

**NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH (COURT-I), CHANDIGARH**

IA(IBC)(PLAN)/9/(CH)/2025
In
CP(IB) No. 125/Chd/Hry/2021
(Admitted)

(An Application under sections 30(6) of the Insolvency and Bankruptcy Code, 2016 read with Rule 11 of The National Company Law Tribunal Rules, 2016)

IA(IBC)(PLAN)/9/(CH)/2025

MR. ABHIMANYU MITTAL

Resolution Professional
Hygiene Feeds & Farms Pvt. Ltd.
R/O 29FF, The Whitehouse, Sector 57,
Gurgaon, Haryana – 122003

...Applicant

AND

In the matter of CP(IB) No. 125/Chd/Hry/2021

AVIAGEN INDIA POULTRY BREEDING COMPANY PRIVATE LIMITED

**...Petitioner/
Operational Creditor**

Versus

M/S HYGIENE FEEDS & FARMS PRIVATE LIMITED

**...Respondent/
Corporate Debtor**

Order delivered on: 01.07.2026

**CORAM: MR. KHETRABASI BISWAL, HON'BLE MEMBER (JUDICIAL)
MR. SHISHIR AGARWAL, HON'BLE MEMBER (TECHNICAL)**

Present:-

For the Applicant in IA(IBC) (PLAN)/9(CH) 2025 : Mr. Aalok Jagga, Advocate
Mr. Viren Sharma, Advocate
Mr. Yash Srivastava, Advocate
Mr. Naman Tripathi, Advocate

For the CoC

Mr. Sahil Lohan, Advocate
Mr. Ajay Pal Singh Madaan, Advocate
Mr. Abhimanyu Mittal, RP (online)
: Mr. Pulkit Goyal, Advocate

ORDER

1. The present application, bearing IA(IBC)(PLAN)/9/(CH)/2025 has been filed by Mr. Abhimanyu Mittal, Resolution Professional (hereinafter referred to as the “RP/ Applicant”) under Section 30(6) of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as the “Code” or “IBC”), read with rule 11 of the National Company Law Tribunal Rules, 2016 seeking approval of the Resolution Plan of **M/s NOIDA HOLDINGS PRIVATE LIMITED** (hereinafter referred to as the “Successful Resolution Applicant” or “SRA”), in respect of **HYGIENE FEEDS & FARMS PRIVATE LIMITED** (hereinafter referred to as the “Corporate Debtor”).

2. Brief facts of the case, which are relevant for adjudication of the case, are hereunder:

(i) M/s Hygiene Feeds & Farms Private Limited was incorporated on 07.05.2010 and registered under the erstwhile Companies Act, 1956 and was engaged in the business of manufacturing poultry feed, dealing mainly with Animal Husbandry Products (Farming of Animals). It is a Micro, Small, Medium Enterprise (MSME) with effect from 29.08.2017. The Tribunal *vide* its order dated 18.07.2022 passed in *Company Petition (IB) 125/Chd/Hry/2021* filed under Section 9 of the Code by the operational creditor, M/s Aviagen India Poultry Breeding Company Private Limited appointed Mr. Harsh Garg

as the Interim Resolution Professional.

(ii) Accordingly, a Public Announcement inviting claims from creditors was made by the IRP on 19.07.2022 in Financial Express (English) and Amar Ujala (Hindi) in Form A, in terms of Sections 13 and 15 of the Code read with Regulation 6(1) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016. The last date of submission of claims was 01.08.2022. A copy of the Public Announcement dated 19.07.2022 is annexed as Annexure A-2 to the Application. In pursuance to the above publication, claims from one Financial Creditor, namely Punjab National Bank, and three Operational Creditors.

(iii) After collating all the claims received and determining the financial position of the CD, the IRP constituted the Committee of Creditors (CoC) on 17.08.2022 in accordance with section 21 of the Code. The CoC consists of the sole Financial Creditor as per the details given below:

S. No.	Name of the Financial Creditor	Amount claimed in INR	Amount Admitted in INR	Voting Share in %
1	Punjab National Bank	61,04,50,301	61,04,50,301	100%

(iv) During the third meeting of CoC held on 04.11.2022, it was resolved to replace the said Interim Resolution Professional with Mr. Abhimanyu Mittal as Resolution Professional (RP). The Tribunal approved the appointment of Mr. Abhimanyu Mittal as RP *vide* order dated 22.12.2022 passed in IA. No. 1839/2022.

(v) The Resolution Professional, pursuant to resolutions passed by the CoC from time to time, filed various applications seeking extension and exclusion of CIRP period, including I.A. No. 163 of 2023, I.A. No. 447 of 2023, I.A. No. 906 of 2023, I.A. No. 1995 of 2023, I.A. No. 2552 of 2023 and I.A. No. 2855 of 2023. The said applications were allowed by this Adjudicating Authority *vide* Orders dated 19.01.2023, 17.02.2023, 17.04.2023, 31.08.2023, 30.10.2023 and 07.12.2023 respectively, thereby granting exclusion and extension of CIRP period from time to time.

