



SL. No.1

**NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH**

COURT HALL NO: II

Hearing Through: VC and Physical (Hybrid) Mode

**CORAM: SHRI. RAJEEV BHARDWAJ – HON’BLE MEMBER (J)
CORAM: SHRI. SANJAY PURI - HON’BLE MEMBER (T)**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF NATIONAL COMPANY LAW TRIBUNAL,
HYDERABAD BENCH, HELD ON 25.07.2025 at 10:30 AM**

TRANSFER PETITION NO.	
COMPANY PETITION/APPLICATION NO.	IA(IBC)(Plan)/08/2025 in Company Petition IB/22/9/HDB/2023
NAME OF THE COMPANY	Nandi Irrigation Systems Limited
NAME OF THE PETITIONER(S)	Rishabh Tri Exim LLP
NAME OF THE RESPONDENT(S)	Nandi Irrigation Systems Limited
UNDER SECTION	9 OF IBC

ORDER

IA(IBC)(Plan)/08/2025

Orders pronounced, recorded vide separate sheets. In the result, this resolution plan is approved.

Sd/-
MEMBER (T)

Sd/-
MEMBER (J)



IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH - II

IA (IBC) (Plan) No. 8 of 2025 in
CP (IB) No. 22/09/HDB/2023
u/s. 30(6) of IBC, 2016

In the matter of

M/S RISHABH TRIEXIM LLP, OPERATIONAL CREDITOR

vs

M/S NANDI IRRIGATION SYSTEMS LIMITED, CORPORATE DEBTOR

Mr Rajesh Chillale,
Resolution Professional of
M/s Nandi Irrigation Systems Limited,
D No 8-3-883/188, Plot No 188,
1st Floor, Phase-II, Kamalapuri Colony,
Hyderabad – 500 073.

.... Applicant

Date of Order : 25.07.2025

CORAM:

Sri Rajeev Bhardwaj, Hon'ble Member (Judicial)

Sri Sanjay Puri, Hon'ble Member (Technical)

Counsels presence:

Mr G Kalyan Chakravarthy for the Applicant

Per : Bench

ORDER

1. This Application is filed by the Resolution Professional (RP) of the Corporate Debtor (CD) M/s Nandi Irrigation Systems Limited under Section 30(6) of Insolvency and Bankruptcy Code (IBC), seeking approval of Resolution Plan under Section 31(1) of the Code.



Application

2. The CD was admitted into Corporate Insolvency Resolution Process (CIRP) vide Order of this Tribunal dated 18.09.2024¹ in the Company Petition No. 22/09/HDB/2023 filed by M/s Rishabh Triexim LLP, the Operational Creditor under Section 9 of IBC, wherein Mr Maruti Venkata Subba Rao Poluri was appointed as Insolvency Resolution Professional (IRP).
3. It is submitted that, the IRP made public announcement in Form A² on 20.09.2024 inviting claims from the creditors of CD. Upon receipt of claims, IRP constituted the CoC – with Union Bank of India holding 100% voting share, and submitted the List of Creditors before this Tribunal on 18.10.2024. The updated list of creditors on receipt of additional information and claims as on the date of filing of the present application is as follows:

S No	Creditor	Type	Voting share	Amount claimed (Rs)	Accepted claim (Rs)
1	Union Bank of India	Secured Financial Creditor	72.9%	5,34,22,718	5,32,40,426
2	Monarch Enterprises	Unsecured Financial Creditor	13.7%	3,36,56,048	1,00,00,000
3	Mukkamalla Prameladevi	Unsecured Financial Creditor	13.4%	2,86,02,666	98,00,000

4. That as resolved by CoC in its 1st meeting to appoint the Applicant as Resolution Professional, this Tribunal was pleased to allow the same vide its Order³ dated 02.12.2024.
5. That the CoC resolved to appoint M/s G Joshi & Co as Registered Valuers for determination of Fair Value and Liquidation Value of the

¹ Pages 107 to 116 of the Application

² Pages 117 to 119 of the Application

³ Page 131 of the Application



CD's assets, and to appoint M/s Pawan Puri & Associates as Transaction Auditors for data on any avoidance transactions.

