

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH- I**

IA No. 568 of 2022

IN

CP (IB) No. 978/MB/C-I/2020

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.

Mayank Rameshchandra Jain,

Resolution Professional,

Maxgrow India Limited

...Applicant

In the matter of

K. Balaji Textiles

...Operational Creditor

Versus

Maxgrow India Limited

...Corporate Debtor

Order Delivered on :- 06.12.2023

Coram:

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

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

Appearances:

For the Resolution Professional : Mr. Manish Jha, Advocate
For the Successful Resolution : Mr. Udayan Shah, Advocate
Applicant

ORDER

Per: Justice V.G. Bisht, Member (Judicial)

1. The present application is moved by Resolution Professional **Mr. Mayank Rameshchandra Jain** (hereinafter called as “the Applicant”) under section 30 (6) of the Insolvency and Bankruptcy Code, 2016 (“IBC/code”) r/w Regulation 39(4) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 for seeking approval of the resolution plan of **M/s PP Metallix Limited** (hereafter called as the “**Successful Resolution Applicant/SRA**”) under the provisions of Section 31(1) of the code, for **Maxgrow India Limited**. (hereinafter called as the “**Corporate Debtor**”) and for passing order/appropriate direction that this Tribunal may deem fit in the present matter.
2. The CIRP was initiated against the Corporate debtor vide Order dated 04.06.2021. The Applicant herein was appointed as the Interim Resolution Professional (hereinafter referred to as the IRP).

3. It is submitted that the Applicant issued a public announcement in Form A on 11.06.2021 in the Free Press Journal and Navshakti Express newspapers. The Public Announcement specified the last date of receipt of claims i.e. 23.06.2021.
4. Pursuant thereto, claims were received from various creditors/stakeholders of the Corporate Debtor, the same were collated and a list of creditors was prepared. Owing to revisions in claims and also due to receipt of additional claims during the process, the list of creditors underwent a change on a few occasions. The final reconstituted list of the Committee of Creditors ("**CoC**") was filed by the Applicant on 07.10.2021 before this Tribunal.
5. The Applicant convened the 1st Meeting of the CoC in compliance with Section 22(1) of the Code and Regulation 17(2) of the CIRP Regulation on 06.07.2021, where various matters were discussed. In this meeting, the Applicant was confirmed as the Resolution Professional, by the CoC. including appointment of the Applicant as Resolution Professional. A copy of the minutes of the 1st CoC meeting held on 06.07.2021 is annexed and marked as "Annexure – 4".
6. On or about 22.07.2021, the Applicant appointed Mr. Rakesh Tulsyan and Mr. Shalin Patel as valuers ("**Valuers**") in accordance with Regulation 27 of the CIRP Regulations for the purpose of determining

the fair value and the liquidation value of the assets of the Corporate Debtor. The valuers have submitted their valuation reports dated 15.11.2021 and 24.11.2021 which are annexed and marked "Annexure-5" and "Annexure - 6", respectively.

7. In compliance with Regulation 36 of the CIRP Regulations, the Applicant prepared an Information Memorandum ("IM") and shared the IM with the CoC upon procuring a confidentiality undertaking from the members of the CoC. The CoC in its 2nd meeting held on 22.07.2021 inter alia approved the Evaluation Matrix ("EM") and the Request for Resolution Plan ("RFRP").
8. The Invitation for Expression of Interest in Form G ("Form G") was published in Free Press Journal (English) and Navshakti (Marathi) newspapers on 26.07.2021. A copy of the Form G dated 26.07.2021 is annexed and marked as "Annexure-8".
9. During the 3rd COC Meeting held on 14.08.2021, the Applicant inter alia apprised the COC members about the Form G published on 26.07.2021. The Applicant further informed the CoC that he had received enquiries from 9 Prospective Resolution Applicants, however the detailed Expressions of Interest along with Earnest Money Deposits were received only from 3 Prospective Resolution Applicants.

