IN THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH
[Through Physical hearing/VC Mode (Hybrid)]

ITEM No. 12
IA No.173, 637, 640, 644/2025
CP (IB) No. 246/BB/2019

IN THE MATTER OF:

M/s. India Asset Growth Fund &
M/s. Vistra (ITCL) India Ltd. … Petitioner

Vs
M/s. Vikram Structures Pvt. Ltd. … Respondent

Petition under Section 7 of I&B Code, 2016

Order delivered on: 13.07.2026

CORAM:

SHRI. SUNIL KUMAR AGGARWAL
HON'BLE MEMBER (JUDICIAL)

SHRI. RADHAKRISHNA SREEPADA
HON'BLE MEMBER (TECHNICAL)

PRESENT:

For IA Nos. 637 & 644/2025	:	P. Chitra Nirmala for Applicant
For Liquidator	:	Maitreyi Bhat

ORDER

1. **IA No. 173/2025** has been **dismissed** vide separate order.
2. **IA No. 640/2025** is **partly allowed** by impleading the applicants in pending PUFE application against the suspended directors of Corporate Debtor.
3. **IA No. 644/2025 & IA No. 637/2025:**
   Learned Counsel for the Applicants states that in between the last two dates the suspended directors of CD did not even meet the applicants. No discussions thus have been initiated.
4. In view of this, as the applications have already been heard, list them **on 29.07.2026 for orders.**

-Sd/-	**-Sd/-**
RADHAKRISHNA SREEPADA	**SUNIL KUMAR AGGARWAL**
MEMBER (TECHNICAL)	**MEMBER (JUDICIAL)**

IN THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH

(Exercising powers of Adjudicating Authority under
The Insolvency and Bankruptcy Code, 2016)

IA No. 173 of 2025

in

C.P. (IB) No. 246/BB/2019

(Application U/s. 60(5) of the Insolvency and Bankruptcy Code, 2016
read with Rule 11 of the National Company Law Tribunal Rules, 2016.)

IN THE MATTER OF:

Sri. Manish Kapoor
Oberoi Exquisite B 2302, Aba Karmakar Road,
Behind Oberoi Mall, Goregaon East,
Mumbai, Maharashtra – 400063

…Applicant

Versus

1. Mr. Surender Devasani, Liquidator of
M/s Vikram Structures Private Limited
1st and 2nd Floor, No. 14, Sankey Road,
Sadashivnagar, Bangalore – 560080

…Respondent

IN THE MAIN MATTER OF:
M/s India Asset Growth Fund
601, 6th Floor, Jet Prime, Plot No. 39-B,
Suren Road, Andheri (East), Mumbai - 400093

…Petitioner/Financial Creditor

Versus

M/s Vikram Structures Private Limited
No. 22, 5th A Main Road, Near Baptist Hospital,
Bengaluru 560 024

…Respondent/Corporate Debtor

Order Delivered on: 13/07/2026

Coram: 1. Shri Sunil Kumar Aggarwal, Hon'ble Member (Judicial)

2. Shri Radhakrishna Sreepada, Hon'ble Member (Technical)

Parties/Counsels Present:

