NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH COURT III

Item No. 101
IA (I.B.C)4284 (MB)/2025
In
C.P. (IB)746(MB)/2022

CORAM: MS. LAKSHMI GURUNG, MEMBER (J)
SH. CHARANJEET SINGH GULATI, MEMBER (T)

ORDER SHEET OF THE HEARING ON **12.06.2026**

(HEARING THROUGH: HYBRID MODE)

NAME OF THE PARTIES: ASREC (India) Limited

VS

Warden Surgical Company Private Limited

Appearance

For Applicant : Adv. Manoj Kumar Mishra (VC)

SECTION 7 OF THE IBC, 2016

ORDER

IA (I.B.C)4284 (MB)/2025

The above application is listed for pronouncement of order. The same is pronounced in the open court, vide a separate order.

Sd/-
CHARANJEET SINGH GULATI
Member (Technical)

Sd/-
LAKSHMI GURUNG
Member (Judicial)

---Ram Kishan---

IN THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH, COURT – III

I.A. 4284/2025
In
C.P. No. (IB) 746/MB/C-III/2022

[Under Section 60(5)(c) of the Insolvency and Bankruptcy Code, 2016 read with Rule 11 of the NCLT Rules, 2016]

Consortium of Maheshkumar Tejraj Inani and Space Realtors Pvt. Ltd.
Successful Bidder of
Warden Surgical Company Pvt. Ltd.
Having its address at:
701, Sri Krishna, Off New Link Road,
Opp. Laxmi Industrial Estate,
Mumbai – 400 053.

..Applicant

versus

Ganesh Venkata Siva Rama Krishna Remani,
Liquidator of
Warden Surgical Company Pvt. Ltd.
Having its address at:
303, Nahar Business Center,
Chandivali, Mumbai – 400 076.

..Respondent

In the matter of:
[Under Section 7 of the Insolvency and Bankruptcy Code, 2016]

ASREC (India) Limited

.. Financial Creditor

versus

Warden Surgical Company Private Limited

.. Corporate Debtor

Order Pronounced on: 12.06.2026

I.A. 4284/2025
In
C.P. No. (IB) 746/MB/C-III/2022

Coram:
Hon'ble Smt. Lakshmi Gurung, Member (Judicial)
Hon'ble Shri Charanjeet Singh Gulati, Member (Technical)

Appearance:
For Appellant : Adv. Manoj Kumar Mishra i/b Mishra Legals (PH)
For Liquidator: Adv. Ganesh Ramani i/b Warden Legal (PH)

Per Coram:

1. The instant application has been filed by Consortium of Maheshkumar Tejraj Inani and Space Realtors Private Limited **('Consortium'/'Successful Bidder')** through its authorised representative Mr. Shailendra Kumar Beli. The Consortium is the Successful Bidder for acquiring the Warden Surgical Company Private Limited **('Corporate Debtor'/ 'CD')** as a going concern during liquidation.

2. This Application is filed by the Consortium under Section 60(5) of the Insolvency and Bankruptcy Code, 2016 **('IBC')** read with Rule 11 of the National Company Law Tribunal Rules, 2016 seeking the following reliefs: -

   a. *To grant the waivers, concessions and reliefs sought by the Applicant in accompanying* ***Schedule - I*** *of the present Application for the purpose of effective takeover and smooth continuation of the Corporate Debtor Mis. Warden Surgical Company Private Limited as a going concern;*

   b. *To pass an Order taking on record transfer of the Auctioned Asset i.e., Mis. Warden Surgical Company Private Limited as a going concern to the Applicant;*

   c. *To pass an Order giving directions that the Corporate Debtor/ Applicant shall be at liberty to approach this Hon'ble Adjudicating Authority to address any difficulties faced with respect to implementation in taking over of the Corporate Debtor M/s. Warden Surgical Company Private Limited as a going concern in liquidation;*

d. To grant liberty to the Applicant to amend, alter, modify, delete, rescind and/ or substitute any prayer(s);

e. To pass any such other or further orders/ directions, as this Hon'ble Adjudicating Authority deems fit and necessary in the interest of justice.

3. It is noted that Mr. Shailendra Kumar Beli vide authority letter dated 29.08.2025 was authorized to participate in the e-auction process, and prefer the present application on behalf of the Consortium. Copy of the Consortium Agreement and Power of Attorney (POA) dated 11.02.2025 is annexed as *Exhibit – 'A'* and copy of the authority letter is at page no. 222 to the application.

4. The Consortium has sought a series of reliefs, concessions and waivers given in Schedule - I of the Application consisting of 62 reliefs.

