



IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD
COURT - 2

ITEM No.304

IA/685(AHM)2025 in CP(IB) 135 of 2017

Proceedings under Section 60(5) of the IBC,2016 r/w Reg Rule 11 of the NCLT Rules,2016

IN THE MATTER OF:

Arrhum Tradelink Pvt Ltd

.....Applicant

V/s

Shri Manoj Khattar Liquidator of Vimal Oil & Foods Limited

.....Respondent

Order delivered on: 13/03/2026

Coram:

Mrs. Chitra Hankare, Hon'ble Member(J)

Dr. Velamur G Venkata Chalapathy, Hon'ble Member(T)

ORDER

The case is fixed for pronouncement of order.

The order is pronounced in open court vide separate sheet.

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DR. V. G. VENKATA CHALAPATHY
MEMBER (TECHNICAL)

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CHITRA HANKARE
MEMBER (JUDICIAL)



IN THE NATIONAL COMPANY LAW TRIBUNAL

AHMEDABAD (COURT - II)

IA No. 685 of 2025

IN

CP (IB) No. 135 of 2017

*[Application u/s. 60(5) of the Insolvency & Bankruptcy Code, 2016
r/w. Rule 11 of National Company Law Tribunal Rules, 2016]*

Arrhum Tradelink Private Limited

A company registered under the
Companies Act,
Having its address at
56/A, Sthanakvasi, Jain Society,
Usmanpura, Ahmedabad
Through its authorized signatory
Mr. Radheshyam Laluram Nuwal

...Applicant

Versus

Shri Manoj Khattar

Liquidator of Vimal Oil & Foods Limited

Having address at
912, Venus Atlantis
Corporate Park, Anand Nagar
Main Road, Prahladnagar,
Ahmedabad-380015.

...Respondent

In the matter of

Bank of Baroda

....Petitioner

Versus

Vimal Oil and Foods Limited

....Respondent

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Order pronounced on 13.03.2026

Coram:

**MRS. CHITRA HANKARE
HON'BLE MEMBER (JUDICIAL)**

**MR. VELAMUR G VENKATA CHALAPATHY
HON'BLE MEMBER (TECHNICAL)**

Appearance:

For the Applicant : Mr. Adit Sanjanwala, Advocate.
For Liquidator : Mr. Nipun Singhvi, Adv., Mr. Mayur Jugtawat,
Adv. and Mr. Rahul Bhavsar, Adv.
For SEBI : Mr. Nikunt Raval, Adv.
For NSE : Mr. Ramchandra Madan, Adv & Mr Ishan
Agrawal, Adv.
For BSE : Mr. Amar N. Bhatt Senior Adv. a.w. Mr. Tirth
Nayak, Adv.

JUDGEMENT

1. The present application is filed under Section 60(5) of Insolvency and Bankruptcy Code, 2016 read with Regulation 32(e) and Regulation 32A of the IBBI (Liquidation Process) Regulations, 2016 and Rule 11 of the National Company Law Tribunal Rules, 2016, seeking reliefs and concessions. It arises in pursuance to order dated 17.04.2025 passed by Hon'ble National Company Law Appellate Tribunal in Company Appeal

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(AT) (Ins) No.1944 of 2024 along with Company Appeal (AT) (Ins) No.2284 of 2024, whereby the Hon'ble NCLAT allowed the appeals and set aside the order dated 07.10.2024 passed by this Tribunal in IA 471/NCLT/AHM/2022 and permitted the applicant to file a fresh application seeking reliefs and concessions before this Tribunal.

