IN THE NATIONAL COMPANY LAW TRIBUNAL
AMARAVATI BENCH
(*Through Hybrid Mode*)

Item No.1
IA (IBC)(DIS)/3/2025 in
CP (IB)/158/10/AMR/2019
(Admitted on 15.11.2019/
Liquidation Approved on 05.01.2022)

IN THE MATTER OF:

Ramanasree Consumer Products Private Public Limited

… Petitioner/Corporate Applicant

Under Section: 10, 54, 60(5) of IBC, 2016

Order delivered on 27.10.2026

CORAM:

SHRI KISHORE VEMULAPALLI, HON'BLE MEMBER (JUDICIAL)
SHRI UMESH KUMAR SHUKLA, HON'BLE MEMBER (TECHNICAL)

PRESENT:

In CP
Liquidator : Mr. Immaneni Eswara Rao

In IA (IBC)(DIS)/3/2025
For the Liquidator/ Applicant : Ms. Prabha Prasad, Adv.
For the CoC : Mr. Ravichandra Mohan, Adv.

ORDER

Order pronounced and recorded vide separate sheets. Application bearing **IA (IBC)(DIS)/3/2025** filed by the Liquidator is **allowed and disposed of with directions.** Consequently, **CP (IB)/158/10/AMR/2019 also stands disposed of**.

Sd/-
(UMESH KUMAR SHUKLA)
MEMBER (TECHNICAL)

Sd/-
(KISHORE VEMULAPALLI)
MEMBER (JUDICIAL)

Jahnavi (Steno) & RSN (PS)

IN THE NATIONAL COMPANY LAW TRIBUNAL
AMARAVATI BENCH AT MANGALAGIRI
(*Exercising powers of Adjudicating Authority under*
The Insolvency and Bankruptcy Code, 2016)

IA (IBC)(Dis)/3/2025 in
CP (IB)/158/10/AMR/2019

Under Section 54 read with Section 60(5) of the Insolvency and Bankruptcy Code, 2016

IN THE MATTER OF CP (IB)/158/10/AMR/2019:

Ramanasree Consumer Products Private Public Limited
..... **Petitioner**

AND IN THE MATTER OF IA (IBC)(Dis)/3/2025:

Mr. Immaneni Eswara Rao
D.No. 40-26-22, Opp: Telephone Exchange,
Mohiddin Street, Chandramoulipuram,
Vijayawada-520010, Andhra Pradesh.

... Applicant/ Liquidator

ORDER DELIVERED ON: 27.10.2026

CORAM: HON'BLE SHRI KISHORE VEMULAPALLI, MEMBER (JUDICIAL)
HON'BLE SHRI UMESH KUMAR SHUKLA, MEMBER (TECHNICAL)

Counsels/ Parties Present in the IA (IBC)(Dis)/3/2025::

For the Applicant/ Liquidator	: Mr. Immaneni Eswara Rao with Ms. Prabha Prasad, Advocate
For the CoC	: Mr. Ravichandra Mohan, Advocate

ORDER
[PER: BENCH]

This Interlocutory Application, bearing no. IA(IBC)(Dis)3/2025 (hereinafter referred to as the **"IA"** or "**Application**"), has been filed vide Diary No.1960 dated 29.09.2025, by Mr. Immaneni Eswara Rao, Liquidator (hereinafter referred to as the **"Liquidator"** or "**Applicant**" or

"**Mr. Rao**") of Ramanasree Consumer Products Private Public Limited (hereinafter referred to as the "**Corporate Debtor**") under Section 54 read with Section 60(5) of the Insolvency and Bankruptcy Code (hereinafter referred to as the "**IBC**" or "**Code**"), seeking the following reliefs:

(a) To allow the present IA.

(b) To pass an order for dissolution of the Corporate Debtor as per Section 54 of Code.

(c) To direct the Stakeholders Consultation Committee (hereinafter referred to as the "**SCC**") to contribute and pay an amount of Rs.42,462/- to the personal account of Liquidator, the pending remuneration of the Liquidator, out of Rs.2,00,000/- fixed by the SCC in its 22nd meeting held on 26.12.2024.

(d) To direct the SCC to pay the remuneration to the Liquidator to his personal account, if the appeal pending before the Hon'ble Supreme Court of India or any consequential litigation is decided in favour of the Liquidator.

(e) To pass such order, as it may deem fit and proper and necessary, in the facts and circumstances of the case.

FACTS OF THE CASE:

2. The Facts as averred by Mr. Rao, in the present IA are as follows:

(i) The Corporate Debtor (as a Corporate Applicant) filed the Petition bearing CP (IB) No. 158/10/AMR/2019 (hereinafter referred to as

the **"CP 158/2019"**) under Section 10 of the Code for initiating Corporate Insolvency Resolution Process (hereinafter referred to as the **"CIRP"**) against the Corporate Debtor, which was admitted by this Adjudicating Authority vide its Order dated 15.11.2019[1], and Mr. Pavan Kankani (hereinafter referred to as the **"Mr. Kankani"**) was appointed as the Interim Resolution Professional (hereinafter referred to as the **"IRP"**), who continued as deemed RP till 03.06.2020 and was later replaced by Mr. Naga Bhushan Bhagawati (hereinafter referred to as the **"Mr. Bhagawati"**) as the Resolution Professional (hereinafter referred to as the **"RP"**).

(ii) In response to the Expression of Interest, a consolidated Resolution Plan was received for all the group companies for an amount of Rs.7.50 Crores, with collaterals offered by the promoters, wherein an amount of Rs.50 Lakhs was allocated to the Corporate Debtor. After due negotiations with the Committee of Creditors (hereinafter referred to as **"CoC"**), the Resolution Applicant placed two alternative proposals before the CoC in its 8th meeting held on 12.11.2020. The first proposal was for Rs.7.85 crores and the second proposal was for Rs.8.50 crores for all the group companies. Under the first proposal, an additional amount of Rs.45 lakh was offered for all the group companies, to be paid upfront within 45 days from the date of the order of this Adjudicating Authority. Alternatively, an additional amount of Rs.1 crore was offered for all the group companies, to be paid within a period of one

[1] A copy of the order dated 15.11.2019 is annexed as Annexure-A of the IA.

year. The CoC rejected the Resolution Plan. Consequently, the RP filed an IA No. 6 of 2021 under Section 33(1) of the Code seeking liquidation of the Corporate Debtor, which was allowed by this Adjudicating Authority, vide its Order dated 05.01.2022[2] for liquidation of the Corporate Debtor and Mrs. G. Kalpana (hereinafter referred to as the **"Mrs. Kalpana"**) was appointed as the Liquidator.

(iii) Mrs. Kalpana was unable to issue sale notices, as the Corporate Debtor did not have any realizable fixed assets, except for an off-balance-sheet intangible asset, namely the Trademark "VARSHI". The reserve price could not be fixed, although the SCC had decided the mode of sale as a going concern in its 1st meeting. In the 2nd meeting of the SCC, Mrs. Kalpana informed the SCC that the fair value and liquidation value of the Corporate Debtor were zero due to the lack of assets. In the 3rd meeting of the SCC, Mrs. Kalpana discussed the status of Trade Receivables and Securities & Financial Assets (hereinafter referred to as the **"SFA"**) and their recovery status, and informed the SCC about the non-availability of the break-up of the Trade Receivables. Mrs. Kalpana also discussed the queries raised by the SFA valuers, for which clarifications were sought from Mr. Bhagawati, who informed that the relevant information was not available. Though the fixation of the reserve price was discussed in the 2nd, 3rd and 4th meetings of the SCC, the SCC could not provide its consultation due to the non-availability of the relevant information. In the 4th meeting of the SCC,

[2] A copy of the order dated 05.01.2022 is annexed as Annexure-B of the IA.

the SCC informed Mrs. Kalpana that the decision regarding fixation of the reserve price would be taken based on the bids received in the case of three Nithin Group Companies. Meanwhile, due to personal difficulties, Mrs. Kalpana preferred an IA under Sections 35(n) and 60(5)(c) of the Code read with Rule 11 of the National Company Law Tribunal Rules, 2016 (hereinafter referred to as the **"NCLT Rules"**) seeking her replacement by another Insolvency Professional to act as the Liquidator of the Corporate Debtor. In the said IA, the erstwhile Liquidator also sought remuneration of Rs.1,00,000/- per month for discharging her duties as Liquidator and Rs.25,000/- per month towards the support team, from 05.01.2022 till the handing over of the documents to the new Liquidator, on a pro-rata basis. This Adjudicating Authority, vide its Order dated 03.08.2022[3], disposed of the said IA by appointing the Applicant as the Liquidator of the Corporate Debtor in place of Mrs. Kalpana and directed the SCC to consider the remuneration sought by Mrs. Kalpana, observing that the same was moderate and reasonable.

(iv) Pursuant to the aforesaid order, the Applicant took charge of the Corporate Debtor from Mrs. Kalpana on 14.09.2022 and immediately took steps towards furthering the liquidation process of the Corporate Debtor. At the time of taking charge, one appeal filed by the CoC was pending before the Hon'ble National Company Law Appellate Tribunal, Chennai Bench (hereinafter referred to as the

[3] A copy of the order dated 03.08.2022 is annexed hereto as Annexure-C of the IA.

"NCLAT"), in relation to the remuneration of Mr. Kankani, another appeal was filed by the SCC before the Hon'ble NCLAT, against the Order dated 03.08.2022 passed by this Adjudicating Authority.

(v) The Applicant, after deliberations with the SCC, took steps to sell the sole intangible asset of the Corporate Debtor, i.e., the trademark of the Corporate Debtor. However, the said asset could not be sold despite the issuance of two e-auction sale notices, the first on 28.10.2022 and the second on 05.02.2023.

(vi) The Applicant filed an Application bearing No. IA (IBC) 19 of 2023 before this Adjudicating Authority, seeking an extension of one year for completion of the liquidation process. However, this Adjudicating Authority, vide order dated 03.02.2023[4], granted an extension of six months for completion of the liquidation process, from 05.01.2023 to 04.07.2023.

(vii) It was also discussed in the 10th meeting of the SCC[5] held on 18.03.2023 that, due to the pendency of appeals before the Hon'ble NCLAT, regarding the remuneration of Mr. Kankani and the Mrs. Kalpana, and the pendency of the proceedings before this Adjudicating Authority regarding the remuneration of the Applicant, the application for dissolution of the Corporate Debtor could not be filed before this Adjudicating Authority; unless the aforesaid matters were adjudicated, the waterfall mechanism under Section 53 of the

[4] A copy of the order dated 03.02.2023 is enclosed as Annexure-D of the IA.

[5] A copy of the minutes of the SCC meeting held on 18.03.2023 is annexed as Annexure-E of the IA.

Code could not be given effect to. Consequently, the Applicant had to wait until the aforesaid matters were adjudicated.

(viii) The Applicant conducted the 11th meeting of the SCC[6] of the Corporate Debtor on 18.07.2023 to place before the SCC the judgment of the Hon'ble NCLAT, regarding the remuneration of Mrs. Kalpana. The Applicant also filed an Interlocutory Application bearing No. IA(IBC) 277 of 2023 before this Adjudicating Authority, seeking an extension of 180 days for completion of the liquidation process from 04.07.2023. However, this Adjudicating Authority, vide its Order dated 07.07.2023[7], granted an extension of 90 days from 04.07.2023 for completion of the liquidation process.

(ix) The Applicant conducted the 12th meeting of the SCC[8] on 15.09.2023, wherein the judgment of the Hon'ble NCLAT regarding the remuneration of Mr. Kankani and the judgment of this Adjudicating Authority regarding the remuneration of the Applicant were discussed, and the outstanding CIRP and liquidation costs were quantified. The Applicant apprised the SCC that the application for dissolution of the Corporate Debtor could not be filed, until the outstanding costs were paid.

