**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, [*Name of the resolution professional*], an insolvency professional enrolled with [*name of insolvency professional agency*] and registered with the Board with registration number [*registration number*], am the resolution professional for the corporate insolvency resolution process (CIRP) of [*name of the corporate debtor (CD)*].

1A. The details of the CIRP are as under:

|  |  |  |
| --- | --- | --- |
| **Sl. No.** | **Particulars** | **Description** |
| 1 | Name of the CD |  |
| 2 | Date of Initiation of CIRP |  |
| 3 | Date of Appointment of IRP |  |
| 4 | Date of Publication of Public Announcement |  |
| 5 | Date of Constitution of CoC |  |
| 6 | Date of First Meeting of CoC |  |
| 7 | Date of Appointment of RP |  |
| 8 | Date of Appointment of Registered Valuers |  |
| 9 | Date of Issue of Invitation for EoI (In case of multiple issuance of EoI, please specify all such dates) |  |
| 10 | Date of Final List of Eligible Prospective Resolution Applicants |  |
| 11 | Date of Invitation of Resolution Plan |  |
| 12 | Last Date of Submission of Resolution Plan |  |
| 13 | Date of submission of Resolution Plan to the RP |  |
| 14 | Date of placing the Resolution Plan before the CoC |  |
| 15 | Date of Approval of Resolution Plan by CoC |  |
| 16 | Date of Filing of Resolution Plan with Adjudicating Authority |  |
| 17 | Date of Expiry of 180 days of CIRP |  |
| 18 | Date of each order extending/excluding the period of CIRP on request filed by RP |  |
| 19 | Date of Expiry of Extended Period of CIRP |  |
| 20 | Fair Value |  |
| 21 | Liquidation value |  |
| 22 | Number of Meetings of CoC held |  |

1B. (i) Whether Application for approval of Resolution Plan filed within 180 days of CIRP initiation - **Y/N**

(ii) Number of days beyond 180 days taken for filing application for resolution plan\_\_\_\_\_

(iii) Reasons for delay \_\_\_\_\_\_\_\_\_\_\_\_

2. I hereby certify that-

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

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

(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 [*state the number of votes by which Resolution Plan was approved by CoC*] % 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.

**[strike off the part that is not relevant]**

3. The details and documents related to the successful resolution applicant are as under:

|  |  |  |
| --- | --- | --- |
| **Sl. No.** | **Particulars** | **Description** |
| 1. | Name of Successful Resolution Applicant (SRA) |  |
| 2. | Nature of Business of SRA |  |
| 3. | Relationship status of SRA with CD, if any |  |
| 4. | Whether SRA is eligible to submit plan u/s 240A of IBC in case of MSME CD |  |
| 5. | Due Diligence Certificate of the RP u/s 29A of IBC for the SRA (pls attach copy of certificate) |  |

4. The details of CIRP, and resolution plan are as under:

|  |  |  |
| --- | --- | --- |
| **Sl. No.** | **Particulars** | **Description** |
| 1. | Whether Corporate Debtor is an MSME, if so, Date of obtaining MSME registration (pls attach copy of registration certificate) |  |
| 2. | Business of the CD) |  |
| 3. | Total admitted claims (Amount in Rs.)   |  |  |  |  |  | | --- | --- | --- | --- | --- | |  |  |  |  |  | |  |  |  |  |  | |  |  | |  |  |  |  |  | | --- | --- | --- | --- | --- | | **Sl.**  **No.** | **Description** | **Principal** | **Interest and penalty, if any** | **Total** | | 1. | Corporate  Guarantee claims |  |  |  | | 2. | Other than Corporate  Guarantee claims |  |  |  | |  |  | |  |
| 4. | Resolution Plan Value  *(including insolvency resolution process cost, infusion of funds etc)*  *(In the case of real estate CDs, provide the monetary value of flats etc. given to allottees)*  (pls attach copy of Resolution plan) |  |
| 5. | Voting percentage (%) of CoC in favour of Resolution Plan  (pls attach copy of minutes approving resolution plan) |  |

5. Details of implementation of resolution plan:

|  |  |  |
| --- | --- | --- |
| **Sl. No.** | **Particulars** | **Description** |
| 1. | Amount of Performance Guarantee furnished by SRA (in Rs.) and its validity (attach document) |  |
| 2. | Source of funds (in brief) |  |
| 3. | Capital restructuring and management of CD post approval of resolution plan (**in brief including shareholding proposed to be transferred in favour of SRA**) |  |
| 4. | Term and implementation of plan (in brief) |  |
| 5. | Details of monitoring committee (in brief) |  |
| 6. | Effective date of resolution plan implementation |  |