5. The Corporate Debtor was admitted into Corporate Insolvency Resolution Process **('CIRP')** vide order dated 09.01.2023 under section 7 of the IBC. Upon failure of the resolution process, vide order dated 30.10.2024 in I.A. 4386 of 2023, was passed for liquidation of the CD under section 33(1) of the IBC and appointed the Respondent as the Liquidator of CD.

6. The Liquidator issued an E-Auction Process Memorandum dated 28.01.2025 for sale of the corporate debtor as a going concern with certain assts to be excluded as per following details:-

"Sale of assets of Corporate Debtor in the manner proposed under Regulation 32(e) i.e. sale of the Corporate Debtor as a Going Concern grouping all assets as provided in the 29.10.2024 audited financials with all the caveats provided by the auditor

excluding

(i) Amounts to be recovered from Suspended Management related to the surpluses due to the operations during CIRP and Liquidation process,

(ii) Amount of Rs. 25,00,000/ related to the transaction of Corporate Debtor with the Secured Creditor on the date of commencement of CIRP,

(iii) Amounts recoverable from Income Tax department for the TDS amount that was adjusted by the department during CIRP and Liquidation Process,

(iv) Amounts recoverable tom the GST Department, if any, related to the pre-deposit amount and

(v) Cash and Bank Balance in the current account of the Corporate Debtor

***along with the liabilities** associated with the above assets namely,*

(i) Any municipal tax liabilities related to the factory premises

(ii) Any Society charges including maintenance and rent related to the factory premises

(iii) Any water charges related to the factory premises

(iv) Expenses related to Pollution Control Board in relation to the factory premises and

(v) expenses related to such other compliances related to the factory premises only.

(emphasis provided)

Copy of the E-Auction Process Memorandum is annexed as *'Exhibit - D'*.

7. The Liquidator then published an E-Auction Notice dated 28.01.2025 for 'Sale of CD as a Going Concern' as per Regulation 32(e) of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 **('Liquidation Process Regulations')** with all its assets and liabilities as mentioned in the E-Auction Process Document. It is noted that the tangible assets of the CD include factory land and building and plant and

machinery and inventory at Kamothe, Navi Mumbai. Copy of the e-auction notice is annexed as *Exhibit – 'C'*.

8. The Consortium deposited EMD of Rs. 75,00,000/- on 21.02.2025 with IBBIs Baanknet Portal through its Axis Bank Account.

9. The e-auction sale was held on 25.02.2025 and the Consortium was declared as the highest bidder with a bid value of Rs. 7,93,00,000/- . The Liquidator, issued Letter of Intent dated 04.03.2025 in favour of the Consortium. Copy of the Letter of Intent is annexed as *Exhibit – 'E'*.

10. It is submitted that Consortium made payment of balance sale consideration along with interest through its SBI Bank Account. A total amount of Rs. 8,02,66,000 comprising of the bid value of Rs. 7,93,00,000 and interest of Rs. 9,66,000 was paid in the following manner:

(in Rs.)

Sr.No.	**Date**	**UTR No.**	**Amount**
1.	21.02.2025	EMD – BAANKNET	75,00,000
2.	05.03.2025	UTIBR52025030500363002	1,25,00,000
3.	14.05.2025	SBINR52025051485422101	1,00,00,000
4.	15.05.2025	SBINR52025051585526775	1,25,00,000
5.	16.05.2025	SBINR52025051685653952	1,75,00,000
6.	16.05.2025	SBINR52025051685655133	1,50,00,000
7.	17.05.2025	SBINR52025051785803293	43,00,000
(A)	**Total Reserve Price Paid**		**7,93,00,000**
8.	17.05.2025	SBINR52025051785801727	9,66,000
(B)	**Total Interest Paid**		**9,66,000**
(C)	**Total Amount Paid (A+B)**		**8,02,66,000**

11. The Liquidator vide email dated 17.05.2025 confirmed receipt of entire sale consideration (with interest) from the Consortium.

12. Upon payment of the entire sale consideration (with interest), the Liquidator issued a Certificate of Sale dated 16.07.2025 to the Consortium. Copy of certificate of sale is annexed as *Exhibit – 'I'*.

13. The Consortium have served a copy of the present application to the Respondent/ Liquidator by way of e-mail dated 04.09.2025.

Discussions

14. Heard the Ld. Counsel for the Consortium and perused the record. The Liquidator has been mentioned as respondent to in the memo of parties and the liquidator has expressed no objection if the prayers sought in this application are granted.