(x) The Applicant, vide email dated 26.09.2023[9], sought clarification from the Insolvency and Bankruptcy Board of India (hereinafter

[6] A copy of the minutes of the SCC meeting held on 18.07.2023 is annexed as Annexure-F of the IA.

[7] A copy of the order dated 07/07/2023 is enclosed as Annexure-G of the IA.

[8] A copy of the minutes of the SCC meeting held on 15.09.2023 is annexed as Annexure-H of the IA.

[9] A copy of the email dated 26.09.2023 is enclosed as Annexure-I of the IA.

referred to as the **"IBBI"**), as to whether an application for dissolution of the Corporate Debtor could be filed pending payment to all the vendors, who provided services during the CIRP and liquidation process, but no response received from the IBBI till date.

(xi) The Applicant filed IA(IBC) No. 366 of 2023 seeking a further extension of 90 days from 02.10.2023 for completion of the liquidation process. However, this Adjudicating Authority, vide its Order dated 17.10.2023[10], granted an extension of 45 days from 02.10.2023.

(xii) The Applicant sent detailed emails[11] to the SCC members on 27.10.2023 regarding the procedure to be followed for completion of the liquidation process and the due date for the same. The Applicant also sent reminder emails to the SCC on 30.10.2023 and 04.11.2023, requesting them to take necessary action to expedite completion of the liquidation process.

(xiii) The Applicant conducted the 13th meeting of the SCC[12] on 08.11.2023 to discuss the contribution towards the outstanding liquidation costs and to pass necessary resolutions approving the remuneration of the Applicant in accordance with the orders of this Adjudicating Authority and for dissolution of the Corporate Debtor. The Applicant also filed IA(IBC) No. 404 of 2023 seeking a further extension of 90 days from 16.11.2023 for completion of the

[10] A copy of the order dated 17/10/2023 is enclosed as Annexure-J of the IA.

[11] The emails sent by the liquidator to SCC are enclosed as Annexure K (colly) of the IA.

[12] A copy of the minutes of 13th SCC meeting is enclosed as Annexure-L of the IA.

liquidation process. However, this Adjudicating Authority, vide its Order dated 01.12.2023[13], granted an extension of 60 days from 16.11.2023.

(xiv) The Applicant conducted the 14th meeting of the SCC[14] of the Corporate Debtor on 10.01.2024 to discuss the closing date of the liquidation process, i.e., 15.01.2024, the contributions to be made by the SCC members towards the outstanding liquidation costs, and the emails sent by the Liquidator to the SCC for expediting completion of the liquidation process. The Applicant also filed IA(IBC) No. 27 of 2024 seeking a further extension of 90 days from 15.01.2024 for completion of the liquidation process. This Adjudicating Authority, vide its Order dated 23.01.2024[15], granted an extension of 90 days from 15.01.2024.

(xv) The Applicant conducted the 15th meeting of the SCC[16] on 05.03.2024 to discuss the status of the liquidation process and the contribution to be made by the SCC members towards the outstanding liquidation costs. In the said meeting, the Applicant informed the SCC members about the hurdles being faced by the Applicant and his legal counsel before this Adjudicating Authority at every hearing of the IAs filed seeking extension of time and requested the SCC to be pragmatic and hasten the liquidation process by contributing the funds towards the outstanding

[13] A copy of the order dated 01.12.2023 is enclosed as Annexure-M of the IA.

[14] A copy of the minutes of the 14th SCC meeting is enclosed as Annexure-N of the IA.

[15] A copy of the order dated 23.01.2024 is enclosed as Annexure-O of the IA

[16] A copy of the minutes of the 15th SCC meeting is enclosed as Annexure-P of the IA.

liquidation costs for filing the application for dissolution of the Corporate Debtor.

(xvi) The Applicant conducted the 16th meeting of the SCC[17] on 29.04.2024 to discuss the closing date of the liquidation process and further procedure to be followed for concluding the same. The SCC requested the Applicant to seek a further extension of 60 days from 15.05.2024 and assured that the funds would be contributed upon obtaining approval from their higher authorities.

(xvii) The Applicant filed IA(IBC) No. 165 of 2024 before this Adjudicating Authority, seeking a further extension of 60 days from 15.04.2024 for completion of the liquidation process. However, this Adjudicating Authority vide order dated 09.05.2024[18], granted 60 days' time till 03.06.2024, as a last chance, for completion of the liquidation process.

(xviii) The Applicant conducted the 17th and 18th meetings of the SCC[19] on 18.05.2024 and 26.06.2024, respectively, wherein the Applicant requested the SCC members to contribute towards the outstanding liquidation costs and apprised them that, unless the costs were contributed by the SCC, the Applicant could not file the application for dissolution of the Corporate Debtor.

[17] A copy of the minutes of the 16th SCC meeting is enclosed as Annexure-Q of the IA.

[18] A copy of the order dated 09.05.2024 is enclosed as Annexure-R of the IA.

[19] A copy of the minutes of 17th and 18th SCC meetings are enclosed as Annexure-S and Annexure-T respectively of the IA.

(xix) The Applicant filed IA(IBC) No. 191 of 2024 before this Adjudicating Authority seeking necessary directions to the SCC members to contribute funds towards the outstanding liquidation costs of the Corporate Debtor. This Adjudicating Authority, vide its Order dated 29.11.2024[20], disposed of the said application by directing the SCC members to contribute towards the outstanding liquidation costs of the Corporate Debtor and to fix reasonable remuneration for the Liquidator from the date of his appointment till the date of filing of the application for dissolution.

(xx) The Applicant conducted the 21st meeting of the SCC on 26.12.2024 to discuss the Order dated 29.11.2024 passed by this Adjudicating Authority. The sole SCC member, through e-voting conducted on 09.01.2025, fixed the remuneration of the Applicant at Rs.2 Lakhs for the entire liquidation period, which amounts to approximately Rs.5,000/- per month. Aggrieved by the said order, the Applicant filed an appeal before the Hon'ble NCLAT on 02.01.2025. The Hon'ble NCLAT, vide its Order dated 10.03.2025[21], dismissed the appeal as premature, observing that no cause of action had arisen. The Applicant filed an appeal before the Hon'ble Supreme Court of India against the Order dated 10.03.2025 passed by the Hon'ble NCLAT in Company Appeal (AT) (CH) (Ins) No. 80 of 2025. The said appeal has been allotted a Diary Number and is yet to be listed for hearing.

[20] A copy of the order dated 29/11/2024 is annexed as Annexure-U of the IA.

[21] A copy of the order dated 10/03/2025 is attached herewith as Annexure-V of the IA.

(xxi) The Applicant filed IA(IBC) No. 83 of 2025 before this Adjudicating Authority seeking a further extension of 180 days from 27.12.2024 and condonation of delay of 73 days in filing the application, on the ground that an appeal was pending before the Hon'ble NCLAT against the Order dated 29.11.2024 passed by this Adjudicating Authority. This Adjudicating Authority, vide its Order dated 24.03.2025[22], allowed the IA and granted time till 25.06.2025 for completion of the liquidation process.

(xxii) Thereafter, the Applicant conducted the 23rd meeting of the SCC[23] on 29.05.2025, wherein, inter alia, the filing of an IA before this Adjudicating Authority seeking a further extension of 180 days was discussed, on the ground that the appeal against the order dated 10.03.2025 passed by the Hon'ble NCLAT was pending adjudication before the Hon'ble Supreme Court of India.

(xxiii) The Applicant filed IA(IBC) No. 234 of 2025 before this Adjudicating Authority seeking a further extension of 180 days from 25.06.2025 for completion of the liquidation process. This Adjudicating Authority, vide its Order dated 06.08.2025[24], granted two weeks' time to file the IA for dissolution and listed the matter on 02.09.2025 for further hearing. On 02.09.2025, this Adjudicating Authority directed the Applicant to furnish the Audited Balance sheet as on the date of CIRP as well as on the date of liquidation order and its

[22] A copy of the order dated 24.03.2025 is attached as Annexure-W of the IA.

[23] A copy of the minutes of the 23rd SCC meeting is enclosed as Annexure-X of the IA

[24] A copy of the order dated 06.08.2025 and 02.09.2025 are attached as Annexure-Y (Colly) of the IA,

reconciliation of assets with the assets considered in the valuation report and liabilities with those considered by the Liquidator.

(xxiv) As per Section 36 of the Code, the Liquidator is required to form an estate comprising the assets specified under sub-section (3) of Section 36. Further, as per clause (i) of sub-section (3) of Section 36, all proceeds of liquidation, as and when realized, form part of the liquidation estate. Since there is no realization from the sale of any assets of the Corporate Debtor, the only amount receivable was the contribution from the SCC towards the liquidation costs. However, the SCC delayed in making the required contributions, despite repeated requests and several SCC meetings, due to which the present application could not be filed within the required period.

(xxv) The Applicant has taken all possible steps to complete the liquidation process by, time and again, requesting the SCC members to contribute the required funds, as evidenced by the Minutes of the SCC meetings; placing all relevant facts and developments before this Adjudicating Authority through the extension applications and progress reports; seeking legal opinion from a senior law firm[25] and genuinely relied upon such legal opinion; and seeking guidance from the IBBI regarding the closure of the liquidation proceedings pending contributions from the SCC and distribution.

[25] A copy of the legal opinion from a senior advocate firm in case of one of the group companies is attached herewith as Annexure-AD of the IA.

(xxvi) As on the date of filing the present IA for dissolution of the Corporate Debtor, all liquidation costs payable to the service providers had been paid, except an amount of Rs.42,462/- towards the remuneration payable to the Applicant, as fixed by the SCC in its 22nd meeting held on 26.12.2024 pursuant to the Order dated 29.11.2024 passed by this Adjudicating Authority in IA (IBC) No. 191 of 2024. The Applicant, vide email dated 05.09.2025, requested the SCC to contribute the said outstanding amount towards the liquidation costs of the Corporate Debtor. Thereafter, reminder emails were sent to the SCC on 10.09.2025 and 16.09.2025[26].

(xxvii) The delay in filing the present IA is not attributable to the Applicant, but is on account of the SCC, which failed to contribute the funds towards the approved CIRP and liquidation costs of the Corporate Debtor within the appropriate time, as well as the pendency of IAs before various judicial forums relating to the remuneration of Mr. Kankani, Mrs. Kalpana and the Applicant[27].

(xxviii) Further, as per Regulation 45 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 [hereinafter referred to as the "**Liquidation Regulations**"], the Liquidator is required to submit the Compliance Certificate in Form-H along with the Final Report, which have also been annexed with the IA[28].

[26] A Copy of the said emails are annexed as Annexure-AE (Colly) of the IA.

[27] A note on reasons for delay in filing the closure application is enclosed as Annexure-AG of the IA.

[28] A copy of the audited receipts and payments account of the CD since Liquidation Commencement Date, a copy of the Compliance Certificate (Form-H) and Final Report are annexed as Annexure-AF, Annexure-AH and Annexure-AI respectively of the IA.

3. During the course of hearing dated 05.06.2026, the Counsel appearing for the Bank of India (hereinafter referred to as the "**Bank**" or "**BoI**") sought time to file the Vakalat and Memo in compliance with the order dated 23.02.2026 passed in I.A. (IBC)/234/2025.

4. The BoI vide Diary No. 1054 dated 22.06.2026, filed Memo dated 19.06.2026 stating as below:

(i) The BoI, Financial Creditor, is the sole member of the SCC in the liquidation process of the Corporate Debtor.

