

**IN THE NATIONAL COMPANY LAW TRIBUNAL**  
**JAIPUR BENCH**

**CORAM: SHRI DEEP CHANDRA JOSHI,  
HON'BLE JUDICIAL MEMBER**

**SHRI RAJEEV MEHROTRA  
HON'BLE TECHNICAL MEMBER**

**IA(IBC) No. 644/JPR/2023**  
**In CP No. (IB)- 74/9/JPR/2021**

**IN THE MATTER OF:**

**APOLLO INTERNATIONAL LIMITED**

**...Operational Creditor/Applicant**

**Versus**

**M/S SUPRIYA PHARMACEUTICALS LIMITED**

**...Corporate Debtor/Respondent**

**IA (IBC) No. 644/JPR/2023:**

**MEMO OF PARTIES**

**MR. SANJEET KUMAR SHARMA**

Resolution Professional

Supriya Pharmaceuticals Limited

BE-149, Street No. 5, Hari Nagar,

New Delhi-110064.

**...Applicant**

For the Resolution Professional

: Vaibhav Tyagi, Adv.  
Sanjeet Kumar Sharma, RP


**Order Pronounced On: 22.12.2023**







**ORDER****Per: Shri Deep Chandra Joshi, Judicial Member**

1. This Interim Application ('Resolution Application') is filed by Mr. Sanjeet, Resolution Professional ('RP' / 'Applicant') of M/s Supriya Pharmaceuticals Limited ('Corporate Debtor') under Sections 30(6) of the Insolvency and Bankruptcy Code, 2016 ('IBC' / 'Code') read with Regulation 39(4) of the Insolvency and Bankruptcy Board of India (Insolvency Process of Corporate Persons) Regulations, 2016 ('CIRP Regulations') seeking approval of resolution plan.
2. The Insolvency application was filed by the Operational Creditor M/s Apollo International Limited under Section 9 of the Code for initiation of Corporate Insolvency Resolution Process ('CIRP') against the Corporate Debtor and the same was admitted by this Adjudicating Authority *vide* Order dated 22.03.2023. The Applicant was appointed as the Interim Resolution Professional ('IRP') and on 29.03.2023, the IRP issued a public announcement as per Regulation 6 of the Regulations read with Sections 13 and 15 of the Code in Form A in two newspapers i.e., Prabhat Abhinandan, Behror (Regional Newspaper), Economic Times, Jaipur edition (English) at the location of the registered office of the Corporate Debtor and in Delhi-NCR edition & Jansatta (Hindi) at the Corporate Office of the Corporate Debtor for inviting claims from the creditors of the Corporate Debtor as



envisaged in the Code. A copy of the Public Announcement dated 29.03.2023 is annexed Annexure A – 5(Colly) of the Application.

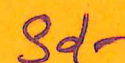
3. Subsequent to the said public announcement, the Applicant has received two claims from the creditors i.e., Apollo International Limited ('Operational Creditor') and another is from M/s Samridhi Mega Structure Limited. The claims were duly collated and verified by the Applicant and a Committee of the Creditors ('CoC') was duly constituted in terms of the Regulation 16 of the CIRP Regulation on 10.04.2023. A report under Regulation 17(1) of the CIRP Regulation was filed and the same was taken on record vide order dated 16.05.2023 in IA No. 269/JPR/2023.
4. In the 1<sup>st</sup> CoC meeting held on 01.05.2023 wherein the Applicant/Interim Resolution Professional confirmed as Resolution Professional ('RP') the said appointment was also ratified by this Adjudicating Authority vide order dated 08.06.2023.
5. In the 2<sup>nd</sup> CoC, a meeting convened on 05.07.2023, the Applicant has proposed the name of the four (4) registered valuers for the purpose of the valuation of each category of assets i.e., plant, machinery, land, building, securities and financial assets. In accordance with Regulation 27 and 35 of IBBI (CIRP) Regulation, 2016 two (2) registered valuers have been appointed. The details of the said registered valuer along with the proposed fees are as follows:



<i>Name of Registered Valuer</i>	<i>Proposed Fees</i>
<i>Dhiraj Jaiswal (Land and Building), Sanjeev Kumar Gupta (Plan and Machinery) and CA Vaneet Bhatia (Securities and Financial Assets)</i>	<i>Rs. 56,300 plus applicable taxes plus out of pocket expenses</i>
<i>Yatendra Paliwal (Land and Building), Manish Chandra (Securities and Financial Assets) and Mahesh Kumar Teotia (Plant and Machinery)</i>	<i>Rs. 57,000 plus applicable taxes out of pocket expenses</i>

In the 2<sup>nd</sup> CoC meeting the CoC also deliberated and approved the eligibility criteria in terms of Section 25(2)(h) of the Code for the Prospective Resolution Applicant ('PRA') to submit their Resolution Plans with the Applicant.