2. The Applicant submits that Bank of Baroda had initiated CIRP against the Corporate Debtor by filing a petition under Section 7 of the Code being CP(IB) No. 135 of 2017 which was admitted vide order dated 19.12.2017. It is contended that since no resolution plan was approved by the Committee of Creditors, on receipt of MA 17 of 2018, liquidation of the Corporate Debtor was ordered on 19.12.2019 under Section 33 of the Code. The Applicant submits that pursuant thereto, the Liquidator issued a sale notice dated 02.11.2020 in public newspaper for sale of the Corporate Debtor as a going concern through e-auction held on 01.12.2020. It is submitted that in the said e-auction applicant participated and emerged as the successful bidder with an offer of Rs. 69.95 Crores, followed by execution of a sale agreement dated 03.03.2021 upon payment

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of the entire consideration in terms of Regulation 32(e) of the Liquidation Process Regulations, 2016. The Applicant further submits that apprehending implication in an FIR registered against Vimal Oil & Foods Limited, it filed a quashing petition before the High Court of Gujarat invoking Section 32A of the Code, which was allowed vide order dated 24.08.2022 quashing proceedings against the Corporate Debtor, and the said position was subsequently noted by the National Company Law Appellate Tribunal in its order dated 17.04.2025 while allowing the connected appeals.

3. The Applicant submits that Regulation 32 of the IBBI (Liquidation Process) Regulations, 2016 permits sale of the Corporate Debtor as a going concern and contends that in the present case it has acquired the Corporate Debtor as a going concern along with all its assets, including land, building, plant and machinery, with absolute title and rights, free from past liabilities, claims, or obligations, which is akin to implementation of a resolution plan under the CIRP framework. The Applicant further submits that it had earlier filed IA No. 471 of 2021 before this Tribunal seeking necessary

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reliefs and concessions, however, the said application was dismissed vide order dated 07.10.2024, whereby the sale of the Corporate Debtor as a going concern was also set aside. It is submitted that being aggrieved by the order dated 07.10.2024, the Applicant and the Liquidator preferred appeals before the National Company Law Appellate Tribunal, which stayed the said order on 17.10.2024 and subsequently, vide judgment dated 17.04.2025, set aside the impugned order while granting liberty to file a fresh application. The Applicant submits that mere purchase of the Corporate Debtor as a going concern under the Liquidation Process Regulations is insufficient and contends that grant of necessary reliefs, concessions, relaxations and permissions is essential for effective revival and continued operation of the Corporate Debtor as a going concern. It is submitted that in absence of such reliefs, the objective of revival and value maximization underlying the going concern sale would stand defeated.

4. Respondent no.1 - Liquidator submits that after successful completion of e-auction for the sale of assets of Corporate Debtor as going concern, successful bidder i.e., applicant paid

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complete sale consideration for auction sale by 03.03.2021 and submitted that he has no objections to the prayer sought in the application.

5. Upon issuance of notice, NSE made its representation and raised certain objections as hereunder:

i. It is submitted that the corporate debtor continued to remain listed during liquidation, pursuant to which the National Stock Exchange of India Limited issued invoices dated 01.04.2020 and 01.04.2021 towards annual listing fees for FY 2020–21 and 2021–22, which were not paid by either the Liquidator or the Applicant. Even thereafter, non-compliance with SEBI (LODR) Regulations and continued non-payment of listing fees led NSE to initiate delisting proceedings. Delisting Committee of NSE vide its order dated 19.12.2021 directed compulsory delisting of the corporate debtor after due process, which order has not been challenged by the Liquidator or the Applicant. It is contended that the present application is an attempt to treat the alleged sale as a resolution under Section 31 of the IBC, despite there is no approval of any liquidation sale

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by this Tribunal.

- ii. It is submitted that the Applicant seeks directions against statutory authorities, particularly the National Stock Exchange of India Limited, including fixation of an artificial effective date, extinguishment of statutory non-compliances, and restoration of listing rights without following the prescribed procedure under securities law. The equity shares of the Corporate Debtor were compulsorily delisted which has not been challenged before the Securities Appellate Tribunal. It is further submitted that the reliefs sought against NSE are only subject to the jurisdiction of the Securities Appellate Tribunal (SAT), which is the appellate forum constituted under the securities law framework, including under Sections 21A and 23L of the Securities Contract Regulation Act, 1956 read with Section 15K of the SEBI Act, 1992. Despite having statutory remedy, the Applicant has not approached the SAT and has instead invoked the jurisdiction of this Tribunal seeking reliefs wholly alien to the IBC, amounting to an attempt to substitute the jurisdiction of the

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specialised forum. Placing reliance upon certain judgements including judgement of the Hon'ble Supreme Court in Embassy Property Developments Pvt. Ltd. v. State of Karnataka & Ors (2020) 13 SCC 308, the applicant submitted that the jurisdiction of this Tribunal under Section 60(5)(c) cannot be enlarged to exercise appellate or review powers over actions taken under specialised statutes.