(vi) The publication for Invitation of Expression of Interest in Form -G from Prospective Resolution Applicants ('PRA') was made in Financial Express (English) and Jansatta (Hindi) by the applicant as per Section 25(2)(h) of the Code on 12.01.2023, wherein the last date of submission of EoI was 31.01.2023. Pursuant to the publication of Form-G, the Resolution Professional issued provisional and final lists of prospective resolution applicants and conducted the resolution process in accordance with the approved Evaluation Matrix and RFRP. Resolution Plans were received from eligible prospective resolution applicants and were placed before the CoC for consideration. Several rounds of negotiations were undertaken from 6th to the 16th CoC Meetings, held between 12.04.2023 and 15.12.2023, with a view to maximising value for stakeholders and improving the financial offers submitted by the prospective resolution applicants.

(vii) Upon consideration of the resolution plans received in the first

round of the process, the CoC in its 16th CoC Meeting held on 15.12.2023 rejected the resolution plans and approved the liquidation of the Corporate Debtor. Accordingly, I.A. No. 144 of 2024 under Section 33(2) of the Code was filed by the Resolution Professional seeking liquidation of the Corporate Debtor.

(viii) During the pendency of the liquidation application, fresh expressions of interest were received from various parties interested in acquisition of the Corporate Debtor. Taking note of the possibility of achieving resolution and maximisation of value, the CoC in its 21st CoC Meeting held on 19.11.2024 resolved to seek withdrawal of the liquidation proceedings and revival of the resolution process.

(ix) Pursuant thereto, I.A. No. 2627 of 2024 was filed seeking withdrawal of the liquidation application and extension of CIRP period. This Adjudicating Authority vide Order dated 10.02.2025 allowed withdrawal of liquidation proceedings and granted extension of CIRP period for publication of a fresh Form-G. In compliance with the aforesaid Order, Form-G dated 15.02.2025 was published inviting fresh Expressions of Interest. In response thereto, eight Expressions of Interest were received and after scrutiny, a final list of six eligible Prospective Resolution Applicants was published on 15.03.2025.

(xi) Following which, the 25th meeting of CoC was conducted on wherein, two resolution plans were received. Two Resolution Applicants participated, namely:

- i. Noida Holdings Private Limited

ii. Hen Den Group

(xii) It is submitted that after negotiations and review for compliance in the 29th CoC meeting the PRA's submitted an enhanced proposal on 18.06.2025. Both the plans were placed for e-voting before the CoC in its 30th CoC meeting. Upon considering its feasibility and viability, the CoC approved the Resolution Plan submitted by **Noida Holdings Private Limited** with 100% voting share.

(xiii) Subsequent to the approval of the Resolution Plan of Noida Holdings Limited by the CoC, the Applicant issued the Letter of Intent dated 05.07.2025 to the Successful Resolution Applicant (SRA). The SRA also furnished the Performance Security on 05.07.2025 in accordance with the Request for Resolution Plan ("RFRP"), requiring the successful resolution applicant to furnish performance security upon issuance of the Letter of Intent. The Successful Resolution Applicant duly deposited the Performance Security in the sum of Rs. 1,54,60,000. Copy of the Letter of Intent, acceptance thereof and proof of deposit of Performance Security are annexed as Annexure A-4.

3. The salient features of the Resolution Plan, submitted by SRA and as approved by the CoC, are as follows:

(i) **Brief background of the SRA:** The Successful Resolution Applicant is engaged in the business of transaction advisory and mergers and acquisitions (M&A) across various asset classes, particularly in the resolution, monetization, and acquisition of stressed real estate, financial, and industrial assets. It also provides financial advisory services in relation

Case Citation: (2026) ibclaw.in 2347 NCLT

NCLT Chandigarh Bench, Court - I
 IA(IBC)(PLAN)/9/(CH)/2025
 In
 CP(IB) No. 125/Chd/Hry/2021
 (Admitted)

to equity and debt syndication. The directors of the Successful Resolution Applicant have been actively involved in M&A transactions concerning real estate, renewable energy assets, and metals and minerals, and are also part of the managing firm of an Alternate Investment Fund (AIF) with a corpus of Rs. 150 crore, mandated for the resolution of stressed assets. The net worth of the SRA is Rs. 12,48,13,978/- (Rs. Twelve Crore Forty Eight lacs Thirteen Thousand Nine Hundred Seventy Eight only) as on 31.03.2025.