6. Pursuant to that in terms of the Regulation 36A of the CIRP Regulation the Applicant has published Form G in Prabhat Abhinandan (Regional Newspaper), Pioneer Delhi (English & Hindi) and Economic Times (English) on 14.07.2023 for inviting the PRAs to submit Expression of Interest ('EOI') on or before 29.07.2023. Copy of the Form-G dated 14.07.2023 annexed as Annexeure-A-10 (Colly).
7. The 3<sup>rd</sup> meeting of CoC held on 01.09.2023 meanwhile the period of CIRP was expiring on 18.09.2023, in such circumstances the Applicant has filed an Application under section 12 of the Code, 2016 since the CoC has passed a resolution for the extension of the CIRP for further 90 days. The period of



the CIRP had been extended for further 90 days i.e., till 16.12.2023 vide order dated 04.10.2023.

8. It is stated in the 4<sup>th</sup> CoC meeting dated 25.10.2023 a request has been received to extend the timeline for submission of the resolution plan. The Applicant has extended the timelines by 7 days i.e., 19.10.2023. Thereafter the Applicant has received two resolution plans from PRAs i.e., Sunrise Industries in consortium with Garg Builders and R Net Intelligent Systems Private Limited. The Applicant has carried out preliminary due diligence in the said Resolution Plans and the same were placed before the CoC in the 5<sup>th</sup> Meeting of the CoC held on 06.11.2023.
9. Thereafter the CoC had requested the PRAs to give a brief about their Resolution Plans. The said Resolution Plans were considered in the CoC meeting and compliance reports of the said resolution plans in terms of the Regulation 39(3) of the CIRP Regulation were taken on record. Both the Resolution Plans put forth for the voting before CoC in 5<sup>th</sup> meeting. After considering the feasibility and viability of the Resolution Plan submitted by the Resolution Applicant, in the 5<sup>th</sup> CoC meeting held on 06.11.2023, the Resolution Plan of M/s R Intelligent System Pvt. Ltd. was approved by CoC with a 100% voting share. Copy of the 5<sup>th</sup> CoC meeting dated 06.11.2023 annexed as Annexure A-2 (Colly) of the Application.
10. In pursuance to the above the Applicant has issued a Letter of Intent dated 10.11.2023 ('LOI') to M/s R Intelligent System Pvt. Ltd./Successful



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Resolution Applicant ('SRA') to submit a performance bank guarantee of Rs. 10,00,0000/- (Rupees Ten Lakh Only) on or before 16.11.2023. Copy of the LOI dated 10.11.2023 is annexed as Annexure A-19 of the Application. The SRA in lieu of the Bank Guarantee has deposited an amount of Rs. 10,00,000/- (Rupees Ten Lakh Only) in the account of the Corporate Debtor.

11. We have carefully considered the submissions of the learned Counsel for the RP and have perused the record. The Corporate Debtor was incorporated on 24.07.1985, and the CIRP proceedings were initiated under Section 9 of the Code against the Corporate Debtor vide order dated 22.03.2023. The present Application is filed for approval of the resolution plan submitted by R Net Intelligent Systems Private Limited (Successful Resolution Applicant). The permission has been sought under the provisions of Section 31 (1) of the Code.
12. We may state that after receipt, verification and collation of claims as discussed above, the IRP constituted the CoC as per the provisions of Section 21 of the Code. The details of the operational creditor, the distribution of voting share among them and the position of voting for the resolution plan is as under (Para-No.5 of Form H) –

Sl. No.	Name of Creditor	Voting Share (%)	Voting for Resolution Plan (Voted for / Dissented / Abstained)
1.	Apollo International Limited	100%	Voted For Resolution Plan of R Net Intelligent Systems Pvt. Ltd.