(ii) The Corporate Debtor was admitted into CIRP on 15.11.2019, and Mr. Kankani was appointed as the IRP. Subsequently, pursuant to the orders of this Adjudicating Authority and the Hon'ble NCLAT, Mr. Bhagawati acted as the RP. Upon failure of the resolution process, the Corporate Debtor was ordered to be liquidated on 05.01.2022 in IA No. 06 of 2021, and Mrs. Kalpana was appointed as the Liquidator. Subsequently, she was replaced by the Applicant on 03.08.2022 vide IA No. 150 of 2022.

(iii) During both the CIRP and liquidation stages, no tangible assets were sold, resulting in nil estate realization and zero proceeds distributed to stakeholders; consequently, all the CIRP and liquidation expenses were contributed by the BoI, as the sole SCC member.

(iv) As per the Liquidator's Final Report and Form-H, the liquidation value of the Corporate Debtor is NIL, no amount has been realized from the sale of any assets of the Corporate Debtor, and no

distribution has been made to any creditor under Section 53 of the Code, including the Bank. The Form-H further records that the only inflows into the liquidation bank account were contributions of Rs.26,14,413.50 made by the BoI towards the CIRP and liquidation costs, which were fully utilised towards fees of the IRPs (Mr. Kankani and Mr. Bhagawati) & liquidators [Mrs. Kalpana and the Applicant (to the extent recognised)], legal fees, valuation, advertisement, audit and other regulatory costs.

(v) The audited Receipts and Payments Account audited by M/s G. Rama & Co., Chartered Accountants confirms that all funds came from the Bank and were applied entirely toward insolvency and liquidation costs, leaving no surplus or distribution for financial creditors. This demonstrates that after appointment, IRPs (Mr. Kankani and Mr. Bhagawati) & liquidators (Mrs. Kalpana and the Applicant) merely postponed proceedings through adjournments rather than advising the dissolution of the Corporate Debtor, that nothing would be realized. Consequently, this process deviates from the purpose of the IBC to protect the creditors, enabling a corporate debtor to use Section 10 Petition to come out from the financial difficulties without paying a single rupee, thereby placing the entire expense burden on financial creditors instead of clearing outstanding dues.

(vi) This Adjudicating Authority, while considering IA (IBC) No.191/2024 under Regulation 2A of the Liquidation Regulations, recorded that the Corporate Debtor had already been sold as a going concern in

the group level process, no significant work remained in the liquidation except filing the dissolution/ closure application, and the Applicant's claim for monthly remuneration of Rs.1,50,000/- was unreasonable in the absence of any meaningful advancement in the liquidation process.

(vii) Accordingly, by Order dated 29.11.2024, the Adjudicating Authority directed the SCC to approve a reasonable fee from 14.09.2022 till filing of the dissolution application and clear the outstanding liquidation costs within four weeks, following which the Applicant was directed to file the dissolution application without further delay.

(viii) In compliance, the SCC, with the BoI as the sole member, resolved on 09.01.2025 to fix a consolidated fee of Rs.2,00,000/- towards the remuneration of the Applicant and his support team for the entire period from 14.09.2022 till filing of the dissolution application, in addition to the previously approved CIRP and liquidation costs.

(ix) The Applicant challenged the Order dated 29.11.2024 before the Hon'ble NCLAT in Company Appeals (AT)(CH)(Ins.) Nos. 77, 78, 80 and 81 of 2025, which were dismissed by the Hon'ble NCLAT by its judgement dated 10.03.2025, as misconceived and premature, specifically recording that once the SCC has taken a decision on 09.01.2025 on the quantum of fee and such decision is not under challenge; there is no surviving cause of action against this Adjudicating Authority's directions.

(x) The Applicant, thereafter, filed Special Leave Petition before the Hon'ble Supreme Court concerning his personal grievance regarding remuneration, which does not relate to any question relating to further realization, distribution or continuation of the liquidation process of the Corporate Debtor.

(xi) In Form-H and the "Note on reasons for delay in filing the dissolution/ closure application", the Applicant attributed the delay in filing the dissolution application to the pendency of the appeals relating to the fees of Mr. Kankani & Mrs. Kalpana, and delayed contributions from the SCC towards liquidation costs.

(xii) However, those issues have since been resolved by the orders of this Adjudicating Authority and the Hon'ble NCLAT, and the BoI has complied with the directions by contributing the required amounts towards CIRP and liquidation costs, including the reduced/ settled fee of Mr. Kankani.

(xiii) As on the date of the Final Report, the Applicant himself states that only a residual amount of Rs.42,461.19 remains to be contributed by the SCC towards his remuneration and/ or other minor liquidation costs, and the Liquidation Bank account has a NIL balance after utilization of the amounts received from the Bank.

(xiv) The BoI has consistently funded the liquidation process as the sole stakeholder, despite there being no prospect of recovery or distribution to it. The disputed amount of Rs.42,462/- arises solely from the Applicant's unilateral computation of his entitlement, which

itself is subject to the cap and reasonableness principle already laid down by this Adjudicating Authority and affirmed in effect by the Hon'ble NCLAT.

(xv) In any event, the pendency of a marginal disputed balance - entirely internal between the Applicant and the SCC - cannot be cited to defer dissolution of a Corporate Debtor, whose liquidation estate is admittedly nil, whose assets have either been dealt with in group processes or valued at nil, and where no stakeholder other than the Bank has any economic interest left.

(xvi) Without prejudice to its rights regarding any disputed costs or remuneration, the Bank has no objection for dissolution of the Corporate Debtor under Section 54 of the Code, subject to the following clarifications and safeguards:

(a) All CIRP and liquidation costs, including the remuneration of Mr. Kankani & Mrs. Kalpana and the Applicant, stand crystalised strictly in terms of the orders of this Adjudicating Authority (including orders dated 04.01.2022, 05.01.2022, 03.08.2022, 03.02.2023, 07.07.2023, 29.11.2024 and 24.03.2025); and the SCC decisions dated 11.07.2023 and 09.01.2025, as noted and left undisturbed by the Hon’ble NCLAT in CA (AT)(CH)(Ins) Nos. 77, 78, 80 & 81 of 2025.

(b) Any further litigation initiated or to be initiated by the Applicant in his personal capacity - including the pending Special Leave Petition before the Hon’ble Supreme Court against the Hon’ble NCLAT judgment dated 10.03.2025 - is at his own risk and cost,

and the BoI shall not be saddled with any additional amount towards costs or enhanced remuneration if any such challenge succeeds.

(c) The Applicant may be directed to close the liquidation bank account after settling amounts strictly in accordance with the crystallised costs as above; hand over to the BoI, or deposit with the appropriate authority, all original records, audited financial statements, valuation reports, correspondence with regulators and Form-H/ Final Report, for future regulatory/ compliance reference; and file a short compliance affidavit confirming that no un-dealt asset, claim or litigation of the Corporate Debtor survives, other than the Applicant's personal challenges on remuneration, if any.

(d) To the extent the Applicant's narrative in Form-H and the accompanying "Note on reasons for delay" tends to suggest that the BoI/ SCC deliberately delayed contributions or obstructed the process, the BoI denies any suggestion of mala fides; the record itself shows that at every stage, this Adjudicating Authority granted only limited extensions, taking note of the BoI's active participation in SCC meetings and funding decisions, and that the main reason for delay after 29.11.2024 was the Applicant's own choice to pursue further appellate remedies on his fee.

(xvii) It is therefore prayed by the Bank to:

(a) allow the IA and order the dissolution of the Corporate Debtor under Section 54 of the Code based on the Form-H Compliance Certificate, Final Report and audited financial statements on record;

(b) clarify that all claims towards the CIRP and liquidation costs, including the Applicant's remuneration, are confined to and stand crystallised in accordance with the earlier orders of this Adjudicating Authority, the decisions of the SCC, including the consolidated fee cap of Rs.2,00,000/-, and the Judgment dated 10.03.2025 of the Hon'ble NCLAT, and no further or additional liability shall be fastened upon the BoI on account of any subsequent personal litigation by the Applicant;

(c) direct the Applicant to close the liquidation bank account, complete all formal compliances, hand over/ deposit the records as required, and file a short compliance affidavit within the time stipulated by this Adjudicating Authority; and

(d) direct the IBBI to enquire about the proceedings initiated by the Professionals, are conducted genuinely by Mr. Kankani & Mrs. Kalpana and Applicant towards benefit of financial creditor or any collusion with the corporate debtor and expended with the creditors.

5. The BoI vide Diary No. 1169 dated 07.07.2026, also filed a Memo dated 07.07.2026 stating that as per the records, there was no specific unit, land & building, and plant & machinery as on the date of CIRP of the

Corporate Debtor, as the Corporate Debtor was involved in trading of FMCG products like sunflower oil, chakki atta, coconut oil, tea etc. and the properties in the names of Personal Guarantors are the collateral properties.

6. During the course of hearing dated 08.07.2026, the Counsel for the Applicant sought and was granted time to file all the minutes of the meetings of the CoC and SCC, which are not a part of the record.

7. Pursuant to this Adjudicating Authority Order dated 08.07.2026, the Applicant vide Diary No. 1401 dated 31.07.2026, filed Memo enclosing therewith the Minutes of the 1st to 10th meetings of the CoC, Minutes of the 1st to 9th & 19th to 24th meetings of the SCC and valuation reports conducted during the CIRP and liquidation process in respect of plant & machinery, and securities & financial assets and stating that the Minutes of the 10th to 18th SCC Meetings were filed along with the IA.

8. During the course of hearing dated 07.08.2026, it was observed that prayers (c) and (d) of the IA are not in consonance with Regulation 41 of the Liquidation Regulations, which provides that all receipts and payments are to be made through a bank account in the name of the Corporate Debtor in liquidation. With regard to the PUFE transactions, it was observed that the assets of the Corporate Debtor, as per the Balance Sheet as on the CIRP commencement date, were Rs.982.74 lakhs, which reduced to Rs.0.11 lakhs as on the date of the liquidation order (reference order dated 10.10.2025 of this Adjudicating Authority). The Applicant, referring to the Minutes of the 7th Meeting of the SCC held on 22.11.2022

and the 7th Meeting of the CoC held on 12.10.2020, submitted that the CoC had decided that there were no PUFE transactions. However, the aforesaid Minutes indicate certain contradictions to the said submission, and the deterioration in the Assets requires examination, including the need for filing a PUFE application. A query was raised to the Applicant as to why the matter should not be referred back for consideration of the CoC in view of the amendment to Section 54 of the Code by the Insolvency and Bankruptcy Code (Amendment) Act, 2026 (hereinafter referred to as the "**Amendment Act**"), whereby sub-sections (1A) and (1B) were inserted in relation to avoidance transactions or fraudulent or wrongful trading and pending suits or other legal proceedings, respectively. The Counsel for the Applicant, referring to Section 21(11) of the Code, as inserted by the Amendment Act, along with the Explanation thereto, submitted that where liquidation is initiated under Chapter III, the CoC constituted under Section 21 shall supervise the conduct of the liquidation process. However, the said provision does not apply in the present case, as the dissolution application had already been filed by the Applicant before the Amendment came into force on 26.05.2026. He further submitted that the matter cannot now be referred to the CoC, as it cannot be constituted, or to the SCC, which no longer exists after the aforesaid amendment. However, the Applicant could not clarify the position regarding the pending Civil Appeal and the potential PUFE application.

ANALYSIS & FINDINGS:

9. We have heard the Counsel for the Applicant along with the Liquidator, and the Counsel for the BoI and have also perused the records carefully.

10. Before proceeding to examine, we consider it appropriate to go through the facts of the case:

(i) The Corporate Debtor was admitted into the CIRP on 15.11.2019 in Section 10 Petition filed by the Corporate Debtor and Mr. Kankani proposed by the Corporate Debtor was appointed as IRP, who was not confirmed by the CoC, but was continued till 03.06.2020.

