IN THE SECURITIES APPELLATE TRIBUNAL AT MUMBAI

DATED THIS THE 1ST DAY OF OCTOBER, 2024

CORAM : Justice P. S. Dinesh Kumar, Presiding Officer
Ms. Meera Swarup, Technical Member
Dr. Dheeraj Bhatnagar, Technical Member

Appeal No. 76 of 2024

Between

Jaypee Infratech Ltd.
Through its Implementation and
Monitoring Committee
Sector 128, Noida – 201 304.

…. Appellant

By Mr. Gaurav Joshi, Senior Advocate with Ms. Simran Kasat, Ms. Shilpa Joshi, Ms. Lakshmi Nair, Mr. Pulkit Kapoor, Mr. Aakash Chandran, Mr. Kevin J. Parayil, Advocates i/b Bathiya Legal for the Appellant.

And

Securities and Exchange Board of India
SEBI BhavaN, Plot No. C-4A, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.

…. Respondent

By Ms. Shreya Parikh, Advocate with Mr. Ratan Singh, Advocate i/b Agama Law Associates for the Respondent.

THIS APPEAL IS FILED UNDER SECTION 15T OF SEBI ACT, 1992 TO SET ASIDE ORDER DATED OTOBER 25, 2023 (EX-A) PASSED BY WTM, SEBI.

THIS APPEAL COMING ON FOR HEARING THIS 1ST DAY OF OCTOBER 2024, THIS TRIBUNAL PASSED THE FOLLOWING:

O R D E R

Per : Justice P. S. Dinesh Kumar, Presiding Officer (Oral)

Jaypee Infratech Ltd. was subject matter of IBC[1] proceedings before the NCLT[2]. On August 12, 2017, IRP[3] took over the management of the company. On June 23, 2021, the resolution plan filed by M/s. Suraksha Realty Ltd., in consortium with M/s. Lakshadeep Investment and Finance Ltd., was approved by the CoC[4]. The members of IMC[5] set up as per the approved resolution plan, addressed a letter dated June 15, 2023 to the SEBI with a prayer, *inter-alia,* to grant extension of statutory timeline prescribed under Regulation 33(3)(d), 33(3)(f), 33(3)(g) and Regulation 52; and other

[1] IBC – Insolvency and Bankruptcy Code, 2016
[2] NCLT - National Company Law Tribunal
[3] IRP - Interim Resolution Professional
[4] COC - Committee of Creditors
[5] IMC - Implementation and Monitoring Committee

connected compliances under the LODR Regulations[6], to prepare financial statement for the FY 2022-23 and for the quarter ended June 30, 2023 of the corporate debtor and submit the same with the stock exchange on the ground that the timeline for disposal of appeal pending before NCLAT was not clear.

2. The request was rejected by the SEBI, vide communication dated October 25, 2023 (Annexure A-1). Feeling aggrieved, the IMC of the company has filed this appeal on December 18, 2023.

3. Shri Joshi, learned Senior Advocate urged various grounds. In substance, he submitted that the NCLAT[7] has passed its order upholding the Resolution plan on May 24, 2024. As held in ***Ghanshaym Mishra & Sons Pvt. Ltd. vs. Edelweiss Asset Reconstruction Co. Ltd.***[8]**,** the successful resolution applicant shall get the company free from all liabilities. Therefore, SEBI's rejection for extension of time may lead to imposition of penalty, which runs contrary to the law laid down in ***Ghanshaym Mishra (supra).***

4. Ms. Shreya, learned advocate for the SEBI opposing the appeal contended that basically the appeal is filed by the company and it did

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6 LODR – SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

7 NCLAT - National Company Law Appellate Tribunal

8 Ghanshaym Mishra & Sons Pvt. Ltd. vs. Edelweiss Asset Reconstruction Co. Ltd. [(2021) 9 SCC 657] in paras No. 71, 80, 84.

not choose to comply with the statutory requirements. As on date, various creditors and shareholders have been paid the amount described in the approved resolution plan. The company has not been delisted and so long such shareholders exist, the LODR provisions are applicable.

5. We have carefully considered the rival contentions. Undisputed facts of the case are, the resolution plan was approved on March 7, 2023 by NCLT, and NCLAT has upheld the said resolution plan on May 24, 2024. In the meanwhile, this appeal was filed by the IMC which was set up in terms of the approved resolution plan to manage the company and implement resolution plan. The company now managed by the successful resolution applicant, has filed an affidavit signed by Mr. Devang Pravin Patel, the authorized representative of the appellant company on June 17, 2024, seeking three months' time to comply with the LODR Regulations.

6. We may record that admittedly after the impugned communication dated October 25, 2023, no request was made to the SEBI. In that view of the matter, we deem it appropriate to remit the matter to the SEBI reserving liberty to the appellant to make a comprehensive representation bringing out all the facts on record and to request for extension of time.

7. Accordingly, we direct that the SEBI shall consider such representation wholly uninfluenced by the letter of rejection (annexure A-1) dated October 25, 2023 and also keeping in view, the resolution plan approved by the NCLAT and all attending circumstances and the law laid down in ***Ghansham Mishra (supra)*** within a period of four weeks from the date of filing the representation.

8. Appeal stands disposed of with above directions.

9. No costs.

Justice P. S. Dinesh Kumar
Presiding Officer

Ms. Meera Swarup
Technical Member

Dr. Dheeraj Bhatnagar
Technical Member

01.10.2024 PRAMILA TANAJI MISAL Digitally signed by PRAMILA TANAJI MISAL Date: 2024.10.04 17:10:57 +05'30'
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