13. The details of stakeholders under the resolution plan are given in Para 7 of

Form H:

S. No.	Category of Stakeholder*	Sub-Category of Stakeholder	Amount Claimed	Amount Admitted	Amount Provided under the Plan	Amount provided to the Amount Claimed
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1	Secured Financial Creditors  (Internal Pg. No. 12 of the Resolution Plan and page no. 25 of the Resolution Application)	(a) Creditors not having a right to vote under sub-section (2) of section 21	There is no Secured Financial Creditor			
		(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				
		Total[(a) + (b)]	NIL	NIL	NIL	NIL
2	Unsecured Financial Creditors  (Internal Pg. No. 12 of the Resolution	(a) Creditors not having a right to vote under sub-section (2) of section 21				

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S. No.	Category of Stakeholder*	Sub-Category of Stakeholder	Amount Claimed	Amount Admitted	Amount Provided under the Plan	Amount provided to the Amount Claimed
	Plan and page no. 25 of the Resolution Application)	(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	There is no Unsecured Financial Creditor Claim.			
		Total[(a) + (b)]	NIL	NIL	NIL	NIL
3	Operational Creditors (Internal Pg. no. 12-13 of the Resolution Plan and page no. 25-27 of the Resolution Application)	(a) Related Party of Corporate Debtor	There is no Claim.			
		(b) Other than (a) above:				
		(i) Government	There is no government Claim.			
		(ii) Workmen	There is no Workmen Claim.			
		(iii) Employees	There is no Employee Claim.			
		(iv) Sundry Creditors				
		(1) Apollo International Limited	3548.00	1925.27	1925.27	100%
		(2) Central Depository Services (India) Limited	0.78	0.78	0.78	100%
		Total[(a) + (b)]	3548.78	1926.05	1926.05	100%

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S. No.	Category of Stakeholder*	Sub-Category of Stakeholder	Amount Claimed	Amount Admitted	Amount Provided under the Plan	Amount provided to the Amount Claimed
4	Other debts and dues	Related Parties: Samridhi Mega Structure Limited	122.16	122.16	122.16	100%
		R Net Intelligence System Limited	1.00	1.00	0	0%
Grand Total			3671.94	2049.21	2048.21	100.00%

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

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

14. The abovementioned claim amount of payable to the *Apollo* will be satisfied by way of issuance of Equity or Optionally Convertible Debentures. The claim amount of *Central Depository Services (India) Limited* shall be satisfied by way of cash payment within 90 days from the effective date as per the Resolution Plan.

15. The compliance aspect of the resolution plan has been given in Para No. 9 of Form H, which is as follows:

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		Yes

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	scale of operations of business of the CD?		
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?	Affidavit Submitted	Yes
Section 30(1)	Whether the Resolution Applicant has submitted an affidavit stating that it is eligible?	Submitted	Yes
Section 30(2)	Whether the Resolution Plan- (a) Provides for the payment of insolvency resolution process costs?	Part-III, Clause 1 (A) at Page no. 12	Yes
	(b) provides for the payment to the operational creditors?	Part-III, Clause 1 (C, D) at Page No. 12 to 15	Yes
	(c) provides for the payment to the financial creditors who did not vote in favour of the resolution plan?	Part-III, Clause 1 (B) Page No. 12	Yes
	(d) provides for the management of the affairs of the corporate debtor?	Clause-9, Part-III at Page No. 26	Yes
	(e) provides for the implementation and supervision of the resolution plan?	Clause-9, Part-III at Page No. 26	Yes
	(f) contravenes any of the provisions of the law for the time being in force?	Clause-5, Part-III at Page No. 23	Yes
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?	Yes, COC approved with 100% Voting	Yes
Section 31(1)	Whether the Resolution Plan has provisions for its effective implementation plan, according to the CoC	Clause-IV, Part-III	Yes

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Regulation 38 (1)	Whether the amount due to the operational creditor under the Resolution Plan has been given priority in payment over financial creditors?	Part-III, Clause 1 (C, D) at page No. 12 to 15	Yes
Regulation 38(1A)	Whether the resolution plan includes a statement as to how it has dealt with the interests of all stakeholders?	Part 3 (Pg.71 of Application of Resolution Plan and internal page no. 45 of the resolution plan)	Yes
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?	Clause 6, Part-III at page No. 23	No
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?	Clause-9, Part-III. At Page No. 26	Yes
Regulation 38(3)	Whether the resolution plan demonstrates that - (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	Part-III, Clause-2,3,4,9,10 and Part-I	Yes

