

IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH, COURT No. II

IA 196 of 2021

In

CP (IB) 02/MB/C-II/2018

And

CP (IB) 01/MB/C-II/2018

And

CP (IB) 508/MB/C-II/2018

And

CP (IB) 509/MB/C-II/2018

And

CP (IB) 507/MB/C-II/2018

And

CP (IB) 511/MB/C-II/2018

And

CP (IB) 510/MB/C-II/2018

And

CP (IB) 562/MB/C-II/2018

And

CP (IB) 512/MB/C-II/2018

And

CP (IB) 560/MB/C-II/2018

And

CP (IB) 528/MB/C-II/2018

And

CP (IB) 564/MB/C-II/2018

And

CP (IB) 563/MB/C-II/2018

Under Section 30 (6) of the Insolvency and Bankruptcy Code, 2016 (in short, the Code) read with Regulation 39 (4) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations 2016 (in short, the Regulations).

*In the Application of*

**Mr. Abhijit Guhathakurta**

Address: Unit No. 502, Kaatyayni Business Centre,  
Off Mahakali Caves Road, MIDC, Marol Bus Depot,  
Andheri (E), Mumbai – 400093

**...Applicant/Resolution Professional**

**Twin Star Technologies Limited,**  
having its registered address at 3<sup>rd</sup> Floor, IFFCO Tower,  
Pl. No. 3, Sector 29 Gurugram, Haryana - 122002

**... Resolution Applicant**

*In the matter of*

**VIDEOCON INDUSTRIES LTD.** having  
its registered office at 14. K.M Stone,  
Aurangabad Paithan Road, Village  
Chittegaon, Taluka Paithan Aurangabad –  
431105.

**VIDEOCON  
TELECOMMUNICATIONS LTD.**  
having its registered office at R H No. 2,  
Pratapnagar Shahnoorwadi Road  
Aurangabad – 431001.

**EVANS FRASER & CO. (INDIA) LTD.**  
having its registered office at 171-C, 17<sup>th</sup>  
Floor Mittal Court C Wing, Nariman  
Point Mumbai – 400021

**MILLENNIUM APPLIANCES (INDIA)  
LTD.**  
having its registered office at 2275 Adate  
Bazar, Ahmednagar - 414001

**APPLICOMP (INDIA) LTD.** having its  
registered office at Gangapur Gin  
Compound station Rd Station Road,  
Ahmednagar – 414001.

**ELECTROWORLD DIGITAL  
SOLUTIONS LTD.** having its registered  
office at 171-C 17<sup>th</sup> Floor Mittal court, C  
Wing, Nariman Point, Mumbai – 400021

**TECHNO KART INDIA LTD.** having its  
registered office at Auto Cars  
Compound Adalat Road, Aurangabad –  
431005

**CENTURY APPLIANCES LTD.** having its registered office at Auto Cars Compound Adalat Road, Aurangabad – 431005

**TECHNO ELECTRONICS LTD.** having its registered office at Auto Cars Compound Adalat Road Aurangabad – 431005.

**VALUE INDUSTRIES LTD.** having its registered office at 14km Stone, Aurangabad Paithan Road, Village Chitegaon, Tal-Paithan Aurangabad – 431005.

**PE ELECTRONICS LTD.** having its registered office at Auto Cars Compound, Adalat Road, Aurangabad – 431005.

**CE INDIA LTD.** having its registered office at Auto Cars Compound, Adalat Road, Aurangabad – 431005

**SKY APPLIANCES LTD.** having its registered office at 1601, Maker Chamber, Nariman Point, Mumbai – 400021.

**...Corporate Debtors**

**Order Delivered on :- 08.06.2021**

***Coram:***

**Hon'ble Member (Judicial): Mr. H.P. Chaturvedi**

**Hon'ble Member (Technical): Mr. Ravikumar Duraisamy**

***Appearances:***

**For the Applicant :** Ld. Senior Counsel Mr. Gaurav Joshi, a/w Ld Advocates Mr. Anoop Rawat, Ms. Meghna Rajadhyaksha, Ms. Radhika

Indapurkar, Mr. Bryan Pillai, Mr. Zeeshan Khan, Ms. Shivangi Kumar and Ms. Aishani Das i/b Shardul Amarchand Mangaldas and Co.

**For the CoC :** Ld. Senior Counsel Mr. Ravi Kadam a/w Ld. Advocates Mr. Bishwajit Dubey, Mr. Madhav Kanoria, Ms. Surabhi Khattar, Mr. Anush Mathkar, Ms. Naveena Varghese, Ms. Jetashree and Mr. Aarant Sarangi i/b Cyril Amarchand Mangaldas .

**For the Resolution Applicant:** Ld. Senior Counsel Mr. Venkatesh Dhond, Ld. Counsel Mr. Shyam Kapadia, a/w Mr. Ameet Naik, Ms. Madhu Gadodia, Mr. Shashank Trivedi and Ms. Swati Singh i/b Naik and Naik Co.

*Per: H.P. Chaturvedi, Member Judicial and Ravikumar Duraisamy, Member*

### **ORDER**

1. By this application the Resolution Professional (in short, the RP) of Videocon Industries Limited & Ors. (the Corporate Debtors) seeks approval of the Resolution Plan (in short, the Plan) submitted by **Twin Star Technologies Limited (Resolution Applicant)**. The present Application is filed under Section 30 (6) of the Insolvency and Bankruptcy Code, 2016 (in short, the Code) read with Regulation 39 (4) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations 2016 (in short, the Regulations). The applicant RP has also sought for other relief which are stated as under :-

- a) To pass an order approving the resolution plan submitted by Twin Star Technologies Limited in respect of the Corporate Debtors above named under Section 31 (1) of the Code and declare that the same is binding on the Corporate Debtors, its employees, members, creditors, guarantors and other stakeholders involved in the Resolution Plan; and/or*
- b) Pass such other order/orders as this Hon'ble Tribunal may deem fit and proper in the facts and circumstances of the case.*

2. The brief facts of the present case those are relevant for disposal of the present IA 196 of 2021 in (CP No. 02 of 2018) maybe stated as under :-

- i) This Adjudicating Authority vide its order dated 08.08.2019 passed in IB petition filed by the State Bank of India on behalf of the lenders passed a Consolidated Order directing the initiation of Corporate Insolvency Resolution Process (CIRP) of the 13 Group entities of Corporate Debtor and appointed Mr. Mahender Khandelwal as the Interim Resolution Professional (IRP) of the said consolidated group entities.
- ii) Pursuant to the Consolidation Order, Mr. Mahender Khandelwal convened and conducted the first meeting of the CoC on 16.09.2019. The claims admitted by the RP in individual CIRP's of the Corporate Debtor were discussed and presented before the CoC. Further in the said meeting the CoC also replaced Mr. Mahender Khandelwal being the RP with the Applicant as the RP of the Corporate Debtor.
- iii) Thereafter the applicant got published an Advertisement dated 11.10.2019 in Financial Express – All India Edition and in 8 different regional newspapers inviting the prospective resolution applicants to submit Expression of Interest (EoI) and Resolution Plans and stated 01.11.2019 as the last date of submission for EoI and 16.12.2019 as the last date for submission of Resolution Plan. The eligibility criteria for Prospective Resolution Applicants (PRA) was specified in the said invitation of EoI.
- iv) The Applicant prepared a virtual data room to enable the prospective resolution applications to conduct the due diligence. The Applicant uploaded the Information Memorandum (IM) dated 26.11.2019, on the virtual data room and submitted to the CoC members. The Applicant also uploaded other relevant data of the Corporate Debtors and a Request For the Resolution Plan (“RFRP”) which included evaluation matrix, timelines for submission of resolution plans, formats for the purpose of

submission of resolution plans and other relevant terms. The RFRP, was further amended to 5<sup>th</sup> February, 2020.

- v) The Applicant submits that the last date for submission of EoI was 11.11.2019. The last date for submission of resolution plans by prospective resolution applicants was also extended up to 26.12.2020. The revised Form G was published on 01.11.2019 in Financial Express – All India Edition and in 8 (eight) different regional newspapers.
- vi) Subsequently, the prospective resolution applicants sought a further extension of the last date for submission of resolution plans. In the 6<sup>th</sup> CoC meeting held on 24.12.2019, the Applicant received the requests from the prospective resolution applicants to maximise the value of the Corporate Debtor, hence the CoC decided to extend the last date for submission of resolution plans and extended the last date to 15.01.2020.
- vii) As the Corporate Debtor holds some prime real estate assets, the prospective resolution applicants were attracted with a view to maximise the value of assets of the Corporate Debtors. In view of this the Applicant decided to float further corrigendum advertisements to attract a variety of prospective resolution applicants and additional investors so as to ensure the insolvency resolution and rehabilitation of the Corporate Debtors and the due date for submission of bids was further extended till 31.01.2020 by the CoC in its 7<sup>th</sup> CoC meeting held on 15.01.2020.
- viii) A corrigendum advertisement to invite further prospective resolution applicants in addition to the existing resolution applicants was published on 18.01.2020 in Economic Times and Times of India – All India Editions.
- ix) In the 8<sup>th</sup> CoC meeting held on 31.01.2020, the RFRP was revised and amended on 05.02.2020 to incorporate provisions for submission of resolution plans for either: (i) specific

assets/business verticals of one or more Corporate Debtors as per the 4 (four) business segments of the Corporate Debtors being or (ii) consolidated resolution plan for all or a collection of the Corporate Debtors. The RFRP also stated the prerequisite wherein in the event any resolution applicant submits a resolution plan only for a specific asset(s)/business of one or more Corporate Debtors, such a resolution applicant is required to provide for the treatment of the remaining asset(s)/business vertical(s) of the Corporate Debtors, in the resolution plan. Non-provision of the said treatment for the remaining asset(s)/business by such a resolution applicant was considered a ground for declaring that particular resolution plan as non-responsive and also the plan may be accepted/rejected by the CoC in its sole and absolute discretion.