For the Applicant	:	Shri L. Harish Srivatsa
For the Respondent	:	Shri Arjun Rao

O R D E R

1. The Present IA 173 of 2025 in Company Petition (IB) No. 246/2019, has been filed on 02.01.2025 by **Sri. Manish Kapoor** (hereinafter referred to as '**the Applicant'**) with following prayers:
   (1) To direct the Liquidator to take into his custody and control of all the assets, property, effects and actionable claims of the corporate debtor in respect of the project VSPL PINNACLE' in terms of section 35 (1) (b) of the Insolvency and Bankruptcy Code, 2016.
   (2) To direct the Liquidator to complete the post-sale formalities on behalf of the Corporate Debtor for the Unit sold in terms of the RERA provisions and Registered Sale Deed dated 16-12-2019 (Doc No.HSR-L-O2999-2L9-2O\ by properly numbering the commercial Unit and demarcate the area to the extent of 4000 Sq feet on fifth floor of "VSPL PINNACLE" and handover the physical possession to the Applicant.
   (3) To direct the Liquidator to represent and defend the pending Commercial Suit No.272/2024 and 423/2020 on the file of Hon'ble Commercial Court CCH-86, Bengaluru and protect the interest of Corporate Debtor in respect of 50% share in "VSPL PINNACLE" which is exclusively allotted to it under the Supplementary Agreement dated 05-02-2O15 and comply with moratorium conditions.
   (4) To appoint an independent auditor/appropriate person to conduct forensic audit and look into the financial and commercial transactions and arrangement between the Corporate Debtor and VSPL Projects Pvt Ltd.
   (5) To set aside the auction sale of Corporate Debtor as a "Going Concern" to Mr. Vikram Prabhakar, suspended director & Promoter of VSPL Projects Pvt Ltd.
   (6) That during the pendency and disposal of the Interlocutory Application, this Hon'ble Tribunal be pleased to restrain the Corporate Debtor and/ or persons acting through or under any of them from selling, alienating, encumbering or parting with possession and or creating third party rights and or interests in any manner, whatsoever in respect of the "VSPL PINNACLE".

(7) To issue a direction to maintain the status quo in the Liquidation Process of the Corporate Debtor concerning the Sale of Corporate Debtor's Assets.
(8) To pass such other orders as this Hon'ble Tribunal may deem fit in the circumstances.

2. The facts of the case narrated by the Applicant are mentioned below:
   i. The Application has been filed by the Applicant for protection of ownership rights and possession in respect of property bearing Municipal Khata No. 71/650/B, Ward No. 7, situated at Hebbal, Kodigehalli Circle, Bangalore North Taluk, Bangalore District, measuring 41,703 square feet and is bounded on East by Road, West by: Property belonging to Dr. GV Veena and others, North by: Private Property and south by: Private property and 20 foot passage situated in the commercial complex known as “VSPL Pinnacle” (“Schedule A Property”),
   ii. The Corporate Debtor, Vikram Structures Private Limited, undertook development of a commercial project known as "VSPL Pinnacle" pursuant to a Joint Development Agreement entered into with the landowners. The project was marketed and commercial units were sold by the Corporate Debtor to various purchasers, including the Applicant.
   iii. In terms of the Joint Development Agreement, the Owners had agreed to allot 50% of the constructed area together with corresponding undivided share in land in favour of the Corporate Debtor towards consideration for development of the project.
   iv. Pursuant to development of the project, the commercial complex constructed on the Schedule Property came to be known as “VSPL Pinnacle” and the Applicant had entered into an Agreement for Sale dated 04.01.2019 with the Corporate Debtor in respect of a commercial unit admeasuring approximately 4,000 sq. ft. situated on the fifth floor of the project. Thereafter, a registered Sale Deed dated 16.12.2019 came to be executed in favour of the Applicant.

v. Although the registered Sale Deed was executed, several post-sale obligations including completion of the project, transfer of common areas, completion of statutory formalities and peaceful enjoyment of the property were not fulfilled as soon after the execution of Sale Deed, disputes arose between the landowners and the Corporate Debtor resulting in several civil proceedings affecting the project.

vi. The Landowners instituted various civil suits challenging, inter alia, the Joint Development Agreement and the sale deeds executed by the Corporate Debtor in favour of purchasers which substantially affected the rights of bona fide purchasers including the Applicant.

vii. Thereafter, several purchasers of units in the project had approached this Tribunal by filing proceedings under Section 7 of the Code and Corporate Insolvency Resolution Process came to be initiated against the Corporate Debtor vide order dated 17.02.2022 passed in the instant Petition under Section 7 of the Insolvency and Bankruptcy Code, 2016 initiated by *M/s India Asset Growth Fund* and *M/s Vistra (ITCL) India Limited* and Mr. Surendar Devasani came to be appointed as Interim Resolution Professional and was subsequently confirmed as Resolution Professional and thereafter also appointed as the Liquidator of the Corporate Debtor.

viii. Upon admission of CP (IB) No. 246/BB/2019, the unit holders were advised to lodge their respective claims before the Interim Resolution Professional and the Applicant had also submitted his claim before IRP regarding his entitlement to the subject property. His claim, however, wase rejected by communication dated 16.05.2022.