10. During the 4th CoC Meeting held on 09.09.2021, the Applicant apprised the CoC members about the Provisional List of the Prospective Resolution Applicant, sharing of RFRP, Evaluation Matrix and the Information Memorandum with Prospective Resolution Applicants.
11. During the 5th CoC Meeting held on 01.10.2021, the Applicant apprised the CoC members about the receipt of Resolution Plans from the two Prospective Resolution Applicants namely (i) M/s PP Metallix Limited and (ii) Mr. Sanjay Pungatia along with Mr. Satish Mehta. The Applicant further apprised the members of COC about the receipt of request from the 3rd shortlisted Prospective Resolution Applicant viz. Kundan Care Products Limited, requesting for extension of time for submission of its Resolution Plan by a period of 2 weeks i.e. till 11.10.2021. However, members of COC with 63.67% disapproved the resolution for extension of time limits for submission of Resolution Plan. Thereafter, the Applicant apprised the CoC members that one M/s Kundan Care Products Limited ("KCPL") had filed Interlocutory Application No. 2266 of 2021 inter alia seeking extension of time for submitting its resolution plan. This Tribunal vide its order dated 07.12.2021 directed the Applicant to accept KCPL's resolution plan and place the same for the CoC's consideration.

12. In the 7th CoC Meeting held on 22.11.2021, the Applicant apprised the CoC on the observations found in the resolution plans submitted by the Resolution Applicants. The Applicant informed the CoC members that the Resolution Applicants will be submitting the Revised Resolution Plan. The same was shared with the CoC members after receipt of the same.
13. Further, the applicant apprised the CoC that 180 days of CIRP is expiring on 01.12.2021. Considering the time required for approval of the plan by the CoC members and ensuring compliance, the CoC resolved extend the CIRP period by 90 days. Accordingly, IA bearing no 2785 of 21 is filed for the extension. This Tribunal vide order dated 03.12.2021 extended the CIRP period till March, 2022.
14. During the 9th CoC Meeting held on 17.01.2022. the Applicant apprised the members about the three plans received from the Resolution Applicants viz. Mr. Sanjay Pungalia and Mr. Satish Mehta, M/s PP Metallix Limited and M/s Kundan Care Products Limited. The Evaluation Matrix was shared with the members as per the formula set out in the Request for Resolution Plan. The Members were also informed about the Valuation reports submitted by both the Registered Valuers alongwith Liquidation and Fair Market Value. The Applicant informed the CoC members that all the Resolution Plans received are

Compliant Resolution Plans and can be put for Voting. A copy of the minutes of the 9th CoC meeting held on 17th January, 2022 is annexed and marked as "Annexure - 17".

15. Subsequent thereto, all the three Resolution Plans were simultaneously put for E-voting. The E-Voting lines were kept open from 21st January 2022 to 24th January, 2022. As per the result of the e-voting, which were circulated on 25th January 2022, the CoC approved the Revised Resolution Plan dated 24th November, 2021 of M/s PP Metallix Limited ("Successful Resolution Applicant") with a majority of 99.49% majority ("Resolution Plan"). A copy of the E-Voting results are annexed and marked as "Annexure - 18".
16. A copy of the Letter of Intent issued to the Successful Resolution Applicant A brief summary of the amounts of claim and their treatment under Resolution Plan is as below:

Sr. No .	Category of Stakeholders	Sub-Category of Stakeholders	Amount Claimed	Amount Admitted	Amount provided under the plan	Amount provided to the Amount Admitted (%)
1	Creditors	Employees	1,83,000	1,83,000	1,83,000	100

		Operational Creditors	8,42,187	8,19,177	68,000	8.30
		Identified Operational Creditors	1,54,75,679	1,54,75,679	12,82,000	8.29
		Total (a+b)	1,65,00,866	1,64,77,856	15,33,000	9.30
2	CIRP Cost		20,10,746	20,10,746	20,10,746	100
	Total		1,85,71,012	1,85,48,002	36,03,146	19.43

17. In addition to the above, the Resolution Applicant propose to transfer 5% of its issued and paid-up share capital to Identified Operational Creditors post Resolution Plan implementation. As on the date of the Resolution Plan, the estimated value of shares proposed to be transferred is approximately INR 39.50 crores subject to fair value for Share Swap and foreign exchange rate on the date of Resolution Plan implementation.
18. Under the Resolution Plan, the CIRP costs shall be paid in full on actual basis and in priority to any other creditor of the Corporate Debtor upon the Resolution Plan becoming effective. The Resolution Applicant shall through the Corporate Debtor pay the entire CIRP cost of Rs.20.96 lakhs estimated. In case the amount of Rs.20 Lakhs proposed to be

infused by the Resolution Applicant towards the payment of CIRP cost is Excess/less than the amount required to pay the CIRP cost in full, then the balance amount payable towards CIRP costs shall be Adjusted/paid proportionately out of the amount to be paid by the Resolution Applicant to the Operational Creditors including the Identified Operational Creditors.