- x) On account of the outbreak of the Covid-19 pandemic and the consequent lockdown imposed by the Government of India and the Government of State of Maharashtra the prospective resolution applicants faced various difficulties in conducting site visits and completing the required due diligence. This further led to requests from various prospective resolution applicants for extension of timelines for submission of the resolution plans. In light of the various requests received from the prospective resolution applicants, the timelines for submission of resolution plans were further extended vide various corrigenda which are listed hereunder :-

CoC Meeting	Date of the CoC meeting	Date of publication of the corrigendum	Last date for submission of resolution plan
8 <sup>th</sup>	31.01.2020	05.02.2020	16.03.2020
9 <sup>th</sup>	16.03.2020	26.03.2020	16.04.2020
10 <sup>th</sup>	15.04.2020	27.04.2020	30.05.2020
11 <sup>th</sup>	28.052020	03.06.2020	26.06.2020
12 <sup>th</sup>	29.06.2020	06.07.2020	27.07.2020
13 <sup>th</sup>	29.07.2020	04.08.2020	19.08.2020

14 <sup>th</sup>	14.08.2020	20.08.2020	31.08.2020
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- xi) Meanwhile, in the 15<sup>th</sup> CoC meeting held on 02.09.2020, the Applicant informed the members of the CoC of the proposal of Mr. V.N. Dhoot of restructuring of domestic assets and was asked to share the proposal to all the CoC members.
- xii) In compliance with the final date for receipt of resolution plans as approved by the CoC, 11 (eleven) resolution applicants submitted their resolution plans by 31<sup>st</sup> August, 2020 and were opened before the members of CoC in 15<sup>th</sup> CoC meeting. At the same meeting, the Applicant informed the CoC regarding the receipt of the valuation report. As stated in the valuation reports, the fair value of the Corporate Debtors **was Rs. 4069.95 Crores** whereas the liquidation value was **Rs. 2568.13 Crores.**
- xiii) At the 16<sup>th</sup> meeting of the CoC held on 07.09.2020, the members of the CoC, for the sake of administrative convenience, agreed to form a core consultative committee comprising of the representatives of the CoC members for the purpose of conducting further discussions and negotiations with the resolution applicants in relation to their resolution plans.
- xiv) Further 11 resolution plans were received from the resolution applicants and was reviewed by the Applicant and the CoC. The resolution applicants were called upon to discuss and negotiate the resolution plans. In the 17<sup>th</sup> CoC meeting held on 23.09.2020, the date for submission of the revised resolution plans by the resolution applicants was determined to be 03.10.2020, extended to 10.10.2020 and thereafter till 15.10.2020. Thereafter giving various opportunities to the Resolution applicants, in the 19<sup>th</sup> CoC meeting held on 11.11.2020, the Applicant concluded **that 2 of the resolution plans of V-Shape Investment Management Limited; and Twin Star Technologies Limited** were compliant with the mandatory



provisions of the Code. During the 19<sup>th</sup> CoC Meeting, the feasibility and viability of the Compliant Resolution Plans were considered by the CoC and the Plan of **Twin Star Technologies Limited** was **approved by the CoC with a vote of 95.09%.**

3. The Applicant submitted that the Compliance Certificate in Form- H under Regulation 39(4) of the Regulations showing the compliances of the Plan as mandatorily required under the Code and Regulations and that the Plan had been approved by the CoC is reproduced as under :-

**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, Abhijit Guhathakurta, an insolvency professional registered with the Board with registration number IBBI/IPA-003/IP-N000103/2017-2018/11158, am the resolution professional for the consolidated corporate insolvency resolution process (“**CIRP**”) of 13 Videocon Group Companies (“**CDs**”/ “**Corporate Debtors**”) as listed in column 2 of Annexure A.

2. The details of the CIRP are as under:

Sl. No.	Particulars	Description
1	Name of the CD	13 Videocon Group Companies as listed in column 2 of Annexure A
2	Date of Initiation of CIRP	Refer column 3 of Annexure A
3	Date of Appointment of IRP	Refer column 4 of Annexure A
4	Date of Publication of Public Announcement	Refer column 5 of Annexure A
5	Date of Constitution of CoC	Refer column 6 of Annexure A for the individual CIRPs of the CDs
6	Date of First Meeting of CoC	Refer column 7 of Annexure A
	Date of First Meeting of the consolidated CoC	September 16, 2019
7	Date of Appointment of RP	Refer column 8 of Annexure A Refer column 8 of Annexure A
	Date of Appointment of RP for the consolidated CIRP of the CDs	August 8, 2019 for Mr. Mahender Khandelwal; and September 25, 2019 for the Mr. Abhijit Guhathakurta
8	Date of Appointment of Registered Valuers	Appointed on November 1, 2019, pursuant to the approval of the CoC meeting held on October 24, 2019
9	Date of Issue of Invitation for EoI	October 11, 2019 (Amended and re-published on November 1, 2019)
10	Date of Final List of Eligible Prospective Resolution Applicants	December 6, 2019*
11	Date of Invitation of Resolution Plan	October 11, 2019 (Amended and re-published on November 1, 2019)
12	Last Date of Submission of Resolution Plan	August 31, 2020
13	Date of Approval of Resolution Plan by CoC	December 11, 2020

14	Date of Filing of Resolution Plan with Adjudicating Authority	December 15, 2020
15	Date of Expiry of 180 days of CIRP	February 4, 2020 Refer to Annexure B
16	Date of Order extending the period of CIRP	January 28, 2020 <sup>1</sup>
17	Date of Expiry of Extended Period of CIRP	February 13, 2021 Refer to Part C of Annexure B
18	Fair Value	INR 4,069.95 crores
19	Liquidation value	INR 2,568.13 crores
20	Number of Meetings of CoC held	Refer column 9 of Annexure A for the individual CIRPs of the CDs
	Number of Meetings of CoC held for the consolidated CIRP of the CDs	19 meetings

The Provisional List of Resolution Applicants and the Final List of Resolution Applicants were released pursuant to the Invitation for Expression of Interest dated October 11, 2019 (Revised on November 1, 2019). However, given the complexities involved in the resolution plan process, being the first consolidated corporate insolvency resolution process, considering varying levels of interests in specific/ individual asset categories and the consolidated assets of the CDs, and with a view to ensure wider participation from prospective resolution applicants, there was a corrigendum advertisement published on January 18, 2020, pursuant to approval of the CoC accorded at the 7<sup>th</sup> meeting held on January 15, 2020, further inviting all interested prospective resolution applicants to submit resolution plans.

3. I have examined the Resolution Plan received from the Resolution Applicant, i.e. Twin Star Technologies Limited and approved by Committee of Creditors (CoC) of the CDs.

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, **Twin Star Technologies 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 and the order for consolidation passed by the Hon’ble National Company Law Tribunal, Mumbai dated August 8, 2020 (“**Consolidation Order**”)\*. The Resolution Plan has been approved by 95.09% of voting share of financial creditors after considering its feasibility and viability and other requirements specified by the CIRP Regulations.
- (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 of the CIRP Regulations

\*A copy of the Consolidation Order has been annexed herewith as Annexure E. Also refer to Part B of Annexure B.

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

S. No.	Name of Creditor	Voting Share (%)	Voting for Resolution Plan (Voted for / Dissented / Abstained)
1.	State Bank of India	18.05%	Voted for
2.	IDBI Bank	16.06%	Voted for
3.	Union Bank of India + Corporation Bank + Andhra Bank	9.07%	Voted for
4.	Central Bank of India	8.43%	Voted for
5.	Bank of Baroda + Vijaya Bank + Dena Bank	6.93%	Voted for
6.	ICICI Bank	5.47%	Voted for
7.	Punjab National Bank + Oriental Bank of Commerce + United Bank of India	5.02%	Voted for

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<sup>1</sup> NCLT, Mumbai, vide its order dated January 28, 2020 granted an extension of 90 days for the consolidated CIRP by way of which the consolidated CIRP was extended, whereby the last date for the consolidated CIRP was extended from February 4, 2020 to May 4, 2020.

8.	Indian Bank+ Allahabad Bank	4.94%	Voted for
9.	EXIM Bank	3.83%	Voted for
10.	Bank of India	3.76%	Voted for
11.	Canara Bank	3.14%	Voted for
12.	Indian Overseas Bank	2.98%	Voted for
13.	Syndicate Bank	2.81%	Voted for
14.	LIC of India	2.35%	Voted for
15.	Bank of Maharashtra	1.97%	Dissented
16.	UCO Bank	1.78%	Voted for
17.	IFCI	1.03%	Dissented
18.	DB Trustees (Hongkong) Ltd	0.87%	Abstained
19.	Banco BPM Societa Per Azioni	0.50%	Abstained
20.	Yes Bank	0.23%	Abstained
21.	Federal Bank	0.17%	Voted for
22.	J & K Bank	0.15%	Voted for
23.	Morgan Securities & Credits Pvt Ltd	0.12%	Abstained
24.	Barclays Bank PLC	0.11%	Voted for
25.	Goldman Sachs International	0.064%	Abstained
26.	SIDBI	0.053%	Dissented
27.	Axis Bank	0.039%	Voted for
28.	ABG Shipyard Ltd	0.024%	Dissented
29.	Morgan Stanley & Co International PLC	0.013%	Abstained
30.	Nomura International PLC	0.010%	Abstained
31.	Followel Engineering Limited	0.0095%	Abstained
32.	Kothari Metals Limited	0.0052%	Abstained
33.	Hewlett Packard Financial Services (India) Pvt Ltd.	0.0021%	Abstained
34.	Latur Urban Co-operative Bank	0.00053%	Abstained
35.	Hind Filters Limited	0.00003%	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. Crores)

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)
1***	Secured Financial Creditors**	(a) Creditors not having a right to vote under sub-section (2) of section 21	N.A	N.A	N.A	N.A
		(b) Other than (a) above:	(b) 59,132.37	(b) 58,522.29	(i) 105.23## (ii) 2,779.05	(i) 4.56% (ii) 4.89%
		(i) who did not vote in favour of the resolution Plan##	(i) 2,308.07	(i) 2,306.63		
		(ii) who voted in favour of the resolution plan	(ii) 56,824.30	(ii) 56,215.66		
		Total[(a) + (b)]	59,132.37	58,522.29	2,884.28	4.88%
2***	Unsecured Financial Creditors	(a) Creditors not having a right to vote under sub-section (2) of section 21	N.A.	N.A.	N.A.	N.A.