6. The list of financial creditors of the CD being members of the CoC and distribution of voting share among them is as under:

|  |  |  |  |
| --- | --- | --- | --- |
| **Sl. No.** | **Name of Creditor** | **Voting Share (%)** | **Voting for Resolution Plan (Voted for / Dissented / Abstained)** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

7A. Realisable amount:

|  |  |  |
| --- | --- | --- |
| **Sl. No.** | **Particulars** | **Description** |
| 1. | Total Realisable amount under the plan  *(In case of real estate CDs, provide the monetary value of flats etc. given to allottees)* |  |
| 2. | Fair Value |  |
| 3. | Liquidation Value |  |
| 4. | Percentage (%) of realisable amount to Fair Value |  |
| 5. | Percentage (%) of realisable amount to Liquidation Value |  |
| 6. | Percentage (%) of realisable amount to Principal amount |  |
| 7. | Percentage (%) of realisable amount to Total admitted claims |  |
| 8. | Percentage (%) of realisable amount to Other than admitted Corporate Guarantee claims |  |

7B. Details of Realisable amount:

*(Amount In Rupees)*

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Stakeholder Type** | **Amount(s)** | | | | | **Payment schedule** |
| **Amount Claimed** | **Amount Admitted** | **Realisable amount under the plan** | **Amount realizable in plan to amount claimed (%)** |  | |
| **Secured Financial Creditors**   1. - Creditors not having a right to vote under sub-section (2) of section 21   - Dissenting  - Assenting |  |  |  |  |  | |
| **Unsecured Financial Creditors**  -Creditors not having a right to vote under sub-section (2) of section 21  - Dissenting  - Assenting |  |  |  |  |  | |
| **Operational Creditors** |  |  |  |  |  | |
| 1. Government |  |  |  |  |  | |
| (ii) Workmen   * PF dues * Other dues |  |  |  |  |  | |
| (iii)Employees   * PF dues * Other dues |  |  |  |  |  | |
| (iv)Other Operational creditors |  |  |  |  |  | |
| Other Debts and Dues |  |  |  |  |  | |
| Shareholders |  |  |  |  |  | |
| **Total** |  |  |  |  |  | |

8. The time frame proposed for obtaining relevant approvals is as under:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Sl. No.** | **Nature of Approval** | **Name of**  **applicable law** | **Name of Authority who will grant Approval** | **When to be obtained** |
| 1 |  |  |  |  |
| 2 |  |  |  |  |

9. Steps to be taken by the concerned parties post approval of resolution plan by AA:

|  |  |  |
| --- | --- | --- |
| **Next Step(s)** | **Name of Party** | **Timeline** |
|  |  |  |
|  |  |  |

10. Details of Income Tax losses carry forward under Section 79(2)(c) of Income Tax Act, 1961, if any.

11. Amount of Regulatory fee payable (0.25%) to the Board under Regulation 31A [………] and affidavit to the said effect is submitted by the SRA to the Resolution Professional.

12. Status of Preferential, Undervalued, Fraudulent and Extortionate transactions and how these are dealt in the resolution plan, if any

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Sl. No.** | **Type of Transaction** | **Amount (Rs.)** | **Date of Filing with Adjudicating Authority** | **Date of Order of the Adjudicating Authority** | **Brief of the Order** | **How it is dealt in resolution plan** |
| 1 | Preferential transactions u/s 43 |  |  |  |  |  |
| 2 | Undervalued transactions u/s 45 |  |  |  |  |  |
| 3 | Extortionate credit transactions u/s 50 |  |  |  |  |  |
| 4 | Fraudulent transactions u/s 66 |  |  |  |  |  |
| 5. | Combination of PUFE transactions |  |  |  |  |  |
|  | Total |  |  | | | |

13. If resolution plan submitted by suspended director/ promoter of CD, any PUFE applications against the suspended directors are pending, if so the details of the same.