(ii) **Total Resolution Plan Value:** The total value of Resolution Plan is Rs. 15,46,00,000/- against the admitted claim of Rs.172,63,67,000/- to be distributed as follows:

S. No.	Name	Admitted Claim	Amount Proposed (Rs.)	Proposed Timeline
1.	CIRP Cost	-	80,00,000	Within 60 days of the Effective date
2.	Secured Financial Creditor	61,04,50,000	14,31,00,000	7,00,00,000 within 60 days of the effective date and 7,31,00,000 within 2-5 months of the Effective Date.
3.	Unsecured Financial Creditors, Creditors not having a right to vote under sub-section (2) of Section 21	-	-	-
4.	Operational Creditors			
(i)	Workmen and Employees	Nil	100% (to be paid out of Contingency)	100% of the admitted claims as on effective date shall be paid out of contingency provisions
(ii)	Govt Dues (Income Tax Department and Excise and Taxation)	100,10,64,000	5,00,000	100% to be paid within 60 days of the Effective Date

Case Citation: (2026) ibclaw.in 2347 NCLTNCLT Chandigarh Bench, Court - I
IA(IBC)(PLAN)/9/(CH)/2025In
CP(IB) No. 125/Chd/Hry/2021
(Admitted)

	Department -Panipat)			
(iii)	Operational Creditors (other than Workmen and Employees and Govt Dues)	11,48,53,000	5,00,000	100% to be paid within 60 days of the Effective date
5.	Other Debts and dues	NA	NA	-
	Total Resolution Plan Value		15,21,00,000	Rs. 7,90,00,000 within 60 days of the Effective Date and Rs.7,31,00,000 within 2-5 months of the Effective date
	Contingency		25,00,000	Within 2-5 months of the Effective Date
	Working Capital to be infused		2,50,00,000	Within 2-5 months of the Effective Date

(iv) **CIRP Cost:** The Resolution Plan provides for payment of CIRP Costs in priority to all other debts in compliance with Section 30(2)(a) of the Code. The CIRP Costs have been estimated at Rs. 80 Lakhs. Any CIRP Costs incurred in excess of the said amount shall be borne by the Financial Creditors, whereas any unutilized amount shall accrue to the benefit of the Secured Financial Creditors in accordance with the Resolution Plan.

(v) **Source of Funds:** The Resolution Plan records arrangements to mobilise Rs. 15.96 Crores for implementation of the Resolution Plan. The proposed sources of funds are as follows:

S. No.	Source of Funds	Amount (in INR)	Timeline of Infusion (2 months from the Effective Date)
A.	FROM THE RESOLUTION APPLICANT		
1.	Infusion as Equity in the Corporate Debtor by Resolution Applicant(s)	50,00,000	Within 60 days
2.	Infusion of as Quasi Equity/debt in the Corporate Debtor by the resolution applicant through its internal accruals/ resources of	13,93,00,000	Rs. 7.40 cr Within 60 days Rs. 6.53 Cr within 5 Months

Case Citation: (2026) ibclaw.in 2347 NCLT

NCLT Chandigarh Bench, Court - I
IA(IBC)(PLAN)/9/(CH)/2025

In
CP(IB) No. 125/Chd/Hry/2021
(Admitted)

	itself and its group companies, directly or through the SPV or from the group companies		
3.	Adjustment of Performance Deposit amount deposited within 3 days of the approval of plan by the CoC	1,53,00,000	Within 5 months
B.	Fund raising from Financial Institutions (ARCs/AIFs/Investors)	2,00,00,000	Within 5 Months
	TOTAL FUND BEING MOBILIZED	17,96,00,0000	Within 5 Months
	To be used as for implementation of the Resolution Plan	15,21,00,0000	Within 5 Months
	For Working Capital & Contingency	2,75,00,000	Within 5 Months

A. Equity Infusion: The Resolution Plan contemplates infusion of an aggregate sum of Rs. 15.96 Crores by the Successful Resolution Applicant by way of equity and quasi-equity/debt instruments. Out of the said amount, Rs. 50 Lakhs is proposed to be infused as equity capital through subscription to 5,00,000 equity shares of the Corporate Debtor at a face value of Rs. 10/- per share within 60 days from the Effective Date. The balance amount is proposed to be infused through quasi-equity/debt instruments by the Resolution Applicant through its internal accruals, resources, affiliates, group companies and/or Special Purpose Vehicle within the timelines prescribed under the Resolution Plan.

B. Contingency Infusion: In the event of any contingency, including any shortfall in funds proposed to be raised from investors, AIFs, ARCs or financial institutions, the requisite funds shall be infused by the Resolution Applicant directly or through its group companies and affiliates. The Resolution Applicant has also proposed to raise Rs. 2 Crores from financial institutions, AIFs and/or ARCs towards implementation of the Resolution

Plan.

(vi) **Upfront Payment:** The Resolution Plan contemplates a total Upfront Payment of Rs. 7,90,00,000 (seven crore ninety lakh only) within a period of sixty (60) days from the Effective Date and a balance payment of Rs. 7,31,00,000 (seven crore thirty lakhs only) within a period of two (2) to five (5) months from the Effective Date.