- iii. It is submitted that the e-auction notice dated 02.11.2020, the Process Documents, and the Sale Agreement unequivocally provided for sale of the Corporate Debtor on an "as is where is", "as is what is", "whatever there is" and "without recourse" basis, with the Applicant expressly acknowledging full awareness of the Company's affairs, pending litigations, and existing and future dues. The terms of the bid and Sale Agreement specifically excluded any legal entitlements in respect of pending proceedings and made it clear that the Corporate Debtor was being sold as a going concern along with all encumbrances, claims, and statutory liabilities. The Process Document, issued in

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lieu of the auction notice, has clearly stated that the pending dues will also be transferred to the buyer. In view thereof, no reliefs or concessions, including extinguishment of dues payable to the National Stock Exchange of India Limited or nullification of regulatory consequences such as delisting, can be granted as they are neither contemplated by the e- auction process document nor permissible under the Liquidation Regulations. The Applicant has accepted the terms of sale, cannot seek to bypass the process documents or invoke the IBC to disown statutory liabilities, as the clean slate principle is not applicable to a liquidation sale conducted on a going concern basis.

- iv. It is submitted that a sale of the Corporate Debtor as a going concern during liquidation under Regulation 32(e) is not equivalent to approval of a Resolution Plan under Section 31 of the IBC. A resolution plan under CIRP attains binding effect and a “clean slate” only upon approval by the CoC and this Tribunal, whereas a going-concern sale in liquidation is merely a mode of asset realisation by the Liquidator and does not carry such statutory

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consequences. Equating the two would undermine the resolution-first scheme of the Code.

- v. It is submitted that the equity shares of the Corporate Debtor were compulsorily delisted by the Delisting Committee of the NSE in accordance with the SEBI (Delisting of Equity Shares) Regulations and the Securities Contracts (Regulation) Rules, after due process. Under the applicable delisting framework, a company that has been compulsorily delisted is subject to a statutory bar of ten years from accessing the securities market or seeking listing of its equity shares, and the Corporate Debtor does not fall within any of the recognised exceptions. The present prayer seeking automatic restoration or re-listing of shares is therefore contrary to the SEBI Delisting Regulations, which do not contemplate re-listing, but only fresh listing subject to strict compliance with SEBI (ICDR) Regulations.
6. Upon issuance of notice, BSE made its representation and raised certain objections as hereunder:
- i. BSE Limited, submits that being a recognized stock

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exchange it is governed by the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957 and applicable SEBI regulations including the LODR Regulations, 2015 and ICDR Regulations, 2018, and is obligated under Regulation 97(1) of the LODR Regulations to monitor compliance of listed entities, while Regulation 98 empowers it to take consequential actions against non-compliant companies, including levy of fines, freezing of promoter demat accounts, suspension of trading and compulsory delisting. It is contended that the Applicant has not produced any material justifying the reliefs or concessions sought, which are otherwise impermissible under securities laws and beyond the scope of the going concern sale. It is further submitted that since the securities of the Corporate Debtor were compulsorily delisted by the National Stock Exchange of India, the same stood compulsorily delisted by BSE with effect from 22.07.2022 under Rule 21(2)(b) of the SCRR, and consequently no privity survives between BSE and the Corporate Debtor, disentitling the Applicant from seeking

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any reliefs or concessions against BSE.