ix. Despite execution and registration of the Sale Deed and payment of the entire sale consideration, physical possession of the subject property was not handed over to the Applicant although assurances were made by the Corporate Debtor and the Owners it will be delivered upon completion of the entire project.

x. The Applicant contends that despite knowledge of over-selling and multiple transactions relating to the project, the Resolution Professional/Liquidator has failed to identify and demarcate the units already sold and rejected the claim of the Applicant without undertaking proper verification of the assets and records of the Corporate Debtor.

xi. Under the Joint Development Agreement, the Corporate Debtor was entitled to execute Agreements of Sale and Sale Deeds only upon completion of construction of the project. However, according to the Applicant, even prior to completion of the commercial complex, the Corporate Debtor had commenced execution of Agreements of Sale and Sale Deeds in favour of various purchasers for valuable consideration.

xii. The Resolution Professional/Liquidator, despite being in control and custody of the records and assets of the Corporate Debtor, failed to undertake proper demarcation of sold and unsold portions of the project. He ought to have identified the units sold under registered Sale Deeds and taken appropriate measures either for handing over possession to purchasers or for resolving their claims in accordance with law.

xiii. The rejection of applicant's claim was arbitrary and contrary to the provisions of the Insolvency and Bankruptcy Code, particularly since the Applicant was a registered purchaser under a duly executed Sale Deed. After directing liquidation of the Corporate Debtor on 13.04.2023, this Tribunal also directed investigation into the affairs of the Corporate Debtor under Section 213 of the Companies Act, 2013 by order dated 07.12.2023.

xiv. Even after repeated requests including communications seeking completion of post-sale formalities and participation in pending civil proceedings, the Liquidator has failed to discharge statutory obligations under Section 35 and 36 of the Code by not protecting the interest of genuine purchasers and by excluding the VSPL Pinnacle project from the liquidation estate without proper adjudication.

xv. It is stated that the admission of the financial creditor's claim and continuation of CIRP were based upon a time-barred corporate guarantee, resulting in grave prejudice to the Applicant and similarly placed purchasers.

xvi. The Liquidator has failed to properly examine the status of completed sales, the rights of registered purchasers and the legal consequences arising from execution of registered Sale Deeds. He has mechanically rejected the claims of all purchasers without undertaking any independent examination and in collusion with certain stakeholders including the Financial Creditor. The Applicant has questioned various transactions undertaken prior to commencement of CIRP, contending that the affairs of the Corporate Debtor warrant forensic scrutiny.

xvii. In support of the reliefs sought, the Applicant has relied upon the judgment of Hon'ble National Company Law Appellate Tribunal in ***Puneet Kaur vs K.V. Developers Private Limited & Ors., CA (AT) (Insolvency) No. 390/2022*** wherein it was observed that the rights of allottees/homebuyers are required to be protected during CIRP proceedings and when the allotment letters are issued to homebuyers and payments have been received, there are Homebuyers and there is obligation on the Part of real estate Company to provide possession of the houses along with other attached liabilities.

xviii. The Applicant submits that despite being a purchaser under a registered Sale Deed, the Applicant has neither been granted possession. Aggrieved by the actions of the Corporate Debtor and rejection of the claim by the Liquidator, the Applicant has filed this Application seeking directions to the Liquidator to recognize the Applicant's rights flowing from the registered Sale Deed, complete the post-sale formalities, participate in pending civil proceedings concerning the project, protect the interests of purchasers, and grant consequential reliefs including such other directions as this Tribunal may deem fit in the facts and circumstances of the case

3. The Respondent /Liquidator has filed objections on 25.06.2025 and contended that:

   i. The Application is highly belated and has been filed by a registered Sale Deed holder of the VSPL Pinnacle project, which has already been completely sold, or rather oversold, prior to commencement of CIRP. The registered Sale Deed relied upon by the Applicant stands jointly in the names of Applicant and his wife, Mrs. Vandana Kapoor, whereas the present Application has been filed only by the Applicant without impleading the co-owner due to which it is stated that the Application suffers from non-joinder of a necessary party and is liable to be rejected on this ground alone.