19. The Applicant submits that the Resolution Plan and the approval of the Resolution Plan are in accordance with all the provisions of the Code and CIRP Regulations and that it does not contravene any of the provisions of the law for the time being. The Successful Resolution Applicant has also confirmed its eligibility under Section 29A of the Insolvency Bankruptcy Code, 2016 ("Code").
20. The SRA has deposited an amount of Rs.25,00,000/- in the bank account of the Corporate Debtor towards performance guarantee. The bank statement is placed on record vide additional affidavit dated 04.05.2022.

Section 30(2) of the Code

21. 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.

22. 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

23. The Resolution Professional has annexed Form H of the Application under Regulation 39(4) In FORM H of the CIRP Regulations to certify that the resolution plan as approved by the CoC meets all the requirements of the IBC and its Regulations.

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, Mayank Rameshchandra Jain, an Insolvency Professional enrolled with Indian Institute of Insolvency Professionals of ICAI and registered with the Board with registration number IBBI/IPA-001/IP-P01055/2017-2018/11748, am resolution professional for the corporate insolvency resolution process (CIRP) of Maxgrow India Limited.

2. The details of the CIRP are as under:

Sl. No.	Particulars	Description
1	Name of the CD	Maxgrow India Limited
2	Date of Initiation of CIRP	04th June, 2021 (Order copy dated 04/06/2021 uploaded on NCLT website on 09/06/2021)
3	Date of Appointment of IRP	04th June, 2021
4	Date of Publication of Public Announcement	11th June, 2021
5	Date of Constitution of CoC	30th June, 2021
6	Date of First Meeting of CoC	06th July, 2021

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7	Date of Appointment of RP	06th July, 2021(by way of voting)
8	Date of Appointment of Registered Valuers	<p>The Registered Valuer for Valuation of the Land and Building, Plant and Machinery is not appointed as the said assets do not exist.</p> <p>However, the Registered Valuer has been appointed for carrying out the Valuation of Financial Assets. The Details of the Registered Valuers are as under :</p> <p>1) Mr. Rakesh Kumar Tulsyan – 22nd July, 2021</p> <p>2) Mr. Shalin Patel – 22nd July, 2021</p>
9	Date of Issue of Invitation for EoI	26th July, 2021
10	Date of Final List of Eligible Prospective Resolution Applicants	04th September, 2021
11	Date of Invitation of Resolution Plan	26th July, 2021
12	Last Date of Submission of Resolution Plan	<p>24th September, 2021. There were three Prospective Resolution Applicant were eligible for Bidding. Out of which, two had submitted their plan in time. One of the Prospective Resolution Applicant had submitted their Plan after the last date of submission of Resolution Plan. Consequent upon the order of Hon'ble National Company Law Tribunal dated 7th December, 2021, the Resolution Plan submitted by Kundan Care Products Limited, one of the Resolution Applicant was considered for evaluation.</p>
13	Date of Approval of Resolution Plan by CoC	24th January, 2022

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14	Date of Filing of Resolution Plan with Adjudicating Authority	28 th February, 2022
15	Date of Expiry of 180 days of CIRP	01 st December, 2021
16	Date of Order extending the period of CIRP	03 rd December, 2021
17	Date of Expiry of Extended Period of CIRP	02 nd March, 2022
18	Fair Value (Average)	45,61,051/-
19	Liquidation value(Average)	34,75,318/-
20	Number of Meetings of CoC held	Total No. 9 (Nine Only) till date

3. I have examined the Resolution Plan received from Resolution Applicant **PP Metallix Limited** and approved by Committee of Creditors (CoC) of Maxgrow India 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 any of the provisions of the law for the time being in force.

(ii) the Resolution Applicant **PP Metallix Limited** 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 99.49% of voting share of Committee of Creditors after considering its feasibility and viability and other requirements specified by the CIRP Regulations.

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(iv) I sought vote of members of the CoC by electronic voting system which was kept open at least for 24 hours as per the regulation 26 i.e. Started from 20th January, 2022 at 2.00 p.m. and ended on 24th January, 2022 at 2.00 p.m.

