

IA (IBC)(Liq.) No. 4/JPR/2024
In CP No. (IB)- 36/10/JPR/2023

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ORDER**Per: Ms. Kavita Bhatnagar, Technical Member**

1. The present Application IA (IBC)(Liq.) No. 4/JPR/2024 has been filed by Mr. Vikas Rajvanshi, Resolution Professional (Applicant/RP) of Sundha Road Developers Private Limited (Corporate Debtor) under Section 33(2) of the Insolvency and Bankruptcy Code, 2016 seeking liquidation of the Corporate Debtor pursuant to the decision taken by the Committee of Creditors (CoC) in its 5th meeting held on 10.08.2024.
2. This Adjudicating Authority, by order dated 31.01.2024, admitted the petition filed by the Corporate Debtor under Section 10 of the Code and initiated the Corporate Insolvency Resolution Process (CIRP). Mr Vikas Rajvanshi was appointed as the Interim Resolution Professional (IRP)
3. It is submitted that pursuant to the aforesaid order, the Applicant made a public announcement in Form A on 03.02.2024, fixing 14.02.2024 as the last date for submission of claims. Upon receipt and verification of claims, the CoC was constituted with Khush Infratech Private Limited as its sole member holding 100% voting share. The first meeting of the CoC is stated to have been held on 01.03.2024. On 18.03.2024 two Registered Valuers were appointed as stated by the Applicant.
4. It is further submitted that in the 2nd CoC meeting held on 03.04.2024, the CoC resolved that the IRP should continue as the Resolution Professional.

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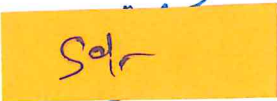
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5. The Applicant submits that an Information Memorandum was placed before the CoC in terms of Regulation 36 of the CIRP Regulations. Thereafter, pursuant to the approval of the CoC, an invitation for Expression of Interest (EOI) in Form G was published on 05.04.2024. The Applicant states that the last date for receipt of EOI was 22.04.2024 and that no Prospective Resolution Applicant had submitted an EOI within the stipulated period.
6. It is further submitted that in the 3rd CoC meeting held on 04.05.2024, the Applicant placed before the CoC the issue of appointment of a Transaction Auditor for examination of transactions, if any, falling within Sections 43, 45, 50 and 66 of the Code. The CoC, for the reasons recorded in the minutes, did not approve appointment of a Transaction Auditor at that stage.
7. The Applicant states that the 5th CoC meeting was convened on 10.08.2024. Considering, inter alia, that the Corporate Debtor had remained non-operational, no resolution plan had been received and sufficient funds were stated not to be available for continuation of the CIRP, the sole CoC member, holding 100% voting share, resolved to liquidate the Corporate Debtor under Section 33(2) of the Code.
8. It is further submitted that in the said 5th CoC meeting, the sole CoC member proposed the appointment of Mr. Pankaj Bhatad, Insolvency Professional, as Liquidator. The Applicant has placed on record the consent furnished by

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the proposed Liquidator in the prescribed form along with the minutes of the said meeting.

9. During the pendency of the present Application, this Adjudicating Authority, by order dated 01.07.2025, directed the CoC to consider in its next meeting whether a forensic/transaction audit was required. Accordingly, the issue was considered in the 7th CoC meeting held on 10.07.2025, wherein appointment of a forensic auditor and the remuneration thereof were discussed. The Applicant states that the appointment was subsequently approved through ballot voting and the auditor was appointed on 02.08.2025.
10. The Applicant further states that the Transaction-cum-Forensic Audit Report was submitted on 10.11.2025 and was discussed in the 8th CoC meeting held on 14.11.2025. The report, along with the relevant financial records, has been placed before this Adjudicating Authority.
11. In support of the Application, the Applicant has also placed on record the audited financial statements of the Corporate Debtor for the financial year 2022–23. The balance sheet as at 31.03.2023 reflects, inter alia, non-current loans and advances of approximately Rs. 25.06 crore, besides other assets and liabilities. The Applicant relies upon these financial statements to explain the financial position of the Corporate Debtor preceding commencement of CIRP.