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	the timeline for the same? (e) 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?	No	Yes
Regulation 39(4)	Provide details of performance security received, as referred to in sub-regulation (4A) of regulation 36B.	RA has deposited Rs. 10 lakhs as Performance Deposit as approved by CoC	Yes

16. The approval of the resolution plan has been sought under Section 31(1) of the Code, which reads as follows:

*“If the Adjudicating Authority is satisfied that the resolution plan as approved by the committee of creditors under sub-section (4) of section 30 meets the requirements as referred to in sub-section (2) of section 30, it shall by order approve the resolution plan which shall be binding on the corporate debtor and 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 such as authorities to whom statutory dues are owed, guarantors and other stakeholders involved in the resolution plan.*

*Provided that the Adjudicating Authority shall, before passing an order for approval of resolution plan under this sub-section, satisfy that the resolution plan has provisions for its effective implementation.”*

17. The conditions provided in Section 31(1) of the Code for approval of the resolution plan are as follows:

(a) *The Resolution Plan is approved by the CoC under Section 30(4) of the Code;*

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- (b) *The Resolution Plan so approved meets the requirements as referred to in Section 30(2) of the Code;*
- (c) *The Resolution Plan has provisions for its effective implementation.*

The satisfaction of the conditions is discussed below.

18. It is submitted by the RP that the resolution plan has been approved by a vote of 100% of the voting share of the Operational Creditors and therefore, the conditions provided for by Section 30(4) of the Code are satisfied.
19. The provisions of Section 30(2) of the Code are as follows:

*“(2) The resolution professional shall examine each resolution plan received by him to confirm that each resolution plan -*

*(a) provides for the payment of insolvency resolution process costs in a manner specified by the Board in priority to the payment of other debts of the corporate debtor;*

*(b) provides for the payment of debts of operational creditors 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 a 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 distributed in accordance with the order of priority in sub-section (1) of section 53,*

*whichever is higher, and provides for the payment of debts of financial creditors, who do not vote in favour of the resolution plan, in such manner as may be specified by the Board, which shall not be less than the amount to be paid to such creditors in accordance with sub-section (1) of section 53 in the event of a liquidation of the corporate debtor.*

*Explanation 1. — For removal of doubts, it is hereby clarified that a distribution in accordance with the provisions of this clause shall be fair and equitable to such creditors.*

*Explanation 2. — For the purpose of this clause, it is hereby declared that on and from the date of commencement of the Insolvency and*

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*Bankruptcy Code (Amendment) Act, 2019, the provisions of this clause shall also apply to the corporate insolvency resolution process of a corporate debtor-*

- (i) where a resolution plan has not been approved or rejected by the Adjudicating Authority;*
- (ii) where an appeal has been preferred under section 61 or section 62 or such an appeal is not time barred under any provision of law for the time being in force; or*
- (iii) where a legal proceeding has been initiated in any court against the decision of the Adjudicating Authority in respect of a resolution plan;*
- (c) provides for the management of the affairs of the corporate debtor after approval of the resolution plan;*
- (d) The implementation and supervision of the resolution plan;*
- (e) does not contravene any of the provisions of the law for the time being in force*
- (f) confirms to such other requirements as may be specified by the Board.*

*Explanation. — For the purposes of clause (e), if any approval of shareholders is required under the Companies Act, 2013(18 of 2013) or any other law for the time being in force for the implementation of actions under the resolution plan, such approval shall be deemed to have been given and it shall not be a contravention of that Act or law."*

20. The compliance of Section 30(2) of the Code is given in Para No. 9 of Form H (*supra*). The same is being further examined as under:

- a. **Section 30(2)(a):** The resolution plan (Part-III, Clause 1 (A) at Page No. 12 of the Resolution Plan) states that the Insolvency Resolution Process Cost will be paid out in priority over payments to any other creditors within 30 days of Effective Date

