**FORM H**

**COMPLIANCE CERTIFICATE**

(Under Regulation 39(4) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016

I, [Name of the resolution professional], an insolvency professional enrolled with [name of insolvency professional agency] and registered with the Board with registration number [registration number], am the resolution professional for the corporate insolvency resolution process (CIRP) of [name of the corporate debtor (CD)].

2. The details of the CIRP are as under:

|  |  |  |
| --- | --- | --- |
| **Sl. No.** | **Particulars** | **Description**  |
| 1 | Name of the CD  |  |
| 2 | Date of Initiation of CIRP  |  |
| 3 | Date of Appointment of IRP |  |
| 4 | Date of Publication of Public Announcement |  |
| 5 | Date of Constitution of CoC |  |
| 6 | Date of First Meeting of CoC |  |
| 7 | Date of Appointment of RP |  |
| 8 | Date of Appointment of Registered Valuers |  |
| 9 | Date of Issue of Invitation for EoI |  |
| 10 | Date of Final List of Eligible Prospective Resolution Applicants |  |
| 11 | Date of Invitation of Resolution Plan |  |
| 12 | Last Date of Submission of Resolution Plan  |  |
| 13 | Date of Approval of Resolution Plan by CoC |  |
| 14 | Date of Filing of Resolution Plan with Adjudicating Authority |  |
| 15 | Date of Expiry of 180 days of CIRP |  |
| 16 | Date of Order extending the period of CIRP |  |
| 17 | Date of Expiry of Extended Period of CIRP |  |
| 18 | Fair Value |  |
| 19 | Liquidation value |  |
| 20 | Number of Meetings of CoC held |  |

3. I have examined the Resolution Plan received from Resolution Applicant (………………………………..) and approved by Committee of Creditors (CoC) of [Name of the corporate debtor].

4. I hereby certify that-

(i) the said Resolution Plan complies with all the provisions of the Insolvency and Bankruptcy Code 2016 (Code), the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (CIRP Regulations) and does not contravene any of the provisions of the law for the time being in force.

(ii) the Resolution Applicant (………………………………..) has submitted an affidavit pursuant to section30(1) of the Code confirming its eligibility under section 29A of the Code to submit resolution plan. The contents of the said affidavit are in order.

(iii) the said Resolution Plan has been approved by the CoC in accordance with the provisions of the Code andthe CIRP Regulations made thereunder. The Resolution Plan has been approved by [state the number of votes bywhich Resolution Plan was approved by CoC] % of voting share of financial creditors after considering itsfeasibility and viability and other requirements specified by the CIRP Regulations.

(iv) The voting was held in the meeting of the CoC on [state the date of meeting] where all the members of theCoC were present.

or

I sought vote of members of the CoC by electronic voting system which was kept open at least for 24 hours as per the regulation 26.

[strike off the part that is not relevant]

5. The list of financial creditors of the CD [state the name of CD] being members of the CoC and distribution of voting share among them is as under:

|  |  |  |  |
| --- | --- | --- | --- |
| Sl. No. | Name of Creditor | Voting Share (%) | Voting for Resolution Plan (Voted for / Dissented / Abstained) |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

6. The Resolution Plan includes a statement under regulation 38(1A) of the CIRP Regulations as to how it has dealt with the interests of all stakeholders in compliance with the Code and regulations made thereunder.