		(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	(b) 3,511.75  (i) 987.92  (ii) 2,523.83	(b) 3,250.72 (i) 727.09 (ii) 2,523.63	(i) Nil##  (ii) 15.72	(i) Nil  (ii) 0.62%
		Total[(a) + (b)]	3,511.75	3,250.72	15.72	0.45%
3	Operational Creditors	(a) Related Party of Corporate Debtor	52.47	48.18	Nil	Nil
		(b) Other than (a) above:  (i) Government   (ii) Workmen & Employees   (iii) Other Operational Creditors	(b) 8,568.75  4,119.24  174.97  4,274.54	(b) 2,952.12  1,825.81  52.13  1,074.17	together with 3(b)(iii), 1052.02  together with 3(b)(i), 10	(i) 0.12% (ii) 29.73%  (iii) 0.12%
		Total[(a) + (b)]	8,621.23	3,000.3	62.02	0.72%
5	Other debts and dues	Other Creditors – Form F	168.41	165.32	Nil	Nil
Grand Total			71,433.75	64,938.63	2,962.02	4.15%

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

\*\* Financial Creditors having both secured and unsecured facilities have been considered as secured financial creditors for the purpose of this table.

\*\*\* The manner of distribution/ allocation of the amounts to be paid to the financial creditors under the Resolution Plan are subject to the distribution mechanism approved by the COC and consequent reconciliations in terms thereof.

Further, in terms of the Resolution Plan, the financial creditors who vote in favour of the resolution plan are to also be provided a total of 8% equity shareholding in VIL on a post money fully diluted basis. Further, the non-convertible debentures to be issued to the financial creditors, which remain outstanding, shall carry a coupon of 6.65% per annum payable annually.

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

##These are the estimated amounts basis the liquidation value derived as on the insolvency commencement date, and the amounts shall be determined at the time of payout in accordance with Section 30(2) and Section 30(4) of the Code.

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

Sl. No	Name of the Corporate Debtor	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	Videocon Industries Limited	Equity	33,44,58,875	NIL	100%	NIL
2	Value Industries Limited	Equity	3,91,85,675	NIL	100%	NIL
3	Electroworld Digital Solutions Limited	Equity	12,42,04,71,883	NIL	100%	NIL
4	Videocon Telecommunication Limited	Equity	8,00,00,00,000	NIL	100%	NIL
5	Applicomp India Limited	Equity	13,82,92,837	NIL	100%	NIL
6	Millennium Appliances India Limited	Equity	4,12,66,000	NIL	100%	NIL
7	PE Electronics Limited	Equity	1,24,95,000	NIL	100%	NIL
8	Techno Electronics Limited	Equity	13,24,75,000	NIL	100%	NIL
9	Techno Kart India Limited	Equity	16,12,40,000	NIL	100%	NIL
10	CE India Limited	Equity	70,107	NIL	100%	NIL

11	Century Appliances Limited	Equity	1,00,00,000	NIL	100%	NIL
12	Sky Appliances Limited	Equity	3,15,67,000	NIL	100%	NIL
13	Evans Fraser & Co. (India) Ltd.	Equity – Class A Equity Class B	4,97,500 12,500	NIL	100%	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.
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?	At Clause 3.14 of the Resolution Plan, the Resolution Applicant confirms that, inter alia, Resolution Applicant, is eligible under Section 29A of the Code to submit the Resolution Plan and will continue to be compliant with the said Section 29A for the CIRP period until the Closing Date.	Yes  The Resolution Applicant has provided the Affidavit confirming its eligibility under Section 29A. Furthermore, in furtherance of RPs duty of forming a <i>prima facie</i> opinion on eligibility of Resolution Applicant under Section 29A of the Code, Kroll, a professional agency, was engaged by the Resolution Professional to conduct a check on the eligibility of the Resolution Applicant under Section 29A of the Code and their connected persons. As per report shared by Kroll dated November 23, 2020, there were no adverse observations on the Resolution Applicant's eligibility under Section 29A of the Code. The said report by Kroll was shared with and presented to the CoC.
Section 30(1)	Whether the Resolution Applicant has submitted an affidavit stating that it is eligible?	An Affidavit dated October 8, 2020 confirming eligibility under Section 29A has been submitted by the Resolution Applicant.  Apart from the said affidavit, at Clause 3.14 of the Resolution Plan, the Resolution Applicant has declared that it is eligible to submit a resolution plan in accordance with Section 29A of the Code.	Yes  The Resolution Applicant has provided the Affidavit
Section 30(2)	Whether the Resolution Plan- (a) provides for the payment of insolvency resolution process costs?	Item-wise responses:  (a) Clause 3.2	Item-wise responses:  (a) Yes
	(b) provides for the payment to the operational creditors?	(b) Clause 3.3, 3.6	(b) Yes
	(c) provides for the payment to the financial creditors who did not vote in favour of the resolution plan?	(c) Clause 3.5	(c) Yes

	(d)provides for the management of the affairs of the corporate debtor?	(d) Clause 3.9, 3.11, 8 and 9	(d) Yes
	(e)provides for the implementation and supervision of the resolution plan?	(e) Clause 3.9, 3.11, 7, 9, 10, 11	(e) Yes
	(f)contravenes any of the provisions of the law for the time being in force?	(f) At Clause 3.12 of the Resolution Plan, the Resolution Applicant has declared that the Resolution Plan is not in contravention of the provisions of any Applicable Laws.	(f) Yes
Section 30(4)	Whether the Resolution Plan  (a) is feasible and viable, according to the CoC?	(a) Clause 5	Item-wise responses:  (a) Yes  The Resolution Plan has been determined to be feasible and viable by the CoC and CoC Process Advisor. Presentations in this regard were made by Dunn & Bradstreet on the techno-economic viability of the Resolution Plan and the CoC Process Advisor in the meeting of CoC dated November 11, 2020.
	(b) has been approved by the CoC with 66% voting share?	-	(b) Yes  The CoC with the help of the CoC Process Advisor has deliberated on the Resolution Plan at the 19 <sup>th</sup> meeting of the CoC held on November 11, 2020 and pursuant thereto, the CoC in the said meeting determined the Resolution Plan to be feasible and viable and after considering the above aspect, the Resolution Plan has been approved by the CoC by a voting percentage of <b>95.09 %</b> .
Section 31(1)	Whether the Resolution Plan has provisions for its effective implementation plan, according to the CoC?	Implementation Schedule (Clause 3.1, Annexure 2)  Effective Implementation (Clauses 7.1, 7.2, 3.11, 8, 9 and 11)	Yes  Yes, the Resolution Plan has been determined to be feasible and viable by the CoC and after considering the above aspect has been approved by the CoC by a voting percentage of 95.09%.
Regulation 35A	Where the resolution professional 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	-	Yes  However, please refer to Annexure D and Part D of Annexure B for further details on the avoidance applications and the timelines when they were filed.

	date, under intimation to the Board?		
Regulation 38 (1)	Whether the amount due to the operational creditors under the resolution plan has been given priority in payment over financial creditors?	Clause 3.3.1, 3.6.5	Yes
Regulation 38(1A)	Whether the resolution plan includes a statement as to how it has dealt with the interests of all stakeholders?	Clause 3.13	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?	In the executive summary of the Resolution Plan ( <i>at page no. 15</i> ) the Resolution Applicant has declared that neither the Resolution Applicant nor any of its related parties has 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.	Yes
Regulation 38(2)	Whether the Resolution Plan provides:	Item-wise responses:	Item-wise responses:
	(a) the term of the plan and its implementation schedule?	(a) Clause 10, 3.1, Annexure 2	(a) Yes
	(b) for the management and control of the business of the corporate debtor during its term?	(b) Clause 3.9, 3.11, 8 and 9	(b) Yes
	(c) adequate means for supervising its implementation?	(c) Clause 3.9, 9	(c) Yes
38(3)	Whether the resolution plan demonstrates that –	Item-wise responses:	Item-wise responses:
	(a) it addresses the cause of default?	(a) Clause 5	(a) Yes
	(b) it is feasible and viable?	(b) Clause 5	(b) Yes, determined by the CoC at the 19 <sup>th</sup> meeting held on November 11, 2020
	(c) it has provisions for its effective implementation?	(c) Clause 7.1, 7.2, 3.11, 8, 9 and 11	(c) Yes
	(d) it has provisions for approvals required and the timeline for the same?	(d) Clause 7.1 (7.1.1, 7.1.3) read with Clause 11.7	(d) Yes
	(e) the resolution applicant has the capability to implement the resolution plan?	(e) Independently verified by the CoC and the CoC Process Advisor	(e) Yes, determined by the CoC at the 19 <sup>th</sup> meeting held on November 11, 2020 and pursuant to the same the resolution plan was voted affirmatively by the CoC with a voting percentage of 95.09%.
39(2)	Whether the RP has filed applications in respect of transactions observed, found or determined by him?		Yes.  Applications under Section 43 of the Code have been filed before this Hon'ble Tribunal for Videocon Industries Limited, Value

			Industries Limited, CE India Limited and Century Appliance Limited;  An Application has been under Section 45 of the Code has been before this Hon'ble Tribunal for Century Appliance Limited; and  Applications under Section 66 of the Code have been filed before the Hon'ble Tribunal for Videocon Industries Limited, CE India Limited, and Evans Fraser & Co. (India) Limited.
Regulation 39(4)	Provide details of performance security received, as referred to in sub-regulation (4A) of regulation 36B.		<i>Guarantee No. 1637620FG0000731 dtd 15.12.2020</i> <i>BG Amount: INR 296,20,00,000.00</i>

