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

ITEM No.08
I.A.Nos.388/2021, 316/2022, 28, 311,
Cont. Appl.3/2024, 641, 676, 772, 781, 820/2025 in
C.P. (IB) No.189/BB/2018

IN THE MATTER OF:

M/s. Moonbeam Advisory Pvt. Ltd. ... Petitioner
Vs.
M/s. Sammrudhi Reality Ltd. ... Respondent

Petition under Section 9 of IBC, 2016

Order delivered on: 14.11.2025

CORAM:

SHRI SUNIL KUMAR AGGARWAL
HON'BLE MEMBER (JUDICIAL)

SHRI RADHAKRISHNA SREEPADA
HON'BLE MEMBER (TECHNICAL)

COUNSELS PRESENT:

For the Liquidator	:	Shri Rajat Gupta
For the Appl. in I.A.676/2025 & Res. in I.As.772 & 820/2025	:	Shri Abhijit Atur with Ms. Siva Tejaswini,

ORDER

I.A.No.641/2025:

1. Heard Ld. Counsels for the parties.
2. In this application, three weeks' time is granted to the Respondent/Liquidator for filing objections and thereafter two weeks to the Applicant for filing rejoinder with direct exchange of copies.
3. List the case on **05.01.2026** for hearing.

I.A.No.772/2025:

1. Heard the parties.
2. Vide separate Order **Application is allowed and disposed of.**

IA No.820/2025:

1. Heard the parties.
2. Vide separate Order **Application is allowed and disposed of.**

I.A.No.676/2025:

1. Heard the parties.
2. Vide separate Order **Application is allowed and disposed of.**

I.A.No.838/2025:

1. Vide Order dated 22.09.2025, the matter was deferred for Orders in I.A.838/2025. However, Ld. Counsel submits that the matter was heard in I.A.820/2025. Therefore, the I.A. was wrongly mentioned as being listed for Orders instead of I.A.820/2025. Accordingly, the Registry is directed to rectify the same and list I.A.838/2025 for hearing on the next date.
2. List the case on **05.01.2026.**

-Sd-
RADHAKRISHNA SREEPADA
MEMBER (TECHNICAL)

-Sd-
SUNIL KUMAR AGGARWAL
MEMBER (JUDICIAL)

Shruthi

IN THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH
(Exercising powers of Adjudicating Authority under The Insolvency and Bankruptcy Code, 2016)
I.A. No. 772 of 2025
in
C.P. (IB) No. 189/BB/2018
(Interlocutory Application under Section 60(5)(c) of the IBC, 2016 Read with Rule 11 of NCLT Rules,2016)

IN THE MATTER OF

Mr. Pankaj Srivastava,
Liquidator for Samruddhi Realty Ltd.,
Having its Office at:
58, 3rd Cross, Vinayaka Nagar, Hebbal,
Bengaluru - 560024 …**Applicant**

Versus

S A Unishire North Square
Having its Office at:
3rd Floor, 1427, Shivramkaranth Nagar,
Mcechs Layout, 2nd Phase, KV Jay Ram Road,
Jakkur, Bangalore – 560064 **…Successful Bidder/Respondent**

Order delivered on: 14.11.2025

IN THE MATTER OF

M/s. Moonbeam Advisory Private Limited **….Operational Creditor**

Versus

M/s. Samruddhi Realty Limited **…Corporate Debtor**

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

Parties/Counsels Present:

For the Respondent : Shri Abhijit Atur

O R D E R

1. The present Application has been filed by the Liquidator of M/s Samruddhi Realty Ltd. under Section 35(1)(N) r/w 60(5) of the Insolvency and Bankruptcy Code, 2016, read with Regulation 33(2)(C) r/w Schedule I (2) of the Insolvency and

Bankruptcy Board of India (Liquidation Process) Regulations, 2016, seeking confirmation of the Private sale of development rights in *Project North Square* , having fully complied with procedural requirements.

2. Brief facts of the case as in the application are as follows:
   i. The Corporate Debtor was admitted into the CIRP by order dated 16.04.2019 in C.P. (IB) No. 189/BB/2018 filed under Section 9 of the the Code by the Operational Creditor.
   ii. In the 12th meeting of the CoC held on 13.02.2020, it was noted that the only resolution plan received had been rejected by the CoC, and the extended CIRP period was expiring on 17.02.2020. Consequently, the then Resolution Professional sought approval to initiate liquidation. Based on the CoC's approval, the Adjudicating Authority passed an order dated 13.03.2020 under Section 33 of the Code, directing liquidation of the Corporate Debtor and appointing Mr. Pankaj Srivastava as the Liquidator.
   iii. Pursuant to the appointment, the Liquidator commenced the liquidation process in accordance with the Code and the IBBI (Liquidation Process) Regulations, 2016, and issued a Public Announcement in Form B on 17.03.2020 inviting claims.
   iv. After verification and constitution of the Stakeholders Consultation Committee, the Liquidator conducted several e-auctions through the NESL platform between 2024 and 2025, resulting in sale of multiple project assets, while certain projects, including Project North Square, remained unsold.
   v. In the 16th SCC meeting held on 13.06.2024, members discussed and approved a Private Sale Process Memorandum for certain projects, including Project North Square. A Sale Notice dated 27.06.2024 was issued accordingly. In subsequent 18th and 19th SCC meetings (25.08.2024 and 12.09.2024), proposals for private sale were placed before the SCC but were rejected.
   vi. In the 22nd SCC meeting on 15.11.2024, the Liquidator again apprised members of the inability to sell some assets through auction and proposed resolutions for sale of several assets, including Project North Square,