(vii) **Indicative timeline of the Resolution Plan Implementation:**

Sr No	Activity	Estimated Timeline	Responsibility
Phase - I Approval Process of Resolution Plan			
1.	Approval of Plan by CoC and issuance of letter of Intent	X	CoC/Resolution Professional
2.	Acceptance of Letter of Intent	X+1 Days	Resolution Applicant
3.	Submission of Performance Guarantee	X + 2 Working Days	Resolution Applicant
4.	Application to NCLT for approval of Resolution Plan	Y	Resolution Professional
5.	Approval by NCLT of Resolution Plan and receipt of order	A	Resolution Professional
Phase -II Implementation of Plan			
1.	Formation of the 5 member supervisory Committee	On the Effective Date, i.e. A+0	Resolution Applicant, Resolution Professional, CoC
2.	Resignation and Replacement of the Suspended Board of the Corporate Debtor with the new directors on the board of directors, who are qualified to act as directors of the Corporate Debtor in terms of the Code, as decided by the Resolution Applicant on and with effect from Transfer date.	Within A + 60 Business Days	Supervisory Committee
3.	Filing of all the pending financial statements and returns with ROC and Income tax	Within A + 15 Business Days	Former Resolution Professional duly authorised by Supervisory Committee

Case Citation: (2026) ibclaw.in 2347 NCLTNCLT Chandigarh Bench, Court - I
IA(IBC)(PLAN)/9/(CH)/2025In
CP(IB) No. 125/Chd/Hry/2021
(Admitted)

4.	Extinguishing and cancelling all the pending equity shares as on Effective date. Infusion of equity contribution by the Resolution Applicant in the Corporate Debtor and consequent allotment of equity shares by the Corporate Debtor to the Resolution Applicant	Within A + 60 Days	Supervisory Committee/Resolution Professional
5.	Debt infusion by the resolution applicant for as Working capital and resolution settlement amount	Beginning from the Effective Date and ending before 5 months	Resolution Applicant
Phase-III Settlement of Creditors			
1.	Payment of CIRP Costs in priority to any other payment under the Plan	A+60 Days	Resolution Applicant/ Supervisory Committee
2.	Payment to the operational creditors (as defined in the Code) in accordance with the terms of this Plan	A+60 Days	
3.	Payment to the Financial Creditors (secured) in accordance with the Plan	A+5 Months	Corporate Debtor/ Resolution Applicant

(viii) **Personal Guarantee and Assignment of Security Interest:** The Resolution Applicant, vide clarification dated 02.06.2025, clarified that the Resolution Plan contemplates release/assignment only of the land admeasuring 36 Kanal 4 Marla situated at Village Adiyana, Madlauda, Panipat, standing in the name of the Personal Guarantor, Mrs. Santosh Kumari, upon which the factory building and plant & machinery of the Corporate Debtor are situated, and not the entire personal guarantee of Mrs. Santosh Kumari. Subsequently, pursuant to the directions of this Adjudicating Authority, affidavits were filed by the Successful Resolution Applicant as well as Punjab National Bank, the sole member of the CoC, vide *diary no. 0404115017202025/2* reiterating that the proposal is

confined to the assignment of the debt and security interest pertaining to the aforesaid property. The CoC has stated that the said land is equitably mortgaged with the Financial Creditor and is inseparable from the factory building and plant & machinery of the Corporate Debtor. It has further been submitted that the proposed assignment was deliberated and approved by the CoC in its commercial wisdom for value maximization and to facilitate a viable resolution of the Corporate Debtor.

(ix) **Restructuring of Capital:** The Resolution Plan proposes reorganisation of the capital structure of the Corporate Debtor by cancellation and extinguishment of the existing equity share capital and issuance of 5,00,000 fresh equity shares of face value of Rs.10/- each through an SPV to be incorporated for implementation of the Resolution Plan. An SPV with the following shareholding shall be incorporated before the implementation date:

Name	Shareholding
<i>Noida Holdings (P) Ltd., Pankaj Sarogi, Affiliates/Related Parties of the Resolution Applicant</i>	<i>Not less than 51%</i>
<i>Strategic Investor</i>	<i>Not more than 49%</i>

The Plan further permits increase of authorised share capital, issuance of additional equity and preferential shares, and reconstitution of the Board of Directors in accordance with the implementation mechanism contemplated therein. Pursuant to Addendum-1 dated 19.06.2025, the Successful Resolution Applicant has confirmed that the Resolution Plan is unconditional and is not subject to any conditions, assumptions or qualifications for its

effectiveness. Further, by way of affidavit bearing diary no. 0404115017202025/2 filed before this Adjudicating Authority, the Successful Resolution Applicant has clarified that the proposed SPV shall be wholly owned by the Successful Resolution Applicant and/or its holding, affiliate or related entities, and that induction of a Strategic Investor, contemplated under the Resolution Plan, was merely an enabling provision and is not proposed to be implemented.

(x) **Recovery from Avoidance/Fraudulent Transactions:** As per the provisions of the plan, 100% will be passed to the Financial Creditors after deducting the applicable expenses and taxes.

(xi) **Effective Date and Transfer Date:** Effective Date shall be the date of the approval of the Resolution Plan by the Adjudicating Authority. Transfer date is the date on which a new board of directors is reconstituted, comprising of nominees of the Resolution Applicant.