(ii) On 19.11.2019, Mr. Kankani made the public announcement in newspapers and based on the claims received, he constituted CoC, with BoI as the sole member and filed Memo vide Diary No. 1502 dated 09.12.2019 to this Adjudicating Authority.

Name of Creditor	Type of Creditor	Amount of claim Submitted	Amount of claim admitted	Date of Admission
Bank of India - Tirupathi Branch	Financial Creditor	Rs.15,55,07,277.59	Rs.15,55,07,277.59	04-12-2019
Total		Rs.15,55,07,277.59	Rs.15,55,07,277.59	

(iii) On 14.12.2019, Mr. Kankani scheduled the 1st meeting of the CoC, but the same was adjourned to 15.12.2019 and was concluded without any business, since sole CoC, member BoI was not present.

(iv) On 24.01.2020, Mr. Kankani conducted the 2nd meeting of the CoC, wherein (a) Mr. Kankani claimed the fee of Rs.3,50,000/- for the period from 15.11.2019 to 24.01.2020, which was not ratified by the

CoC; (b) The Bank decided to change the IRP with the New RP, pending finalisation of the name after approval of its senior officials; and (c) The IRP informed that on 02.01.2020, he has appointed total six valuers (two in each class namely Financial Assets, Land & Buildings and Plant & Machinery), however, the CoC decided to consider after new RP is appointed.

(v) On 08.02.2020, Mr. Kankani conducted the 3rd meeting of the CoC, wherein CoC resolved to appoint Mr. Bhagwati as the RP at a remuneration of Rs.70,000/- only.

(vi) The BoI filed IA 32 of 2020 on 13.02.2020 for appointment of the RP in place of IRP, which was rejected by this Adjudicating Authority vide its Order dated 20.02.2020, with the observation that having failed to replace the IRP with the RP of their choice, at this stage, the CoC cannot change the RP and directed the CoC to continue with IRP, who is also taking up responsibilities as the RP.

(vii) Mr. Kankani reconstituted the CoC, as below and filed Memo vide Diary No. 285 dated 26.02.2020 to this Adjudicating Authority.

Sl No.	Name and Nature of the Creditor	Claims Admitted	Voting Share %
1	Bank of India, Tirupathi Branch	15,55,07,277.59	31.57%
2	P Sudhir Reddy	19,87,05,074.00	40.34%
3	T Sahith Reddy	13,83,15,189.00	28.09%
TOTAL		49,25,27,540.59	100.00%

(viii) On 15.03.2020, Mr. Kankani conducted the 4th meeting of the CoC, wherein the reconstituted CoC approved the Information Memorandum, Evaluation Matrix, EoI Process Documents, Criteria

for the PRAs and FORM G calling for EoI; the outstanding fee of the Mr. Kankani amounting to Rs.5,25,000/- and appointment of the registered valuers for valuation of financial assets & securities and plant & machinery.

(ix) Against this Adjudicating Authority Order dated 20.02.2020, the BoI filed Company Appeal (AT) (Ins) No.500 of 2020. Hon'ble NCLAT vide its Order dated 03.06.2020 allowed the CoC to engage Mr. Bhagawati as the RP and Mr. Kankani was directed to hand over the charge to Mr. Bhagawati. Further, CoC was directed to decide the fees and costs incurred by Mr. Kankani based on the evidence placed by him.

(x) The Valuers submitted their reports, which is summarised below:

Name of the Valuer	Assets	Date of Report	(In Rs.)	
			Fair Value	Liquidation Value
G.M.R Sreekanth Babu	Plant & Machinery	15.06.2020	12,200	6100
Chowhan Mothilal	Plant & Machinery	23.06.2020	27,986	25,187
Prabhakar Reddy Palakolanu	Financial Assets	12.06.2020	Nil	Nil
Vemuri Gopi	Financial Assets	12.06.2020	Nil	Nil

(xi) Mr. Bhagawati reconstituted CoC, with the BoI as the sole member and vide Diary No. 529 dated 30.07.2020, filed Memo, the relevant extract of which is reproduced below:

Name of Creditor	Type of Creditor	Amount of claim Submitted	Amount of claim admitted	Date of Admission
Bank of India - Tirupathi Branch	Financial Creditor	Rs.15,55,07,277.59	Rs.15,55,07,277.59	04-12-2019
Total		Rs.15,55,07,277.59	Rs.15,55,07,277.59	

(xii) On 05.08.2020, Mr. Bhagawati conducted the 5th meeting of the CoC, wherein the CoC approved with 100% voting share of the CoC

(a) the fresh Information Memorandum, Evaluation Matrix, and FORM G calling for EoI; (b) observed that the exorbitant fees claimed by Mr. Kankani cannot be concurred; and (c) approved the appointment of Mr. P. Ramesh Babu for providing the legal assistance to Mr. Bhagawati on a retainer fee of Rs.50,000/- plus reimbursement of out of pocket expenses.

(xiii) On 04.09.2020, Mr. Bhagawati conducted the 6th meeting of the CoC, wherein RFRP & Evaluation Matrix was approved and it was clarified that the fee of legal adviser is Rs.50,000/- for the entire CIRP period.

(xiv) On 12.10.2020, Mr. Bhagawati conducted the 7th meeting of the CoC, wherein Mr. Bhagawati informed the CoC that there were no operations/ transactions during previous 2 years and hence transaction audit is not applicable.

(xv) On 12.11.2020, Mr. Bhagawati conducted the 8th meeting of the CoC, wherein the negotiations with the PRAs took place.

(xvi) On 23.11.2020, Mr. Bhagawati conducted the 9th meeting of the CoC, wherein the CoC felt that the offer of the resolution applicant is not to their satisfaction, as the proposed Resolution amount is lower than the liquidation value of the assets of the corporate debtor. Hence they felt that further efforts shall be made to persuade the Resolution Applicant to improvise the offer further.

(xvii) On 16.12.2020, Mr. Bhagawati conducted the 10th meeting of the CoC, wherein the BoI agreed to release the fees of the valuers, but

refused to pay the fees of Mr. Kankani. Further, the CoC resolved to liquidate the Corporate Debtor and authorised the RP to file the liquidation application. The relevant extracts of the minutes are reproduced below:

10.	**To authorize Resolution Professional to file an application with Hon'ble NCLT** In light of the discussion in Agenda No.8, the final outcome is leading to seeking the Liquidation. As discussed in Point 8 of the agenda, Members of the CoC have advised the Resolution Professional to file the application before NCLT seeking orders for Liquidation under Section 33 of IBC 2016. At this juncture, RP expressed his inability to continue as Liquidator due to his other prior and pressing commitments. CoC made a note of the same and has agreed to inform the name of the of liquidator shortly. In this connection, the following resolution is passed by a voice vote: **"RESOLVED THAT pursuant to Section 33(a), Section 31 and Section 34 of IBC 2016 read with Regulation 39(c) of CIRP Regulations 2016 and in accordance with the applicable rules and regulations made thereunder, the Committee of Creditors hereby recommend that the Ramanasree Consumer Products Private Limited, the Corporate Debtor under Corporate Insolvency Resolution Process, be liquidated".** **"RESOLVED FURTHER THAT the Liquidator appointed may first explore the sale of the Corporate Debtor as a going concern under Regulation 32(e) of IBBI (Liquidation Process) Regulations 2016 or sale of the business of the Corporate Debtor as a going Concern under Regulation 32(f) thereof, if an order for Liquidation is passed under Section 33 of IBC 2016".** **"Resolved further that Mr.B.Naga Bhushan, Resolutiion Professional, be and is hereby authroised to make an application, sign, execute all such documents and papers, appoint professionals to represent before the Hon'ble NCLT and do all such acts and deeds as may be required to give effect to the above resolution".**

RAMANASREE CONSUMER PRODUCTS PRIVATE LIMITED

VOTING SHEET

10TH MEETING OF THE COMMITTEE OF CREDITORS HELD ON WEDNESDAY, DECEMBER 16TH, 2020 AT 3.30 PM AT GROUND FLOOR, SNEHALATHA BUILDING, BEGUMPET, HYDERABAD.

ITEM NUMBER 10 OF THE AGENDA

To authorize Resolution Professional to file an application with Hon'ble NCLT

"RESOLVED THAT pursuant to Section 33(a), Section 31 and Section 34 of IBC 2016 read with Regulation 39(c) of CIRP Regulations 2016 and in accordance with the applicable rules and regulations made thereunder, the Committee of Creditors hereby recommend that the Ramanasree Consumer Products Private Limited, the Corporate Debtor under Corporate Insolvency Resolution Process, be liquidated".

"RESOLVED FURTHER THAT the Liquidator appointed may first explore the sale of the Corporate Debtor as a going concern under Regulation 32(e) of IBBI (Liquidation Process) Regulations 2016 or sale of the business of the Corporate Debtor as a going Concern under Regulation 32(f) thereof, if an order for Liquidation is passed under Section 33 of IBC 2016".

"Resolved further that Mr.B.Naga Bhushan, Resolutiion Professional, be and is hereby authroised to make an application, sign, execute all such documents and papers, appoint professionals to represent before the Hon'ble NCLT and do all such acts and deeds as may be required to give effect to the above resolution".

The matter was put up for voting

Name of the Bank	% of Voting	In favour of the Resolution	Against the Resolution
Bank of India	100%	✓	

(xviii) Pursuant to the Hon'ble NCLAT order dated 03.06.2020, Mr. Kankani filed IA(IBC)/151/2020 before this Adjudicating Authority on 06.10.2020 for release of the pending dues, which was disposed of vide Order dated 04.01.2022, with the direction that the fees of Mr. Kankani shall be paid on par with the fees paid to Mr. Bhagawati from the date of his appointment to the date of order of Hon'ble NCLAT.

(xix) Against this Adjudicating Authority Order dated 04.01.2022, the BoI filed Company Appeal (AT) (CH) (Ins) No. 200/2022 before the Hon'ble NCLAT, which was disposed of vide its order dated 21.07.2023 recording that an out of Court settlement has been arrived between Mr. Kankani and the BoI according to which, the BoI shall pay Rs.50,000/- per month pro-rata with GST as applicable to Mr .Kankani from 15.12.2019 to 03.06.2020 and shall also pay on pro rata basis a sum of Rs.16,919/- per month.

(xx) Mr. Bhagawati filed IA 6/2021 on 06.10.2021 before this Adjudicating Authority seeking liquidation of the Corporate Debtor, which was allowed by this Adjudicating Authority, vide its Order dated 05.01.2022 and Mrs. Kalpana was appointed as the Liquidator and her fees was fixed in term of Section 34(8) of the Code (i.e., in such proportion to the value of the liquidation estate assets, as may be specified by the Board).

(xxi) Mrs. Kalpana vide Diary No. 384 dated 04.03.2022, filed the List of Stakeholders as below:

i. Secured Financial Creditors of the Corporate Debtor:

S. No.	Name of the Creditor	Address of the Creditor	Amount of Claim Submitted in Rs.	Amount of claim accepted in Rs.
1	Bank of India	18-1-24/C, Vaishnavi Towers, K T Road, Tirupathi-517501, Andhra Pradesh.	19,95,41,602	19,95,41,602
	Total		19,95,41,602	19,95,41,602

(xxii) Mrs. Kalpana vide Diary Nos. 511 and 518 respectively dated 23.03.2022, filed Preliminary Report and Asset memorandum stating that (a) book value of the assets of the Corporate Debtor as Rs. 991.29 lakhs; (b) the estimated fair value and liquidation value of assets of the Corporate Debtor as Rs.0.20 lakh and 0.16 lakh respectively; and (c) intended mode of sale as 'Corporate Debtor as a going concern' through E-auction at the reserve price to be finalised in the meeting of the SCC.