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	The time period of 180 days for the consolidated CIRP, as per the Consolidation Order, commenced on August 8, 2019*.  Refer column 3 and column 4 of Annexure A for the individual CIRPs of the CDs
Regulation 6(1)	Publication of Public Announcement	T+3	Refer column 5 of Annexure A
Section 15(1)(c) /Regulation 12 (1)	Submission of Claims	T+14	Refer column 4 of Annexure C
Regulation 13(1)	Verification of Claims	T+21	Refer column 5 of Annexure C
Section 26(6A) / Regulation 15A	Application for Appointment of Authorised Representative, if necessary	T+23	Refer column 6 of Annexure C
Regulation 17(1)	Filing of Report Certifying Constitution of CoC	T+23	Refer column 7 of Annexure C
Section 22(1) and regulation 17(2)	First Meeting of the CoC	T+30	Refer to column 7 of Annexure A
	First Meeting of the consolidated CoC pursuant to the Consolidation Order		September 16, 2019
Regulation 35A	Determination of fraudulent and other transactions	T+115	Refer point 15 below
Regulation 27	Appointment of two Registered Valuers	T+47	Appointed on November 1, 2019 pursuant to the approval of the CoC meeting held on October 24, 2019
Regulation 36 (1)	Submission of Information Memorandum to CoC	T+54	November 26, 2019
Regulation 36A	Invitation of EoI	T+75	October 11, 2019 (Amended and republished on November 1, 2019)
	Publication of Form G	T+75	October 11, 2019 (Revised on November 1, 2019)
	Provisional List of Resolution Applicants	T+100	November 21, 2019#



	Final List of Resolution Applicants	T+115	December 6, 2019#
Regulation 36B	Issue of Request for Resolution Plan, which includes Evaluation Matrix and Information Memorandum to Resolution Applicants	T+105	RFRP dated November 26, 2019 (Revised on February 5, 2020)
Section 30(6) / Regulation 39(4)	Submission of CoC approved Resolution Plan	T+165	December 15, 2020
Section 31(1)	Approval of Resolution Plan	T+180	-

**\*Note:** As per the consolidation order dated August 8, 2019 of the NCLT, Mumbai Bench, a period of 180 days was granted for the consolidated CIRP from the date of the said order. The reasons for delay in abiding with the aforesaid indicative timelines provided for in Regulation 40A of the CIRP Regulations in its entirety has been detailed out and elaborated in the Part B and D of Annexure B of this Form H.

#The Provisional List of Resolution Applicants and the Final List of Resolution Applicants were released pursuant to the Invitation for Expression of Interest dated October 11, 2019 (Revised on November 1, 2019). However, given the complexities involved in the resolution plan process, being the first consolidated corporate insolvency resolution process, considering varying levels of interests in specific/ individual asset categories and the consolidated assets of the CDs, and with a view to ensure wider participation from prospective resolution applicants, there was a corrigendum advertisement published on January 18, 2020, pursuant to approval of the CoC accorded at the 7<sup>th</sup> meeting held on January 15, 2020, further inviting all interested prospective resolution applicants to submit resolution plans.

\*\*Also refer to Part D of Annexure B.

11. 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	Regulatory	The Competition Act, 2002	The Competition Commission of India	Prior to approval of the CoC.
2	Regulatory	RBI Regulations, applicable guidelines	Reserve Bank of India	Upon approval of the Resolution Plan by the NCLT.
3	Regulatory	Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and in terms of Clause 13.3 of the license agreement	Department of Telecommunications	As per the order of approval of the Resolution Plan by the NCLT.*
4	Regulatory	As per contractual terms of the Production Sharing Contract	Ministry of Petroleum and Natural Gas, all joint venture partners	As per the order of approval of the Resolution Plan by the NCLT.*

\* At Clause 11.7 of the Resolution Plan, it has been clarified that in the event of any approval/permission being required to be obtained by Resolution Applicant under the applicable laws pursuant to the NCLT order approving the Resolution Plan is expressly disallowed, the Resolution Applicant/ the Implementing Entity, shall procure such approval/permission, as may be necessary for the implementation of the Resolution Plan in accordance with Section 31(4) of the Code.

12. The Resolution Plan is subject to the following contingencies (Elaborate the contingencies):

- i. Obtaining approval of the NCLT in terms of Section 31 of the Code.  
Provided that in case of any variance by the NCLT which results in a change in the commercial and financial proposals under the Resolution Plan, thereby causing an increase in the liabilities imposed on the Implementing Entity, then such variance, change, revision, modification or amendment shall be binding upon the Implementing Entity only with the prior written and signed acceptance of the Resolution Applicant.
- ii. Procurement of other approvals as mentioned in Item No. 11 above.
- iii. Stay on the implementation of the Resolution Plan by any appellate court or tribunal, or any delays in obtaining delisting approval, the Implementing Entity and the Steering Committee shall ensure that the Closing Date (i.e. the date on which NCDs are issued to the Financial Creditors) is achieved within a period of 45 days from the NCLT Approval Date.

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):

Sl. No.	Deviation/Non-compliance observed	Section of the Code / Regulation No. / Circular No.	Reasons	Whether rectified or not
1	Deviations from certain model timelines under the Regulation 40A of the CIRP	Regulation 40A of the CIRP Regulations	Reasons have been detailed in Part D of	NA

	Regulations.		Annexure B	
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14. The Resolution Plan is being filed December 15, 2020 before the expiry of the period of CIRP provided in section 12 of the Code. Refer to Part C of Annexure B in this regard. It is further clarified that on account of notifications issued by the Government of India and Government of Maharashtra from time to time, the period of lockdown in the entire state of Maharashtra / containment zones has been extended till December 31, 2020. In light of the above, it is submitted that as the lockdown imposed by the Government of Maharashtra has not been removed as on the date of filing of this Form H, the CIRP period of the consolidated 13 Videocon Group Companies is ongoing.

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

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	February 10, 2020 for Value Industries Limited; February 10, 2020 for Century Appliance Limited; and February 11, 2020 for Videocon Industries Limited		Applications in this regard have been filed before the Hon'ble Tribunal in the CIRP of Videocon Industries Limited, Value Industries Limited, and Century Appliance Limited.
2	Undervalued transactions under section 45	February 10, 2020 for Century Appliance Limited		Applications in this regard have been filed before the Hon'ble Tribunal in the CIRP of Century Appliance Limited.
3	Extortionate credit transactions under section 50	NA	NA	NA
4	Fraudulent transactions under section 66	February 3, 2020 for CE India Limited; February 10, 2020 for Videocon Telecommunications Limited; February 11, 2020 for Videocon Industries Limited; September 1, 2020 for Evans Fraser & Co. (India) Ltd.		Applications in this regard have been filed before the Hon'ble Tribunal in the CIRP of Videocon Industries Limited, CE India Limited, Videocon Telecommunications Ltd., and Evans Fraser & Co. (India) Ltd.

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

- Estimated liquidation cost: Refer to note below
- Estimated liquid assets available: Refer to note below
- Contributions required to be made: Refer to note below
- Financial creditor wise contribution is as under: Refer to note below

Note: The same was discussed at the 19<sup>th</sup> meeting of the CoC dated November 11, 2020, wherein the RP Chair appraised the CoC members that the consolidated CDs has sufficient cash balance to meet the consolidated liquidation costs. The CoC members concurred, took note of the same and it was decided that there may not be a requirement to vote on this agenda as there is no shortfall expected.

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

- Sale of corporate debtor as a going concern: Yes / No
- Sale of business of corporate debtor as a going concern: Yes / No

Note: The CoC members had deliberated during the 19<sup>th</sup> meeting of the CoC dated November 11, 2020, to discuss the liquidation agenda items in a subsequent meeting, in the event liquidation of the CDs becomes imminent for any reason. Since the Resolution Plan is approved by CoC with voting percentage of 95.09 %, no discussions were considered necessary on this matter.

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

Note: The CoC members had deliberated during the 19<sup>th</sup> meeting of the CoC dated November 11, 2020, to discuss the liquidation agenda items in a subsequent meeting, in the event liquidation of the CDs becomes imminent for any reason. Since the Resolution Plan is approved by CoC with voting percentage of 95.09 %, no discussions were considered necessary on this matter.

16. I Abhijit Guhathakurta 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.

Name of the Resolution Professional: Abhijit Guhathakurta  
IP Registration No: IBBI/IPA-003/IP-N000103/2017-2018/11158  
Address as registered with the Board: Flat No. 701, A Wing, Satyam Springs, CTS No.272A/2/1, Off BSD Marg, Deonar, Mumbai- 400088  
Email id as registered with the Board: [aguhat@hotmail.com](mailto:aguhat@hotmail.com)

Annexure A

List of 13 Videocon Group Companies

S . N o .	Name of Videocon Group Company	Insolvency Commencement Date	Date of Appointment of the IRP	Date of Publication of Public Announcement	Date of Constitution of CoC	Date of First Meeting of CoC	Date of Appointment of RP	Number of Meetings of CoC held##
1.	Videocon Telecommunications Limited	June 11, 2018	June 11, 2018	June 13, 2018	June 29, 2018	July 6, 2018	July 10, 2018	5
2.	Electroworld Digital Solutions Ltd	August 30, 2018	August 30, 2018	September 8, 2018	September 28, 2018	Oct 6, 2018	Oct 10, 2018	5
3.	Value Industries Ltd.	August 30, 2018	August 30, 2018	September 9, 2018	September 28, 2018	Oct 3, 2018	Oct 6, 2018	8
4.	Evans Fraser & Co. (India) Ltd.	August 30, 2018	August 30, 2018	September 8, 2018	September 28, 2018	Oct 6, 2018	Oct 10, 2018	5
5.	CE India Ltd.	September 14, 2018	September 14, 2018	September 17, 2018	October 6, 2018	Oct 15, 2018	Oct 20, 2018	5
6.	Videocon Industries Limited	June 6, 2018	June 6, 2018	June 9, 2018	June 29, 2018	July 6, 2018	July 10, 2018	6
7.	Millennium Appliances (India) Ltd.	August 31, 2018	August 31, 2018	September 7, 2018	September 28, 2018	Oct 6, 2018	Oct 10, 2018	5
8.	SKY Appliances Ltd.	August 31, 2018	August 31, 2018	September 12, 2018	Sep 28, 2018	Oct 8, 2018	Oct 11, 2018	6
9.	PE Electronics Ltd.	August 31, 2018	August 31, 2018	September 9, 2018	Sep 29, 2018	Oct 6, 2018	Oct 9, 2018	6
10.	Techno Electronics Ltd.	August 31, 2018	August 31, 2018	September 9, 2018	Sep 29, 2018	Oct 6, 2018	Oct 9, 2018	6
11.	Applicomp India Ltd.	September 25, 2018	September 25, 2018	September 29, 2018	Oct 19, 2018	Oct 26, 2018	Oct 31, 2018	4
12.	Techno Kart India Ltd.	September 25, 2018	September 25, 2018	September 30, 2018	Oct 20, 2018	Oct 26, 2018	Oct 30, 2018	4
13.	Century Appliances Ltd.	September 25, 2018	September 25, 2018	September 28, 2018	October 22, 2018	Oct 25, 2018	Oct 30, 2018	6

###Since the CoCs for the individual Videocon Group Companies were constituted by the respective erstwhile resolution professionals, the information pertaining to the number of meetings held is based on the data made available by the erstwhile resolution professionals.