(xii) **Mandatory contents of the Plan:** Chapter VI of the Plan enlists the mandatory compliances of the Resolution Plan which inter alia provides for the priority payment to (a) the CIRP Cost, (b) Operational Creditors in terms of Section 30(2), and (c) dissenting financial creditors in terms of Section 30(2) of the Code. The Plan contains the statement as to how it has dealt with interest of all creditors, the possible causes of default by the Corporate Debtor, term of the plan, mechanism for implementation, supervision, statement of eligibility under Section 29A (annexure A-48), declaration to the fact that the plan does not contravene the provisions of law (Table 5-B of

the plan), confirmation of the other requirements under the provisions of the Code and the Regulations.

(xiii) **Implementation and Supervision:** The Resolution Plan provides for furnishing a Performance Security of Rs. 1.53 Crores by the Successful Resolution Applicant. Upon approval of the Resolution Plan, the existing Board of Directors shall stand replaced and a new Board shall be constituted by the Successful Resolution Applicant. For monitoring implementation of the Resolution Plan, a five-member Supervisory Committee comprising representatives of the Successful Resolution Applicant, Financial Creditor(s) and the erstwhile Resolution Professional/Supervisory Professional shall be constituted. The Resolution Applicant shall bear primary responsibility for implementation of the Resolution Plan and revival of the Corporate Debtor as a going concern under the supervision of the Supervisory Committee. The Resolution Plan further contemplates completion of statutory compliances, obtaining GST registration, opening of bank accounts and appointment of professionals required for revival of operations. The implementation period under the Resolution Plan is proposed to be nine months from the Effective Date or until complete implementation of the Plan, whichever is earlier, with, *inter alia*, constitution of the new Board, filing of pending statutory compliances within 30 days, and opening of new bank accounts and obtaining GST registration within 15 days from the Effective Date.

(ix) **Reliefs and Concessions:** Section 15 at Pages 36 to 40 of the Resolution Plan provides detailed reliefs and concessions sought from the

Adjudicating Authority. It is relevant to mention here that the plan is not conditional on the grant of such reliefs and concessions, and the SRA undertakes to implement and apply for necessary approvals and consents from the appropriate authorities.

Compliance Certificate in Form – H

(xvi) Pursuant to Regulation 39(4) of the Said IBBI (CIRP) Regulations, 2016, Form H is annexed to the Application as annexure.

a. Compliance of mandatory requirements under the Code:			
Sr. No.	Particulars	Compliance (Yes/No)	Relevant Section of the resolution plan
1.	<u>Section 25(2)(h):</u> The Resolution Applicant meets the criteria approved by the CoC, having regard to the complexity and scale of operations of the business of the CD	Yes	Yes
2.	<u>Section 29A:</u> The Resolution Applicant is eligible to submit a resolution plan as per the final list of Resolution Professional or Order, if any, of the Adjudicating Authority.	Yes	As per the affidavit submitted by the Resolution Applicant in terms of Section 29 A of the Insolvency and Bankruptcy Code, 2016, as Annexure A-48 (Affidavit dated 01.05.2025) at Page No. 482-485 of the Application. Annexure A-49, at page No. 486-487 “Further, based on the affidavit received from the Resolution Applicant in respect of Section 29A of the Code, 2016 and due diligence report submitted by the independent consultant (i.e., India C&L Law Offices Advocates) regarding the fact that the Resolution Applicant complies with the provisions of Section 29A of the Insolvency and Bankruptcy Code, 2016, the undersigned hereby confirm that the Resolution Applicant is

Case Citation: (2026) ibclaw.in 2347 NCLT

NCLT Chandigarh Bench, Court - I

IA(IBC)(PLAN)/9/(CH)/2025

In

CP(IB) No. 125/Chd/Hry/2021

(Admitted)

			compliant with the provisions of Section 29A”
3.	Section 30:		
	(1) The Resolution Applicant has submitted an affidavit stating that it is eligible as per the Code.	Yes	29A undertaking was received as per the form at of RFRP.
	The Resolution Plan- (2)(a) Provides for the payment of the Insolvency Resolution Process Cost	Yes	SECTION 6, PAGE 13 OF THE RESOLUTION PLAN The Resolution Applicant proposes to pay an amount of Rs 0.80 Cr towards the CIRP cost (Paid/Un-Paid) irrespective of the actual CIRP cost as on the effective date in top priority before any other payments to any financial creditor, Operational Creditors, or settlement of any other creditor's claims within 60 days of the Effective date. For ample clarity any CIRP cost greater than Rs 0.80Cr shall be borne by the Financial Creditors and in case the CIRP cost (paid/unpaid) is less than Rs 0.80Cr then the difference shall be transferred to the Secured Financial Creditors.
	(2)(b) Provides for the payment to the operational creditors	Yes	SECTION 8, PAGE NO. 17-19 OF THE RESOLUTION PLAN: That it is estimated that the liquidation value of the CD shall not be more than the admitted claims of the financial creditors and therefore as per the provisions of the IBC code the operational creditors will actually not be entitled for any resolution amount whatsoever, however this resolution plan proposes an aggregate upfront settlement of Rs. 10,00,000/- (Rupees Ten Lakhs Only) against all the claims /outstanding of the operational creditors whatsoever (including statutory and contingent as well) whether claimed/ unclaimed, known/unknown, crystallized/ uncrystallized, admitted/disputed.
	(2)(c) Provides for the payment to the financial creditors who did not vote in favor of the resolution plan?	Yes	SECTION (iv), PAGE 11 OF THE RESOLUTION PLAN (iv) Dissenting Financial Creditors, who do not vote in favor of the resolution plan shall receive in priority to other financial creditors an amount that is not less than the liquidation value of