through private sale. The SCC approved, by 81.21 % votes, the private sale of Project North Square and other assets at reserve prices 10 % below the previous e-auction round.

vii. Accordingly, the Liquidator issued a Private Sale Process Memorandum dated 29.11.2024 inviting expressions of interest ("EOI") for private sale of assets of the Corporate Debtor on an "as-is-where-is, as-is-what-is, whatever-there-is and non-recourse" basis.

viii. M/s S.A. Unishire North Square submitted its EOI dated 01.10.2024 for Project North Square, and subsequently executed Memoranda of Understanding with homebuyers of the said project between February and March 2025.

ix. A sub-committee of the SCC met on 28.04.2025 to deliberate the terms of the proposed private sale, consistent with directions of the SCC in its 24th meeting. The liquidation period was extended by this Tribunal vide order dated 28.04.2025 till 25.05.2025 in I.A. No. 264 of 2025.

x. On 02.05.2025, the Respondent submitted its Final Revival Plan for Project North Square to the Liquidator, proposing purchase of the Corporate Debtor's development rights.

xi. In the 26th SCC meeting held on 19.05.2025, the Revival Plan was discussed and approved by 70.23 % of the voting share. The SCC authorised the Liquidator to issue a Letter of Intent (LOI) and to seek approval of this Tribunal for the private sale. The LOI dated 04.06.2025 was issued to the Respondent, who duly accepted and remitted the full sale consideration of Rs. 7.25 crore into the liquidation account.

xii. It is submitted that the sale process was duly approved by the SCC and conducted transparently in accordance with the Code and Regulations, and confirmation of the private sale is sought from this Hon'ble Tribunal in the interest of value maximization and completion of the project.

3. The Respondent filed its Reply, on 06.11.2025 stating as follows:

i. The Respondent confirms participation in the private sale process initiated by the Liquidator pursuant to the Private Sale Process Memorandum dated 29.11.2024, and submission of its EOI on 24.12.2024 for Project North

Square where the Respondent thereafter executed Memoranda of Understanding with the homebuyers of the project during February – March 2025, demonstrating intent to revive and complete the project.

ii. The Respondent submitted a Revival Plan dated 02.05.2025, proposing a consideration of Rs.7.25 crore towards acquisition of development rights, which was approved by the SCC on 19.05.2025

iii. Pursuant to the SCC's approval, the Liquidator issued a Letter of Intent dated 04.06.2025, which the Respondent accepted unconditionally on 10.06.2025. The entire sale consideration of Rs. 7.25 crore was paid into the liquidation account in accordance with the schedule.

iv. The Respondent submits that it is acquiring Project North Square on a going-concern basis, with the objective of completing and delivering the stalled project for the benefit of all stakeholders, particularly homebuyers. The project is approximately 40–45 % complete, and the remaining works are expected to be completed within 18 months from RERA reinstatement.

v. To enable effective revival, the Respondent intends to seek certain concessions and reliefs from this Tribunal through a separate application, as indicated in the Revival Plan.

vi. The proposed concessions, inter alia, include:

- Transfer of all rights, title, and interest in the project to the Respondent;
- Clean-slate treatment, with no liability for past dues, penalties, or claims predating approval;
- Reinstatement of sanctioned plans, approvals, and RERA registration;
- Exemption from past statutory dues;
- Authority to collect dues from homebuyers and sell unsold units;
- Relief from pending litigations and proceedings relating to the project;
- Continuity of essential services without liability for arrears; and
- Protection from future claims pertaining to pre-sale liabilities.

vii. The Respondent clarifies that these concessions are subject to separate adjudication and shall not affect the approval of the private sale sought by the Liquidator and reiterates that it does not assume any past liabilities of the Corporate Debtor beyond the committed purchase price, and that all legacy contracts or obligations not expressly adopted shall stand terminated upon approval.

viii. The Respondent supports the Liquidator's present application and has no objection to the approval of the private sale of Project North Square in its favor for Rs. 7.25 crore, which has been paid in full.

ix. The Respondent prays that this Tribunal may approve the private sale in its favor; grant liberty to file a separate application for the above-mentioned concessions and direct execution of the Sale Certificate accordingly.