6. That the RP issued an Invitation for Expression of Interest (EoI) in Form G⁴ on 14.12.2024, seeking submission of Resolution Plans for the CD from the interested and eligible Prospective Resolution Applicants (PRAs). Subsequently, IRP issued the Information Memorandum to PRAs on 27.12.2024, and submitted the Provisional List and Final List⁵ of PRAs to CoC for its consideration.
7. That as approved by CoC in its 4th meeting held on 03.01.2025, RP issued Request For Resolution Plan (RFRP)⁶ to PRAs on 06.01.2025.
8. That in the 5th CoC meeting held on 01.02.2025, the RP updated on the reconstitution of CoC noting the revised voting share as - Union Bank of India - 72.9%, M/s Monarch Enterprises -13.7% and Mukkamalla Prameladevi - 13.4%. The RP also apprised about pending NCLAT litigation, the status of valuation reports and the audit of avoidance transactions. Further informed the CoC that an Interlocutory Application No. 300 of 2025 was filed due to non-cooperation from the suspended directors.
9. It was further brought to the CoC attention that the payment amounting to Rs 61.10 lakhs made after the commencement of CIRP, was identified as potential avoidance transaction. In this regard, the Resolution Plan under Appendix-1, Clause 5⁷ specifies that;

“Any amounts received, whether prior or post to NCLT approval date, in terms of any avoidance transactions under IBC 2016, shall be solely for the benefit of existing Financial Creditors as per their voting share, subject to deduction of the costs, expenses and taxes incurred by the Corporate Debtor for such recovery/payment/remittance, if any.”

10. That based on the RFRP, Evaluation Matrix & Information Memorandum issued to all PRAs, Earnest Money Deposits (EMDs) and

⁴ Pages 158 – 189 of the Application

⁵ Pages 231 & 232 of the Application

⁶ Pages 348 to 360 of the Application

⁷ Page 55 of the Application (Page 19 of the Resolution Plan)



Resolution Plans were received from M/s P Bhadriah and Sons and Mr Vemuri Ramraj. However, as per the advice of CoC, the opening of these Resolution Plans was deferred to allow additional time—up to 17.02.2025—for further submissions in the interest of value maximization.

11. It is submitted that, the Resolution Plan submitted by Mr. Vemuri Ramraj was rejected due to non-submission of the mandatory EMD. In its 8th meeting held on 04.03.2025, the CoC expressed its decision not to modify the conditions outlined in the RFRP to accommodate the said Plan. Furthermore, the CoC had clarified in its 7th meeting that the exemption from submitting an EMD under the Code is applicable only at the stage of EoI, but not at the stage of Resolution Plan submission.
12. That the Resolution Plan⁸ dated 24.03.2025 submitted by M/s P Bhadriah and Sons, was approved by CoC in its 9th meeting⁹ held on 23.05.2025 with requisite majority - 72.9% voting in favour and 27.1% abstaining from voting.
13. That pursuant to a request made, this Tribunal was pleased to grant an extension of CIRP period by 30 days, bringing the total duration to 300 days, vide Order dated 16.06.2025.
14. That a Letter of Intent (LoI)¹⁰ dated 12.06.2025 was issued to the Successful Resolution Applicant (SRA), and a Performance Bank Guarantee¹¹ for Rs 1,50,00,000 in favour of the CD was submitted by SRA through RTGS.
15. It is submitted that, the Resolution Plan submitted by SRA duly approved by CoC complies with all the mandatory requirements under the Code and the CIRP Regulations. In confirmation thereof, the

⁸ Pages 35 to 84 of the Application

⁹ Pages 85 to 106 of the Application

¹⁰ Pages 478 to 482 of the Application

¹¹ Pages 483 to 485 of the Application (Bank Statements)



Applicant issued a Compliance Certificate in Form H¹² dated 20.06.2025.

16. **Summary of payments to be made to different classes of creditors and stakeholders of the Corporate Debtor:**

S No	Stakeholders	Claims admitted (Rs)	Proposed as per Resolution Plan (Rs)	% to admitted claims
1	CIRP cost – unpaid estimated actuals	30,00,000	30,00,000 or actuals	100%
02	Operational Creditors – Workmen/Employees	50,12,848	25,06,424	50%
03	Operational Creditors – Statutory dues – EPFO	36,450	36,450	100%
04	Operational Creditors – other than workmen, employees and statutory dues	28,67,06,249	5,73,412	0.20%
05	Operational Creditors to related parties	21,04,20,601	0	0%
06	Unsecured Financial Creditors	1,98,00,000	1,98,000	1%
07	Secured Financial Creditors	5,32,40,426	5,32,40,426	100%
Total Resolution Plan amount:		57,82,16,574	5,95,54,712	10.30%

The Payment Schedule¹³ is detailed below:

