IN THE NATIONAL COMPANY LAW TRIBUNAL

KOCHI BENCH

IA(IBC)/284/KOB/2026
IN
CP(IB)/06/KOB/2022

(Under section 60(5) of IBC, 2016 r/w Rule 11 of NCLT,2016)

Date of Institution:15.06.2026

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IA(IBC)(Liq.)/04/KOB/2026
IN
CP(IB)/06/KOB/2022

(Under section 33(2) r/w 33(1)(a) & 34 of IBC)

Date of Institution:01.06.2026

Order delivered on:17.08.2026

In the matter of:

Mangomeadows Agricultural Pleasure Land Private Limited

MEMO OF PARTIES:

<u>IA(IBC)/284/KOB/2026</u>

Mr. N.K. Kurian

Building No. XV/175A, Ayamkudy PO, Kaduthuruthy, Kottayam-686613

... Applicant

Vs.

Mr. K Easwara Pillai

Resolution Professional of Mangomeadows Agricultural Pleasure Land (P) Ltd, 6th Floor, Amrita Trade

Towers, S A Road, Pallimukku, Kochi-682016

... Respondent No. 1

M/s. Kosamattam Finance Limited

Kosamattam Mathew K.Cherian Buildings, Market Junction, Kottayam-686001

... Respondent No. 2

IA(IBC)(Liq.)/04/KOB/2026

Mr. K. Easwara Pillai

Resolution Professional, Mangomeadows Agricultural Pleasure Land Private Limited, 6th Floor, Amrita Trade Towers, S.A. Road, Pallimukku, Kochi, Kerala - 682016

...Applicant

Coram:

HON'BLE MEMBER(JUDICIAL) : SHRI. VINAY GOEL

HON'BLE MEMBER(TECHNICAL) : SHRI.RAVICHANDRAN RAMASAMY

Appearances:

IA(IBC)/284/KOB/2026

For the Applicant	:	Mr. Harikumar G Nair, Advocate.
For the Respondent No.1	:	Mr. Pranoy Harilal, Advocate.
	:	Mr. K Easwara Pillai, RP
For the Respondent No.2	:	None appeared

IA(IBC)(Liq.)/04/KOB/2026

For the Applicant	:	Mr. Pranoy Harilal, Advocate.
	:	Mr. K Easwara Pillai, RP

O R D E R

1. The present Application, IA(IBC)/284/KOB/2026, has been filed by the Applicant, Mr. N.K. Kurian, the Suspended Director of Mangomeadows Agricultural Pleasure Land (P) Ltd., under Section 60(5) of the Insolvency and Bankruptcy Code, 2016, against Mr. Eswara Pillai, Resolution Professional of Mangomeadows Agricultural Pleasure Land (P) Ltd., and M/s Kosamattom Finance, the Financial Creditor of Mangomeadows Agricultural Pleasure Land (P) Ltd. The reliefs sought in IA(IBC)/284/KOB/2026 are reproduced below:
    a. *Examine the legality and validity of the 17th CoC Meeting and the decisions taken therein and declare the 17th COC meeting as invalid*
    b. *Direct the Resolution Professional to explain why CIRP costs were not placed before the CoC for approval as mandated under Regulation 31B of the CIRP Regulations;*
    c. *Order an independent examination/investigation into the conduct of the Resolution Professional and the role of Kosamattam Finance Limited in the CIRP;*
    d. *Direct forwarding of the records to the Insolvency and Bankruptcy Board of India for examination of violations committed by the Resolution Professional;*
    e. *Direct production of all records relating to extension of the CIRP period, including CoC resolutions, voting records and applications, if any;*
    f. *Examine the conduct of the Resolution Professional in relation to the CIRP process and the preparation of CoC Minutes;*
    g. *The Applicant respectfully submits that the proposal to appoint the Liquidator ought not to be accepted. Having regard to the disputes raised regarding the conduct of the CIRP, the concerns relating to procedural irregularities, and the allegations requiring independent examination, it would be in the interests of justice, transparency and*

stakeholder confidence that the Liquidator, if required to be appointed, be selected independently by this Hon'ble Tribunal from the panel maintained for such purposes

h. *Pass appropriate directions against the Resolution Professional for non-compliance with the provisions of the Insolvency and Bankruptcy Code, 2016 and CIRP Regulations;*
i. *Pass such other and further orders as this Hon'ble Tribunal may deem fit and proper in the interest of justice.*