(xxiii) On 31.03.2022, Mrs. Kalpana conducted the 1st meeting of the SCC, wherein the SCC approved (a) to sell the Corporate Debtor as a going concern as a first priority before going for other modes of sale; and (b) the appointment of valuers already appointed by the Liquidator for valuation of three classes of assets viz. land & building, plant & machinery, and security & financial assets.

(xxiv) On 26.05.2022, Mrs. Kalpana conducted the 2nd meeting of the SCC, wherein it was noted that the fair value and the liquidation value is 'zero' due to lack of assets in the company. The relevant extract of the minutes is reproduced below:

ITEM NO.3:

TO DISCUSS ON THE RESERVE PRICE OF THE COMPANY TO SELL THE COMPANY AS A WHOLE AS A GOING CONCERN

The Liquidator has shared the average of two estimates of Fair Value and Liquidation value received from the two registered valuers of the properties of the company to the stakeholders. Since there are no fixed assets in the company, only SFA valuation report to be considered for fixation of reserve price.

The Liquidator has informed to the stakeholders that the fair value and the Liquidation value is 'zero' due to lack of assets in the company. The Liquidator further informed that the line item wise trade receivables will be sent to the stakeholders for their review and to decide the reserve price. Then the stakeholders have noted and agreed the same. Therefore the fixation of reserve price item has deferred to the next SCC meeting.

The stakeholders have noted and agreed the same.

(xxv) The Valuers submitted the valuation reports as below:

Name of the Valuer	Assets	Date of Report	(In Rs.)	
			Fair Value	Liquidation Value
Annam Srinivasa Rao	Plant & Machinery	23.03.2022	Nil	Nil
GTech Valuers Private Limited	Furniture-Fixture	14.03.2022	Nil	Nil
	Securities & Financial Assets	23.05.2022	Nil	Nil
Lakshmi Nallamilli	Securities & Financial Assets	23.05.2022	Nil	Nil

(xxvi) On 01.06.2022, Mrs. Kalpana conducted the 3rd meeting of the SCC, wherein the SCC noted the status of loans & advances and sundry debtors and deferred the agenda of discussion of reserve price to the next meeting.

(xxvii) On 19.07.2022, Mrs. Kalpana conducted the 4th meeting of the SCC, wherein discussion about the reserve price and Liquidator fees took place.

(xxviii) Mrs. Kalpana filed IA(IBC)152/2022 before this Adjudicating Authority on 28.07.2022 seeking to replace her with another IP to act as the liquidator of the Corporate Debtor and direct the SCC to

fix her remuneration @ Rs.1,00,000/- per month and Rs.25,000/- per month to her support team from 05.01.2022 till handing over to the new Liquidator, on pro-rata basis.

(xxix) This Adjudicating Authority vide its Order dated 03.08.2022 replaced Mrs. Kalpana with Mr. Rao and further recording that the fees claimed by Mrs. Kalpana seems to be moderate and reasonable and the SCC shall consider and approve the same, if otherwise found feasible.

(xxx) Against this Adjudicating Authority Order dated 03.08.2022, the BoI filed Company Appeal (AT) (CH) (Ins) No. 342/2022, before NCLAT, which vide its Order dated 19.06.2023, directed the SCC to consider and approve the fee by taking a practical, purposeful, meaningful, pragmatic and a rational approach, with a view to secure the `ends of justice'.

(xxxi) Mr. Rao conducted the 5th meeting of the SCC on 03.10.2022, wherein he informed the SCC that he would issue sale notice for the sale of Corporate Debtor as a whole. The relevant extract of the minutes is reproduced below:

Item No: 4 & 6
To update the latest status of liquidation process and steps taken by erstwhile liquidator and present liquidator.

The Chairperson briefed the Stakeholders about the CIRP and Liquidation Process.

- The CIRP was initiated on 15th November 2019
- CIRP completed on 4th January 2022 without approving the resolution plan received for Rs. 1,10,00,000.
- Liquidation was commenced on 5th January 2022
- Liquidator was replaced by the Order of Hon'ble NCLT dated 3rd August 2022. The said orders were received by the liquidator, through registered post on 20th August 2022.
- The liquidator informed SCC members that there were no tangible assets and the steps for dissolution of the CD can be initiated.
- However, the representative of erstwhile management Sri O V Ramana informed that there were intangible assets of the CD like goodwill, brand name, logo etc.
- Even the SCC members expressed the same opinion and suggested the liquidator to issue sale notice considering the above inputs.
- Considering the suggestions given by both the representatives of erstwhile management and financial creditor, the liquidator informed the SCC members that he would issue sale notice for the sale of CD as a whole.

(xxxii) Mr. Rao conducted the 6th meeting of the SCC on 25.10.2022, wherein the following deliberation/ decision took place:

(a) the registered valuers have assigned Zero value to the Corporate Debtor, without Trademark: VARSHI (Trademark Number 2062635), which is valuable and the brand value, if renewed, will fetch better price. The relevant extract of the minutes is reproduced below:

Item No: 3
To update the latest status of liquidation process and steps taken by the Liquidator.

The Chairman informed the SCC about the submission of Progress Report by him for the period from 25.08.2022 (the date of symbolic taking over charge) to 30.09.2022, as stipulated under Regulation 15 to the Hon'ble NCLT Amaravati Bench.

The chairman visited the BOI branch Tirupati on 10/10/2022 and discussed all the connected matters with the Senior branch Manager and his team of officers.

The Chairman informed the members of SCC that the registered valuers have assigned ZERO value to the Corporate Debtor, without reckoning the value of TRADEMARK: VARSHI (Trademark Number 2062635). It was brought to the notice of members of SCC that the CD is a public limited company, as per the records of Ministry of Corporate Affairs and its authorized capital being Rs. 1,50,00,000/-, which itself is valuable and the brand value, if renewed, will fetch better price. If the successful bidder opts to renew the Trademark, there may be benefit to the stakeholders. Hence the Chairman informed the members of SCC to take a conscious decision about the reserve price to be announced in the ensuing E-Auction.

Sri Somasekhar, the Zonal Manager informed the chairman about the previous correspondence made by erstwhile Liquidator Mrs. Kalpana G, in this regard by end of the day. The Chairman in consultation with the SCC and mail communication resolved to fix the reserve price of Rs.5,00,000/- in the next e-auction.

(b) decided to keep reserve price as Rs.5,00,000/-, to release the E-Auction notice by 28.10.2022 and conduct E-Auction on 07.11.2022. The relevant extract of the minutes is reproduced below:

Item No: 5

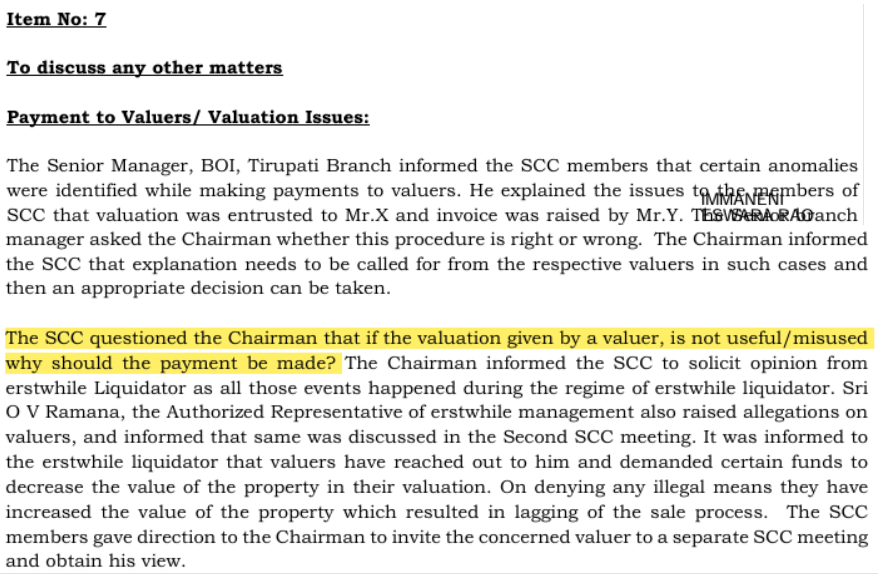
To discuss on the Reserve Price of the Company to sell the company as a whole as a going concern or other modes of sale.

The chairman placed on record the Reserve Price of the company during sale notices issued by the erstwhile Liquidator during her tenure as under and informed the Reserve Price to be placed in the forthcoming /next e-auction.

SL No.	Name of the Corporate Debtor	1st Reserve Price	2nd Reserve Price	3rd Reserve Price	4th Reserve Price	Next e-auction Reserve Price (in Rs.)
1	Ramanasree Consumer Products Private Public Limited	NIL	NIL	NIL	NIL	5,00,000/-
	TOTAL:					5,00,000/-

The SCC decided to keep Reserve Price as Rs.5,00,000/-. The members of SCC directed the Chairman to fix 10% of the above sum being Rs. 50,000/- as EMD and release the E-Auction notice by 28th October 2022 and conduct E-Auction on 7th November 2022.

(c) The SCC questioned the fee of the valuer, if the valuation given, is not useful. The relevant extract of the minutes is reproduced below:



Item No: 7

To discuss any other matters

Payment to Valuers/ Valuation Issues:

The Senior Manager, BOI, Tirupati Branch informed the SCC members that certain anomalies were identified while making payments to valuers. He explained the issues to the members of SCC that valuation was entrusted to Mr.X and invoice was raised by Mr.Y. The Branch manager asked the Chairman whether this procedure is right or wrong. The Chairman informed the SCC that explanation needs to be called for from the respective valuers in such cases and then an appropriate decision can be taken.

The SCC questioned the Chairman that if the valuation given by a valuer, is not useful/misused why should the payment be made? The Chairman informed the SCC to solicit opinion from erstwhile Liquidator as all those events happened during the regime of erstwhile liquidator. Sri O V Ramana, the Authorized Representative of erstwhile management also raised allegations on valuers, and informed that same was discussed in the Second SCC meeting. It was informed to the erstwhile liquidator that valuers have reached out to him and demanded certain funds to decrease the value of the property in their valuation. On denying any illegal means they have increased the value of the property which resulted in lagging of the sale process. The SCC members gave direction to the Chairman to invite the concerned valuer to a separate SCC meeting and obtain his view.

(xxxiii) Mr. Rao conducted the 7th meeting of the SCC on 22.11.2022, wherein he informed that one prospective bidder, who had deposited the 10% of the reserve price as EMD, subsequently withdrew from the bidding process. Mr. Rao also expressed his opinion that there will not be any use of forensic audit at this eleventh hour.

(xxxiv) Mr. Rao filed IA 189/2022 before this Adjudicating Authority on 23.08.2022 for fixation of his remuneration, which was disposed of vide Order dated 07.08.2023 with the direction to the SCC to consider earnestly and approve the fees in terms of NCLAT order dated 19.06.2023 in Company Appeal (AT) (CH) (Ins) No. 342/2022 filed by the BoI against Mrs. Kalpana.

(xxxv) Mr. Rao filed IA 191/2024 before this Adjudicating Authority on 30.05.2024, seeking directions to the BoI to contribute

Rs.1,50,000/- per month estimated liquidation costs and to meet the incidental costs till filing of the closure Application and to issue directions for filing the dissolution of the Corporate Debtor after distribution of funds.

(xxxvi) On 01.02.2023, Mr. Rao conducted the 9th meeting of the SCC, wherein the SCC members advised him to proceed with the next E-Auction notice as per the Liquidation Regulations.