- ii. BSE Limited submits that the cause of action in the present matter falls outside the residuary jurisdiction of this Tribunal and arises under an independent statutory framework governed by the Securities and Exchange Board of India Act, 1992 and the Securities Contracts (Regulation) Act, 1956 along with rules, regulations and circulars framed thereunder. It is contended that actions undertaken by BSE under the LODR Regulations are in the nature of public law functions aimed at protection of investors and the securities market, and that securities laws constitute a complete code providing both enforcement mechanisms and appellate remedies. It is submitted that this Tribunal is a forum non conveniens for adjudication of the present grievance, and Section 60(5) of the Insolvency and Bankruptcy Code, 2016 cannot override the mandate of securities laws. It is further submitted that the residuary jurisdiction of the NCLT is confined to matters arising out of or relating to insolvency of the Corporate Debtor, whereas the present dispute pertains to consequential

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actions taken under securities regulations and therefore falls beyond the jurisdiction of this Tribunal.

- iii. It is submitted that the actions impugned by the Applicant pertain to the year 2022 and earlier, whereas the present application seeks reversal of measures taken nearly three years thereafter and is therefore liable to be dismissed on the ground of limitation and unexplained delay. It is further contended that the reliefs and concessions sought are beyond the scope of the sale framework, as a successful bidder can claim only such waivers as are expressly contemplated under the Process Memorandum governing the sale of assets of the Corporate Debtor. It is submitted that since the Applicant has not even placed the Process Memorandum on record, the reliefs and concessions are liable to be rejected.
- iv. It is contended that the exemptions sought by the Applicant relating to extinguishment of existing share capital and preferential allotment of shares fall within Chapter V of the SEBI (ICDR) Regulations, 2018 and are not within the authority of BSE to grant. It is submitted that Regulation

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158(2) of the ICDR Regulations provides exemption only where preferential allotment is made pursuant to a resolution plan approved under Section 31 of the Insolvency and Bankruptcy Code, 2016, whereas in the present case the Corporate Debtor has been acquired through liquidation as a going concern and not under an approved resolution plan, thereby rendering such exemption inapplicable. It is further submitted that any relaxation or exemption, if permissible, can be granted only by the Securities and Exchange Board of India under Regulations 299 and 300 of the ICDR Regulations, and not by BSE. Additionally, extinguishment of the entire shareholding while seeking continuation of listing would violate Rule 19 of the Securities Contracts (Regulation) Rules, 1957 concerning minimum public shareholding, since the limited exemption under the said rule applies only to approved resolution plans; accordingly, the reliefs sought are stated to be beyond the powers of BSE and unsustainable against it.

- v. BSE Limited, submits that the exemptions sought by the

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Applicant relating to extinguishment of alleged non-compliances under securities regulations pertain to continuous listing requirements prescribed under the LODR Regulations and no provision of law permits such exemption in cases arising out of liquidation. It is contended that any relaxation or exemption from compliance with the LODR Regulations can be granted only by the Securities and Exchange Board of India under Regulation 102 of the LODR Regulations, as the statutory authority empowered to grant such reliefs, and no such discretion or power is vested with BSE.

vi. It is submitted that the Applicant's contention seeking extension of exemptions available to resolution plans approved under Section 31 of the Insolvency and Bankruptcy Code, 2016 to a going concern sale under liquidation is misconceived and devoid of legal basis. It is contended that exemptions such as those under Regulation 158(2) of the ICDR Regulations relating to preferential allotment and Rule 19A(5) of the Securities Contracts (Regulation) Rules, 1957 concerning minimum public

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shareholding are expressly limited to resolution plans approved by the Adjudicating Authority under Section 31 of the Code and cannot be extended to cases where the Corporate Debtor has been sold as a going concern under the Liquidation Regulation.