15. Before delving into the merits of the case, this Tribunal observes that the e-auction sale of the CD as a going concern was concluded on 25.02.2025. The said e-auction sale predates the notification dated 14.10.2025 (vide F.No. IBBI/2025-26/GN/REG129), issued by the Insolvency and Bankruptcy Board of India, which omitted Regulation 32A and clauses (e) and (f) of Regulation 32 of Liquidation Process Regulations vide the IBBI (Liquidation Process) (Second Amendment) Regulations, 2025 which permitted the sale of CD as a going concern during liquidation. Effectively, w.e.f 14.10.2025, the CD cannot be sold as a going concern during liquidation. As this amendment *'shall prospectively, i.e., to cases where liquidation by sale as a going concern had not commenced'* hence, the erstwhile provisions of Regulation 32A and Regulation 32(e) & (f) of Liquidation Process Regulations remain applicable to the present case.

16. Now, adverting to the facts of the present case, it is noted from the contents of the 1st Liquidation Progress Report dated 14.01.2025, that

the Stakeholders' Consultation Committee (SCC) in its 2nd meeting held on 18.12.2024 approved the Sale of CD as a Going Concern.

17. With respect to Sale of CD as a Going Concern under Regulation 32A of the Liquidation Process Regulations, the Liquidator issued an E-Auction Process Memorandum on 28.01.2025. The E-Auction Process Memorandum described the scope of the sale by providing a detailed description of the assets and liabilities comprising the liquidation estate and identifying the 'Excluded Assets' that did not form part of the e-auction sale.

18. Following the e-auction sale held on 25.02.2025, the Consortium was declared the successful bidder for the Sale of CD as a going concern.

19. The Liquidator subsequently issued a Letter of Intent dated 04.03.2025, confirming that the e-auction sale was conducted in accordance with Regulation 33 and Schedule I of the Liquidation Process Regulations, 2016. Upon perusal of the records, it is noted that the Liquidator complied with the provisions of Section 35(f) of the IBC, read with Regulations 32 and 33 of the Liquidation Process Regulations, by publishing the e-auction sale notice on 28.01.2025 in newspapers namely, The Free Press Journal (English) and Navakal (Marathi), thereby inviting prospective bids for the assets of the Corporate Debtor as detailed in the e-auction notice.

20. Thereafter, the Consortium on payment of entire sale consideration (with interest) on 17.05.2025, was issued a Certificate of Sale dated 16.07.2025 by the Liquidator. Upon a plain reading of the Certificate of Sale it is noted that Block A being the Sale of CD as a going concern was as per Regulation 32A read with Regulation 32(e) of the Liquidation Process Regulations on "AS IS WHERE IS", "AS IS WHAT IS", "WHATEVER THERE IS BASIS" and "WITHOUT RECOURSE BASIS" of, which is described below:

THE SCHEDULE HEREINABOVE REFERRED TO
("Block A - Sale of the Corporate Debtor as a going concern")

Schedule A

Sale of the corporate debtor as a going concern ***includes***

"All assets as provided in the 29.10.2024 audited financials with all the caveats provided by the auditor but ***excluding the following assets*** *whether or not reflected in the financials*

(i) Amounts to be recovered from Suspended Management related to the surpluses due to the operations during CIRP and Liquidation process,
(ii) Amount of Rs. 25,00,000/- related to the transaction of Corporate Debtor with the Secured Creditor on the date of commencement of CIRP,
(iii) Amounts recoverable from Income Tax department to the extent of TDS Refund adjustment for FY 2022-23 and FY 2023-24
(iv) Amounts recoverable from the GST Department, if any, related to the pre-deposit amount and
(v) Cash and Bank Balance in the current account of the Corporate Debtor.

And including *the following liabilities associated with the above assets namely,*

(i) Any municipal tax liabilities related to the factory premises
(ii) Any Society charges including maintenance and rent related to the factory premises
(iii) Any water charges related to the factory premises (iv) Expenses related to Pollution Control Board in relation to the factory premises and
(iv) expenses related to such other compliances related to the factory premises only.

The Excluded Assets do not form a part of liquidation estate of the Company and hence will not be a part of the sale process as per the E-Auction herein· contemplated.

21. Thereafter, the Consortium applied to this Tribunal for an exhaustive list of general reliefs, concessions and waivers.

22. At this stage, it is appropriate to state that following ***Venus Rolling Mills (supra)***, this Tribunal passed subsequent orders such as in the matter of ***Mehta FinCorp vs. Alok Kumar Agarwal, Liquidator of M/s Sneh Sadan Traders and Agents Limited (I.A. 1159 of 2025 in CP 2641 of 2019***, decided on 30.05.2025.