2. IA(IBC)(Liq.)/04/KOB/2026 has been filed by Mr. K. Easwara Pillai, Resolution Professional of Mangomeadows Agricultural Pleasure Land Private Limited, under Section 33(2) read with Sections 33(1)(a) and 34 of the Insolvency and Bankruptcy Code, 2016, seeking following:
   i. *Pass an order initiating the liquidation process of the Corporate Debtor in terms of Section 33 of the Code;*
   ii. *Pass an order appointing Mr. Najeeb T.P, Insolvency Professional having IP Reg. No. IBBI/IPA-002/IP-N01014/2020-2021/13316 as the Liquidator of the Corporate Debtor in terms of Section 34 of the Code;*
   iii. *Pass such other orders as this Hon'ble Tribunal may deem fit in the interest of justice.*

3. Since the outcome of the application has a direct bearing on the issues involved in the other application, and the adjudication of one application would necessarily affect the consideration of the other, both IAs were heard together. Accordingly, both IAs are being decided by this common order.

Brief facts of the case in IA(IBC)/284/KOB/2026: -

4. The Applicant submitted that the Corporate Debtor is a unique and nationally recognised Agri-theme park which was a functioning and revenue-generating concern at the commencement of the Corporate Insolvency Resolution Process. The Applicant submitted that, although the CIRP was initiated by order dated 25.01.2023, the Resolution Professional

conducted the CIRP in violation of the provisions of the Insolvency and Bankruptcy Code, 2016 and the CIRP Regulations. According to the Applicant, the admitted CIRP period expired on 22.02.2024, yet the Resolution Professional continued the CIRP, convened meetings of the Committee of Creditors, and took consequential decisions without obtaining a valid extension of the CIRP period in accordance with Section 12 of the Code and Regulation 40 of the CIRP Regulations.

5. The Applicant further submitted that, pursuant to the order of this Adjudicating Authority dated 06.03.2026, he submitted a revised Resolution Plan, which was considered and rejected by the Committee of Creditors in its 17th meeting. It is alleged that the Minutes of the 16th and 17th Committee of Creditors meetings contain material inconsistencies regarding the filing and approval of an application for extension of the CIRP period and do not disclose any resolution of the Committee of Creditors authorising such extension. According to the Applicant, the proceedings conducted after the expiry of the CIRP period are therefore without lawful authority, rendering the decisions taken therein liable to be examined.

6. The Applicant also stated that the Resolution Professional failed to comply with his statutory obligations by not ensuring completion of statutory audits, filing of GST returns, and compliance with Regulation 31B of the CIRP Regulations requiring approval of CIRP costs by the Committee of Creditors. It is further submitted that CIRP costs were never placed before the Committee of Creditors for approval despite seventeen meetings being held, and that the CIRP was unnecessarily prolonged in collusion with the sole Financial Creditor, resulting in avoidable delays and increased CIRP costs. On these grounds, the Applicant seeks, inter alia, examination of the legality of the 17th Committee of Creditors meeting, investigation into the

conduct of the Resolution Professional and the Financial Creditor, production of records relating to extension of the CIRP period, appropriate action against the Resolution Professional, and a direction that any appointment of a Liquidator be made independently by this Adjudicating Authority.

7. The Applicant further submitted that the chronology of events following the order of this Adjudicating Authority dated 06.03.2026 demonstrates an inordinate and unexplained delay on the part of the Resolution Professional in placing the revised Resolution Plan before the Committee of Creditors. According to the Applicant, despite the submission of the revised Resolution Plan within six days of the Adjudicating Authority's order, the Resolution Professional spent nearly three months processing the plan and taking consequential steps. It is alleged that such delay, coupled with the prolonged continuation of the CIRP beyond the statutory timelines, reflects a lack of diligence and is contrary to the objective of time-bound resolution under the Insolvency and Bankruptcy Code, 2016.

8. The Applicant also challenged the rejection of his revised Resolution Plan by the Committee of Creditors. It is contended that the observation that the Resolution Plan did not satisfy the requirements of Section 30(2) of the Code is unsupported by any examination undertaken by the Resolution Professional, who was statutorily required to verify compliance before placing the plan before the Committee of Creditors. The Applicant stated that the revised Resolution Plan fully complies with all the mandatory requirements prescribed under Section 30(2) of the Code, including provisions relating to payment of CIRP costs, treatment of operational creditors, management of the affairs of the Corporate Debtor, implementation and supervision of the plan, and compliance with applicable laws.

9. The Applicant further submitted that the rejection of the Resolution Plan on the ground that the proposed implementation period of six months was excessive is arbitrary and self-contradictory. According to the Applicant, while the Committee of Creditors relied upon the time-bound nature of the CIRP to reject the proposed implementation schedule, the CIRP itself had continued for more than three years without any corresponding urgency. It is also contended that the financial proposal contained in the revised Resolution Plan was rejected without any objective commercial assessment and contrary to the liberty granted by this Adjudicating Authority in its order dated 06.03.2026, whereby the Applicant had been afforded a final opportunity to submit a comprehensive Resolution Plan conforming to, or improving upon, the financial parameters and conditions of the earlier approved plan/scheme.