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12. The Applicant has further placed reliance upon the valuation reports obtained during the CIRP. As per the valuation summary placed on record, based upon the unaudited balance sheet as on 31.01.2024, the book value of the assets was stated to be approximately Rs. 25.13 crore, whereas the aggregate fair value and liquidation value were assessed at approximately Rs. 4.19 lakh. The principal difference is stated to arise from the treatment accorded by the valuers to the non-current loans and advances appearing in the books of the Corporate Debtor.
13. With regard to the non-current loans and advances of approximately Rs. 25.06 crore, the Applicant submits that correspondence was undertaken with the concerned borrowers/debtors for recovery thereof. According to the Applicant, the responses received indicated disputes regarding recoverability of certain amounts and, in some instances, pleas relating to adjustment/set-off or limitation. The Applicant states that these circumstances were brought to the notice of the CoC.
14. The Applicant has also placed on record the details of claims received during CIRP. As per the material accompanying the Application, Khush Infratech Private Limited, being the sole financial creditor constituting the CoC, submitted a claim of approximately Rs. 24.54 crore, which was admitted. Claims were also received from certain operational creditors; particulars

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whereof are stated to be reflected in the relevant claim forms and records of the RP.

15. It is further submitted that the financial statements for FY 2019–20 to FY 2022–23 were examined in the course of the Transaction-cum-Forensic Audit. According to the audit report, the reserves of the Corporate Debtor remained stable up to FY 2021–22 and thereafter reflected a substantial reduction in FY 2022–23. The report also records changes in borrowings, trade payables, provisions and other balance-sheet items during the said period.
16. The audit report further records that the Corporate Debtor had remained non-operational for several years and had limited cash and cash equivalents. It also refers to investments and deposits appearing in earlier financial years and their subsequent treatment in the books. These observations form part of the Transaction-cum-Forensic Audit Report placed on record by the Applicant.
17. In relation to recovery of receivables/advances, the Applicant has placed on record correspondence exchanged with various parties. In particular, the record refers to communications addressed to Mr. Mufat Singh Rao, Lokendra Pal Singh and Shaitan Singh Rao, amongst others. According to the Applicant, demands/reconciliation requests were issued in respect of the amounts appearing in the books of the Corporate Debtor.

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18. As regards Mr. Mufat Singh Rao, the material placed on record indicates that an amount of approximately Rs.13.01 crore was reflected as receivable/advance in the books. The Applicant states that communications seeking recovery/reconciliation were issued on various dates. The response received from the concerned party disputed the liability and, inter alia, questioned the correctness of the amount appearing in the books. The Applicant has placed the relevant correspondence before the CoC and this Authority.
19. In respect of Lokendra Pal Singh, the Applicant states that approximately Rs.2.38 crore was reflected in the books as receivable/advance. Correspondence seeking recovery/reconciliation was issued, to which a response was received stating, inter alia, that payments/expenses incurred for the business of the Corporate Debtor required adjustment and that the accounts had been mutually adjusted/set-off. Likewise, correspondence was undertaken in relation to the amount stated to be recoverable from Shaitan Singh Rao and the responses received have been placed on record.
20. The Applicant submits that the aforesaid recovery efforts did not result in realisation of the amounts reflected in the books during CIRP. According to the Applicant, the claims were disputed by the concerned parties and issues of reconciliation, adjustment/set-off and limitation were raised. The Applicant has accordingly placed these facts, along with the underlying

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correspondence and the findings/observations of the Transaction-cum-Forensic Auditor, before the CoC and this Adjudicating Authority.

21. The Applicant has also placed on record the minutes of the relevant CoC meetings, including the deliberations concerning publication of Form G, absence of EOIs/resolution plans, the financial position of the Corporate Debtor, CIRP costs, proposed liquidation, appointment of the Liquidator, recovery of receivables and the subsequent forensic/transaction audit. The Applicant accordingly submits that the decision of the sole CoC member, holding 100% voting share, to liquidate the Corporate Debtor satisfies the requirement of Section 33(2) of the Code and prays that the present Application be allowed.