(xxxvii) On 18.03.2023, Mr. Rao conducted the 10th meeting of the SCC, wherein he informed that in response to the Second sale notice dated 05.02.2023, no bidders came forward in submitting the bid application.

(xxxviii) On 18.07.2023, Mr. Rao conducted the 11th meeting of the SCC, wherein the SCC approved the remuneration payable to the Mrs. G Kalpana @ Rs.1,00,000/- per month and Rs.25,000/- for her support team pursuant to the Hon'ble NCLAT Order dated 19.06.2023, but abstained from voting in respect of remuneration payable to Mr. Rao. The SCC members also suggested Mr. Rao to declare that the assets are not readily realizable assets under Regulation 37A of the Liquidation Regulations or to approach this Adjudicating Authority for distribution of unsold assets to SCC members under Regulation 38 of the Liquidation Regulations. When assets could not be sold due to the circumstances beyond the control of the liquidator, there is no methodology to quantify the remuneration of the liquidator. The relevant extracts of the aforesaid resolution is reproduced below:

Agenda Item No.9

To consider and approve the remuneration payable to the Mrs. G Kalpana, Erstwhile Liquidator and Mr.Immaneni Eswara Rao, Liquidator in accordance with the orders of the Hon'ble NCLAT, Chennai Bench dated 19.06.2023

The Chairperson apprised the SCC meeting participants that the Hon'ble NCLAT, Chennai Bench pronounced the orders on 19.06.2023 in the case of appeal filed by the Bank of India against Mrs. G Kalpana, Erstwhile Liquidator.

The order of Hon'ble NCLAT, Chennai Bench was shared on screen for the immediate reference of the SCC meeting participants.

The Chairperson requested the SCC members to consider and approve the remuneration payable to the erstwhile liquidator and also the present liquidator in line with the remuneration adjudicated by the Hon'ble NCLAT Chennai Bench in the case of Erstwhile Liquidator Mrs. G Kalpana.

The Chairperson also apprised the SCC members that the remuneration to the present liquidator needs to be considered because of the following reasons:

a. The nature of work rendered by the erstwhile liquidator and the present liquidator are one and the same.
b. There is much progress in the regime of present liquidator than in the regime of erstwhile liquidator.
c. In spite of best efforts by the present liquidator, the assets of the CD could not be sold.
d. The SCC members suggested the liquidator to declare that the assets are not readily realizable assets under Regulation 37A of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 or to approach Hon'ble NCLT, Amaravati bench for distribution of unsold assets to SCC members under Regulation 38 of Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016. When assets could not be sold due to the circumstances beyond the control of the liquidator, there is no methodology to quantify the remuneration of the liquidator.
e. The remuneration fixed by the Hon'ble NCLAT, Chennai bench on the appeal filed by the Bank of India is the minimum remuneration, even as per the circular bearing no. IBBI/2022-23/GN/REG091 issued by Insolvency Bankruptcy Board of India on 13th September, 2022.

The SCC took note of the above and abstained from voting in respect of remuneration payable to the present liquidator.

However, the SCC approved the remuneration payable to the Erstwhile Liquidator and her support team via passing of resolution.

"RESOLVED THAT APPROVAL OF THE STAKEHOLDERS CONSULTATION COMMITTEE IS AND HEREBY ACCORDED IN RESPECT OF REMUNERATION OF RS.1,00,000/- AND RS.25,000/-, PAYABLE TO THE ERSTWHILE LIQUIDATOR Ms. G KALPANA AND HER SUPPORT TEAM RESEPECTIVELY AND SUCH APPROVAL IS IN COMPLIANCE WITH THE I&B CODE AND REGULATIONS MADE THEREUNDER."

Voted for	**:**	**Bank of India**	**-**	**100%**
Voted Against:		**NONE**	**-**	**0%**

(xxxix) On 15.09.2023, Mr. Rao conducted the 12th meeting of the SCC, wherein he informed that the total amount payable to Mr. Kankani as per NCLAT Order works out to Rs. 3,47,390/-. Mr. Rao further informed the SCC that he would be able to file an application before

the Hon'ble NCLT Amaravati Bench, for dissolution of the Corporate Debtor, only after clearance of the said outstanding liquidation and CIRP costs.

(xl) On 08.11.2023, Mr. Rao conducted the 13th meeting of the SCC, wherein the SCC with 100% voting share of the SCC, resolved for filing of Application for the dissolution of the Corporate Debtor as per Section 54 of the Code 2016 and also approved with 100% voting share of the SCC, the remuneration of Rs.1,00,000/- and Rs.25,000/- payable to Mr. Rao and his support team respectively.

(xli) On 10.01.2024, Mr. Rao conducted the 14th meeting of the SCC, wherein he informed that he would be able to file an application for dissolution of the Corporate Debtor, only after clearance of the said outstanding liquidation and CIRP costs.

(xlii) On 05.03.2024, Mr. Rao conducted the 15th meeting of the SCC, wherein he apprised the SCC members that he would be able to file an application for dissolution of the Corporate Debtor, only after clearance of the said outstanding liquidation and CIRP costs.

(xliii) On 18.05.2024, Mr. Rao conducted the 17th meeting of the SCC wherein he requested the SCC to contribute funds towards the outstanding liquidation costs for closure of the liquidation process of the Corporate Debtor.

(xliv) On 26.06.2024, Mr. Rao conducted the 18th meeting of the SCC, wherein the appointment of legal counsel in the application filed by Mr. Rao seeking directions to the SCC for contribution of funds

towards outstanding liquidation costs was approved with 100% voting share of the SCC.

(xlv) on 29.07.2024, Mr. Rao conducted the 19th meeting of the SCC, wherein he stated that based on the legal opinion obtained, the liquidator cannot file the Final Report pending the outstanding CIRP and Liquidation costs.

(xlvi) On 17.08.2024, Mr. Rao conducted the 20th meeting of the SCC, wherein Mr. Rao reiterated that he will file an application for the dissolution of the Corporate Debtor only after the receipt of contributions from the SCC members.

(xlvii) This Adjudicating Authority vide its order dated 29.11.2024 observed that Mr. Rao's claim of Rs.1,50,000/- per month, in the absence of significant advancement of the liquidation process, is completely unreasonable and directed the SCC to consider and approve the fees that is reasonable along with clearing the outstanding liquidation costs.

(xlviii) The SCC in its 21st meeting held on 26.12.2024 fixed the fee of Mr. Rao as Rs.2,00,000/- for the whole Liquidation process.

(xlix) Against the order dated 29.11.2024 of this Adjudicating Authority, Mr. Rao preferred an Appeal before Hon'ble NCLAT vide Company Appeal(AT)(CH) (Ins) No. 80/2025. The Hon'ble NCLAT dismissed the Appeal vide its Order dated 10.03.2025 recording that the decision in terms of directives given in the Order dated 29.11.2024 of this Adjudicating Authority has already been taken by SCC on

09.01.2025 and that the said decision is not under challenge, no cause as such survives.

(I) Against the Hon'ble NCLAT order dated 10.03.2025, Mr. Rao preferred Civil Appeal No. 23536/2025 before the Hon'ble Supreme Court, which is pending and as per the latest order dated 22.09.2025, available on the website of the Hon'ble Supreme Court, the notice has been issued to the SCC. The relevant extracts of the aforesaid Order is reproduced below:

ITEM NOS.12+59 COURT NO.8 SECTION XVII

S U P R E M E C O U R T O F I N D I A
RECORD OF PROCEEDINGS

CIVIL APPEAL Diary No.23536/2025

[Arising out of impugned final judgment and order dated 10-03-2025 in CAAT (CH) (I) No. 80/2025 passed by the National Company Law Appellate Tribunal, Chennai]

IMMANENI ESWARA RAO Petitioner(s)

VERSUS

BANK OF INDIA Respondent(s)

9. Before we proceed to pass further orders, we would like to hear the stakeholders committee.

10. Delay in refiling the appeals is condoned.

11. Issue notice returnable in two weeks.

12. Dasti service, in addition, is permitted.

(Ii) Mr. Rao conducted the 21st meeting of the SCC on 26.12.2024, wherein the SCC approved to pay a consolidated amount of Rs.2,00,000/-, to Mr. Rao and his support team, for the period from the date of his appointment to the date of filing of application for dissolution of the corporate debtor.

Item No. B3

To discuss about the order passed by the Hon'ble NCLT in IA(IBC)/191/2024 dated 29th November 2024 and carry on the deliberations for the execution of orders of the Hon'ble NCLT.

1. The Chairperson informed the SCC that:
   a. The SCC had already deliberated upon this agenda item at Agenda Item No. A4 and decided the fee of the liquidator and his support team as Rs.2,00,000/- for the entire liquidation process of the Corporate Debtor.
   b. This agenda item will be put for voting of the SCC and requested the SCC to cast their vote on the same.

2. The SCC took note of the above, and passed the resolution below through e-voting on 09/01/2025:

   *"**RESOLVED THAT** the Stakeholders Consultation Committee is and hereby considered and approved to pay a consolidated amount of Rs. 2,00,000/-, payable to the liquidator and his support team, for the period from the date of appointment of the liquidator to the date of filing of application for dissolution of the corporate debtor."*

Voting of the SCC:

Particulars	Name of the SCC member	Voting%
Voted For	Bank of India	100%
Voted Against	None	NA
Abstained from Voting	None	NA

(lii) Mr. Rao conducted the 22nd meeting of the SCC on 04.02.2025, wherein the BoI informed Mr. Rao to abide by the order dated 29.11.2024 of the Hon'ble NCLT regarding filing for dissolution of the Corporate Debtor.

(liii) Mr. Rao conducted the 23rd meeting of the SCC on 29.05.2025, wherein the BoI informed Mr. Rao that by not filing the dissolution application, he is not been complying with the court orders.

(liv) Mr. Rao conducted the 24rd meeting of the SCC on 28.08.2025, wherein Mr. Rao informed that the balance to be contributed by the SCC is Rs.42,462/-.

11. It is observed that Mr. Rao delayed the dissolution of the Corporate Debtor even if the resolution to dissolve the Corporate Debtor was passed in the 13th SCC meeting held on 08.11.2023 and the SCC and

BoI has repeatedly insisted in the subsequent meetings for dissolution of the Corporate Debtor.