10. The Applicant further contends that the Resolution Professional and the Committee of Creditors failed to undertake a fair and objective evaluation of the revised Resolution Plan and instead adopted arbitrary and discriminatory standards while considering the same. According to the Applicant, the revised Resolution Plan offered greater realisable value to the stakeholders than the plan submitted by the earlier Resolution Applicant, as it proposed a higher recovery to the sole Financial Creditor together with payment of CIRP costs, operational creditors' dues, statutory liabilities, and continuation of the Corporate Debtor as a going concern. It is alleged that the comparative evaluation undertaken by the Committee of Creditors was misleading and intended to favour the earlier Resolution Applicant.

11. The Applicant also disputed the grounds on which the Committee of Creditors rejected the revised Resolution Plan. It is stated that the insistence on furnishing performance security equivalent to the entire

resolution amount was arbitrary, commercially unreasonable, and inconsistent with the standards adopted in respect of the earlier Resolution Applicant. The Applicant further stated that he had offered to furnish a Bank Guarantee of Rs. 7.50 Crores as performance security, but the said proposal was allegedly omitted from the minutes of the Committee of Creditors meeting. The Applicant further submitted that the objections relating to inclusion of settlement of certain liabilities of the promoters, payment of CIRP costs, feasibility and viability of the Resolution Plan, and alleged non-compliance with the Code are legally unsustainable, unsupported by specific reasons, and contrary to the provisions of the Insolvency and Bankruptcy Code, 2016.

12. The Applicant further submitted that the Resolution Professional failed to conduct the CIRP transparently and independently and acted in collusion with the sole Financial Creditor. According to the Applicant, mandatory provisions of the Code and the CIRP Regulations, including those relating to approval of CIRP costs and extension of the CIRP period, were not complied with, resulting in prejudice to the Corporate Debtor and its stakeholders. The Applicant therefore seeks judicial scrutiny of the conduct of the Resolution Professional and the Financial Creditor, reconsideration of the revised Resolution Plan on its merits, and appropriate directions to ensure compliance with the provisions of the Code. The Applicant has also pointed out an alleged factual error in the order dated 06.03.2026 regarding the resolution value offered by the earlier Resolution Applicant and submitted that the said error requires correction.

13. The 1st Respondent submitted that the present application is devoid of merit and has been filed only after the liquidation application had been fully heard and reserved for orders. It was contended that the 17th

Committee of Creditors meeting merely recorded the statutory consequence following the rejection of the Applicant's revised resolution proposal in the 16th Committee of Creditors meeting and resolved to seek liquidation of the Corporate Debtor. The challenge is confined only to the 17th Committee of Creditors meeting, whereas the rejection of the revised resolution proposal in the 16th Committee of Creditors meeting has not been specifically challenged in the prayer clause. It was further submitted that the Applicant has proceeded on incorrect factual assumptions by alleging that Kosamattam Finance Limited was the sole member of the Committee of Creditors, whereas the Committee also comprised Anson Chits (India) Private Limited holding 1.31% voting rights, which has not been impleaded, rendering the application liable to be dismissed for non-joinder. According to the Respondent, the Applicant, being only a suspended director, was entitled to participate in Committee of Creditors meetings without any voting rights and could not seek judicial review of the Committee of Creditors' commercial wisdom or insist upon repeated reconsideration of his proposal.

14. The Respondent further submitted that the order dated 06.03.2026 merely granted the Applicant a final opportunity to submit a revised proposal for consideration by the Committee of Creditors and did not direct its approval or require the Committee of Creditors to waive commercial safeguards. The revised proposal dated 12.03.2026 was duly placed before the Committee of Creditors within the time granted by the Adjudicating Authority, discussed in the 16th Committee of Creditors meeting held on 25.03.2026 and continued on 27.03.2026, and thereafter Kosamattam Finance Limited, holding 98.69% voting share, voted to reject the plan, while Anson Chits (India) Private Limited, holding 1.3I% voting share, voted in favour. It was contended that the directions contained in

the order dated 06.03.2026 were fully complied with and that, upon rejection of the revised proposal, no resolution plan remained pending for consideration under Section 30(6) of the Code. Consequently, the statutory requirements under Section 33 stood attracted, making liquidation the only course available.