14. Details of other IAs pending against the Corporate Debtor:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Filing No.** | **Date of Application** | **Applicant(s) name** | **Respondent(s) name** | **Amount**  **Involved, if any** | **Issue involved (in brief)** |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

15. Othercompliances

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

1. Estimated liquidation cost: Rs…………..
2. Estimated liquid assets available: Rs…………..
3. Contributions required to be made: Rs………….
4. Financial creditor wise contribution is as under:

|  |  |  |
| --- | --- | --- |
| **Sl. No.** | **Name of financial creditor** | **Amount to be contributed (Rs.)** |
| 1 |  |  |
| 2 |  |  |
| …. |  |  |
| Total |  |  |

* 1. The committee has recommended under regulation 39C as under:
  2. Sale of corporate debtor as a going concern: **Yes / No**
  3. Sale of business of corporate debtor as a going concern: **Yes / No**
  4. The committee has fixed, in consultation with the resolution professional, the fee payable [Amount in Rs……] to the liquidator during the liquidation period under regulation 39D.

16. Whether Resolution Plan is subject to any contingency/condition - **Y/N** .

17. The Resolution Plan has been filed \_\_\_\_\_\_ days after the commencement of CIRP (in terms of Section 12 of the Code).

**Declaration**

I (Name of Resolution Professional) hereby certify that that the contents of this certificate are true and correct to the best of my knowledge and belief, and nothing material has been concealed therefrom.

(Signature)

Name of the Resolution Professional:

IP Registration No:

Address as registered with the Board:

Email id as registered with the Board:

Date:

Place:

**Annexure**

**Declarations with respect to compliances of provisions under Code and Regulations**

I (*Name of Resolution Professional*) hereby certify that-

1. 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) including the provisions and Regulations as per the table below:

|  |  |  |  |
| --- | --- | --- | --- |
| **Section of the Code/ Regulation No.** | **Requirement with respect to Resolution Plan** | **Compliance (Y/N)** | **Relevant clause of resolution plan** |
| Section 25(2)(h) | The Resolution Applicant meets the criteria approved by the CoC having regard to the complexity and scale of operations of business of the CD |  |  |
| Section 29A | The Resolution Applicant is eligible to submit resolution plan as per final list of Resolution Professional or Order, if any, of the Adjudicating Authority |  |  |
| Section 30(1) | The Resolution Applicant has submitted an affidavit stating that it is eligible as per Code |  |  |
| Section 30(2) | The Resolution Plan-   1. provides for the payment of insolvency resolution process costs 2. provides for the payment to the operational creditors 3. provides for payment to the financial creditors who did not vote in favour of the resolution plan 4. provides for the management of the affairs of the corporate debtor 5. provides for the implementation and supervision of the resolution plan 6. does not contravene any of the provisions of the law for the time being in force |  |  |
| Section 30(4) | The Resolution Plan   1. is feasible and viable, according to the CoC 2. has been approved by the CoC with 66% voting share |  |  |
| Section 31(1) | The Resolution Plan has provisions for its effective implementation plan, according to the CoC |  |  |
| Regulation 38 (1) | The amount due to the operational creditors under the resolution plan has been given priority in payment over financial creditors |  |  |
| Regulation 38(1A) | The resolution plan includes a statement as to how it has dealt with the interests of all stakeholders |  |  |
| Regulation 38(1B) | Neither the Resolution Applicant nor any of its related parties has failed to implement or contributed to the failure of implementation of any resolution plan approved under the Code. If applicable, the Resolution Applicant has submitted a statement giving details of any such non-implementation. |  |  |
| Regulation 38(2) | The Resolution Plan provides:   1. the term of the plan and its implementation schedule 2. for the management and control of the business of the corporate debtor during its term 3. adequate means for supervising its implementation |  |  |
| Regulation 38(3) | The resolution plan demonstrates that –   1. it addresses the cause of default 2. it is feasible and viable 3. it has provisions for its effective implementation 4. it has provisions for approvals required and the timeline for the same 5. the resolution applicant has the capability to implement the resolution plan |  |  |
| Regulation 39(2) | Whether the RP has filed applications in respect of transactions observed, found or determined by him? |  |  |
| Regulation 39(4) | Provide details of performance security received, as referred to in sub-regulation (4A) of regulation 36B) |  |  |

1. the resolution plan does not contravene any of the provisions of the law for the time being in force.
2. that the contents of this certificate are true and correct to the best of my knowledge and belief, and nothing material has been concealed therefrom.

(Signature)

Name of the Resolution Professional:

IP Registration No:

Address as registered with the Board:

Email id as registered with the Board:

Date:

Place:

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