5. There are no financial creditor forming part of CoC. The operational creditors have become the part of CoC. The list of Operational creditors of the CD Maxgrow India 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	Montex Trading Private Limited	30.34	Voted for
2	Usdev Metals & Minerals Private Limited	30.34	Voted for
3	Pragma Global Trade Limited	33.23	Voted for
4	B. N. Kedia & Co.	2.93	Voted for
5	Ratish Tagade & Associates	1.54	Voted for
6	Mohit Jain	1.11	Voted for
7	Universal Capital Securities Private Limited	0.51	Abstained

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.

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

(Amount in Rs.)

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)

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1	Secured Financial Creditors	(a) Creditors not having a right to vote under sub-section (2) of section 21	NIL	NIL	NIL	NIL
		(b) Other than (a) above:				
		(i) who did not vote in favour of the resolution Plan	NIL	NIL	NIL	NIL
		(ii) who voted in favour of the resolution plan	NIL	NIL	NIL	NIL
		Total[(a) + (b)]	NIL	NIL	NIL	NIL
2	Unsecured Financial Creditors	(a) Creditors not having a right to vote under sub-section (2) of section 21	NIL	NIL	NIL	NIL
		(b) Other than (a) above:				
		(i) who did not vote in favour of the resolution Plan	NIL	NIL	NIL	NIL

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		(ii) who voted in favour of the resolution plan	NIL	NIL	NIL	NIL
		Total[(a) + (b)]	NIL	NIL	NIL	NIL
3	Operational Creditors	(a) Related Party of Corporate Debtor	NIL	NIL	NIL	NIL
		(b) Other than (a) above:				
		(i)Government	NIL	NIL	NIL	NIL
		(ii)Workmen	NIL	NIL	NIL	NIL
		(iii)Employees	1,83,000	1,83,000	1,83,000	100
		(iv) Operational Creditors	8,42,187	8,19,177	68,000	8.30
		(v) Identified Operational Creditors	1,54,75,679	1,54,75,679	12,82,000	8.29
		Total[(a) + (b)]	1,65,00,866	1,64,77,856	15,33,000	9.30
4	Other debts and dues		NIL	NIL	NIL	NIL
5	CIRP Cost		20,10,746	20,10,746	20,10,746	100
Grand Total			1,85,71,012	1,85,48,002	36,03,146	19.43

In addition to the above, the Resolution Applicant propose to transfer 5% of the its issued and paid-up share capital to identified Operational Creditors post Resolution Plan implementation. As on the date of the Resolution plan, the estimated value of the shares propose to be transferred is approximately INR 39.50 Crores subject to fair value for Share swap and foreign exchange rate on the date of Resolution plan implementation.

Under the Resolution Plan, The CIRP costs shall be paid in full on actual basis and in priority to any other creditor of the company upon the Resolution Plan becoming effective. The Resolution Applicant shall through the company pay the amount of Rs. 20 Lakhs which shall be utilized for making payment of the CIRP Costs. In case the amount of Rs. 20 Lakhs proposed

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finalised by the Resolution Applicant towards the payment of CIRP cost is less than the amount required to pay the CIRP cost in full, then the balance amount payable towards CIRP costs shall be paid proportionately out of the amount to be paid by the Resolution Applicant to the OC excluding IOC (i.e. Identified Operational Creditors)

If the shortfall as on the closing date is in excess of Rs. 20 Lakhs, the Resolution Applicant proposes that the INR Rs. 0.68 Lakhs that is set aside to be paid to the OC excluding IOC and INR Rs. 12.82 lakhs that is set aside to be paid to the CIRP costs are paid in full and in priority to any other payments to the creditors of the Company.

*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.]