   ii. The Applicant never became a creditor as its claim was never admitted during the Corporate Insolvency Resolution Process or the liquidation proceedings. Since the Applicant was neither a member of the Committee of Creditors nor the Stakeholders' Consultation Committee, he has no locus standi to seek the reliefs under Section 60(5) of the Code.

   iii. Upon receipt of the Applicant's claim, the Interim Resolution Professional had addressed a communication dated 12.03.2022 seeking clarification as to whether the Applicant intended to relinquish his rights under the registered Sale Deed and instead pursue a monetary claim in the CIRP but no reply or clarification was ever furnished by the Applicant despite the opportunity granted.

   iv. It is therefore, his claim was rejected by communication dated 16.05.2022 containing detailed reasons. The Applicant was also specifically advised that, if aggrieved, he was at liberty to approach the appropriate forum. However, no proceedings were initiated challenging the rejection for nearly three years.

v. Even prior to rejection of the Applicant's claim, other registered sale deed holders had themselves addressed legal notices and emails requesting that the VSPL Pinnacle Project should not be treated as forming part of the assets of the Corporate Debtor since ownership had already passed under registered conveyances and the project had ceased to form part of the estate available for insolvency resolution.

vi. The Applicant's principal allegation that possession was never handed over is factually incorrect as Clause 3 of the registered Sale Deed dated 16.12.2019 expressly records delivery of actual physical vacant possession of the scheduled property to the purchaser.

vii. The books of account of the Corporate Debtor, as on the insolvency commencement date i.e. 17.02.2022, did not reflect the VSPL Pinnacle project as part of the liquidation estate and as said project had already been sold prior to commencement of CIRP, the same did not form part of the liquidation estate of the Corporate Debtor and this treatment had been accepted by the CoC & SCC. The Respondent has never challenged the exclusion of project from the liquidation estate and, therefore, could not now seek inclusion of the same after completion of the sale of the Corporate Debtor as a going concern.

viii. Vide order dated 04.03.2025 passed in IA No. 508/2024, the Corporate Debtor was sold as a going concern and handed over to the Successful Auction Purchaser on 15.03.2025. Further Clause 10 of the Sale Certificate required the Successful Auction Purchaser to seek substitution in all pending litigations and, consequently, the Liquidator has no longer retained control over the affairs of the Corporate Debtor.

ix. With regard to the Applicant's prayer seeking forensic investigation and examination of alleged fraudulent transactions, a comprehensive transaction audit has already been undertaken and proceedings under Sections 43, 45 and 66 of the Insolvency and Bankruptcy Code, 2016, initiated in respect of preferential, undervalued and fraudulent transactions for recovery of amounts exceeding Rs.230 Crores. The admitted claims in liquidation aggregated to Rs.121.02 Crores and investigation under Section 213 of the Companies Act, 2013 directed vide order dated 07.12.2023 in CP 14/2022 is also underway before the RoC, Karnataka.

x. The Respondent has categorically denied the allegations of fraud, collusion, suppression of material facts and preferential treatment. The liquidation process, including the sale of the Corporate Debtor as a going concern, was conducted strictly in accordance with the provisions of the Code and the Regulations made thereunder after obtaining necessary approval of this Tribunal.

xi. The judgment of Hon'ble NCLAT in ***Puneet Kaur v. K.V. Developers Pvt. Ltd.*** is sought to be distinguished as the property in question had already been alienated prior to commencement of CIRP and never formed part of the liquidation estate.

xii. Lastly, the Respondent contended that the dispute raised by the Applicant emanated from a pre-CIRP contractual transaction and did not fall within the scope of insolvency proceedings. Any grievance of the Applicant regarding title, construction, common areas or enforcement of contractual rights would lie before the competent civil court or any other court having jurisdiction but not by invoking the residuary jurisdiction of this Authority under Section 60(5) after completion of the liquidation process and sale of the Corporate Debtor as a going concern.

