessary, if required, in order to accommodate the issuance of the New Equity Shares in accordance with this resolution plan, and the provisions for the same shall be completed within 90 days from the Effective Date. Page 15, Clause 8 The Resolution Plan shall be implemented by the Resolution Applicant through a subsidiary or a*




Special Purpose Vehicle (“SPV”) of the Resolution Applicant, or any of its affiliates, or its nominee (connected with the Group) (collectively being referred to as “Implementing Entity”), which are eligible to be a resolution applicant under the terms of Section 29A of the Code and to provide expertise for revival and running of the business of the restructured corporate debtor.

Finding:

19. On perusal of the Resolution Plan, we find that the Resolution Plan provides for the following:
 - a) Payment of CIRP Cost as specified u/s 30(2)(a) of the Code.
 - b) Repayment of Debts of Operational Creditors as specified u/s 30(2)(b) of the Code.
 - c) For management of the affairs of the Corporate Debtor, after the approval of Resolution Plan, as specified U/s 30(2)(c) of the Code.
 - d) The implementation and supervision of Resolution Plan by the RP and the CoC as specified u/s 30(2)(d) of the Code.
20. The RP has complied with the requirement of the Code in terms of Section 30(2)(a) to 30(2)(f) and Regulations 38(1), 38(1)(a), 38(2)(a), 38(2)(b), 38(2)(c) & 38(3) of the Regulations.
21. The RP has filed Compliance Certificate in Form-H along with the Plan. On perusal the same is found to be in order. The Resolution Plan has been approved by the CoC by majority of 100%.
22. This Bench observes in the present application that the CoC with requisite majority has approved to the Resolution Plan in the 6th CoC meeting with 100% voting share respectively, hence as per the CoC, the plan meets the requirements of being viable and feasible for the reviving the Corporate Debtor. The Resolution Plan provides for a detailed implementation. schedule with specific timelines and the

manner in which the management, control and supervision of the Corporate debtor would lie.

23. In view of Clause 20.5 of the Resolution Plan, this bench had asked the Successful Resolution Applicant whether it would execute and implement the Resolution Plan as approved by this Tribunal, irrespective of the reliefs and concession sought under the Resolution Plan. The resolution Professional vide an Affidavit dated 01.04.2025 submitted that the Successful Resolution Applicant shall implement the Resolution Plan dated 24h December 2024 as approved by this Tribunal.
24. In *K Sashidhar v. Indian Overseas Bank & Others* (in Civil Appeal No.10673/2018 decided on 05.02.2019) the Hon'ble Apex Court held that if the CoC had approved the Resolution Plan by requisite percent of voting share, then as per section 30(6) of the Code, it is imperative for the Resolution Professional to submit the same to the Adjudicating Authority (NCLT). On receipt of such a proposal, the Adjudicating Authority is required to satisfy itself that the Resolution Plan as approved by CoC meets the requirements specified in Section 30(2). The Hon'ble Apex Court further observed that the role of the NCLT is 'no more and no less'. The Hon'ble Apex Court further held that the discretion of the Adjudicating Authority is circumscribed by Section 31 and is limited to scrutiny of the Resolution Plan "as approved" by the requisite percent of voting share of financial creditors. Even in that enquiry, the grounds on which the Adjudicating Authority can reject the Resolution Plan is in reference to matters specified in Section 30(2) when the Resolution Plan does not conform to the stated requirements.
25. The reliefs & concessions as prayed in the Resolution Plan shall be available in accordance with the principle laid down by Hon'ble Supreme Court in case of *Ghanshyam Mishra and Sons Private Limited v/s. Edelweiss Asset Reconstruction Company Limited* {[2021] 13 S.C.R.



737} and subject to the observations or limitations in the following paras and judicial precedents in case of *Municipal Corporation of Greater Mumbai vs. Abhilash Lal and Ors. (2019) ibclaw.in 480 NCLAT* :

- a) Any increase in the authorized share capital shall be subject to payment of prescribed fee, if any applicable, and filing of prescribed forms with the Registrar of Companies.
- b) The Applicant shall file necessary forms and pay prescribed fees, if any, in terms of provisions of the Companies Act, 2013 in relation to reduction in capital and issuance of fresh capital, however, the Registrar of Companies shall waive the additional fees, if any, payable on such filing.
- c) The SRA may approach prescribed authorities for waiver/reduction in fees, charges, stamp duty, and registration fees, if any arising from actions contemplated under the Resolution Plan and such request shall be subject to the relevant law/statute and adherence to the procedure prescribed thereunder.
- d) The SRA may file appropriate application, if required, for renewal of all Business Permits, licenses, permissions, rights, entitlements, benefits, subsidies and privileges whether under applicable Law, contract, lease or license granted in favour of the Corporate Debtor or to which the Corporate Debtor is entitled to or accustomed to, which have expired on the Effective Date, and follow the dues procedure prescribed for the purpose upon payment of prescribed fees. The contract with third parties shall be subject to consent of such parties. It is clarified that continuance or renewal of approvals/permission/license shall not be refused on account of extinguishment of any dues under IBC and extension or renewal thereof shall not be denied on account of past insolvency of the Corporate Debtor.