Annexure B

Consolidation of CIRP of 13 Videocon Group Companies and the period of CIRP

Part A: Admission into CIRP

- On account of various defaults committed by:
- (i) Videocon Telecommunications Limited
  - (ii) KAIL Limited (“**KAIL**”);
  - (iii) Electroworld Digital Solutions Limited (“**Electroworld**”);
  - (iv) Value Industries Limited (“**Value**”);
  - (v) Evans Fraser and Co. (India) Limited (“**Evans**”);
  - (vi) Millennium Appliances India Limited (“**Millennium**”);
  - (vii) Sky Appliances Limited (“**Sky**”);
  - (viii) PE Electronics Limited (“**PE**”);
  - (ix) Techno Electronics Limited (“**Techno**”);
  - (x) Trend Electronics Limited (“**Trend**”);
  - (xi) Applicomp (India) Limited (“**Applicomp**”);
  - (xii) Techno Kart India Limited (“**Techno Kart**”);
  - (xiii) Century Appliances Limited (“**Century**”); and
  - (xiv) CE India Limited (“**CE India**”).

to their financial creditors, including the State Bank of India (“SBI”), an application under Section 7 of the Code was filed by SBI against each of the aforementioned companies. The respective applications were admitted by this Hon’ble Tribunal on the dates specified in column 3 of Annexure A above and their respective CIRPs were commenced in accordance with the provisions of the Code. Basis the individuals order of admission into CIRP, the NCLT had appointed interim resolution professionals for each of the Corporate Debtors, who were thereafter confirmed as resolution professionals by the respective committee of creditors of the concerned Corporate Debtors. The CIRP was undertaken as per the provisions of the Code and the CIRP Regulations for a period of roughly one year respectively.

### **Part B: Consolidation**

Subsequently, SBI had filed an application for substantive consolidation (being Miscellaneous Application No. 1306 of 2018) before this Hon’ble Tribunal. Mr. Venugopal N. Dhoot also filed an application for substantive consolidation (being Miscellaneous Application No. 1416 of 2018) before this Hon’ble Tribunal. This Hon’ble Tribunal, vide its order dated August 8, 2019 (“**Consolidation Order**”) partially allowed SBI’s application and directed:

- (i) consolidation of Corporate Debtors out of the 15 Videocon group companies, namely VIL, VTL, Value, Evans, Millennium, Sky, PE, CE India, Techno, Techno Kart, Century, Applicomp and Electroworld; and
- (ii) CIRP of KAIL and Trend to be run independently.

The Consolidation Order granted a period of 180 days from the date of the order itself, i.e. August 8, 2019. The relevant portion of the Consolidation Order has been reproduced below for ready reference:

*“for the purpose of calculation of 180 days as prescribed U/s 12 of I&B Code the corporate insolvency resolution process should be completed within 180 days from the date of this order.”*

Vide the Consolidation Order, the NCLT appointed Mr. Mahender Khandelwal as the resolution professional of the consolidated CIRP. Mr. Mahender Khandelwal took over the data and information available with the respective erstwhile resolution professional of the individual CIRPs of the 13 Corporate Debtors, on an as is where is basis.

Pursuant to the Consolidation Order, the first meeting of the consolidated committee of creditors of the Corporate Debtors (“CoC”) was held on September 16, 2019. In the voting conducted during and pursuant to the said meeting, the CoC voted, with the requisite majority required under the Code, for the replacement of Mr. Mahender Khandelwal with Mr. Abhijit Guhathakurta, the Applicant herein, as the resolution professional for the Corporate Debtors (“**Resolution Professional**”). Accordingly, this Hon’ble Tribunal vide its order dated September 25, 2019, as published on September 27, 2019, approved the appointment of the Applicant herein as the RP of the Corporate Debtors. Upon receipt of the Appointment Order, the Resolution Professional took over the management of the Corporate Debtors along with all available information, documents and data pertaining to the CIRP of the Corporate Debtors from Mr. Mahender Khandelwal on an as is where is basis.

### **Part C: Period of the Consolidated CIRP**

#### **Extension order by the NCLT**

The 180 days period for the consolidated CIRP was to expire on February 4, 2020. However, the Hon’ble Tribunal, vide its order dated January 28, 2020 was pleased to grant an extension of 90 days for the consolidated CIRP by way of which the consolidated CIRP was extended till May 4, 2020.

#### **Impact of Covid-19 on consolidated CIRP of the Corporate Debtors**

Due to the outbreak of Covid-19, the Hon’ble National Company Law Appellate Tribunal (“NCLAT”), in terms of the order dated March 30, 2020 in Company Appeal (AT) (Insolvency) No. 01 of 2020, ordered that the period of lockdown ordered by the Central Government and the State Governments including the period as may be extended either in whole or part of the country, where the registered office of the corporate debtor may be located, shall be excluded for the purpose of counting of the period for the CIRP under Section 12 of the Code, in all cases where CIRP has been initiated and pending before any bench of the Hon’ble NCLT or in appeal before the Hon’ble NCLAT. The relevant portion of the NCLAT order has been reproduced for ready reference:

**“the period of lockdown ordered by the Central Government and the State Governments including the period as may be extended either in whole or part of the country, where the registered office of the Corporate Debtor may be located, shall be excluded for the purpose of counting of the period for ‘Resolution Process under Section 12 of the Insolvency and Bankruptcy Code, 2016, in all cases where ‘Corporate Insolvency Resolution Process’ has been initiated and pending before any Bench of the National Company Law Tribunal or in Appeal before this Appellate Tribunal.”**

On account of March 30, 2020 order of the Hon’ble NCLAT, read with various notifications from Government of India and Government of Maharashtra extending lockdown in the entire state/containment zones, due to exclusions in CIRP period of Corporate Debtors, the CIRP period of Corporate Debtors is ending on February 13, 2021. A copy of the March 30, 2020 order of the Hon’ble NCLAT has been annexed herewith as Exhibit 1.

#### **Calculation of the timelines for the consolidated CIRP of the Corporate Debtors**

Sr. No.	Order	Impact	Last date of CIRP
1.	Order of the NCLT dated August 8, 2020 consolidating the CIRP of the Corporate Debtors	180 days granted for the consolidated CIRP from the date of the order	February 4, 2020
2.	Extension order by the NCLT dated January 28, 2020	Extension of 90 days granted for the consolidated CIRP	May 4, 2020
3.	Order of the Government of Maharashtra dated March 23, 2020 imposing a lockdown from March 22, 2020	Lockdown on account of Covid-19 imposed for till March 31, 2020	May 14, 2020
4.	Order of the Ministry of Home Affairs, Government of India dated March 24, 2020 extending the lockdown	Lockdown on account of Covid-19 extended for a period of 21 days, i.e. till April 15, 2020	May 29, 2020
5.	Order of the Government of Maharashtra dated April 14, 2020 extending the lockdown	Lockdown on account of Covid-19 imposed till May 3, 2020.	June 16, 2020
6.	Order of the Government of Maharashtra dated May 2, 2020 extending the lockdown	Lockdown on account of Covid-19 extended till May 17, 2020	June 30, 2020
7.	Order of the Government of Maharashtra dated May 17, 2020 extending the lockdown	Lockdown on account of Covid-19 extended till May 31, 2020	July 14, 2020
8.	Order of the Government of Maharashtra dated May 31, 2020 extending the lockdown	Lockdown on account of Covid-19 extended till June 30, 2020	August 13, 2020
9.	Order of the Government of Maharashtra dated June 29, 2020 extending the lockdown	Lockdown on account of Covid-19 extended till July 31, 2020	September 13, 2020
10.	Order of the Government of Maharashtra dated July 29, 2020 extending the lockdown	Lockdown on account of Covid-19 extended till August 31, 2020	October 14, 2020
11.	Order of the Government of Maharashtra dated August 31, 2020 extending the lockdown	Lockdown on account of Covid-19 extended till September 30, 2020	November 13, 2020
12.	Order of the Government of	Lockdown on account of	December 14,

	Maharashtra dated September 30, 2020 extending the lockdown	Covid-19 extended till October 31, 2020	2020
13.	Order of the Government of Maharashtra dated October 29, 2020 extending the lockdown	Lockdown on account of Covid-19 extended till November 30, 2020	January 13, 2021
14.	Order of the Government of Maharashtra dated November 27, 2020 extending the lockdown	Lockdown on account of Covid-19 extended till December 31, 2020	February 13, 2021

**Part D: Delays in adhering to the model timelines for the corporate insolvency resolution process as per Regulation 40A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016**

It may be noted here that there have been delays in the conduct of consolidated CIRP of the Corporate Debtors qua the model timelines prescribed under Regulation 40A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (“**CIRP Regulations**”).

In this regard, it may be noted that the present matter of the consolidated CIRP of Corporate Debtors is a large and complex matter. There have been several complexities which have been faced and dealt with by the Resolution Professional. The Resolution Professional has faced unique challenges in conducting the present consolidated CIRP of Corporate Debtors, resulting in variance with the model timelines prescribed under Regulation 40A of the CIRP Regulations.

It is highlighted that model timelines provided in Regulation 40A of the CIRP Regulations are directory in nature and are not required to be mandatorily adhered to. This is an established position of law which has been upheld by the Courts and Tribunals in several occasions. It may be noted that the Hon’ble Supreme Court has, in multiple decisions, has observed that the timelines prescribed in the Regulation CIRP Regulations are directory in nature and not mandatory (*Re: Brilliant Alloys v. S. Rajagopal & Ors.*, etc.).