15. With respect to the expiry of the CIRP period, the Respondent admitted that the extended CIRP period expired on 22.02.2024 but submitted that, prior thereto, the Committee of Creditors had already resolved to liquidate the Corporate Debtor and the Resolution Professional had filed an earlier liquidation application. However, in a bona fide attempt to revive the Corporate Debtor, proceedings under Section 230 of the Companies Act, 2013 were initiated, because of which the earlier liquidation application was disposed of as premature with liberty to file afresh. It was submitted that the subsequent Committee of Creditors meetings were convened pursuant to the specific directions of this Adjudicating Authority dated 06.03.2026 and not as an unauthorised continuation of the CIRP. Although no separate application seeking extension of the CIRP period was ultimately filed, the Respondent contended that, after rejection of the Applicant's revised proposal, seeking further extension would have served no practical purpose since no resolution plan survived for consideration. The Respondent further denied the allegation that inconsistencies in the minutes of the 16th and 17th Committee of Creditors meetings amounted to fabrication or suppression, submitting that both sets of minutes consistently recorded the expiry of the CIRP period and that the variation merely reflected the change in the stage of proceedings from consideration of the revised proposal to liquidation.

16. The Respondent further submitted that the Applicant's proposals had been considered on several occasions during the CIRP, including under the

original Form G process, under Section 230 proceedings, and pursuant to the Tribunal's orders, but were repeatedly rejected due to commercial deficiencies such as the absence of binding proof of funding, reliance on third-party contributions, inadequate performance security, prolonged implementation schedule, conditional payment of CIRP costs, inclusion of personal liabilities, and uncertainty regarding ownership of essential operational assets. It was contended that the alleged offer of a performance guarantee of Rs.7.50 crores was never incorporated into any revised written proposal or supported by any binding document, and that the Committee of Creditors was commercially entitled to insist upon adequate performance security. The Respondent also submitted that the Applicant's comparison of plan values was misleading, as it included internal accruals, disputed amounts, personal liability adjustments and unverified third-party contributions, which could not be treated as value offered to the creditors. It was further contended that a proposal exceeding the liquidation value does not create any statutory right to approval, and that issues relating to feasibility, implementation period, and commercial risk fall exclusively within the domain of the commercial wisdom of the Committee of Creditors.

17. The Respondent also denied the allegations regarding non-approval of CIRP costs, statutory audit and GST compliance. It was submitted that CIRP costs, including the Resolution Professional's remuneration and engagement of legal counsel, had been placed before and approved by the Committee of Creditors and that Regulation 31B, introduced subsequently, could not be applied retrospectively. The Respondent further explained that statutory audit and GST compliance for subsequent financial years could not be completed due to serious disputes raised by the Applicant himself regarding ownership of several assets and attribution of income,

resulting in genuine accounting and tax uncertainties. It was submitted that the Resolution Professional had continued to preserve the Corporate Debtor as a going concern, had taken necessary steps to protect its records, and had even approached this Adjudicating Authority against the GST Department for violation of the moratorium. The Respondent denied all allegations of collusion with the Financial Creditor, preferential treatment to any resolution applicant, or procedural irregularities, contending that the engagement of legal counsel had been duly approved by the Committee of Creditors and that no material had been produced to establish fraud, bias or manipulation of the CIRP process.

18. It was further submitted that no grounds existed for directing any investigation by the IBBI, as the Applicant had failed to establish any misconduct on the part of the Resolution Professional. It was contended that, despite not pleading any specific disqualification, relationship, conflict of interest, or pending disciplinary proceeding against Mr. Najeeb T.P., the proposed Liquidator, who has furnished his written consent in Form AA and holds a valid Authorisation for Assignment for the period from 08.12.2025 to 31.12.2026, the Applicant has sought to oppose his appointment. It was submitted that the allegations levelled against the existing Resolution Professional cannot, by themselves, constitute a ground to disqualify or reject the appointment of a separate insolvency professional proposed as the Liquidator. Accordingly, the Respondent prayed for dismissal of the application with exemplary costs.

19. The Applicant denied the allegations contained in the Reply Affidavit and submitted that the Resolution Professional has failed to answer the specific procedural irregularities raised in the application and has instead attempted to justify the liquidation of the Corporate Debtor. It was contended that the CIRP was conducted in a manner lacking

independence, transparency and fairness, with the Resolution Professional acting in concert with the dominant Financial Creditor holding 98.69% voting share. According to the Applicant, the conduct of the Resolution Professional, the delay in reporting compliance with this Adjudicating Authority's order dated 06.03.2026, the engagement of common counsel for the Financial Creditor, and the insistence on commercially impracticable conditions demonstrate that the CIRP was steered towards liquidation rather than genuine resolution. The Applicant further submitted that this Adjudicating Authority had earlier made adverse observations against the Resolution Professional for non-disclosure of material facts and reiterated the prayer for an independent investigation into the conduct of the CIRP.