Case Citation: (2026) ibclaw.in 2347 NCLT

NCLT Chandigarh Bench, Court - I

IA(IBC)(PLAN)/9/(CH)/2025

In

CP(IB) No. 125/Chd/Hry/2021

(Admitted)

			<p>their debt. That the Dissenting Financial Creditors shall be paid as per the provisions of Section 30(2)(b) the IBC Code.</p> <p>for ample clarity it is stated that the sum total of the settlement amount proposed to the financial creditors shall not increase or change or be different under any circumstance from the settlement of financial creditor as proposed in this resolution plan.</p> <p>For ample clarity no payment shall be made to the assenting financial creditors before the payment has been made to the dissenting creditors as per the provisions of the IBC</p>		
	(2)(d) Provides for management of the affairs of the Corporate Debtor	Yes	<p>SECTION (ix) AT PAGE NO. 29</p> <p>(ix) That the Supervisory Committee will appoint the new board of directors and also induct the new shareholders in the company on payment of the upfront resolution amount.</p> <p>& SECTION 13(2)(c) AND(d) AT PAGE NO. 31 OF THE RESOLUTION PLAN.</p>		
	(2)(e) provides from the implementation and supervision of the Resolution plan?	Yes	SECTION 13, PAGE NO. 30-31 OF THE RESOLUTION PLAN		
	(2)(f) contravenes any of the provisions of the law for the time being in force?	No	<p>SERIAL NO. 4 IN TABLE 5B AT PAGE NO. 12</p> <table border="1" data-bbox="880 1290 1401 1417"> <tr> <td>4</td> <td>That the resolution plan is not in contravention or violation of any provisions of the applicable law as on date.</td> </tr> </table> <p>SECTION (g) AT PAGE 46 OF THE RESOLUTION PLAN</p> <p>(8)</p> <p>The Resolution Applicant, to the best of its knowledge, hereby declares that this Plan is not in contravention of the provisions of any Applicable Laws. The Resolution Applicant declares 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.</p>	4	That the resolution plan is not in contravention or violation of any provisions of the applicable law as on date.
4	That the resolution plan is not in contravention or violation of any provisions of the applicable law as on date.				
	The Resolution plan	Yes	Yes		

	(4)(a) is feasible and viable, according to the CoC (4)(b) has been approved by the CoC with 66% voting share	Yes	Yes
	Section 31(1): The Resolution Plan has provisions for its effective implementation, according to the COC.	Yes	Yes
<u>b. Compliance under mandatory requirements under IBBI (Insolvency Resolution Process of Corporate Debtor) Regulations, 2016</u>			
	Regulation 38: (1) The amount due to the operational creditors under the resolution plan has been given priority in payment over financial creditors.	Yes	SECTION 8 (iii) AND (iv), PAGE NO. 18 OF THE RESOLUTION PLAN (iii) The settlement of the operational creditors of the Corporate Debtor is in confirmation to the terms of Section 30(2)(b) of IBC that the amounts to be paid to operational creditors 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. (iv) The settlement amount to operational creditors shall be paid before settlement of Financial Creditors in accordance with Regulation 38(1) of the CIRP Regulations
	(1A) The Resolution Plan includes a statement as to how it has dealt with the interests of all stakeholders	Yes	Provided
	(1B) Neither the Resolution Applicant nor any of its related parties has failed to implement or contributed to the failure of implementation of any resolution plan approved under the Code. If applicable, the Resolution	Yes	S. NO. 3 IN TABLE 5B, PAGE NO. 12 3 that neither the Resolution Applicant nor any of its related parties have ever failed to implement or contributed to the failure of implementation of any other resolution plan approved by the Adjudicating Authority in the past.