**Annexure C**

**CIRP timelines of 13 Videocon Group Companies**

Also refer to Part D of Annexure B

S.No.	Name of Videocon Group Company	Insolvency Commencement Date	Submission of Claims***	Verification of Claims***	Application for Appointment of Authorised Representative, if necessary	Filing of Report Certifying Constitution of CoC
		(ICD)	(ICD+14)	(ICD+21)	(ICD+23)	(T+23)
		Section 16(1)	Section 15(1)(c) /Regulation 12 (1)	Regulation 13(1)	Section 26(6A) / Regulation 15A	Regulation 17(1)
1.	Videocon Telecommunications Limited	June 11, 2018			Not applicable	June 29, 2018
2.	Electroworld Digital Solutions Ltd	August 30, 2018			Not applicable	September 28, 2018
3.	Value Industries Ltd	August 30, 2018			Not applicable	September 28, 2018
4.	Evans Fraser & Co. (India) Ltd	August 30, 2018			Not applicable	September 28, 2018
5.	CE India Ltd	September 14, 2018			Not applicable	October 6, 2018
6.	Videocon Industries Limited	June 6, 2018			Not applicable	June 29, 2018
7.	Millennium Appliances (India) Ltd	August 31, 2018			Not applicable	September 28, 2018

<b>8.</b>	<b>SKY Appliances Ltd</b>	August 31, 2018			Not applicable	Sep 28, 2018
<b>9.</b>	<b>PE Electronics Ltd</b>	August 31, 2018			Not applicable	Sep 29, 2018
<b>10.</b>	<b>Techno Electronics Limited</b>	August 31, 2018			Not applicable	Sep 29, 2018
<b>11.</b>	<b>Applicomp India Ltd</b>	September 25, 2018			Not applicable	Oct 19, 2018
<b>12.</b>	<b>Techno Kart India Ltd</b>	September 25, 2018			Not applicable	Oct 20, 2018
<b>13.</b>	<b>Century Appliances Ltd</b>	September 25, 2018			Not applicable	October 22, 2018

\*\*\* The dates in relation to the requisite entries are not available with the Resolution Professional as the concerned activities were conducted by the respective erstwhile resolution professionals of the respective Corporate Debtors. The reasons for delay in abiding with the aforesaid indicative timelines provided for in Regulation 40A of the CIRP Regulations has been detailed out and elaborated in the Part B and D of Annexure B of this Form H.

Details of the avoidance applications

1. For Videocon Industries Limited, on the basis of a transaction audit report dated January 20, 2020 submitted by PricewaterhouseCoopers Private Limited and I have independently corroborated and formed a view that the suspended/ erstwhile directors/ personnel indulged in certain preferential and fraudulent transactions, which were detrimental to Videocon Industries Limited and its creditors, which in my view are preferential and fraudulent under Section 43 and 66 of the Code.

An application was filed before this Hon’ble Tribunal Mumbai seeking avoidance of such transactions.

2. For Videocon Industries Limited, on the basis of a transaction audit report dated January 20, 2020 submitted by PricewaterhouseCoopers Private Limited and I have independently corroborated and formed a view that the suspended/ erstwhile directors/ personnel indulged in certain preferential and fraudulent transactions, which were detrimental to Videocon Industries Limited and its creditors, which in my view are preferential and fraudulent under Section 43 and 66 of the Code.

An application was filed before this Hon’ble Tribunal Mumbai seeking avoidance of such transactions.

3. For Value Industries Limited, on the basis of a transaction audit report dated February 1, 2020 submitted by Batliboi & Purohit and I have independently corroborated and formed a view that the suspended/ erstwhile directors/ personnel indulged in certain preferential transactions, which were detrimental to the Value Industries Limited and its creditors, which in my view are preferential under Section 43 of the Code.

An application was filed before this Hon’ble Tribunal Mumbai seeking avoidance of such transactions.

4. For Century Appliance Limited, on the basis of a transaction audit report dated February 1, 2020 submitted by Batliboi & Purohit and I have independently corroborated and formed a view that the suspended/ erstwhile directors/ personnel indulged in certain preferential and undervalued transactions, which were detrimental to the Century Appliance Limited and its creditors, which in my view are preferential and undervalued under Section 43 and 45 of the Code.

An application was filed before this Hon’ble Tribunal Mumbai seeking avoidance of such transactions.

5. For CE India Limited, on the basis of a transaction audit report dated January 22, 2020 submitted by Haribhakti & Co. LLP and I have independently corroborated and formed a view that the suspended/ erstwhile directors/ personnel indulged in certain fraudulent transactions, which were detrimental to the CE India Limited and its creditors, which in my view are fraudulent under Section 66 of the Code.

An application was filed before this Hon’ble Tribunal Mumbai seeking avoidance of such transactions.

6. For Evans Fraser & Co. (India) Limited, on the basis of a transaction audit report dated July 23, 2020 submitted by N V Dand & Associates and I have independently corroborated and formed a view that the suspended/ erstwhile directors/ personnel indulged in certain fraudulent transactions, which were detrimental to the Evans Fraser & Co. (India) Ltd and its creditors, which in my view are fraudulent under Section 66 of the Code.

An application was filed before this Hon’ble Tribunal Mumbai seeking avoidance of such transactions.

7. For Videocon Telecommunications Limited, on the basis of a transaction audit report dated January 23, 2020 submitted by PricewaterhouseCoopers Private Limited, I have independently corroborated and formed a view that the suspended/ erstwhile directors/ personnel indulged in certain fraudulent transactions, which were detrimental to Videocon Telecommunications Limited and its creditors, which in my view are fraudulent under Section 66 of the Code.

An application was filed before this Hon’ble Tribunal Mumbai seeking avoidance of such transactions.

4. The salient features of the Resolution Plan as recorded in the sixth meeting are stated hereunder :-

(in Crores)

S. No.	Type of Creditor	Amount Claimed	Amount admitted	Amount provided for in the Resolution Plan	Percentage of amount provided from amount claimed
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1.	Secured Financial Creditor (Assenting)	56,824.30	56,215.66	2779.05	4.89 %
2.	Secured Financial Creditor (Dissenting)	2,308.07	2,306.63	105.23 (estimated amounts basis the liquidation value derived on the CIRP commencement date and the amounts shall be determined at the time of the payout in accordance with Section 30(2) and Section 30(4) of the Code.)	4.56%
3.	Unsecured Financial Creditor (Assenting)	2,523.83	2523.63	15.72	0.62%
4.	Unsecured Financial Creditor (Dissenting)	987.92	727.09	Nil (Estimated amounts basis the liquidation value derived on the CIRP commencement date and the amounts shall be determined at the time of the payout in accordance with Section 30(2) and Section 30(4) of the Code.)	Nil
5.	Operational Creditors	8621.23	3003.3	62.02	0.72%
6.	Other debts and dues	168.41	165.32	NIL	NIL

### **FINANCIAL OUTLAY UNDER THE RESOLUTION PLAN**

<b>Sr. No.</b>	<b>Nature of Payment / Class of Creditors</b>	<b>Total amount/ Claim amount verified and admitted</b>	<b>Payments proposed under the Resolution Plan</b>	<b>Manner of Payment proposed</b>
1.	CIRP Costs	As determined on actuals	As determined at actuals in accordance with Section 5 (13) of the Code and Regulation 31 of the CIRP Regulations	From available cash flows, and in the event of a shortfall, the Implementing Entity will infuse funds by way of equity or convertible securities or subordinate convertible loans or any other appropriate means to make such payments in full and in priority
2.	<b>Financial Creditors</b>	<b>Rs. 61,773 crores</b>	Rs. 200 crores + Rs. 2700 crores worth of NCD's (carrying a coupon of 6.65%)+ Cash Balances available + 8% Equity Shares	Upfront Payment of INR 200 crores, out of which INR 2 crores shall form part of the litigation corpus.  Issuance of NCDs of the aggregate face value of Rs. 2,700 crore. NCDs will be redeemable in 5 instalments - the first instalment of Rs. 200

			<p>crore will become due 25 months from the Closing Date, the second instalment of Rs. 625 crores will be due 3 years from the Closing Date, the third instalment of INR 625 crores shall be due 4 years from Closing Date, the fourth instalment of INR 625 crore would become due 5 years from Closing Date and the fifth instalment of INR 625 crore would become due 6 years from Closing Date. The outstanding NCDs shall carry a coupon of 6.65% annually payable.</p> <p>Subsequent to payment of CIRP Costs, cash balances available on the Plan Effective Date shall accrue to the financial creditors.</p> <p>Post implementation of the Resolution Plan, the</p>
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				financial creditors (except the dissenting financial creditors) will receive 8% of equity holding in VIL, on a post money fully diluted basis.
3.	Workmen and Employees	Admitted workmen dues INR 13.5 crores  Admitted employees / non workmen dues INR 38.5 crores	Approx. Rs. 52 crores	Upfront cash payment pursuant to funds infused by the RA
4.	Operational Creditors (i.e. operational creditors and statutory creditors)	Rs. 1,178 crores (Operational) + Rs. 1,587.1 crores (Statutory)	INR 10 Crores (to be distributed proportionately among the operational and statutory dues)	Upfront cash payment pursuant to funds infused by the RA
5.	Related Parties	Rs 48.18 crores	NIL	N.A.
6.	Other Creditors	Not separately provided	NIL	N.A

**Treatment to the Dissenting Financial Creditors and the Priority Treatment –**

Dissenting FCs shall not be paid less than at least the amount payable to them in accordance with Section 53(1) of the Code in the event of the liquidation of the Corporate Debtors. As per Regulation 38(1)(b) of the CIRP Regulations, the Dissenting FCs shall be paid ( in cash ) their portion of the Upfront Payment before the assenting

- Dissenting FCs shall in any event be paid their portion of the upfront payment prior to the consenting FCs are paid their portion.
- NCDs issued to the Dissenting FCs shall be redeemed one day prior to the NCDs of the consenting Financial Creditors.
- In all circumstances and in any event it is clarified that the payment proposed to be made and the manner of making the said payment to the Dissenting Financial Creditor shall be made strictly as per Section 30(2)(b) of the Code read with Regulation 38(1)(b) of the CIRP Regulations.

## **SUBMISSION OF THE PERFORMANCE BANK GUARANTEE**

In furtherance of the letter of intent dated December 12, 2020 executed by Twin Star Technologies Limited, Twin Star Overseas Limited, one of the Group companies of TSTL and also the holding company of TSTL, submitted a financial guarantee of INR 296.2 crores, being guarantee No. 1637620F0000731 dated December 15, 2020 issued by the State Bank of India.