20. The Applicant further submitted that the Adjudicating Authority's order dated 06.03.2026 required fair and lawful consideration of the revised resolution plan, whereas the process adopted by the Resolution Professional and the Committee of Creditors was arbitrary and predetermined. It was contended that the CIRP had admittedly expired on 22.02.2024 and that no application for extension, exclusion or regularisation of the CIRP period was ever filed, rendering the subsequent Committee of Creditors meetings and decisions legally unsustainable. The Applicant also relied upon the admitted inconsistencies between the 16th and 17th Committee of Creditors minutes regarding the proposed extension of CIRP and contended that the complete records relating to extension and continuation of CIRP ought to be produced for judicial scrutiny.

21. The Applicant further submitted that although his resolution proposals were repeatedly placed before the Committee of Creditors, they were never objectively evaluated and were rejected on the basis of arbitrary and

commercially impossible conditions, particularly the insistence upon an unconditional performance guarantee equivalent to the entire resolution amount. It was contended that the proposed security of Rs.7.50 Crores demonstrated *bona fides* and that the repeated rejection of the proposal reflected a predetermined intention to push the Corporate Debtor into liquidation. The Applicant further asserted that his proposal offered higher value than the liquidation value, ensured continuation of the Corporate Debtor as a going concern and was commercially superior to the earlier proposal of the Successful Resolution Applicant.

22. The Applicant also submitted that the Financial Creditor consistently frustrated every genuine revival effort, including restructuring proposals, the Section 230 Scheme, the takeover proposal by Kerala Financial Corporation, and the proposal of an Asset Reconstruction Company, thereby demonstrating a lack of intention to maximise value through resolution. It was further contended that the proposal concerning settlement of the promoters' personal liabilities was independent of the resolution plan and was wrongly treated as a ground for rejection.

23. The Applicant denied the Respondent's contentions regarding CIRP costs and statutory compliances, submitting that CIRP costs and the Resolution Professional's fees were drawn without contemporaneous approval of the Committee of Creditors in violation of Regulation 31B. It was further contended that statutory audit, GST compliance and other mandatory filings were not completed during the CIRP and that the explanations offered by the Resolution Professional did not absolve him of his statutory obligations.

24. The Applicant further questioned the very foundation of the Financial Creditor's claim by alleging that a substantial portion of the loan sanctioned in the name of the Corporate Debtor had been appropriated by

the Financial Creditor towards adjustment of the promoters' personal liabilities without proper accounting or disclosure. It was submitted that the Respondents failed to explain the alleged diversion of loan proceeds or produce complete ledger accounts and banking records. On these grounds, the Applicant sought production of all relevant records, an independent examination of the disputed loan transaction, and dismissal of the Respondent's contentions.

25. The Applicant denied the allegation of non-cooperation and submitted that the suspended management consistently extended full cooperation to the Resolution Professional, repeatedly reminding him to complete the statutory compliances, despite which the Resolution Professional failed to discharge his obligations. Significantly, the Resolution Professional has not produced any contemporaneous communication evidencing any request for information or assistance, nor did he invoke any remedy under the Insolvency and Bankruptcy Code, 2016 alleging non-cooperation. The plea of non-cooperation is therefore a belated afterthought intended to justify admitted statutory defaults.

26. The Applicant further relied upon the findings of this Adjudicating Authority in its order dated 06.03.2026, which recognised that the Resolution Professional is an independent statutory officer, cautioned against creditor-driven acquisition under the guise of resolution, held that commercial wisdom is subject to judicial scrutiny where material irregularities exist, and directed fair and objective consideration of the Applicant's proposal. The Applicant also stated that the engagement of common legal counsel, discriminatory treatment of the Applicant's Resolution Plan vis-à-vis M/s. Torrion Impex Private Limited, and the prayer for appointment of an independent Liquidator all arise from the larger challenge to the fairness and transparency of the CIRP.

Findings:

27. We have heard the parties in both the applications, namely IA(IBC)/284/KOB/2026 and IA(IBC)(Liq.)/04/KOB/2026, and have carefully perused the pleadings, documents placed on record, the minutes of the Committee of Creditors meetings, and the orders passed by this Adjudicating Authority from time to time. Since IA(IBC)/284/KOB/2026 challenges the legality of the conduct of the Corporate Insolvency Resolution Process and the validity of the 17th Committee of Creditors meeting, and the decision to liquidate the Corporate Debtor, which is the subject matter of IA(IBC)(Liq.)/04/KOB/2026, was taken in the same 17th Committee of Creditors meeting.