S No	Stakeholders	Proposed as per Plan (Rs)	Upfront Payment (Rs)	Deferred Payment (Rs)
	No. of Days from the date of NCLT approval		30 days	6 months
01	CIRP cost (At actuals)	30,00,000	30,00,000	-
02	Workmen and Employees dues	25,06,424	25,06,424	-
03	Operational Creditors – Statutory dues – EPFO	36,450	36,450	-
04	Operational Creditors – other than workmen, employees and statutory dues	5,73,412	5,73,412	-
05	Operational Creditors - Related parties	0	0	-
06	Unsecured Financial Creditors	1,98,000	1,98,000	-
07	Secured Financial Creditors	5,32,40,426	1,32,40,426	4,00,00,000
Total Resolution Plan amount:		5,95,54,712	1,95,54,712	4,00,00,000

¹² Pages 486 to 499 of the Application

¹³ Page 20 of the Resolution Plan



Deferred Payment Schedule:

S No	Particulars	Secured Financial Creditor (Rs)
01	Tranche 1 – within 60 days of NCLT order	2,00,00,000
02	Tranche 2 – within 90 days of NCLT order	2,00,00,000

17. It is submitted that, as per the valuation reports, the Liquidation and the Fair Value of CD¹⁴ are as below:

- Average Fair Value : Rs.615.88 lakhs
- Average Liquidation Value : Rs.427.73 lakhs

18. With the above submissions, the Applicant RP prays this Tribunal to;

- Pass the orders approving the Resolution Plan in terms of Section 31(1) of the Code.
- Declare that the Resolution Plan approved/sanctioned by this Tribunal shall be binding on the CD, its employees, members/shareholders, all creditors, guarantors, and other stakeholders in the CIRP of the CD.
- Pass appropriate directions for the grant of reliefs and concessions sought by the SRA under Clause 11 of the Resolution Plan.
- Pass an order directing that pending disposal of the present Application by this Tribunal, the Applicant herein shall continue to conduct its role as the Resolution Professional and during such period shall have all the powers, duties and protections as available under the Code and CIRP Regulations.
- Pass an order directing the SRA to implement the Resolution Plan in the manner set out in the Resolution Plan.
- Pass an order approving the appointment of a Monitoring Committee from the date of approval of the Resolution Plan by this Tribunal till the date on which the SRA acquires control of the CD as per the Plan and consequently extend protection to the

¹⁴ Page 31 of the Application



Monitoring Committee during such period against any suit, legal proceedings, investigation etc., to enable it to monitor the CD as a going concern.

- Pass an order directing all the stakeholders to cooperate with the SRA, Monitoring Committee to keep the CD as a going concern and implement the Resolution Plan in the manner approved by this Tribunal.

Decision

19. We have carefully considered the submissions made by the Applicant RP and also gone through the entire record.
20. We are of the view that the instant Resolution Plan satisfies the requirements of Section 30 (2) of the Code and Regulations 37, 38, 38 (1A) and 39 (4) of the Regulations. We also found that the Resolution Applicant is eligible to submit the Resolution Plan under Section 29A of the Code.
21. Therefore, we hereby approve the Resolution Plan submitted by **M/s P Bhadriah and Sons**, along with annexures, schedules forming part of the Resolution Applicant annexed to the Application and order as under:
 - i. The Resolution Plan along with the annexures and schedules forming part of the plan 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. 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.



- iii. 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 relief, concession or waiver sought in the Resolution Plan, shall be subject to approval by the Authorities concerned as held by Hon'ble Supreme Court in the matter of ***Ghanashyam Mishra And Sons Private Limited Versus Edelweiss Asset Reconstruction Company Limited*** in Civil Appeal No.8129 of 2019 dated 13.04.2021.
- iv. It is hereby ordered that the **Performance Bank Guarantee of Rs 1,50,00,000** furnished by the Resolution Applicant shall remain as performance Bank Guarantee till the amount proposed to be paid to the creditors under this plan is fully paid off and the plan is fully implemented.
- v. 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 Successful 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.
- vi. Henceforth, no creditors of the erstwhile Corporate Debtor can claim anything other than the liabilities referred to supra.
- vii. The moratorium under Section 14 of the Code shall cease to have effect from this date.
- viii. 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.
- ix. The Applicant shall forthwith send a copy of this order to the CoC and the Resolution Applicant.



- x. The Registry is directed to furnish free copy to the parties as per Rule 50 of the NCLT Rules, 2016.
- xi. The Registry is directed to communicate this order to the Registrar of Companies, Hyderabad for updating the master data and also forward a copy to IBBI.

As a result, this application is allowed.

Sd/-
(SANJAY PURI)
MEMBER (TECHNICAL)

Sd/-
(RAJEEV BHARDWAJ)
MEMBER (JUDICIAL)

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