## **STEPS FOR IMPLEMENTATION OF THE RESOLUTION PLAN**

1. Delisting of shares of VIL (Videocon Industries Limited) and VAIL (Value Industries Limited) from BSE and NSE. The Resolution Plan envisages such delisting to be undertaken in accordance with the order of the NCLT read with Regulation 3(3) of the SEBI (Delisting of Equity Shares) Regulations, 2009, in the manner set out in Annexure 2 of the Resolution Plan (at page 650), and the same to be completed within 44 days from the Plan Effective Date;
2. Merger of all the 11 corporate debtors (being Applicomp, CE India, Century Appliances, Electroworld Digital Solutions, Evans Fraser & Co, Millennium Appliances, PE Electronics, SKY Appliances, Techno Electronics, Techno Kart, Value Industries, **(except Videocon Telecom Limited)**) into VIL;. The merger is intended to be effected as a part and parcel of the Resolution Plan, in terms of the process set out in Annexure 2 of the Resolution Plan, without requiring recourse to the applicable provisions of the Companies Act, 2013 and such merger shall be deemed to have been granted approval in terms of the NCLT order approving the Resolution Plan. Such a scheme of merger (as part of the Resolution Plan) is also envisaged in terms of sub-clause (ba) of Regulation 37 of the CIRP Regulations and the fact that the IBC is an exhaustive code on the subject matter of insolvency in relation to corporate entities and is complete in itself [Refer order dated December 14, 2018 of the NCLAT in *Edelweiss Asset*

*Reconstruction Company Ltd v. Synergies Dooray Automotive Ltd. and Ors* (Company Appeals (Insolvency) 169-173 of 2017)].

3. Settlement of trust of Rs. 1,000/- in favour of the financial creditors **to hold in trust the investment of VIL and VTL in its Subsidiary Companies, Associate Companies and joint venture business**. Please note that VTL is not intended to be a part of the aforesaid trust structure. Upon its capital reduction and issuance of New Equity Shares of VTL to the Implementing Entity (*in terms of Step 7 below*), Merged VIL shall hold the 100% equity share capital of VTL
4. Capital Reduction of equity share capital of VIL and extinguishment/ cancellation thereof to Nil
5. Infusion of funds by the Implementing Entity, settlement of CIRP Costs, dues of Operational Creditors, Upfront Payment to Dissenting Financial Creditors and payment of Admitted Workmen Dues and Admitted Employees Dues
6. Conversion of 'Converted Debt' of VIL held by the financial creditors (*as defined under the Resolution Plan to mean the portion of the Admitted Debt of Financial Creditors converted into Financial Creditors Equity Shares as per Clause 3.4.5 of the Resolution Plan*) into Financial Creditors Equity Shares of VIL, such that the financial creditors hold 8% equity shares of VIL. Such Financial Creditors Equity Shares of VIL shall have a lock-in period of three years from the Closing Date, post which the Implementing Entity shall have a first right of refusal to acquire the same.
7. Capital reduction of VTL and extinguishment/ cancellation thereof to Nil, and infusion of funds by VIL into VTL in consideration of issuance of New Equity Shares of VTL such that **VIL holds 100% share capital of VTL**

8. Assignment of Part Debt (*as defined under the Resolution Plan to mean the portion debt assigned to the Implementing Entity, as computed after deducting the Converted Debt and the Balance Debt of INR 2700 crore from the Admitted Debt of Financial Creditors, in merged VIL*) (including VTL Debt) to the Implementing Entity and in consideration thereof, payment of Upfront Consideration to the financial creditors. It is towards the assignment of the Part Debt (including the VTL Debt) that the Implementing Entity shall pay the Upfront Consideration to the financial creditors.
9. Restructuring of a portion of the Part Debt (*as defined under the Resolution Plan to mean the balance portion of the Admitted Financial Debt amounting to INR 2700 crore retained by the Financial Creditors in VIL after assignment of the Part Debt (including the entire VTL Debt) to the Implementing Entity*) amounting INR 2700 crores into NCDs – which NCDs shall be issued by VIL to the Implementing Entity as envisaged in Resolution Plan.
10. Assignment of the Balance Debt to the Implementing Entity in lieu of the Implementing Entity assigning and transferring the said NCDs issued by VIL to the Implementing Entity (*as envisaged in Step 9 above*) to the financial creditors.

## **OBSERVATIONS OF THE ADJUDICATING AUTHORITY**

5. As per the CoC approved Resolution Plan, Assenting Secured Financial Creditors would get only 4.89%, Dissenting Secured Financial Creditors would get only 4.56%, Assenting Unsecured Financial Creditors would get only very meagre amount of 0.62%, Dissenting Unsecured Financial Creditors would get “**NIL/ ZERO**” amount and Operational Creditors would also get a very meagre amount of only 0.72%. Out of total claim



amount of Rupees 71,433.75 Crores, claims admitted are for Rs 64,838.63 Cores and the plan is approved for an amount of only Rs 2962.02 Crores which is only 4.15% of the total outstanding claim amount and the total hair cut to all the creditors is 95.85%. Therefore, the Successful Resolution Applicant is paying almost nothing and 99.28% hair cut is provided for Operational Creditors (Hair cut or Tonsure, Total Shave). During the Course of hearing it is also submitted that voluminous number of Operational Creditors are also MSME and if they are paid only 0.72 % of their admitted claim amount, in the near future many of these Operational Creditors may have to face Insolvency Proceedings which may be inevitable, therefore this Adjudicating Authority suggests, requests both CoC and the Successful Resolution Applicant to increase the pay-out amount to these Operational Creditors especially MSMEs as this is the First Group Consolidation Resolution Plan of 13 companies having large number of MSMEs.

6. Further it is also observed that by just paying only Rs. 262 Cores (8.84% of total plan value) (Cash balance available with the Corporate Debtors is approx.. Rs. 200 Crores) the Successful Resolution Applicant will get possession of all the 13 Corporate Debtors to run these units and the first payment of Rs. 200 Crores as part redemption amount of NCDs will be paid within 25 months from the closing date and the balance amount of Rs.6,25,00,00,000/ each is spread over in 4 instalments starting from 3<sup>rd</sup> year onwards up to sixth year from the closing date and the interest rate for the NCDs is also a nominal of only 6.65% P.A payable annually. It may also be noted that at the time of granting loan, restructuring, approving the resolution plan with such a huge hair cut also the financial institutions, Committee of Creditors consisting 35 members exercised their Commercial Wisdom. Since this is the Commercial Wisdom of the

COC and as per the various judgements of the Hon'ble Supreme Court and by following the judicial precedents, discipline the Adjudicating Authority approves the resolution plan of the Successful Resolution Applicant with a suggestion, request to both CoC and the Successful Resolution Applicant to increase the pay-out amount to these Operational Creditors especially MSMEs.

7. We have also noted that the time frame for submission of Resolution Plan have been extended 14 times from 16.12.2019 to 15.10.2020 (10 months). The Application under Section 12 A of the Code as to the Proposal of Mr. Dhoot was also discussed in the CoC and put for voting and CoC approved the resolution plan of Twin Star Technologies Ltd.
8. RBSA Advisors and Rakesh Narula & Co were appointed as Registered Valuers, SBI Capital Markets Limited was appointed as Process Advisor, Dunn & Bradstreet was appointed as Techno- Economic Viability Consultant, Kroll Associates (India) Pvt Ltd was appointed for conducting due diligence and eligibility check under Sec 29A of the I&B code for PRA. Further Price Water House Coopers Pvt. Ltd, M/s Batliboii & Purohit, N.V.Dand & Associates and Haribhakti & Co., LLP were appointed as Transaction Review Auditors for all the 13 Corporate Debtors. Also V. Nair and Associates were appointed for certification of Consolidated Financial Statements of Corporate Debtor's as on 31.03.2018.
9. The registered valuers have valued the assets of the 13 companies situated throughout the country and the 13 companies have varied business interests, products, segments viz oil and gas assets, Consumer Electronics and Home Appliances such as manufacturing Air

Conditioners, Refrigerators, LED/ LCD TVs, Washing Machines, Air Coolers, providing Telecom Services, digital solutions, Real Estate, Electronic Retail Chain, Owner of Two Premium Brands etc. Surprisingly the Resolution Applicant also valued all the assets and liabilities of all the 13 companies and arrived at almost the same value of the registered valuers. As per the CIRP Regulations the Liquidation Value and Fair Market Value is kept as confidential and informed to the COC members only at the time of finalising the resolution plan and even in the present case the resolution bids are opened in the 15<sup>th</sup> CoC meeting held on 02.09.2020 wherein Liquidation Value and Fair Market Value was informed to the members of CoC. Therefore, even if the confidentiality clause is in existence, in view of the facts and circumstances as discussed above a doubt arises upon the confidentiality clause being in real time use therefore, we request IBBI to examine this issue in depth so as to ensure the confidentiality clause is followed unscruplessly, without any compromise in letter and spirit by all the concerned parties, entities connected in the CIRP. If not IBBI can frame appropriate regulations, safeguards there by the maximisation of value of the assets of the Corporate Debtor(s) would further increase which in turn will benefit all the stakeholders. Since IBC is a nascent code we feel “this type of input may be useful to the IBBI as well as to the Government to frame appropriate Regulations, Rules, etc.

10. It is also observed as a sample from the 10, 11, 12 CoC minutes, Members of CoC attended is 26, 26 & 28 respectively whereas the Applicant as Chair and the Applicant's Authorised Representative from Deloitte Touche Tohmatsu India LLP were 22, 20 & 20 representatives respectively in addition to the Applicant's Legal Counsel. Such a large number of Authorised Representative for the Applicant indicates either he

is not fully prepared or monitory benefit (fees) to these Representatives. Therefore, we request IBBI to examine this issue as well and appropriate guidelines may be issued.

11. **As far IA 527 of 2019**, praying for use of Brand name “Kelvinator” is concerned, we are of the considered view that the Agreement should continue for atleast a year from the date of approval of the Plan as per the existing Terms and Conditions as a transitional arrangement and subsequently it is upto both the parties to decide on the same as per their mutual understanding.