28. IA(IBC)(Liq.)/04/KOB/2026 was earlier heard and reserved for orders on 09.06.2026. However, the matter was subsequently de-reserved vide order dated 30.06.2026. The relevant portion of the said order is reproduced below:

> *It has come to the notice of this Adjudicating Authority that one Application bearing No. IA(IBC)/221/KOB/2024 was decided by this Adjudicating Authority, and against the said order, a Writ Petition is pending before the Hon'ble High Court of Kerala, wherein the Hon'ble High Court has granted certain interim protection.*
> *It is astonishing that the Applicant, at the time of arguing the liquidation application, failed to disclose the pendency of the said Writ Petition before the Hon'ble High Court; however, it was/is the duty of the Applicant to disclose all true and complete facts before this Adjudicating Authority. Whether said facts has any bearing or not can be considered by this Adjudicating Authority. But litigant is required to place all such facts at first instance.*
> *At this stage, the Resolution Professional submitted that the non-disclosure was not deliberate but occurred due to inadvertence, and therefore the said fact could not be brought to the notice of this Adjudicating Authority.*
> *In view of the above, the Application filed by the Resolution Professional seeking liquidation, which was reserved on 09.06.2026, stands de-reserved, and the Resolution Professional is directed to place on record all relevant facts.*

29. Thereafter, both matters were heard together, as the issues involved in the two applications are interconnected and the decision in one application has a direct bearing on the other.

30. The primary issue arising for consideration in these applications relates to the effect of the order dated 06.03.2026 passed by this Adjudicating Authority, the subsequent steps taken by the Resolution Professional and the Committee of Creditors pursuant thereto, and the applications filed thereafter. For ease of reference and better appreciation of the issues involved, the same are summarised in the table below.

Order dated 06.03.2026 of this Adjudicating Authority	Steps taken by the RP and CoC after the order	Present Applications
• *The Suspended Director was permitted to submit a proposal of plan or arrangement substantially identical to, or better than, the plan earlier approved by the CoC or the scheme previously considered.* • *Where the proposal contains similar financial terms, timelines and compliance structure, it was observed that fairness requires that the same be afforded the first opportunity for consideration.* • *The proposal was required to receive fair, objective and independent consideration.* • *It was observed that there should be no rational justification to deny parity of consideration merely because the proposal emanates from the Suspended Director.*	• *The RP referred to various legal, operational and commercial impediments affecting the viability of the Corporate Debtor, including issues relating to the nature of the land, access to the property and ownership disputes concerning certain revenue-generating assets.* • *The CoC recorded that the Applicant had been afforded several opportunities to submit a compliant Resolution Plan, including pursuant to the directions of this Adjudicating Authority.* • *The revised Resolution Plan submitted by the Applicant was examined by the CoC and was found to suffer from, inter alia, lack of feasibility and viability, inadequate financial*	• *Following rejection of the revised Resolution Plan, the RP filed IA(IBC)(Liq.)/04/KOB/ 2026 seeking liquidation of the Corporate Debtor under Sections 33 and 34 of the Code.* • *The Applicant, aggrieved by the rejection of his revised Resolution Plan and the decision taken in the 17th CoC meeting, filed IA(IBC)/284/KOB/2026* • *The Applicant has challenged the legality of the conduct of the CIRP and the validity of the 17th CoC meeting.* • *The Applicant has also challenged the rejection*

• The object of the Code was emphasised as revival of the Corporate Debtor, maximisation of value of assets and balancing the interests of stakeholders, rather than creditor-driven acquisition at a depressed or suppressed value. *• Where the proposal offers equal or better value, safeguards stakeholder interests and ensures continuity of the business as a going concern, it ought to receive fair and objective consideration in accordance with law.*	*commitment, absence of acceptable performance security, conditional payment of CIRP costs, inclusion of matters relating to personal liabilities, and alleged non-compliance with Section 30(2) of the Code and the CIRP Regulations.* *• The RP pointed out that certain observations in the order dated 06.03.2026 regarding comparison of the earlier approved Resolution Plan and the Applicant's revised proposal were based on an alleged inadvertent factual error concerning the resolution value offered by the earlier Resolution Applicant.* *• The CoC thereafter rejected the revised Resolution Plan and resolved to proceed with liquidation of the Corporate Debtor.*	*of his revised Resolution Plan and the continuation of the CIRP beyond the prescribed period.* *• The Applicant has sought, inter alia, an investigation into the conduct of the RP, production of records relating to the extension/continuation of the CIRP, and appropriate directions against the RP.* *• The Applicant has further sought that, if liquidation is ordered, the Liquidator be selected independently by this Adjudicating Authority.*