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- b. **Section 30(2)(b):** From the resolution plan (Part-III, Clause 1 (C, D) at page no. 12 to 15 of the Resolution Plan) it could be seen that there are no financial creditors and there are no due related to workmen, employees and statutory authorities. The Apollo Green Energy Limited (Formerly known as Apollo International Limited)-Operational Creditor shall be satisfied by issuing 25,27,261 fully paid equity of Rs. 1 each, amounting to Rs. 25,27,261/- (Rupees Twenty-Five Lakh Twenty-Seven Thousand Two Hundred Sixty-One Only) within 90 days from effective date. Further, 5 years 0% Optional Convertible Debenture of Rs. 100 at par will be issued to satisfy the balance amount of Rs. 19,00,00,000/-, within 90 days from effective date.
- c. **Section 30(2)(c):** From the Resolution Plan (Part-III, Clause 1(B) at page no. 12 of the Resolution Plan) there are no financial creditors as per the Information Memorandum, no provision has been made for payment to financial creditors.
- d. **Section 30(2)(d):** In Clause-9, Part-III at page no. 26 the Resolution Plan, it is stated validity of the Resolution Plan shall be for the period of 90 days from the date of approval from this Adjudicating Authority, No part of this Resolution Plan shall effective or enforceable until either (i) the Resolution Plan is approved by the CoC and the Adjudicating Authority in its entirety; or (ii) if approved by the Adjudicating

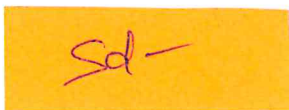
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Authority with any variance, then in the form and substance acceptable to the CoC and the Resolution Applicant.

- e. **Section 30(2)(e):** From the Resolution Plan (Clause 9, Part-III at page no. 26 provides for the implementation and supervision of the Resolution Plan.
  - f. **Section 30(2)(f):** From the Resolution Plan (Clause-5, Part-III at Page No. 23 of the Resolution Plan) the RP has certified that the Resolution Plan does not contravene any of the provisions of the law for the time being in force.
21. The RP has also certified that M/s R Net Intelligence Systems Private Limited 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 the resolution plan and the contents of the said affidavit are in order.
22. As per the requirement of Regulation 39(4) of the Regulations for performance security, it is stated in Form H that Resolution Applicant has deposited Rs. 10,00,000/- (Rupees Ten Lakh Only) as Performance Deposit as approved by the Committee of the Creditor.
23. With regard to compliance under Regulation 35A, it is stated that there are no transactions that have been identified in respect of the Corporate Debtor which is required to be avoided under Sections 43, 45, 50 or 66 of the Code.

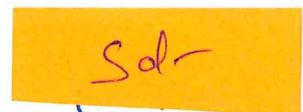




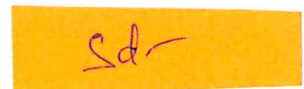
24. A perusal of Regulation 38 would clearly show that by virtue of the mandatory contents of the resolution plan as discussed in the preceding paragraphs in relation to Section 30 and Section 31 of the Code, the requirement of Regulation 38 also stands fulfilled. Thus, the resolution plan fulfils all the requirements of Regulation 38 of the CIRP Regulations.
25. The Resolution Plan *inter-alia* entails the following:
- a. All claims and dues of the shareholders and members of the Corporate Debtor pertaining to the period prior to the approval of the resolution Plan by the CoC shall stand satisfied and extinguished.
  - b. The new management shall define organisation structure, policies, procedures, records, and methods of reporting that are necessary to collectively ensure that the financial and non-financial operations of the Corporate Debtor is conducted in an orderly and efficient manner to achieve the Corporate Debtor's objective.
  - c. It is proposed that once the Resolution Applicant acquires the Corporate Debtor i.e., after capital reduction in accordance with the Plan, the existing board will be replaced by a new board of directors constituted with adequate representation from the Resolution Applicant.
  - d. The term of the Plan and its implementation schedule is envisaged to be a period of 90 days.



26. In view of the above discussion, the Resolution Plan submitted by M/s R Net Intelligence Systems Private Limited as approved by the CoC under Section 30(4) of the Code is hereby approved. The Resolution Plan so approved shall be binding on the Corporate Debtor and its employees, members, and 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 such as authorities to whom statutory dues are owed, guarantors and other stakeholders involved in the Resolution Plan.
27. Under the provisions of Section 31(3) of the Code, we also direct as under:
- a. The moratorium order passed by the Adjudicating Authority under Section 14 of the Code on 22.03.2023 shall cease to have effect; and
  - b. The RP shall forward all records relating to the conduct of the CIRP and the Resolution Plan to the Board to be recorded on its database.
28. In view of the foregoing, IA No. 644/JPR/2023 is disposed of.



**DEEP CHANDRA JOSHI,  
JUDICIAL MEMBER**



**RAJEEV MEHROTRA,  
TECHNICAL MEMBER**