Case Citation: (2026) ibclaw.in 2347 NCLT

NCLT Chandigarh Bench, Court - I
 IA(IBC)(PLAN)/9/(CH)/2025
 In
 CP(IB) No. 125/Chd/Hry/2021
 (Admitted)

	<p>Applicant has submitted a statement giving details of any such non-implementation</p>		<p>SECTION (G), PAGE NO. 46 OF THE RESOLUTION PLAN (8) The Resolution Applicant, to the best of its knowledge, hereby declares that this Plan is not in contravention of the provisions of any Applicable Laws. The Resolution Applicant declares 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.</p>			
<p>5.</p>	<p><u>Regulation 38(2):</u> The Resolution Plan provides: (a) the term of the plan and its implementation schedule (b) for the management and control of the business of the corporate debtor during its term (c) adequate means for supervising its implementation</p>	<p>Yes</p>	<p>(a) S.NO. 11 OF TABLE A, PAGE 4</p> <table border="1" data-bbox="882 846 1401 1070"> <tr> <td data-bbox="882 846 965 1070">11</td> <td data-bbox="965 846 1098 1070">Timeline of Implementation</td> <td data-bbox="1098 846 1401 1070">A+5 Months (A= effective date, wherein effective date is the date of approval of the resolution plan by the Hon'ble NCLT</td> </tr> </table> <p>SECTION 14, PAGE NO. 34-35 (elaborated above) (b) SECTION (ix) AT PAGE NO. 29 AND SECTION 13(2)(c) AND(d) AT PAGE NO. 31 OF THE RESOLUTION PLAN.(elaborated above) (c) SECTION 13, PAGE NO. 30-31 (elaborated above)</p>	11	Timeline of Implementation	A+5 Months (A= effective date, wherein effective date is the date of approval of the resolution plan by the Hon'ble NCLT
11	Timeline of Implementation	A+5 Months (A= effective date, wherein effective date is the date of approval of the resolution plan by the Hon'ble NCLT				
<p>6.</p>	<p><u>Regulation 38(3):</u> The Resolution Plan demonstrates that- (a) it addresses the cause of default</p>	<p>Yes</p>	<p>SECTION 3, PAGE 8 AND SECTION 5, PAGE NO. 10-12 The immediate reasons for the present stressed situation of the corporate debtor appears to be poor financial management and mismanagement in inventory/raw material management, resulting in poor recovery of the receivables and write off of the stocks. Thereby resulting in incurring of losses, erosion of working capital, net worth and defaulted in repayment. However, the long term (chronic) reasons for the default of Corporate Debtor can be summarized as under:-</p>			

Case Citation: (2026) ibclaw.in 2347 NCLTNCLT Chandigarh Bench, Court - I
IA(IBC)(PLAN)/9/(CH)/2025In
CP(IB) No. 125/Chd/Hry/2021
(Admitted)

			a) Poor financial management, resulting in poor recovery of the receivables b) Aggressive marketing without production backup c) No professional management of the corporate debtor d) Huge Raw Material and finance Cost
	(b) it is feasible and viable	Yes	YES
	(c) It has provisions for its effective implementation	Yes	SECTION 12 (ix) (page 29) “(ix) That the Supervisory Committee will appoint the new board of directors and also induct the new shareholders in the company on payment of the upfront resolution amount.” And SECTION 13(2)(c) AND (d), page no. 31
	(d) It has provisions for approvals required and the timeline of the same	Yes	Page No. 49, Annexure-1, Regulation 37 (A) (I)
	(e) The resolution applicant can implement the resolution plan	Yes	Yes
7.	Regulation 39(2): Whether the RP has filed application in respect of transactions observed, found or determined by him?	Yes	Yes
8.	Regulation 39(4): Provide details of performance security received as referred to in sub-regulation (4A) of Regulation 36B	Yes	Rs. 1,54,60,000 provided by the PRA in the following manner: 1) Rs. 1,00,00,000/- deposited at the time of submission of Resolution Plan 2) Rs. 54,60,000 deposited vide bank transfer dated 05.07.2025

4. The Learned Counsel has once again reiterated the averments made in the Application and pointed out the relevant law and urged the Tribunal to allow the Application as prayed for.

5. It is a settled position of law that once an Application is filed in prescribed format furnishing all the required material facts and if Resolution

plan is approved with the requisite majority by CoC by exercising its commercial wisdom, the Adjudicating Authority's role is limited to verification whether the plan meets the requirements specified in Section 30(2) or not. In this regard, it is relevant to refer to the judgement rendered in the case of **K. Sashidhar vs. Indian Overseas Bank** in Civil Appeal No. (10673/2018), (2019) 12 SCC 150, where the Hon'ble Supreme Court has, inter alia, held that:

"If CoC had approved the Resolution Plan by the 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. On receipt of such a proposal, the Adjudicating Authority (NCLT) is required to satisfy itself that the resolution plan as approved by CoC meets the requirements specified in Section 30(2). No more and no less".

And held further in para 35 of the judgement that –

"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".

Similarly, The Hon'ble Supreme Court reiterated this view in the case of **Essar Steel Vs. Satish Kumar Gupta & Ors. in Civil Appeal No.8766 67/2019, decided on 15.11.2019: (2020) 8 SCC 531** by holding that:

"...it is clear that the limited judicial review, which can in no circumstances trespass upon a business decision of the majority of the CoC, has to be within the four corners of section 30(2) of the Code, in so far as the Adjudicating Authority is concerned...."