4. The Applicant has filed written submissions on 29.05.2026 stating as follows:

i. The Applicant is a bona fide purchaser and registered owner of a commercial unit in the **VSPL Pinnacle** project under a duly executed Sale Deed. But possession of the unit has never been handed over as the project remains incomplete and embroiled in litigation. The Corporate Debtor had collected over ₹159 Crore from 218 purchasers while overselling the project, and as a registered allottee he is entitled to protection under the Insolvency and Bankruptcy Code, 2016 and the IBBI Regulations. He further relies upon civil court proceedings and cross-examination of the Corporate Debtor to contend that possession could not be delivered due to pending litigations and the commencement of insolvency proceedings.

ii. During the CIRP and liquidation processes, the Resolution Professional/Liquidator failed to take control of the VSPL Pinnacle project, allowed the suspended management to continue contesting litigation in the Corporate Debtor's name, and improperly excluded the project from the liquidation estate. The Liquidator has mechanically rejected the claims of allottees without independently verifying title documents, RERA records or project documents, thereby violating statutory duties under Sections 18 and 35 of the IBC. The project assets and sale proceeds were diverted towards satisfaction of other debts instead of safeguarding the interests of homebuyers and registered purchasers.

iii. The CIRP itself was initiated and conducted in a manner that prejudiced the interests of allottees. The Financial Creditor improperly invoked the Corporate Guarantee, treated its entire debt as secured despite limited security, and was accorded preferential treatment in the insolvency process. The Applicant seeks a forensic audit into the affairs of the Corporate Debtor and related parties, relying on pending PUFE proceedings and alleged fraudulent transactions involving more than ₹208 crore. Further, directions to the Liquidator to take control of the project, hand over possession of the unit, protect the rights of allottees, and ensure compliance with the obligations imposed under the IBC and the RERA Act, are also sought .

OPERATIVE PART:

5. We have heard Learned Counsels for the Parties and carefully perused the material on record.

6. The Applicant claims title over the subject commercial space/unit by virtue of the registered Sale Deed dated 16.12.2019 executed by the Corporate Debtor much prior to the commencement of the Corporate Insolvency Resolution Process on 17.02.2022. Thus, the dispute fundamentally emanates from a pre-CIRP contractual and property transaction.

7. The Applicant's claim before the Interim Resolution Professional during CIRP, came to be classified as 'not admitted' by communication dated 16.05.2022 after receiving no response to the clarification sought by communication dated 12.03.2022.

8. The Applicant has been insisting that notwithstanding the rejection of his claim, the Liquidator was under statutory obligation to protect the interest of registered purchasers and to complete post-sale formalities and safeguard the project. The Respondent, on the other hand, claims that the project had already been over-sold much prior to the commencement of CIRP as registered conveyances had been executed in favour of various purchasers. Consequently, the VSPL Pinnacle Project did not form part of the liquidation estate of the Corporate Debtor.

9. The Applicant has also sought various other directions including directing the Liquidator to participate in pending civil proceedings, complete conveyancing obligations, recognize their ownership rights and protect the Applicant's proprietary interest. Such reliefs, in our considered opinion, travel far beyond the scope of liquidation proceedings under the Insolvency and Bankruptcy Code. The jurisdiction of this Authority under Section 60(5) cannot be expanded so as to convert the insolvency process into a forum for adjudication of disputed civil and contractual rights arising from the transactions entered into prior to the commencement of CIRP. Moreover, it is for SCC and the Liquidator to take a

call as to in which civil matter the Corporate Debtor needs to be represented and not for the Authority to guide them.

10. Significantly, pursuant to orders passed by this Authority in the liquidation proceedings, the Corporate Debtor has already been sold as a going concern, a Sale Certificate has been issued in favour of the Successful Auction Purchaser and possession and control of the Corporate Debtor delivered. Consequently, the Liquidator no longer retains custody or management of the Corporate Debtor to be able to undertake the various acts sought to be performed by the Liquidator.