4. Heard Learned Counsels for the parties and carefully perused the material on record.

5. This Adjudicating Authority is seized of the present application filed by the Liquidator of the Corporate debtor seeking approval for the Private Sale of development rights vested with the Corporate Debtor in respect of Project North Square for a total consideration of Rs. 7.25 Crores. The Liquidator submits that the sale process has been conducted transparently, in compliance with the provisions of the Code and Regulations, after due consultation and approval from the SCC and the Respondent has confirmed payment of the entire sale consideration and expressed no objection to the application.

6. In order to appreciate the issues involved, reference may be made to the relevant provisions of the Insolvency and Bankruptcy Code, 2016 and the Liquidation Process Regulations that lay down the framework for conduct and approval of private sales. Section 35(1)(n) of the Code empowers the Liquidator to sell the immovable and movable property and actionable claims of the Corporate Debtor by public auction or private contract, subject to the directions of the Adjudicating Authority and Regulation 33(2) of the Liquidation Process Regulations, 2016 specifically permits the Liquidator to effect a private sale, after prior consultation with the Stakeholders' Consultation Committee.

7. The legislative intent underlying the Insolvency and Bankruptcy Code, 2016 and the Liquidation Process Regulations framed thereunder is not merely the recovery of dues, but the maximization of value of the assets of the Corporate Debtor in a time-bound and transparent manner, for the benefit of all stakeholders. This principle has been emphatically recognized by the Hon'ble Supreme Court in ***Swiss Ribbons Pvt. Ltd. v. Union of India*, (2019) 4 SCC 17**, wherein it was observed that the Code is a beneficial legislation aimed at preserving the economic value of viable assets and ensuring equitable distribution among creditors, rather than being a mere recovery mechanism. The Court further underscored that both the Corporate Insolvency Resolution Process and the Liquidation Process are guided by the overarching objective of value maximization, which must inform every decision of the Resolution Professional or Liquidator.

8. Similarly, in ***Meghal Homes Pvt. Ltd. v. Shree Niwas Girni K.K. Samiti*, (2007) 7 SCC 753**, the Hon'ble Supreme Court, while dealing with liquidation under the Companies Act, observed that even in the course of winding up, the assets of a company must be dealt with in a manner that secures the best possible realization for stakeholders. This guiding rationale continues under the present Code, where the Liquidator acts as a fiduciary of the estate and is duty-bound to adopt such methods of sale — whether by auction or private contract — as would best achieve the objective of value maximization within the framework of law. Thus, the legislative policy, as consistently affirmed by judicial precedent, mandates that every step in the liquidation process must subserve the twin purposes of transparency and maximization of value, and any bona fide effort by the Liquidator that demonstrably achieves these ends warrants judicial affirmation.

9. On perusal of the records, it is observed that the Liquidator has followed a structured, consultative, and transparent process, duly documented through successive meetings of the Stakeholders' Consultation Committee Multiple rounds of e-auctions were conducted prior to resorting to private sale, and the proposal for private sale was adopted only after the failure of auction attempts and with the prior approval of the SCC by requisite voting share. This sequence of actions

demonstrates adherence to the due process envisaged under the Code and the Liquidation Regulations.

10. The private sale mechanism under Regulation 33(2) serves as a flexible statutory tool enabling the Liquidator to maximize realization when conventional auction processes prove unviable. The requirement of prior consultation with the SCC acts as an internal safeguard ensuring transparency and collective oversight. In the present case, this safeguard has been complied with in letter and spirit, as the sale proposal was deliberated upon in multiple SCC meetings and approved by a substantial majority. The Private Sale Process Memorandum, the issuance of Expression of Interest, and the eventual execution of the Letter of Intent with *M/s S.A. Unishire North Square* were all conducted in accordance with the prescribed regulatory framework. The full sale consideration of Rs. 7.25 crore has been received in the liquidation account, thereby completing the monetary aspect of the transaction. The Liquidator has sought confirmation from this Tribunal before execution of the Sale Certificate, as required by law. The Respondent has, in its reply, not disputed the process or consideration. On the contrary, it has confirmed its participation, payment, and intent to complete the project on a going-concern basis. The Respondent's proposal to seek certain concessions through a separate application is an independent matter, and does not affect the validity of the private sale transaction presently under consideration.

11. No procedural infirmity, irregularity, or lack of bona fides has been brought to the notice of this Authority. On the contrary, the Liquidator appears to have exercised due diligence and acted in consultation with the SCC at every stage. The process, documentation, and disclosure pattern collectively demonstrate that the sale has been undertaken in a fair, transparent, and legally compliant manner. Having regard to the totality of circumstances, this Tribunal is satisfied that the private sale process meets the dual test of legality and prudence — it has been conducted within the statutory framework, and it serves the objective of expeditious value realization while safeguarding the interests of all classes of stakeholders.

12. In view of the above facts, statutory provisions and judicial precedents, this Adjudicating Authority holds that the sale deserved to be approved by this

Adjudicating Authority under Section 35(1)(n) of the Code read with Regulation 33(2) of the Liquidation Regulations.

13. Accordingly, the **I.A. No. 772 of 2025** filed by the Applicant is **allowed and disposed of**.

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