- vii. BSE Limited submits that the reliefs and concessions sought by the Applicant cannot be granted as the same would override mandatory statutory and regulatory requirements under securities laws. It is contended that since the securities of the Corporate Debtor already stand delisted, any restoration or relisting can only be undertaken strictly in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2021 and other applicable laws, and as neither the suspension nor delisting orders were challenged before the Securities Appellate Tribunal under Section 23L of the Securities Contracts (Regulation) Act, 1956, the delisting has attained finality and is deemed accepted, attracting principles of acquiescence and waiver. It is further submitted that actions taken by BSE followed the SEBI-prescribed Standard Operating Procedure for non-

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compliant listed entities, pursuant to which penalties amounting to Rs.9,19,220/- and unpaid Annual Listing Fees of Rs.9,16,510/- remained outstanding, and that even entities undergoing insolvency are required to comply with LODR Regulations, as reflected in Clause 27A of the Code of Conduct under the IBBI (Insolvency Professionals) Regulations, 2016.

- viii. It is submitted that the Applicant's insistence on restoration of listing rights without complying with applicable regulatory procedures is contrary to securities laws. It is contended that the sale of the Corporate Debtor was conducted on an "as is where is", "as is what is", "whatever there is" and "without recourse" basis, and the Applicant had expressly undertaken to satisfy itself regarding compliance with the Insolvency and Bankruptcy Code, 2016 and all applicable laws, obtain necessary statutory and regulatory approvals, and assume commercial liabilities. The Sale Agreement dated 03.03.2021 records that the Applicant conducted due diligence, was fully aware of the status and litigations of the

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Corporate Debtor, and nowhere provides that the company's securities were required to remain listed. Accordingly, the prayer for restoration of listing status at this stage is stated to be untenable. Without prejudice, it is submitted that the Applicant may apply afresh for listing in accordance with prescribed procedures and applicable regulations, and in absence of such application, the present reliefs ought not to be entertained.

7. Securities and Exchange Board of India (SEBI) submits that pursuant to the order dated 02.06.2025 passed by this Tribunal, notice was issued in the present matter wherein the Applicant has sought various reliefs and concessions from governmental authorities. It is contended that the Corporate Debtor had already been compulsorily delisted by the National Stock Exchange of India (NSE) vide order dated 19.12.2021 and thereafter by BSE Ltd. Vide order dated 20.07.2022, and that compulsory delisting falls exclusively within the jurisdiction of stock exchanges under the applicable SEBI Delisting Regulations, 2021, without requiring prior approval or disclosure to SEBI. It is submitted that accordingly, such

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facts were not within SEBI's knowledge as they were not disclosed by the Applicant. It is further submitted that the concessions sought regarding 'Issuance of shares of Corporate Debtor' and 'Relisting of the Corporate Debtor' must strictly comply with the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, the Security and Exchange Board of India Act, 1992 and applicable SEBI Regulations including SEBI (Delisting of Equity Shares) Regulations, 2021 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. It is further submitted that the earlier No Objection recorded vide order dated 12.09.2025 was subject to statutory compliance and granted in absence of knowledge of the compulsory delisting. It is submitted that SEBI prays for dismissal of the present application.

8. The applicant in its rejoinder submitted that the relief and concessions sought are essential to enable the applicant to revive the corporate debtor as a going concern and that this Adjudicating Authority has wide jurisdiction under Section 60(5)(c) of the IBC read with Regulation 32(e) of the Liquidation Regulations to grant such reliefs even during

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liquidation. Relying on the judgment of the Hon'ble Supreme Court in Arun Kumar Jagatramka vs Jindal Steel and Power Limited, 2021 SCC Online SC 220, it is contended that sale of a Corporate Debtor as a going concern is one of the modes of revival under the Code and is at par with other two modes i.e. in the form of CIRP and in the form of scheme presented under Section 230 of the Companies Act, 2013, thereby entitling the purchaser to a "clean slate". It is submitted that purchasing the unit as a going concern without granting reliefs does not serve the purpose of purchasing the unit as a going concern. It is further submitted that NSE in its affidavit has conceded in para 45 that, "the sale is not subject to mandatory approval by this Tribunal unless challenged.". It is further contended that no claims were filed by the stock exchanges for listing dues and unpaid dues stand extinguished upon distribution under Section 53. Further, invoking Section 238 of the IBC, the Applicant asserts that the clean slate principle would override the securities law framework. It is denied that the reliefs are barred by limitation or restricted to the auction documents, and it is reiterated that the Tribunal's statutory powers cannot



be curtailed by process documents. The applicant further stated that all modes of revival are at par and therefore exemption applicable to one mode shall be available to all. Thus, it is stated that the exemptions provided in Regulation 158(2) exempting preferential allotments from the conditions prescribed under Chapter- V of the ICDR Regulations shall also apply to the case of Applicant.