12. As per the Balance sheet of the Corporate Debtor filed along with the CP 158/2019 and Memo dated 19.09.2025 in IA(IBC)/234/2025, the assets of the Corporate Debtor as on 31.03.2016, 31.03.2017, 31.03.2018, 31.03.2019, 15.11.2019 (CIRP date) and 05.01.2022 (Liquidation Commencement date) are shown in table below:

	(Figures in Rs.)					
Particulars	**31.03.2016**	**31.03.2017**	**31.03.2018**	**31.03.2019**	**15.11.2019**	**05.01.2022**
Fixed Assets						
Office Equipment	73,446	54,857	40,973	30,603	25,778	-
Furniture & Fixtures	59,418	44,035	32,634	24,185	20,284	10,645
Computers & Softwares	5,921	2,368	947	379	212	
Motor Vehicles	6,90,965	4,75,177	3,26,779	2,24,726	1,81,006	-
Total	**8,29,750**	**5,76,437**	**4,01,333**	**2,79,893**	**2,27,280**	**10,645**
Deferred Tax Assets	**3,58,254**	**5,98,167**	**7,92,548**	**9,75,010**	**8,01,964**	
Long Term Loans & Advances						
Deposits	1,53,500	1,53,500	1,56,725	1,56,725	1,58,439	-
Aino Management	50,000	50,000	50,000	50,000	50,000	-
O Srinivas	53,570	53,570	53,570	53,570	53,570	-
DNVGL	46,750	46,750	46,750	46,750	46,750	-
IND Global Services	40,000	40,000	40,000	40,000	40,000	-
Total	**3,43,820**	**3,43,820**	**3,47,045**	**3,47,045**	**3,48,759**	**-**
Inventories:						
Raw Materials	3,67,26,700	3,67,26,700	3,67,26,700	3,67,26,700	3,67,26,700	-
Total	**3,67,26,700**	**3,67,26,700**	**3,67,26,700**	**3,67,26,700**	**3,67,26,700**	**-**
Trade Receivables:						
Sundry Debtors	6,46,11,503	6,46,11,503	6,46,11,503	5,86,36,503	5,97,11,503	-
MK Enterprises	12,00,000	12,00,000	12,00,000	12,00,000	12,00,000	-
Asati Rajkumar roller flour mills	-1,72,915	-1,72,915	-1,72,915	-1,72,915	-1,72,915	
Total	**6,56,38,588**	**6,56,38,588**	**6,56,38,588**	**5,96,63,588**	**6,07,38,588**	**-**
Cash & Bank Balances:						
Cash in hand	4,82,923	2,80,101	2,80,101	2,80,101	60,102	-
Bank Balance	28,281	-	-	-		
Total	**5,11,204**	**2,80,101**	**2,80,101**	**2,80,101**	**60,102**	**-**
Grand Total	**10,44,08,316**	**10,41,63,813**	**10,41,86,315**	**9,82,72,337**	**9,89,03,393**	**10,645**

13. We observe that the Corporate Debtor as on CIRP date had the assets having the fair value & liquidation value merely of Rs. 0.40 lakh

and 0.31 lakh respectively and both fair value & liquidation value as Nil as on the liquidation commencement date. However, from the final report submitted by the Liquidator, it is observed that Rs.37,45,186/- (Rs.14,39,635/- during CIRP and Rs.23,05,551/- during Liquidation Process) have been incurred till filing of this application.

Note A: Corporate Insolvency Resolution Process Cost

S. No	Particulars	Total
1	IRP Fees	2,83,333/-
2	RP Fees	10,15,000/-
3	Public Announcement in Newspaper	19,278/-
4	Valuation Fees	34,000/-
5	Travelling Expenses	14,111/-
6	Legal Fee	20,000/-
7	GST Paid	51,000/-
8	Other Expenses	2,913/-
Total CIRP Expenses		**14,39,635/-**

Note B: Liquidation cost as per Regulation 2 (ea) of Liquidation Process Regulations, 2016

S. No	Particulars	Note	Actual Cost Incurred
1	Erstwhile Liquidators Remuneration including her support team expenses	1	10,31,250/-
2	Present Liquidator's Remuneration	1	2,00,000/-
3	Accounting, Audit & Legal fees	2	6,32,500/-
4	Valuation charges		60,000/-
5	Public Announcement expenses		69,181/-
6	Other costs	3	3,12,620/-
Total			**23,05,551/-**

14. The CIRP costs primarily comprises of fees of the IRP (Mr. Kankani) and RP (Mr. Bhagawati). We note that the IBBI has issued a Circular No. IBBI/IP/013/2018 dated 12.06.2018 regarding fees and other expenses incurred for CIRP by the IRP/ RP and thus, can be a guiding factor in deciding the IRP/RP fee. Para 3 read with para 6 of the above Circular specifically prescribes that fees and other expenses payable to

the Insolvency Professional should not only be reasonable, but also be directly related and necessary for the CIRP. The relevant extracts of the above circular are reproduced below:

Insolvency and Bankruptcy Board of India
7th Floor, Mayur Bhawan, Connaught Place, New Delhi-110001

CIRCULAR

No. IBBI/IP/013/2018 — 12th June, 2018

To
All Registered Insolvency Professionals
All Recognised Insolvency Professional Entities
All Registered Insolvency Professional Agencies
(By mail to registered email addresses and on website of the IBBI)

Dear Madam / Sir,

Sub: Fee and other Expenses incurred for Corporate Insolvency Resolution Process

When a corporate debtor undergoes corporate insolvency resolution process (CIRP), an Insolvency Professional (IP) is vested with the management of its affairs and he manages its operations as a going concern. He complies with the applicable laws on behalf of the corporate debtor. He conducts the entire CIRP. Such responsibilities of an IP require the highest level of professional excellence, dexterity and integrity. He needs to be compensated for his professional services commensurate to his ability, duties and responsibilities. He also needs to pay fee or incur other expenses for various goods and services required for conducting the CIRP and or managing the operations of the corporate debtor as a going concern.

2. The relevant provisions of the Insolvency and Bankruptcy Code, 2016 (Code) and regulations made thereunder having a bearing on fee and other expenses of CIRP are at **Annexure A.**

3. An IP is obliged under section 208(2)(a) of the Code to take reasonable care and diligence while performing his duties, including incurring expenses. He must, therefore, ensure that not only fee payable to him is reasonable, but also other expenses incurred by him are reasonable. What is reasonable is context specific and it is not amenable to a precise definition. An illustrative list of factors considered in determination of what is reasonable is given in **Annexure B.**

xxxxxxxxxxxxx

6. Keeping the above in view, the IP is directed to ensure that:-

(a) the fee payable to him, fee payable to an Insolvency Professional Entity, and fee payable to Registered Valuers and other Professionals, and other expenses incurred by him during the CIRP are reasonable;

(b) the fee or other expenses incurred by him are directly related to and necessary for the CIRP;

(c) the fee or other expenses are determined by him on an arms' length basis, in consonance with the requirements of integrity and independence;

(d) written contemporaneous records for incurring or agreeing to incur any fee or other expense are maintained;

(e) supporting records of fee and other expenses incurred are maintained at least for three years from the completion of the CIRP;

(f) approval of the Committee of Creditors (CoC) for the fee or other expense is obtained, wherever approval is required; and

(g) all CIRP related fee and other expenses are paid through banking channel.

xxxxxxxxxxxxx

8. It is clarified that the IRPC shall not include:

(a) any fee or other expense not directly related to CIRP;

(b) any fee or other expense beyond the amount approved by CoC, where such approval is required;

(c) any fee or other expense incurred before the commencement of CIRP or to be incurred after the completion of the CIRP;

(d) any expense incurred by a creditor, claimant, resolution applicant, promoter or member of the Board of Directors of the corporate debtor in relation to the CIRP;

(e) any penalty imposed on the corporate debtor for non-compliance with applicable laws during the CIRP;

[**Reference**: Section 17 (2) (e) of the Code read with circular No. IP/002/2018 dated 3rd January, 2018.]

(f) any expense incurred by a member of CoC or a professional engaged by the CoC;

(g) any expense incurred on travel and stay of a member of CoC; and

(h) any expense incurred by the CoC directly;

[**Explanation**: Legal opinion is required on a matter. If that matter is relevant for the CIRP, the IP shall obtain it. If the CoC requires a legal opinion in addition to or in lieu of the opinion obtained or being obtained by the IP, the expense of such opinion shall not be included in IRPC.]

(i) any expense beyond the amount approved by the CoC, wherever such approval is required; and

(j) any expense not related to CIRP.

15. It is noted that fees paid to Mr. Bhagawati amounting to Rs.10,15,000/- has been included in the CIRP costs. We observe from the documents available with us that the CoC in its 3rd meeting held on 08.02.2020 resolved to **appoint Mr. Bhagwati as the RP at a remuneration of Rs.70,000/- only evidencing excess payment amounting to Rs.9,45,000/-, which needs to be recovered**. The relevant extract of the minutes is reproduced below:

> **AGENDA ITEM 5: TO CONFIRM AND APPROVE THE APPOINTMENT OF MR. B NAGA BHUSHAN (REGISTRATION NO. IBBI/IPA-001/IP-P00032/2016-2017/10085) AS THE RESOLUTION PROFESSIONAL ("RP") OF THE CORPORATE DEBTOR ALONG WITH HIS FEES AND EXPENSES:**
>
> Chairman informed that the matter relating to appointment of Resolution Professional was left undecided by the Members of the COC, on 31-01-2020 IRP (discharging functions as RP) has received mail from Bank of India, Tirupathi Branch, Financial Creditor requesting for calling of CoC meeting with proposal to appoint Mr. B Naga Bhushan as Resolution Professional. Consent of the proposed RP was sent along with Notice and Agenda to the members.
>
> The said matter was taken in the meeting and following resolution was passed:
>
> "RESOLVED that pursuant to provisions of section 22 (3) (a) of the Insolvency and Bankruptcy Code, 2016 approval of Committee of Creditors be and is hereby granted for appointment of Mr. B Naga Bhushan as a Resolution Professional at a remuneration of Rs.70000/- (Rupees Seventy Thousand only).
>
> RESOLVED further that Bank of India, Tirupathi Branch, member of Committee of Creditors be and is hereby instructed and authorised to inform the above decision of Committee of Creditors to the Adjudicating Authority and to do all such acts and deeds as may be required to give effect to above resolution."

16. It is also noted that the fees paid to Mr. Kankani amounting to Rs.2,83,333/- has been included in the CIRP costs. We observe that the

Hon'ble NCLAT vide its Order dated 03.06.2020 directed the CoC to decide the fees and costs incurred by Mr. Kankani based on the evidence placed by him. Pursuant to the aforesaid Hon'ble NCLAT order, Mr. Kankani filed IA 151/2020 before this Adjudicating Authority on 06.10.2020 for release the pending dues, which was disposed of vide Order dated 04.01.2022, with the direction that the fees of the Mr. Kankani shall be paid on par with the fees paid to Mr. Bhagawati from the date of his appointment to date of order of Hon'ble NCLAT. Against the above Order, the BoI filed Appeal before the Hon'ble NCLAT, which was disposed of vide Order dated 21.07.2023 recording that an out of Court settlement has been arrived between Mr. Kankani and the BoI according to which, the BoI shall pay Rs.50,000/- per month pro-rata with GST as applicable to Mr. Kankani from 15.12.2019 to 03.06.2020 and shall also pay on pro rata basis a sum of Rs.16,919/- per month. **In view of discussion in the preceding para regarding the fees of Mr. Bhagawati, the settlement of fees with Mr. Kankani does not appear to be reasonable. However, since the matter was settled mutually between both the parties, we are not inclined to make any further observation.**

17. The Liquidation cost primarily comprises of the fees of Liquidators (Mrs. Kalpana & Mr. Rao). It is noted that while deciding to liquidate the corporate debtor, the CoC is required under Regulation 39B of the CIRP Regulations, to make a best estimate of the liquidation costs and value of the liquid assets and if the estimated value of the liquid assets is less than the estimated liquidation costs, the CoC shall approve a plan

providing for contribution for meeting the difference between the two. However, neither the estimate of the liquidation costs nor plan to meet the shortfall was approved by the CoC.

18. It is further noted that while deciding to liquidate the corporate debtor, the CoC under Regulation 39D of the CIRP Regulations may, in consultation with the RP, fix the fee payable to the liquidator. However, the CoC did not fix any fee of the Liquidator.

19. However, this Adjudicating Authority, while passing the Liquidation order dated 05.01.2022, has fixed the fees of the Liquidator in terms of Section 34(8) of the Code. The relevant extracts of the Order is reproduced below:

> h) The Liquidator shall be entitled to such fees as may be specified by the Board in terms of Section 34 (8) of the Code.

20. Section 34(8) of the Code, prescribes that the Liquidator shall charge the fees in such proportion to the value of the liquidation estate assets, as may be specified by the Board. Section 34(8) of the Code, is extracted below:

> **34. Appointment of liquidator and fee to be paid.—**
> ……..
> (8) An insolvency professional proposed to be appointed as a liquidator shall charge such fee for the conduct of the liquidation proceedings and in such proportion to the value of the liquidation estate assets, as may be specified by the Board.