11. The Applicant has alleged fraudulent conduct of Liquidator in rejecting his claim, the admission of the Financial Creditor's claim, the exclusion of the VSPL Pinnacle Project from the liquidation estate. From the record we find that proceedings under Sections 43, 45 and 66 of the Insolvency and Bankruptcy Code have already been instituted by the Liquidator in respect of preferential, undervalued and fraudulent transactions against the ex-promoters of Corporate Debtor. This Tribunal has already directed investigation into the affairs of the Corporate Debtor under Section 213 of the Companies Act, 2013, which is pending before the competent authority. Therefore, the allegations are without foundation and levelled to obstruct and prolong the conclusion of liquidation proceedings.

12. Without producing concrete material on record the Applicant cannot seek to enlarge the scope of application to reopen issues concerning admission of claims in CIRP or the admission of the Section 7 Petition itself after having participated in CIRP and chose not to challenge the rejection of his claim at the relevant point of time in accordance with law. The insolvency proceedings and concluded steps in liquidation proceedings having attained finality cannot be re-opened at the instance of Applicant.

13. The judgment relied upon by the Applicant also does not advance his case. The rights of homebuyers and purchasers recognized in the decisions relied upon

undoubtedly continue to receive statutory protection under the Insolvency and Bankruptcy Code. However, the factual matrix of the present case is materially different. Here, the Applicant asserts his rights under a registered Sale Deed executed prior to commencement of CIRP and seeks enforcement of proprietary and contractual rights after completion of liquidation and sale of the Corporate Debtor as a going concern. Such disputes cannot form subject matter of fading insolvency proceedings for adjudication.

14. It is a settled proposition that disputes concerning enforcement of title, possession, contractual obligations arising under sale transactions, completion of conveyancing formalities and similar civil rights are matters falling within the jurisdiction of the competent civil forum or such other forum as may be available in law. The insolvency jurisdiction is intended to facilitate resolution and liquidation of the Corporate Debtor in accordance with the summary statutory mechanism under the Code and cannot be enlarged to determine core civil disputes between purchasers, developers and other stakeholders arising from transactions preceding the insolvency commencement date.

15. It is a fact that vide order dated 04.03.2025 passed in IA No. 508/2024, sale of the Corporate Debtor as a going concern was permitted under Regulation 32A read with Regulation 32(e) of the IBBI (Liquidation Process) Regulations, 2016 on approval of the proposal by SCC after due deliberations by a majority vote of 94.33% in its 4th meeting held on 27.09.2023 after the RoC, Karnataka had stated that IA 508/2024 can be decided on the merits but the decision would be subject to the outcome of investigation being carried out in the affairs of the Corporate Debtor by the Ministry of Corporate Affairs under Section 213 of the Companies Act, 2013, pursuant to an order dated 07.12.2023 passed in CP 14/2022

16. Based thereon, Sale Certificate was executed in favour of the Successful Auction Purchaser namely Mr. Vikram Prabhakar and the Corporate Debtor as a going concern has already been handed over to him. The order of sale and

issuance of sale certificate having attained finality for all practical purposes insofar as the liquidation process is concerned, cannot be re-opened.

17. Pertinently the Respondent No.1/Liquidator of the Corporate Debtor has filed IA Nos. 427/2022, 428/2022 and 429/2022 under Sections 43, 45 and 66 of the Insolvency and Bankruptcy Code, 2016 for the recovery of approximately Rs. 230.94 Crores from the suspended Directors of Corporate Debtor while the total admitted claims in Liquidation process are Rs. 121.02 crores! The sale of the Corporate Debtor as a going concern specifically protects the continuance and effect of PUFE proceedings and RoC/MCA investigation with the outcome whereof the Successful Auction Purchaser has specifically been directed to remain bound.

18. In view of the above reasons, the applicant being outsider to the present liquidation proceedings, is not entitled to any of the claimed reliefs. This however, is without prejudice to his rights 7 contentions in other pending matters and to avail such remedies as may become available post adjudication of PUFE IA Nos. 427/2022, 428/2022 and 429/2022 and culmination of pending investigation proceedings under Section 213 of the Companies Act, 2013.

19. Accordingly, **IA No. 173/2025 is hereby dismissed.**

-Sd/-	**-Sd/-**
RADHAKRISHNA SREEPADA **MEMBER (TECHNICAL)**	**SUNIL KUMAR AGGARWAL** **MEMBER (JUDICIAL)**