Analysis and Findings

22. We have heard the learned counsel for the Applicant and perused the material available on record. The issue for consideration is whether, in the facts of the present case, the prayer for liquidation of Sundha Road Developers Private Limited pursuant to the decision of the CoC in its 5th meeting held on 10.08.2024 deserves to be allowed under Section 33(2) of the Code.

23. Section 33(2) of the Code provides that where the Resolution Professional, at any time during the CIRP but before confirmation of a resolution plan, intimates the Adjudicating Authority of the decision of the Committee of

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Creditors, approved by not less than sixty-six per cent of the voting share, to liquidate the Corporate Debtor, the Adjudicating Authority shall pass a liquidation order. The Explanation thereto further clarifies that such decision may be taken at any time after constitution of the CoC and before confirmation of a resolution plan, including before preparation of the Information Memorandum.

24. In the present case, the CoC consists of a sole financial creditor, Khush Infratech Private Limited, holding 100% voting share. The decision to liquidate the Corporate Debtor was taken in the 5th CoC meeting held on 10.08.2024 with 100% voting share. Thus, the statutory voting requirement prescribed under Section 33(2) stands satisfied.
25. We have nevertheless considered the financial material placed on record, particularly because the books of the Corporate Debtor disclose substantial loans and advances, whereas the valuation report attributes negligible recoverable value to a substantial portion thereof. We have also considered the correspondence undertaken by the RP for recovery/reconciliation of such amounts and the subsequent Transaction-cum-Forensic Audit conducted pursuant to the directions of this Authority.
26. The material indicates that attempts were made by the RP to ascertain and recover the amounts reflected in the books and that the concerned parties raised disputes concerning liability, reconciliation, adjustment/set-off and,

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in certain cases, limitation. The Transaction-cum-Forensic Audit Report also refers to transactions/issues which, according to the Auditor, warrant examination with reference to Sections 43, 45, 49 and 66 of the Code.

27. We make it clear that neither the observations of the Transaction-cum-Forensic Auditor nor anything stated in the present order shall amount to a finding that any particular transaction is preferential, undervalued, fraudulent, wrongful or otherwise avoidable under the Code. Such questions, including the liability of any person arising therefrom, must be determined in appropriate proceedings in accordance with law and after affording an opportunity of hearing to the persons concerned.
28. Similarly, the fact that any loan, advance or receivable has been regarded as doubtful, disputed or affected by limitation for the purpose of valuation does not, by itself, extinguish any right or cause of action otherwise available to the Corporate Debtor. The Liquidator shall independently examine the books, agreements, correspondence, acknowledgments, repayments, alleged adjustments/set-offs and other relevant material and take such steps for recovery or realisation as may be permissible in law.
29. These matters, however, do not constitute a ground for withholding liquidation once the statutory requirements of Section 33(2) stand satisfied. Liquidation does not result in abandonment of actionable claims or potential recoveries of the Corporate Debtor. Such assets and claims would fall to be

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dealt with by the Liquidator in discharge of his statutory functions under the Code.

30. The record further shows that no resolution plan emerged during the CIRP and that the CoC, after considering the financial position and circumstances of the Corporate Debtor, took the commercial decision to proceed with liquidation. It is not for this Adjudicating Authority, in the absence of any statutory infirmity, to substitute its commercial assessment for that of the CoC.
31. We therefore find that the decision of the CoC to liquidate the Corporate Debtor was taken with the requisite voting share and satisfies the requirements of Section 33(2) of the Code. No material has been placed before us which would render the said decision contrary to any mandatory provision of the Code.
32. Accordingly, we are satisfied that Sundha Road Developers Private Limited is liable to be liquidated in terms of Section 33 of the Code. The observations concerning loans and advances, receivables and the transactions referred to in the Transaction-cum-Forensic Audit shall remain open for examination and appropriate action by the Liquidator in accordance with law and shall not be treated as having been finally adjudicated by this order
33. The CoC, in its 5th meeting held on 10.08.2024, resolved to appoint **Mr.**

Pankaj Bhattad, Insolvency Professional, Registration No. IBBI/IPA-

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001/IP-P-02841/2023-2024/14362 as Liquidator of the Corporate Debtor. The requisite consent of the proposed Liquidator has been placed on record. Accordingly, subject to his eligibility continuing to subsist under the Code and the Regulations framed thereunder, *Mr. Pankaj Bhattad* is hereby appointed as Liquidator of Sundha Road Developers Private Limited in terms of Section 34 of the Code.