21. It is noted that IBBI has specified the fees of the liquidator in proportion to the value of assets in Regulation 4(2)(b) of the Liquidation Regulations, which prescribes that the liquidator shall be entitled to a fees

as a percentage of the amount realised net of other liquidation costs, and of the amount distributed, for the balance period of liquidation. The Regulation 4 of the Liquidation Regulations is reproduced as below:

> **Regulation 4. Liquidator's fee.-** (1) The fee payable to the liquidator shall be in accordance with the decision taken by the committee of creditors under regulation 39D of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.
>
> (2) In cases other than those covered under sub-regulation (1), the liquidator shall be entitled to a fee
>
> (a) at the same rate as the resolution professional was entitled to during the corporate insolvency resolution process, for the period of compromise or arrangement under section 230 of the Companies Act, 2013 (18 of 2013); and
>
> (b) as a percentage of the amount realised net of other liquidation costs, and of the amount distributed, for the balance period of liquidation, as under:

Amount of Realisation / Distribution (In rupees)	Percentage of fee on the amount realised / distributed		
	in the first six months	in the next six months	thereafter
Amount of Realisation (exclusive of liquidation costs)			
On the first 1 crore	5.00	3.75	1.88
On the next 9 crore	3.75	2.80	1.41
On the next 40 crore	2.50	1.88	0.94
On the next 50 crore	1.25	0.94	0.51
On further sums realized	0.25	0.19	0.10
Amount Distributed to Stakeholders			
On the first 1 crore	2.50	1.88	0.94
On the next 9 crore	1.88	1.40	0.71
On the next 40 crore	1.25	0.94	0.47
On the next 50 crore	0.63	0.48	0.25
On further sums distributed	0.13	0.10	0.05

> Clarification: For the purposes of clause (b), it is hereby clarified that where a liquidator realises any amount, but does not distribute the same, he shall be entitled to a fee corresponding to the amount realised by him. Where a liquidator distributes any amount, which is not realised by him, he shall be entitled to a fee corresponding to the amount distributed by him.
>
> (3) Where the fee is payable under clause (b) of sub-regulation (2), the liquidator shall be entitled to receive half of the fee payable on

realisation only after such realised amount is distributed. Clarification: Regulation 4 of these regulations, as it stood before the commencement of the Insolvency and Bankruptcy Board of India (Liquidation Process) (Amendment) Regulations, 2019 shall continue to be applicable in relation to the liquidation processes already commenced before the coming into force of the said amendment Regulations.

22. It is noted that her fees was not fixed in the 1st meeting of the SCC and consequently, the Regulation 4(2)(b) comes in operation and accordingly, she was entitled to the fees as a percentage of amount realised and the amount distributed as per the table given under Regulation 4(2)(b).

23. It is noted that fees paid to Mrs. Kalpana amounting to Rs.10,31,250/- has been included in the liquidation costs. Mrs. Kalpana filed IA152/2022 before this Adjudicating Authority on 28.07.2022 seeking to direct the CoC to fix her remuneration @ Rs.1,00,000/- per month and Rs.25,000/- per month to her support team from 05.01.2022 till the handing over to the new Liquidator, on pro-rata basis. This Adjudicating Authority vide its Order dated 03.08.2022 directed the SCC to consider and approve the fees claimed by Mrs. Kalpana, if otherwise found feasible. Against this Adjudicating Authority Order dated 03.08.2022, the BoI filed Company Appeal before Hon'ble NCLAT, which vide its Order dated 19.06.2023 directed the SCC to consider and approve the fee by taking a practical, purposeful, meaningful, pragmatic and a rational approach, with a view to secure the `ends of justice'. **There has been no realisation of the assets, however Mrs. Kalpana has been paid the fees of Rs.10,31,250/-, which does not appear be to be reasonable more particularly when this Adjudicating Authority in the liquidation**

order dated 05.1.2022 determined the fees of the Liquidator in terms of Section 34(8) of the Code and her fees was not fixed in the 1st meeting of the SCC resulting in Regulation 4(2)(b) in operation.

24. It is noted that fees paid to Mr. Rao amounting to Rs.2,00,000/- has been included in the liquidation costs. We observe that Mr. Rao filed IA 189/2022 before this Adjudicating Authority on 23.08.2022 for fixation of his remuneration, which was disposed of vide order dated 07.08.2023 with the direction to the SCC to, consider earnestly and approve the fees in terms of NCLAT order dated 19.06.2023. Subsequently, Mr. Rao filed IA 191/2024 before this Adjudicating Authority on 30.05.2024, seeking directions to the BoI to contribute Rs.1,50,000/- per month estimated liquidation costs. This Adjudicating Authority vide its order dated 29.11.2024 observed that Mr. Rao's claim of Rs.1,50,000/- per month in the absence of significant advancement of the liquidation process is completely unreasonable and directed the SCC to consider and approve the fees that is reasonable. The SCC in its 21st meeting held on 26.12.2024 approved a consolidated amount of Rs.2,00,000/- (including his support team), for the period from the date of his appointment to the date of filing of application for dissolution. Against the order dated 29.11.2024 of this Adjudicating Authority, Mr. Rao preferred an Appeal before Hon'ble NCLAT vide Company Appeal(AT)(CH) (Ins) No. 80/2025, which was dismissed by the Hon'ble NCLAT vide order dated 10.03.2025 recording that the decision in terms of directives given in the Order dated 29.11.2024 of this Adjudicating Authority has already been taken by SCC on 09.01.2025 and that the said decision is not under challenge, no cause

as such survives. Against the Hon'ble NCLAT order dated 10.03.2025, Mr. Rao preferred Civil Appeal No. 23536/2025 before the Hon'ble Supreme Court, which is pending and as per the latest order dated 22.09.2025, available on the website of the Hon'ble Supreme Court, the notice has been issued to the SCC. The present order shall not be construed as determining any question of entitlement that remains pending consideration before the Hon'ble Supreme Court. The amount, if any, presently payable towards the Applicant's remuneration shall be identified with reference to the subsisting orders.

25. The BoI in its Counter has also prayed to direct the IBBI to enquire about the proceedings are conducted genuinely by IRP, RP, and Liquidators for the benefit of the financial creditor or any collusion with the corporate debtor and expended with the creditors. In view of the discussions in the preceding paras (11, 14, 15 and 20), the BoI is at liberty to approach the IBBI for the conduct of IRP, RP, and Liquidators.

26. It is observed that the Corporate Debtor has no realisable assets available for liquidation and no purpose would be served keeping the dissolution of the Corporate Debtor pending.

27. It is noted from the final report filed under Regulation 45(2) of the Liquidation Regulations that there are no litigations ongoing against the Corporate Debtor, but an Appeal has been filed by Mr. Rao against the BoI before the Hon'ble Supreme Court against the Hon'ble NCLAT order dated 10.03.2025. The relevant extracts of the Final report are reproduced below:

8. **STATUS OF ONGOING CASES**

a. **Details of material litigations against the Company:**

There are no litigations ongoing against the CD.

9. **LIST OF PENDING MATTERS:**

The Liquidator filed an appeal before the Hon'ble Supreme Court of India. The said appeal is allotted a Diary Number and yet to be listed for hearing. The said appeal is filed against the orders of Hon'ble NCLAT, Chennai Bench dated 10/03/2025 passed in Company Appeal (AT) (CH) (Ins) 80 of 2025.

28. The Liquidator has also sought a direction to the SCC to pay the remuneration of the Liquidator to his personal bank account in the event the appeal pending before the Hon'ble Supreme Court of India or any consequential litigation is decided in favour of the Liquidator. The said prayer cannot be entertained, as the Liquidation Bank Account maintained under Regulation 41 of the Liquidation Regulations is required to be closed pursuant to the order of dissolution, and any proceeds, if realised thereafter, cannot be directed to be deposited in the personal bank account of the Liquidator. However, if pursuant to the final order of the pending appeal or any consequential litigation, any amount becomes payable, the same may be dealt with in accordance with the directions in such order.

29. Having considered the submissions and the material on record, we note that the Corporate Debtor, with no realisable assets, has remained in liquidation since 05.01.2022 despite repeated efforts by the Financial Creditor. Any order of dissolution shall be without prejudice to the proceedings pending before the Hon'ble Supreme Court and subject to applicable statutory obligations.

30. As a sequel to the discussion above, the Corporate Debtor, i.e., Ramanasree Consumer Products Private Public Limited, is hereby dissolved with the following directions:

(i) The Corporate Debtor shall be dissolved from the date of this order.

(ii) The Financial Creditors (BoI) would shall deposit the Rs.42,642/- in the Liquidation account of the Corporate Debtor. The Liquidator shall file a Memo before the Registry of this NCLT, Amaravati Bench, within seven days from the date of this Order, confirming the receipt of the aforesaid amount from the BoI and closure of the Liquidation account.

(iii) Consequently, upon the filing of the aforesaid Memo before the Registry, NCLT, Amaravati Bench, Mr. Immaneni Eswara Rao will be discharged from his duties and responsibilities, as the Liquidator of the Corporate Debtor.

(iv) The BoI is at liberty to approach the IBBI for the conduct of IRP, RP, and Liquidators (Refer para 25 of this Order).

(v) All the assets reflected in the balance sheet of the Corporate Debtor including the trademark 'Varshi' shall be dealt in accordance with Regulation 37A of the Liquidation Regulations read with proviso to sub-section (2A) of Section 54 of the IBC.

(vi) Notwithstanding anything contained in sub-section (2) and sub-section (2A), the passing of the dissolution order shall not affect the continuation of proceedings referred to in sub-sections (1A) and (1B) of Section 54 of the Code.

(vii) The liberty is granted to the BoI to file appropriate applications for avoidance and fraudulent transactions against the Suspended Directors, if any.

(viii) However, at any event, the liability of the corporate or personal guarantors of the Corporate Debtor, if any, shall not be absolved by the virtue of this order for dissolution of the corporate debtor. Aggrieved party(ies) shall be at liberty to continue or take appropriate legal recourse against them before appropriate forum.

(ix) The dissolution of the Corporate Debtor would not in any way absolve the promoters or suspended directors of the Corporate Debtor from their liabilities in respect of the Corporate Debtor, under any law for the time being in force.

(x) The present Liquidator is directed to serve a copy of this order upon the Registrar of Companies, Andhra Pradesh, within seven days of receipt of this Order. The Registrar shall take necessary action upon receipt of copy of this order.

(xi) The present Liquidator is further directed to forward a copy of this order to the members of the SCC/CoC, IBBI and all other statutory authorities concerned with the affairs of the Corporate Debtor.

(xii) The present Liquidator shall preserve physical or electronic copy of the reports, registers, and books of accounts referred to in Regulations 45A of the Liquidation Regulations for at least eight years after the dissolution of the Corporate Debtor, either with himself or with an information utility.

(xiii) The present Liquidator shall also ensure all other compliances as mandated under IBC, CIRP Regulations, Liquidation Regulations, and any other law.

31. With the aforesaid directions, the Interlocutory Application bearing No. IA (IBC)(Dis)/3/2025 in CP (IB)/158/10/AMR/2019 is allowed and disposed of. Consequently, the Company Petition bearing CP (IB)/158/10/AMR/2019 also stands disposed of.

32. The Registry shall communicate a copy of this order to the Liquidator, RoC (Vijayawada), IBBI and SCC.

Sd/-
(UMESH KUMAR SHUKLA)
MEMBER (TECHNICAL)

Sd/-
(KISHORE VEMULAPALLI)
MEMBER (JUDICIAL)

Sankar/ Naidu