12. We on the basis of aforesaid facts and circumstances of the present case perused the Resolution Plan and documents annexed with the present application. Section 30 (2) of the IB Code as amended up to date casts a duty upon the Resolution Professional to examine each Resolution Plan received by him to confirm that such plan is in conformity of the following provisions :-

- 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 - For the purpose of this section –

- (i) it is hereby clarified that at each stage of the distribution of proceeds in respect of a class of recipients that rank equally, each of the debts will either be paid in full, or will be paid in equal proportion within the same class of recipients if the proceeds are insufficient to meet the debts in full; and
  - (ii) the term “workmen’s dues” shall have the same meaning as assigned to it in section 326 of the Companies Act, 2013 (18 of 2013).
- 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.

13. The relevant provision of the Section 30 (4) of the Code which are material for approval otherwise of the Resolution Plan reads as under :-

“30 (4) The committee of creditors may approve a resolution plan by a vote of not less than sixty-six percent of voting share of the financial creditors, after considering its feasibility and viability, the manner of distribution proposed, which may take into account the order of priority amongst creditors as laid down in sub-section (1) of section 53, including the priority and value of the security interest of a secured creditor and such other requirements as may be specified by the Board.

14. Section 30(6) of the Code enjoins the Resolution Professional to submit the Resolution Plan as approved by the CoC to the Adjudicating Authority. Section 31 of the Code deals with the approval of the Resolution Plan by the Authority, if it is satisfied that the Resolution Plan as approved by the CoC under section 30(4) meets the requirements provided under section 30(2) of the Code. Thus, it is the duty of the Adjudicating Authority to satisfy itself that the Resolution Plan as approved by the CoC meets the above requirements.

15. On perusal of the Resolution Plan, it is found 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.

16. Moreover the RP has certified through affidavit that the Resolution Plan is not in contravention to any of the provisions of law, for the time being in force, as specified u/s 30(2)(e) of the Code. In terms of Regulation 27 of the Regulations, Liquidation value was ascertained through two registered valuers. The Liquidation value of the Corporate Debtor is **Rs. 2568.13 Crores.** The Fair value of the **assets of the Corporate Debtor is Rs. 4069.95 Crores.**

17. 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.

18. The RP has filed Compliance Certificate in Form-H along with the Resolution Plan which seems to be in order. The Resolution Plan includes a statement under regulation 38(1A) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process For

Corporate Persons) Regulations, 2016 and in what manner it has dealt with the interest of the stakeholders in compliance with the Code and the Regulations.

19. It is matter of record that the Resolution Plan has been approved by the CoC with more than requisite majority e.g. 95.09% voting. Hence this Adjudicating Authority is having only supervisory role (not Appellate Forum) to see that Resolution Plan is Law compliant and meet the eligibility criteria or of and filed in conformity of the I&B Code.
20. The Hon'ble Apex Court in its Landmark decision in ***K Sashidhar v. Indian Overseas Bank & Others*** (in Civil Appeal No.10673/2018 decided on 05.02.2019) has 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 Court observed that the role of the NCLT is 'no more and no less'. The Hon'ble 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.



21. In addition to the above the Hon'ble Supreme Court in **CoC of Essar Steel** (Civil Appeal No. 8766-67 of 2019 decided on 15.11.2019) has further laid down that the Adjudicating Authority would have no jurisdiction of Statutory Appellate Authority but have only supervisory role/jurisdiction. It cannot substitute its views on the Commercial Wisdom of the CoC but can remand back the matter for CoC if it is not found law compliant or does not meet requirement/criteria as per the provisions of the IB and rules/regulations made thereunder. For the sake of convenience the relevant portion of the Judgment of Hon'ble Supreme in the above said Judgment is reproduced herein below:-

*“42. Whereas, the discretion of the adjudicating authority (NCLT) is circumscribed by Section 31 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. Reverting to Section 30(2), the enquiry to be done is in respect of whether the resolution plan provides: (i) the payment of insolvency resolution process costs in a specified manner in priority to the repayment of other debts of the corporate debtor, (ii) the repayment of the debts of operational creditors in prescribed manner, (iii) the management of the affairs of the Corporate Debtor, (iv) the implementation and supervision of the resolution plan, (v) does not contravene any of the provisions of the law for the time being in force, (vi) conforms to such other requirements as may be specified by the Board. The Board*

*referred to is established under Section 188 of the I&B Code. The powers and functions of the Board have been delineated in Section 196 of the I&B Code. None of the specified functions of the Board, directly or indirectly, pertain to regulating the manner in which the financial creditors ought to or ought not to exercise their commercial wisdom during the voting on the resolution plan under Section 30(4) of the &B Code. The subjective satisfaction of the financial creditors at the time of voting is bound to be a mixed baggage of variety of factors. To wit, the feasibility and viability of the proposed resolution plan and including their perceptions about the general capability of the resolution applicant to translate the projected plan into a reality. The resolution applicant may have given projections backed by normative data but still in the opinion of the dissenting financial creditors, it would not be free from being speculative. These aspects are completely within the domain of the financial creditors who are called upon to vote on the resolution plan under Section 30 (4) of the I&B Code.*

22. Moreover the Hon'ble Supreme Court in the matter of ***J.P. Kensington Boulevard Apartments Welfare Association & Ors. V/s. NBCC (India) Ltd. & Ors. (Civil Appeal No. 3395 of 2020 decided on 24.03.2021)*** has held that, the Adjudicating Authority cannot modify the Resolution Plan, but can send it back for reconsideration to the CoC. In Paragraph 78 of the aforesaid Judgment the by Hon'ble Supreme Court was pleased to observe as such :-

*78. "To put in a nutshell, the Adjudicating Authority has limited jurisdiction in the matter of approval of a resolution plan, which is well-defined and circumscribed by Sections 30(2) and 31*

*of the Code read with the parameters delineated by this Court in the decisions above referred. The Jurisdiction of the Appellate Authority is also circumscribed by the limited grounds of appeal provided in Section 61 of the Code. In the adjudicatory process concerning a resolution plan under IBC, there is no scope for interference with the commercial aspects of the decision of the CoC; and there is no scope for substituting any commercial term of the resolution plan approved by the CoC. Within its limited jurisdiction, if the Adjudicating Authority or the Appellate Authority, as the case may be, would find any shortcoming in the resolution plan vis-à-vis the specified parameters, it would only send the resolution plan back to the Committee of creditors, for re-submission after satisfying the parameters delineated by Code and exposted by this Court.”*

23. In the recent Judgment of ***Ghanashyam Mishra and Sons Private Limited*** (Civil Appeal No. 8129 of 2019 decided on 13.04.2021) the Hon’ble Apex Court laid down the law by giving rest to many legal issues and clarifying the legal position, under the **Doctrine of “Clean Slate”** that all claims against the Corporate Debtor prior to CIRP and after the transfer of the assets of the Corporate Debtor to the successful Resolution Applicant to be dealt with in terms of the Resolution Plan and if not forming part of such Resolution Plan shall extinguished. The relevant portion of the Supreme Court Judgment is reproduced herein below para 95 ;

*“95. In the result, we answer the questions framed by us as under:*

*(i) That 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 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 I&B Code has come into effect;*

*(iii) Consequently all the dues including the statutory dues owned 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.*

24. In the light of above stated discussions and the law has been settled, we find that the proposed 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 found in contravention of any of the provisions of Section 29A of the Code and is in accordance with Law. Hence the same deserves approval with following observation and direction to the CoC to make payments as per liquidation value to all the dissenting Financial Creditors in cash upfront before any payment is made to assenting Financial Creditors as per the judgment of the Hon'ble Supreme Court in the matter of *Jaypee Kensington Boulevard Apartments Welfare Association & Ors. Vs NBCC (India) Ltd. & Ors. matter.*

25. Further in the light of decision of NCLT Mumbai Bench in the matter of Precision Fasteners Ltd CoC to ensure to make payment of statutory dues of its employees, ex-employees viz Gratuity, Provident Fund etc in full and on priority. Hence ordered.

### **ORDER**

The Application **IA No. 196 of 2021 in CP 02 of 2018** with the aforesaid direction/observation is **allowed**. Consequently, the Resolution Plan annexed to the Application is hereby approved. The Resolution Plan shall become effective from this date and shall form part of this order.

- 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 with by the appropriate Authorities in accordance with law. Under the Doctrine of Clean Slate as propounded by the Hon'ble Supreme Court in the matter of *Committee of Creditors of Essar Steel V/s Satish Gupta and Ghanashyam Mishra and Sons Private Limited*.
- 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. All the pending IA's in this regard are disposed of in the light of and aforesaid direction given to the Applicant and CoC to consider the claim of Dissenting Financial Creditors, employees and ex-employees of the Corporate Debtor and other Operational Creditors, other Stakeholders in the light of aforesaid decisions of the Hon'ble Supreme Court and take appropriate Commercial decision thereon.
- v. With the aforesaid observation/direction the Resolution Plan is approved consequently the Moratorium under section 14 of the Code shall cease to have effect. The Resolution Applicant shall act in active consultation with the Steering Committee constituted under the Resolution Plan and the Applicant and

the Lead Bank Financial Creditors shall be member of the Committee. They will supervise the implementation of the Resolution Plan under the discipline of the I&B Code. In addition to the above this Adjudicating Authority feel appropriate to appoint an Observer Cum Permanent Invitee in the Steering Committee to ensure smooth functioning and change over to the Successful Resolution Applicant accordingly Mr. R.K. Agarwal, Former Whole Time Member of SEBI, expert in the field of Capital Markets and Finance is appointed by this Adjudicating Authority and he shall be suitably paid fee for his professional services and other fringe benefits be extended to him. (Mob. 98338 89846).

- vi. For the proposed merger of all the companies involved in the resolution plan, this Adjudicating Authority grants it in principle approval for the same.
- vii. The Applicant shall communicate a copy of this Order along with relevant record to the IBBI for information and record.
- viii. The Applicant shall also send a certified copy of this Order to the CoC and the Resolution Applicant, respectively for necessary compliance.
- ix. The IA No. 196 of 2021 in CP No. 02 of 2018 shall stand disposed off.

**Sd/-**

**RAVIKUMAR DURAISAMY**  
**Member (Technical)**

08.06.2021

*Aakashii/Sam*

**Sd/-**

**H.P. CHATURVEDI**  
**Member (Judicial)**