34. The Liquidator shall conduct the liquidation proceedings in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 and the IBBI (Liquidation Process) Regulations, 2016, as applicable. The fee payable to the Liquidator shall be the fee approved by the CoC or, as the case may be, shall be determined in accordance with Regulation 4 of the Liquidation Process Regulations applicable to the present liquidation. Regulation 4 governs the liquidator's fee, and current NCLT orders use the same formulation.
35. In terms of Section 33(5) of the Code and subject to Section 52 thereof, no suit or other legal proceeding shall be instituted by or against the Corporate Debtor after passing of this liquidation order, save and except as permitted under the proviso to Section 33(5). Nothing contained herein shall affect the Liquidator's powers and obligations under the Code in relation to avoidance transactions, fraudulent or wrongful trading, actionable claims or other proceedings which may lawfully be instituted or continued.

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36. In terms of Section 33(6) of the Code, the provisions of Section 33(5) shall not apply to legal proceedings in relation to such transactions as may be notified by the Central Government in consultation with any financial sector regulator.
37. In terms of Section 33(7) of the Code, this liquidation order shall be deemed to be a notice of discharge to the officers, employees and workmen of the Corporate Debtor, except where the business of the Corporate Debtor is continued during the liquidation process by the Liquidator.
38. The moratorium declared under Section 14 of the Code during CIRP shall cease to have effect upon passing of this liquidation order. The consequences and restrictions prescribed for the liquidation period under Section 33 and other applicable provisions of the Code shall operate from the liquidation commencement date. Recent NCLT liquidation orders similarly record cessation of the Section 14 moratorium and commencement of the statutory liquidation regime.
39. The Liquidator shall make a public announcement stating that the Corporate Debtor is in liquidation and shall invite submission of claims in accordance with the Code and the applicable Liquidation Process Regulations.
40. The Liquidator shall take into custody or under his control all assets, property, effects and actionable claims of the Corporate Debtor and shall perform the functions and exercise the powers conferred upon him under

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Sections 35, 36 and other applicable provisions of the Code and the Liquidation Process Regulations.

41. In view of the substantial loans, advances and receivables appearing in the books of the Corporate Debtor, the Liquidator shall specifically examine the underlying documents, correspondence and transactions relating thereto and take such steps for their recovery, realisation or other treatment as may be permissible in law. He shall also examine the Transaction-cum-Forensic Audit Report and take appropriate action, wherever warranted, under the relevant provisions of the Code. Nothing contained in this direction shall be construed as expressing any opinion on the merits of any claim, defence, transaction or liability of any person.
42. All personnel of the Corporate Debtor, including its promoters, directors, officers, employees and persons associated with its management, shall extend all assistance and cooperation to the Liquidator as may be required by him in managing and conducting the affairs of the Corporate Debtor and in carrying out the liquidation process.
43. The Liquidator shall submit the preliminary report and thereafter the prescribed progress reports to this Adjudicating Authority in accordance with the Liquidation Process Regulations.



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44. The Liquidator shall be at liberty to approach this Adjudicating Authority for such further directions as may be necessary for effective conduct of the liquidation process in accordance with law.
45. A copy of this order shall be communicated forthwith to the Applicant/Resolution Professional, the Liquidator, the Corporate Debtor, the Insolvency and Bankruptcy Board of India and the Registrar of Companies concerned for information and necessary action.
46. In view of the foregoing, **IA (IBC)(Liq.) No. 4/JPR/2024 stands allowed and disposed off** accordingly.

Sdr
REETA KOHLI
JUDICIAL MEMBER

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KAVITA BHATNAGAR
TECHNICAL MEMBER

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