- e) The SRA has sought that no Governmental Authority (including regulatory, judicial and quasi-judicial authority) shall issue any orders, directions, decrees, Judgments etc. that will be in contravention of the provisions of the Resolution Plan (including the financial plan). The Resolution Applicant is submitting the Resolution Plan for the Corporate Debtor as a going concern. The provisions of this Resolution Plan shall prevail over the provisions of all agreements / arrangements / purchase orders / work orders, etc. entered into by the Corporate Debtor to the extent of any inconsistencies.
- f) The carry forward of losses and unabsorbed depreciation shall be available to the extent and in the manner provided under the provisions of Income Tax Act, and the Income Tax Department shall be at liberty to examine the same. Further, the concerned tax authorities shall be at liberty to examine the carry forward of input tax credit available under Indirect Tax for its further carry forward.
- g) ROC shall update the records and reflect the Corporate Debtor as 'Active' upon filing of pending returns/forms after payment of normal fees (not additional fee). In case such filing is not permitted by the e-filing portal, the ROC shall accept such forms/returns in physical format and manage to upload the same by back-end. The Corporate Debtor shall be exempted from using the words "and reduced".
- h) No orders levying any tax, demand or penalty from the Corporate Debtor in relation to period upto approval of the Resolution Plan shall be passed by any authority and such demand, if created, shall not enforceable as having extinguished in terms of approved Resolution Plan.
- i) An application for compounding/condoning shall be filed in accordance with the procedure specified in respective law or concerned authority, however, no fine or penalty shall be imposed for non-compliances till the date of approval of this



Plan or such further period as is permitted in terms of this Order.

- j) The resolution applicant shall, obtain the necessary approval required under any law for the time being in force within a period of one year from the date of approval of the resolution plan or within such period as provided for in such law, whichever is later.
- k) The approval of the Resolution Plan shall not be construed as waiver of any statutory obligations of the Corporate Debtor and may be dealt by the appropriate Authorities in accordance with law in so far as such obligation pertains to a period after the approval of the Resolution Plan unless otherwise relaxed specifically.

26. In view of the discussions and the law thus settled, the instant Resolution Plan meets the requirements of Section 30(2) of the Code and Regulations 37, 38, 38 (1A) and 39 (4) of the Regulations. The Resolution Plan is not in contravention of any of the provisions of Section 29A of the Code and is in accordance with law. The same needs to be approved. Hence ordered.

27. The Resolution Plan along with the Addendum thereto annexed to the Application is hereby **approved**. It shall become effective from this date and shall form part of this order with the following directions:

- i. It shall be binding on the Corporate 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.
- ii. 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 by the appropriate Authorities in accordance with law. Any waiver sought in the Resolution Plan, shall be subject to approval by the Authorities concerned in light of the Judgment of Supreme Court in *Ghanshyam Mishra and Sons Private Limited v/s. Edelweiss Asset Reconstruction Company Limited*, the relevant paras of which are extracted herein below:

“95. (i) Once a resolution plan is duly approved by the adjudicating authority under sub-section (1) of Section 31, the claims as provided in the resolution plan shall stand frozen and will be binding on the corporate debtor and its employees, members, creditors, including the Central Government, any State Government or any local authority, guarantors and other stakeholders. On the date of approval of resolution plan by the adjudicating authority, all such claims, which are not a part of the resolution plan shall stand extinguished and no person will be entitled to initiate or continue any proceedings in respect to a claim, which is not part of the resolution plan;

(ii) 2019 Amendment to Section 31 of the I&B Code is clarificatory and declaratory in nature and therefore will be effective from the date on which the Code has come into effect;

(iii) consequently, all the dues including the statutory dues owed to the Central Government, any State Government or any local authority, if not part of the resolution plan, shall stand extinguished and no proceedings in respect of such dues for the period



prior to the date on which the adjudicating authority grants its approval under Section 31 could be continued.”

- iii. The Memorandum of Association (MoA) and Articles of Association (AoA) shall accordingly be amended and filed with the Registrar of Companies (RoC), Pune, Maharashtra 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.
- iv. The moratorium under Section 14 of the Code shall cease to have effect from this date.
- v. The Applicant shall supervise the implementation of the Resolution Plan and file status of its implementation before this Authority from time to time, preferably every quarter.
- vi. 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.
- vii. The Applicant shall forthwith send a certified copy of this Order to the CoC and the Resolution Applicant, respectively for necessary compliance.

28. The Interlocutory Application No.24/2025 in C.P.(IB)/229(MB)2024 is accordingly is allowed and disposed of.

Sd/-

Prabhat Kumar
Member (Technical)

Sd/-

Justice V.G. Bisht
Member (Judicial)