The above ratio is again reiterated in the recent case if **Vallal RCK v. Siva Industries and Holdings Ltd. and Ors., (2022) ibclaw.in 63 SC**, wherein it is inter-alia held that:

“21.This Court has consistently held that the commercial wisdom of the CoC has been given paramount status without any judicial intervention for ensuring completion of the stated processes within the timelines prescribed by the IBC. It has been held that there is an intrinsic assumption, that financial creditors are fully informed about the viability of the corporate debtor and feasibility of the proposed resolution plan. They act on the basis of thorough examination of the proposed resolution plan and assessment made by their team of experts....”

Emphasizing yet again, that

“27. This court has, time and again, emphasized the need for minimal judicial interference by the NCLAT and NCLT in the framework of IBC.”

6. We have heard the Learned Counsel for the RP and have carefully perused all the pleadings, extant provisions of the code and the relevant law.

7. The core point for consideration in the case is whether the Resolution Plan in question satisfies the requisite conditions prescribed under provisions of Section 30 of the Code and whether it is in compliance with the settled position of law or not. After examining the Resolution plan in question, if the Adjudicating Authority is satisfied that the plan is in accordance with law as prescribed under section 31 of the Code, the Resolution plan should be approved else it should be rejected.

8. As detailed supra, the Resolution plan in question meets the requirement as referred to in sub-section (2) of Section 30 and the Application is filed strictly in accordance with law. And the Resolution

Professional has followed principles of natural justice, while considering claims received against the Corporate Debtor and he has duly filed Form H furnishing all cardinal details of Resolution Plan.

9. Therefore, when tested on the touch stone of the rulings, and considering the facts of the case, we are of the view that the Resolution Plan satisfies the requirements of Section 30 (2) of the IBC and Regulations 37, 38 & 39 of CIRP Regulations. It is stated by the Resolution Professional that the Resolution Applicant is eligible to submit the Resolution Plan under Section 29A of IBC.

10. It is hereby clarified that approval of the Resolution Plan shall not be construed as a waiver of any statutory obligations/ liabilities of the Corporate Debtor and shall be dealt with by the appropriate Authorities in accordance with law. Any waiver/concession/ relief sought in the Resolution Plan, shall be subject to approval by the Authorities concerned and cannot be presumed to be granted unless specifically mentioned herein. The Corporate Debtor has to approach the Authorities concerned for such reliefs, and we trust the Authorities concerned will do the needful. *“Approval of this plan by NCLT shall be deemed to be sufficient notice, which may be required to be given to any person for such matter and no further notice shall be required to be given”* as per the view taken by the Hon’ble Supreme Court in the case of ***Ghanashyam Mishra and Sons Private Limited Versus Edelweiss Asset Reconstruction Company Limited*** in ***Civil Appeal No.8129/2019 with Civil Appeal No.1554/2021 and 1550-1553/2021, decided on 13.04.2021.: (2021) 9 SCC 657***

11. For the aforesaid reasons and circumstances of the case and settled position of law on the subject issue, we are of the considered view that the Resolution Plan submitted by the Resolution Applicant, **M/S NOIDA HOLDINGS PRIVATE LIMITED** satisfies all statutory requirements as prescribed under the extant provisions of the Code and thus, it is eligible to be approved with suitable consequential directions.

12. In the result, the Application bearing **IA(IBC)(PLAN)/9/(CH)/2025** is hereby **Allowed** and **Disposed** of with the following consequential directions:

- I. The Resolution Plan shall be binding on the Corporate Debtor, its employees, members, creditors, including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any law for the time being in force is due, guarantors and other stakeholders involved in the resolution plan.
- II. All crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of this Resolution Plan.
- III. If the SRA fails to pay the amount as envisaged in the Resolution Plan to the stakeholders within the timeline fixed in the Plan, the entire amount paid by the SRA shall be forfeited.
- IV. It is hereby ordered that the Performance Bank Guarantee furnished by the Resolution Applicant shall remain in force till the amount proposed to be paid to the creditors under this plan is fully paid off and the plan is fully implemented.

- V. The Memorandum of Association (MoA) and the Articles of Association (AoA) shall accordingly be amended and filed with the concerned Registrar of Companies (RoC), 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.
- VI. Henceforth, no creditor of the erstwhile Corporate Debtor can claim anything other than the liabilities referred to in the Resolution Plan.
- VII. The moratorium under Section 14 of IBC shall cease to have effect from the date of this Order.
- VIII. The Applicant shall forward all records relating to the conduct of the CIRP and the Resolution Plan to the IBBI along with a copy of this order for information.
- IX. The Applicant shall forthwith send a copy of this Order to the CoC and the Resolution Applicant.
- X. The Registry is directed to furnish free copy to the parties as per Rule 50 of the NCLT Rules, 2016.
- XI. The Registry is directed to communicate this Order to the concerned Registrar of Companies, for updating the master data and also forward a copy to IBBI.

Sd/-

(SHISHIR AGARWAL)
MEMBER (TECHNICAL)

Sd/-

(KHETRABASI BISWAL)
MEMBER (JUDICIAL)
Ruhani