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

Sl. No	Category of Share Holder	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	3,63,24,078	As per Section 3.7 of the Resolution Plan	0	As per Section 3.7 of the Resolution Plan
2	Preference	NIL	NIL	NIL	NIL

9. The compliance of the Resolution Plan is as under:

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?		Yes

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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?		Yes
Section 30(1)	Whether the Resolution Applicant has submitted an affidavit stating that it is eligible?		Yes
Section 30(2)	Whether the Resolution Plan-		
	(a) provides for the payment of insolvency resolution process costs?	Section 3.1	Yes
	(b) provides for the payment to the operational creditors?	Section 3.2 and Section 3.4	Yes
	(c) provides for the payment to the financial creditors who did not vote in favour of the resolution plan?	Section 3.3	Not Applicable
	(d) provides for the management of the affairs of the corporate debtor?		
	(e) provides for the implementation and supervision of the resolution plan?	Section 9.2 and 9.3	Yes
	(f) contravenes any of the provisions of the law for the time being in force?	Section 9.1, 9.2 and Schedule V	Yes
		Section 13	No. The Resolution Plan and Performance of Actions contemplated therein are not in

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			contravention of the Provisions of the law for the time being in force and are in strict compliance with the Code and CIRP Regulations.
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?	Section 2.7	Yes Yes
Section 31(1)	Whether the Resolution Plan has provisions for its effective implementation plan, according to the CoC?		Yes
Regulation 35A	Where the Resolution Plan made a determination if the corporate debtor has been subjected to any transaction of the nature covered under sections 43, 45, 50 or 66, before the one hundred and fifteenth day of the insolvency commencement date, under intimation to the Board?		No
Regulation 38 (1)	Whether the amount due to the operational creditors under the resolution plan has been given priority in payment over financial creditors?	Section 3.2 and 3.4	Yes
Regulation 38(1A)	Whether the resolution plan includes a statement as to how it has dealt with the interests of all stakeholders?	Section 12	Yes

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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?	Section 8.2	The Resolution Applicant has confirmed that neither the Resolution Applicant nor any of its related parties have failed to implement or contributed to the failure of implementation of any other resolution plan approved by the Adjudicating Authority at any time in the past.
Regulation 38(2)	Whether the Resolution Plan provides: (a) the term of the plan and its implementation schedule? (b) for the management and control of the business of the corporate debtor during its term? (c) adequate means for supervising its implementation?	Section 9.1, 9.2, 9.3 and Section V	Yes Yes Yes
38(3)	Whether the resolution plan demonstrates that	Section 2.6 Section 2.7	Yes Yes

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	(a) it addresses the cause of default? (b) it is feasible and viable? (c) it has provisions for its effective implementation? (d) it has provisions for approvals required and the timeline for the same? (e) the resolution applicant has the capability to implement the resolution plan?	Section 9.1, 9.2 and Schedule V Section 9.2(iv)E(B) Section 2.6 &2.7	Yes Yes Yes
39(2)	Whether the RP has filed applications in respect of transactions observed, found or determined by him?		No
Regulation 39(4)	Provide details of performance security received, as referred to in sub-regulation (4A) of regulation 36B.		Yes. The Resolution Applicant has provided an amount of Rs.25 Lakhs towards the performance security.

10. The CIRP has been conducted as per the timeline indicated as under:

Section of the Code / Regulation No.	Description of Activity	Latest Timeline under regulation 40A	Actual Date
Section 16(1)	Commencement of CIRP and Appointment of IRP	T	04th June, 2021 (Order copy dated 04/06/2021 uploaded on NCLT website on 09/06/2021)

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Regulation 6(1)	Publication of Public Announcement	T+3	11th June, 2021
Section 15(1)(c) /Regulation 12 (1)	Submission of Claims	T+14	23rd June, 2021
Regulation 13(1)	Verification of Claims	T+21	30th June, 2021
Section 26(6A) / Regulation 15A	Application for Appointment of Authorised Representative, if necessary	T+23	NA
Regulation 17(1)	Filing of Report Certifying Constitution of CoC	T+23	30th June, 2021
Section 22(1) and regulation 17(2)	First Meeting of the CoC	T+30	6th July, 2021
Regulation 35A	Determination of fraudulent and other transactions	T+115	NA
Regulation 27	Appointment of two Registered Valuers	T+47	22nd July, 2021
Regulation 36 (1)	Submission of Information Memorandum to CoC	T+54	25th August, 2021
Regulation 36A	Invitation of EoI	T+75	26th July, 2021
	Publication of Form G	T+75	26th July, 2021
	Provisional List of Resolution Applicants	T+100	20th August, 2021
	Final List of Resolution Applicants	T+115	04th September, 2021
Regulation 36B	Issue of Request for Resolution Plan, which includes Evaluation Matrix and Information Memorandum to Resolution Applicants	T+105	25th August, 2021
Section 30(6) / Regulation 39(4)	Submission of CoC approved Resolution Plan	T+165	28 th February, 2022
Section 31(1)	Approval of Resolution Plan	T=180	