23. The relevant portion of ***Sneh Sadan (supra)*** is reproduced as under:

> *11. In this regard, it is pertinent to emphasize that the law is now well settled in view of the following judgments by Hon'ble National Company Law Appellate Tribunal (NCLAT):*
>
> *i. Shiv Shakti Inter Globe Exports Private Limited versus M/s KTC Foods Private Limited & Anr. (Company Appeal (AT) (Insolvency) No. 650 of 2020), decided on 25.02.2022;*
>
> *ii. Shantech International Pvt. Ltd. versus Devendra Singh, Liquidator of Venus Rolling Mills Pvt Ltd, (Company Appeal (AT)(Ins.) No. 1520 of 2024), decided on 20.09.2024.*
>
> *xxx*
>
> *12. Considering the above judgments, we can safely lay down legal principles for grant or otherwise of the reliefs, concessions, and waivers in favour of the Successful Auction Purchaser on sale of corporate debtor as a going concern during liquidation as under:*
>
> *i.* ***Distribution of Sale Proceeds as per Section 53 of IBC***
>
> *a. All expenses upto CIRP commencement date get settled on the distribution of sale proceeds under section 53 of the Code. The CIRP cost and the liquidation cost have to be paid first in priority. In other words, if the corporate debtor was carrying on its business as a going concern during CIRP period then any CIRP cost will be paid on priority. Further if any expenses are incurred which qualify to be liquidation cost would also be paid on priority.*
>
> *b. All claims submitted by the Stakeholders on the liquidation commencement date would stand settled*

once the distribution of the sale proceeds from the liquidation assets are distributed to all stakeholders as per the waterfall mechanism provided under section 53 of the Code in accordance with the order of priority as mentioned in section 53(1)(a) to 53(1)(e) of the Code.

24. In light of the above discussion, there is no need to deal with each and every prayer sought in this application but it would be sufficient to order as follows:

ORDER

i. The Consortium does not automatically become entitled to all the concessions and waivers as sought in this application.

ii. The Corporate Debtor has been sold as a going concern on "AS IS WHERE IS", "AS IS WHAT IS", "WHATEVER THERE IS BASIS" and "WITHOUT RECOURSE BASIS", the liabilities associated with the assets as mentioned in the Sale Certificate dated 16.07.2025, as mentioned in para 20 of this order are transferred along with the assets.

iii. Apart from the above liabilities as mentioned in the Sale Certificate, all other liabilities stand settled with distribution of sale proceeds under Section 53 of the IBC.

iv. Protection of Section 32A(2) of the IBC shall be subject to fulfilment of the conditions laid down under Section 32A(2) of the IBC and shall not constitute a blanket waiver under any statute. However, Corporate Debtor and any person who is required to provide the assistance and cooperation under applicable law, to any authority investigating an offence committed prior to commencement of CIRP shall extend all assistance and cooperation to the authorities.

v. The Consortium may carry out amendments to the constitutional documents of the corporate debtor, including alteration of Memorandum of Association and Articles of Association subject to compliance of

applicable provisions of law and rules and regulations made thereunder and payment of statutory fee or charges, if any.

vi. The Consortium is at liberty to alter the share capital and the shareholding, the issuance of new share certificates and cancellation of existing ones, the allotment of new shares, changes in directorship etc. subject to compliance of applicable provisions of law and rules and regulations made thereunder and payment of statutory fee or charges, if any.

vii. The Consortium may apply to the Registrar of Companies, Mumbai to change the status of the Corporate Debtor from 'Liquidation' to 'Active', ascertain the status of any open charges, and seek other relevant reliefs as required to operate the Corporate Debtor as a going concern. ROC may consider and allow the Consortium to file the financial statements and annual returns as per the Companies Act, 2013, subject to compliances to applicable provisions of the Companies Act, 2013.

viii. Similarly, the Consortium is at liberty to apply to Tax Authorities, other statutory authorities, and appropriate authorities of respective departments for claiming any relief, concession, waiver, etc., if permissible under the concerned tax law.

ix. The Consortium may apply to respective bankers of corporate debtor for change of authorized signatories for operating bank accounts and seek other relevant reliefs. The respective bank may consider such request as per applicable rules upon fulfilment of the formalities by the Consortium.

x. The Consortium may make appropriate applications or take necessary steps in respect of all consents, licenses, approvals, rights, entitlements, benefits and privileges under law subject to necessary compliance of the applicable provisions of law, relevant procedures and payment of fees or charges as may be applicable.

xi. The liquidator to hand over peaceful possession of the corporate debtor as a going concern to the Consortium as per the Sale certificate dated 16.07.2025.

xii. The Liquidator shall assist the Consortium and discharge his duties in accordance with law, including all applicable rules, regulations, procedures and formalities.

xiii. Any other relief and concessions as sought in Schedule - I of the application and not addressed above shall be deemed to be not granted.

25. Accordingly, IA No. 4284 of 2025 is disposed of.

Sd/-

CHARANJEET SINGH GULATI
Member (Technical)

Sd/-

LAKSHMI GURUNG
Member (Judicial)

/Akshita/