31. Before examining the rival contentions in detail, it is necessary to appreciate the true purport and spirit of the order dated 06.03.2026 passed by this Adjudicating Authority. The said order was not merely a procedural direction requiring the Resolution Professional to place the revised Resolution Plan before the Committee of Creditors. This Adjudicating Authority had consciously observed that where the Suspended Director submits a proposal which is substantially identical to, or better than, the Resolution Plan earlier approved by the Committee of Creditors or the scheme previously considered, with similar financial terms, timelines and compliance structure, fairness would require that

such proposal be afforded the first opportunity for consideration. The observations were made to ensure that the process of resolution remains fair, transparent and consistent with the objectives of the Insolvency and Bankruptcy Code, 2016.

32. This Adjudicating Authority, in the present proceedings, is not examining or recording any finding with respect to the allegations levelled by the Applicant regarding the alleged conduct of the Resolution Professional, the alleged collusion with the Financial Creditor, the alleged procedural irregularities, the allegations relating to statutory compliances, or any other allegations, grievances, or contentions raised by the Applicant concerning the manner in which the Corporate Insolvency Resolution Process was conducted.

33. However, what requires consideration is whether the order dated 06.03.2026 was implemented in its true letter and spirit. Judicial orders are not to be interpreted in a narrow or technical manner so as to defeat the very purpose for which they are passed. The intention behind the said order was to ensure that the revised proposal submitted by the Suspended Director received a fair, objective and meaningful consideration, particularly when this Adjudicating Authority had already observed that if such proposal offered substantially similar or better value with comparable safeguards, there would be no rational justification to deny it parity of consideration merely because the Suspended Director. The order was intended to facilitate a genuine attempt towards resolution and not merely to complete a procedural formality before proceeding towards liquidation.

34. The Insolvency and Bankruptcy Code, 2016 is a legislation enacted primarily for resolution of insolvency and revival of viable corporate persons. The objective of the Code is not recovery of debts for the

creditors, nor is it to ensure that every Corporate Debtor ultimately reaches liquidation. Liquidation is contemplated under the Code only as a measure of last resort, after all reasonable and legally permissible efforts for resolution have failed. The entire scheme of the Code, beginning from admission of the insolvency application till approval of a Resolution Plan, demonstrates the legislative preference for preserving the Corporate Debtor as a going concern rather than bringing its existence to an end.

35. The Hon'ble Supreme Court has consistently held that the primary object of the Insolvency and Bankruptcy Code, 2016 is the revival of the Corporate Debtor, maximisation of the value of its assets, and balancing the interests of all stakeholders. Preservation of the Corporate Debtor as a going concern remains the foremost objective, while liquidation is intended only where resolution is no longer possible. A running enterprise creates value not merely for the creditors but also for its employees, workmen, operational creditors, statutory authorities, customers and the economy at large. Closure of an enterprise affects numerous stakeholders whose interests are also recognised under the scheme of the Code.

36. It is for this reason that every genuine opportunity capable of resulting in the revival of the Corporate Debtor deserves fair and meaningful consideration before the Corporate Debtor is directed into liquidation. Once a Corporate Debtor is ordered to be liquidated, the possibility of its revival ordinarily comes to an end, or at the very least becomes extremely limited, and its assets are reduced to distributable value. Such a consequence should follow only after it is found that no viable resolution is reasonably possible in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.

37. As noticed from the comparative table extracted hereinabove, this Adjudicating Authority, while passing the order dated 06.03.2026, had

specifically observed that if the revised proposal of the Suspended Director was substantially similar to or better than the proposal earlier approved by the Committee of Creditors, it ought to receive fair and objective consideration. The emphasis was not on extending any special privilege to the Suspended Director but on ensuring that a potentially better proposal, if otherwise compliant with law, was not rejected merely because it originated from the Suspended Management. The direction was intended to advance the object of value maximisation and revival of the Corporate Debtor.

38. Therefore, while the commercial wisdom of the Committee of Creditors undoubtedly deserves due respect within the framework of the Code, such commercial decision must also reflect that the opportunity granted by this Adjudicating Authority has been considered in its proper perspective and consistent with the object sought to be achieved by the order dated 06.03.2026.

39. It is also necessary to emphasise that the decision-making process during the CIRP ought not to be influenced by the past defaults, conduct or antecedents of the Corporate Debtor or its Suspended Management, except to the extent that the Insolvency and Bankruptcy Code, 2016 itself prescribes any specific disqualification, restriction or bar. Equally, the insolvency process cannot be permitted to be influenced by any personal prejudice, animosity or desire on the part of any stakeholder to punish the Corporate Debtor or its erstwhile management.