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

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Sl. No.	Nature of Approval	Name of applicable Law	Name of Authority who will grant Approval	When to be obtained
1	Approval for reduction of equity share capital of the corporate debtor	Companies Act, 2013	Adjudicating Authority, Mumbai Bench or any other person or government authority(including SEBI, designated stock exchange, any tribunal or court)	Monitoring Agency (IMA) to file application for approval within 15 days of approval of Resolution Plan by Adjudicating Authority
2	Approval for (a) Granting exemption from pricing guidelines in relation to the equity investment going to be made by the Resolution Applicant in the corporate debtor and (b) to implement the transfer of free shares by the resolution applicant to the retail shareholders	Foreign Exchange Management Act, 1999	Reserve Bank of India	Monitoring Agency (IMA) to file application for approval within 15 days of approval of Resolution Plan by Adjudicating Authority
3	Approval for exemption from open offer obligation in respect of (a) the equity investment to be made by the Resolution Applicant in the Corporate Debtor, and (b) acquisition of	Securities and Exchange Board of India(Substantial Acquisition of shares and Takeover)	Securities and Exchange Board of India	Monitoring Agency (IMA) to file application for approval within 15 days of approval of Resolution Plan by Adjudicating Authority

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	control over the corporate debtor by the Resolution Applicant	Regulations, 2011		
4	Approval for exemption from the Minimum Public shareholding requirements as given in Rule 19A(5)	Securities Contracts (Regulations) Rules, 1957	Securities and Exchange Board of India	Monitoring Agency (IMA) to file application for approval within 15 days of approval of Resolution Plan by Adjudicating Authority

12. The Resolution Plan is not subject to any contingency.

13. Following are the deviations / non-compliances of the provisions of the Insolvency and Bankruptcy Code, 2016, regulations made or circulars issued thereunder (If any deviation/ non-compliances were observed, please state the details and reasons for the same): **There are no deviations / non-compliances observed.**

Sl. No.	Deviation/Non-compliance observed	Section of the Code / Regulation No. / Circular No.	Reasons	Whether rectified or not
1				
2				

14. The Resolution Plan is being filed 20 days before the expiry of the period of CIRP provided in section 12 of the Code.

15. Provide details of section 66 or avoidance application filed / pending. NA

Sl. No.	Type of Transaction	Date of Filing with Adjudicating Authority	Date of Order of the Adjudicating Authority	Brief of the Order
1	Preferential transactions under section 43			

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2	Undervalued transactions under section 45			
3	Extortionate credit transactions under section 50			
4	Fraudulent transactions under section 66			

15A. The committee has approved a plan providing for contribution under regulation 39B as under: NA

15B. The committee has recommended under regulation 39C as under:

- a. Sale of corporate debtor as a going concern: No
- b. Sale of business of corporate debtor as a going concern: No

15C. The committee has fixed, in consultation with the resolution professional, the fee payable to the liquidator during the liquidation period under regulation 39D.] : NA

16. I Mayank Rameshchandra Jain hereby certify 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.

Mayank Rameshchandra Jain

Resolution Professional

Maxgrow India Limited (under CIRP)

IBBI/IPA-001/IP-P01055/2017-2018/11748

Regd. Address with IBBI: A 1001, Samarpan, Near Spectra Motors, Western Express Highway, Borivali (West), Mumbai City, Maharashtra, 400066

Address for Correspondence: Kanchansobha IPE, 1507, B Wing, One BKC, G-Block, BKC, Bandra East, Mumbai – 400051 Tel: +91 22 66953013 / 26521269

Email id: jainmayankr@gmail.com / maxgrowindia@kanchansobha.com

Date: 07th February, 2022

Contact No.: 9892723890

24. 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.
25. 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.
26. 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 99.49%.
27. 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.

28. 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.
29. The Resolution Plan 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 para's 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), Mumbai, 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.

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- vii. The Applicant shall forthwith send a certified copy of this Order to the CoC and the Resolution Applicant, respectively for necessary compliance.

Sd/-
PRABHAT KUMAR
Member (Technical)
06.12.2023
Priyal

Sd/-
JUSTICE V.G. BISHT
Member (Judicial)