9. All the parties have filed their written submissions and relied upon certain judgments.
10. Heard the parties and perused the documents placed on record and judgments cited.
11. Observations & Findings:
 - a. The reliefs and concessions sought by the applicant do not find any mention, nor has a prior approval of this Tribunal, the liquidator not sought the permission for sale as going concern.
 - b. The e-auction process document issued by the liquidator as the Bid application form dated 02.11.2020 does not commit any reliefs and concessions sought/to be applied to this authority and the document in page 188 "As the corporate

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debtor is being managed ongoing concern basis, the successful bidder has to honor and execute all commercial commitments, day to day business expenses and other liabilities relating to the corporate debtor which the liquidator/his team has made till the completion of bid or the date of handover as fixed by the liquidator whichever is later". This clause in the document does not allow any reliefs and concessions to the applicant, whatsoever.

- c. Further, subsequent to the valuation done by the valuers for liquidation, two agreements purported to be executed by the company for assignment of 21 trademarks to two entities on some contingent events came to the knowledge of the liquidator. An interlocutory application for declaring these agreements as void has been filed by the liquidator with the adjudicating authority, the copies of which are accessible in the virtual data room". However, we find that there is no such litigation pending.
- d. We have perused the objections filed by the respondents, the market regulatory departments being NSE, BSE and SEBI who have raised strong objections. The applicant has

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only recourse to go before the appropriate authority for setting aside any orders passed and not this adjudicating authority. No reliefs can be granted in this regard.

- e. We have also perused the Hon'ble NCLAT order in Shantech International Pvt Ltd vs Devendra Singh CA (AT) (Ins) No.1520 of 2024 wherein reliefs and concessions were sought by the purchaser of CD under Section 32A for claims arising up to the date of sale, the Hon'ble NCLAT held that "the prayer of the applicant in this appeal is to grant reliefs and concessions for all claims and liabilities up to the date of sale by e-caution i.e. 30.03.2023. When the e-auction notice itself does not contemplate grant of any reliefs from claims and liabilities up to the date of e-auction sale, the Appellant cannot be granted reliefs and concessions, which is not contemplated by e-auction notice itself". Therefore, since the process document/ e-auction notice does not contemplate grant of any reliefs arising post CIRP, the applicant cannot be granted such reliefs.
- f. Further, in Point no. 10 of the Bid Declaration form, the applicant has agreed that the applicant shall not get any

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legal entitlements with respect to pending litigations. Further, as per Clause 2 of the Terms and Conditions of the E-auction process document the CD is proposed to be sold on a going concern basis with all the existing and future encumbrances/claims/dues/demands whether known or unknown to the Liquidator.

g. Therefore, it is observed that CD has been sold on an “as is where is”, “as is what is”, “whatever there is” and “without recourse” basis and it seems that no reliefs and concessions sought by the applicant are contemplated in the terms and conditions of the process document, nor consent or opinion sought before proceeding on the sale as going concern under Section 32A from this Tribunal. Further, on account of absence of the basic document which is offer document, the application filed under Section 60(5)(c) by the applicant is not maintainable, even if the application is filed also under Regulation 32A of IBBI (LP) Regulations read with Rule 11 of NCLT rules.

h. In view of the above, we are not inclined to grant any prayers sought other than directing the

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IA No. 685 of 2025
IN
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respondent/liquidator to hand over the assets as per terms of agreement between both the parties.

12. Hence, we pass the following order:

ORDER

IA No. 685 of 2025 is rejected and disposed of.

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DR.V. G. VENKATA CHALAPATHY
MEMBER (TECHNICAL)

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CHITRA HANKARE
MEMBER (JUDICIAL)