40. At the same time, insolvency professionals entrusted with the conduct of the CIRP are required to discharge difficult and tough duties and responsibilities to give effect to the true spirit and objectives of the Code. In the discharge of their statutory functions, insolvency professionals are often required to take stringent and difficult decisions, which may cause

inconvenience or displeasure to persons interested in the Corporate Debtor or otherwise connected with the insolvency process. Such acts or decisions taken by a Resolution Professional may not always be acceptable to every person interested in the Corporate Debtor, and such decisions may also invite allegations or criticism. The mere fact that a decision is inconvenient or adverse to a particular stakeholder cannot, by itself, be a ground to question the bona fides of the Resolution Professional. Nevertheless, the Resolution Professional is expected to remain unaffected by such allegations, rise above personal considerations and ego, and discharge the duties entrusted to him with independence, objectivity and selfless commitment to the process and the objectives of the Code.

41. The effectiveness of the insolvency framework substantially depends upon the manner in which the insolvency professional entrusted with the process discharges the responsibilities vested in him. The Resolution Professional is therefore expected to rise above individual interests and competing claims, set aside personal considerations, and act with independence, fairness and professional integrity. The effective functioning and ultimate success of the insolvency resolution framework, to a significant extent, lie in the hands of insolvency professionals and in the manner in which they discharge the statutory responsibilities entrusted to them.

42. Further, the Corporate Debtor and the Suspended Management are also expected to refrain from making personal allegations against the Resolution Professional with a view to advancing their own vested interests. If any material or specific grievance exists regarding the conduct of the Resolution Professional, the same may be placed before the appropriate competent authority in accordance with law, rather than being raised as a means of attacking or shielding oneself within the

insolvency proceedings. Such allegations may unnecessarily divert the proceedings from their statutory objective and ultimately result in delay in the insolvency proceedings.

43. In the facts and circumstances of the present case, this Adjudicating Authority is of the considered view that the revised Resolution Plan submitted by the Applicant deserves to be reconsidered by the Committee of Creditors in the true letter and spirit of the order dated 06.03.2026 passed by this Adjudicating Authority. Such reconsideration shall be fair, objective and meaningful, keeping in view the observations contained in the said order as well as the primary objective of the Insolvency and Bankruptcy Code, 2016, namely, revival of the Corporate Debtor and maximisation of the value of its assets. It is clarified that this Adjudicating Authority has not expressed any opinion on the commercial merits of the revised Resolution Plan. However, if, upon such reconsideration, the revised Resolution Plan submitted by the Applicant is found to be substantially on par with or better than the Resolution Plan earlier approved by the Committee of Creditors, which subsequently came to be withdrawn, or is substantially comparable with the scheme/proposal earlier considered by the Financial Creditor, with similar financial terms, timelines, implementation framework and compliance requirements, the same shall be considered on an equal footing and shall not be denied parity of consideration merely because the Suspended Director has submitted it. The mere fact that the Applicant is the Suspended Director shall not, by itself, be treated as a disqualification or a ground to apply a different or more onerous standard, if he is otherwise eligible under the provisions of the Insolvency and Bankruptcy Code, 2016. The Committee of Creditors shall thereafter take an independent commercial decision in accordance with law.

44. This Adjudicating Authority is conscious of the contention raised regarding the expiry of the Corporate Insolvency Resolution Process period. However, the directions contained in the present order arise out of and are in continuation of the order dated 06.03.2026, whereby this Adjudicating Authority had granted the Applicant a final opportunity to submit a revised Resolution Plan for consideration by the Committee of Creditors. The reconsideration directed herein is only for the purpose of giving full effect to the said judicial order in its true letter and spirit and shall not be construed as recording any finding on the rival contentions relating to the computation, extension or exclusion of the CIRP period. The Resolution Professional shall place the revised Resolution Plan before the Committee of Creditors forthwith, and the Committee of Creditors shall complete the exercise of reconsideration within fifteen (15) days from the date of receipt of this order.

45. In view of the foregoing discussion and observations, **IA(IBC)/284/KOB/2026** and **IA(IBC)(Liq.)/04/KOB/2026** are **disposed of** in the above terms.

46. The Registry is directed to send e-mail copies of the order to the parties and their learned counsels for information and to take necessary steps.

47. Certified Copy of this order may be issued, if applied for, upon compliance with all requisite formalities.

48. File be consigned to records.

Sd /-	**Sd /-**
RAVICHANDRAN RAMASAMY **(MEMBER TECHNICAL)**	**VINAY GOEL** **(MEMBER JUDICIAL)**

Signed on this the 17th day of August, 2026.

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