**7.** The amounts provided for the stakeholders under the Resolution Plan is as under: (Amount in Rs. lakh)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Sl. No. | Category of Stakeholder\* | Sub-Category of Stakeholder | Amount Claimed | Amount Admitted | Amount Provided under the Plan# | Amount Provided to the Amount Claimed(%) |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| 1 | Secured Financial Creditors | (a) Creditors not having a right to vote under sub-section (2) of section 21 |  |  |  |  |
| (b) Other than (a) above:(i) who did not vote in favour of the resolution Plan(ii) who voted in favour of the resolution plan  |  |  |  |  |
| Total[(a) + (b)] |  |  |  |  |
| 2 | Unsecured Financial Creditors  | (a) Creditors not having a right to vote under sub-section (2) of section 21 |  |  |  |  |
| (b) Other than (a) above:(i) who did not vote in favour of the resolution Plan(ii) who voted in favour of the resolution plan  |  |  |  |  |
| Total[(a) + (b)] |  |  |  |  |
| 3 | Operational Creditors  | (a) Related Party of Corporate Debtor  |  |  |  |  |
| (b) Other than (a) above:(i)Government (ii)Workmen (iii)Employees (iv) ……… |  |  |  |  |
| Total[(a) + (b)] |  |  |  |  |
| 4 | Other debts and dues |  |  |  |  |  |
| Grand Total |  |  |  |  |  |

\*If there are sub-categories in a category, please add rows for each sub-category.

# Amount provided over time under the Resolution Plan and includes estimated value of non-cash components. It is not NPV.]

8. The interests of existing shareholders have been altered by the Resolution plan as under:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sl. No | Category of Share Holder | No. of Shares held before CIRP | No. of Shares held after the CIRP | Voting Share (%) held before CIRP | Voting Share (%) held after CIRP |
| 1 | Equity |  |  |  |  |
| 2 | Preference |  |  |  |  |
| 3 |  |  |  |  |  |

9. The compliance of the Resolution Plan is as under:

|  |  |  |  |
| --- | --- | --- | --- |
| Section of the Code / Regulation No.  | Requirement with respect to Resolution Plan | Clause of Resolution Plan | Compliance (Yes / No) |
| 25(2)(h) | Whether the Resolution Applicant meets the criteria approved by the CoC having regard to the complexity and scale of operations of business of the CD? |  |  |
| Section 29A  | Whether the Resolution Applicant is eligible to submit resolution plan as per final list of Resolution Professional or Order, if any, of the Adjudicating Authority? |  |  |
| Section 30(1) | Whether the Resolution Applicant has submitted an affidavit stating that it is eligible? |  |  |
| Section 30(2)  | Whether the Resolution Plan- (a) provides for the payment of insolvency resolution process costs?(b) provides for the payment to the operational creditors?(c) provides for the payment to the financial creditors who did not vote in favour of the resolution plan?(d) provides for the management of the affairs of the corporate debtor?(e) provides for the implementation and supervision of the resolution plan?(f) contravenes any of the provisions of the law for the time being in force?] |  |  |
| Section 30(4) | Whether the Resolution Plan (a) is feasible and viable, according to the CoC? (b) has been approved by the CoC with 66% voting share? |  |  |
| Section 31(1) | Whether the Resolution Plan has provisions for its effective implementation plan, according to the CoC? |  |  |
| Regulation38 (1) | Whether the amount due to the operational creditors under the resolution plan has been given priority in payment over financial creditors?] |  |  |
| Regulation 38(1A)  | Whether the resolution plan includes a statement as to how it has dealt with the interests of all stakeholders? |  |  |
| Regulation 38(1B) | (i) Whether the Resolution Applicant or any of its related parties has failed to implement or contributed to the failure of implementation of any resolution plan approved under the Code.(ii) If so, whether the Resolution Applicant has submitted the statement giving details of such non-implementation?] |  |  |
| Regulation 38(2)  | * + 1. Whether the Resolution Plan provides:

(a) the term of the plan and its implementation schedule? (b) for the management and control of the business of the corporate debtor during its term? (c) adequate means for supervising its implementation? |  |  |
| 38(3) | Whether the resolution plan demonstrates that –(a) it addresses the cause of default?(b) it is feasible and viable?(c) it has provisions for its effective implementation?(d) it has provisions for approvals required and the timeline for the same?(e) the resolution applicant has the capability to implement the resolution plan? |  |  |
| 39(2) | * + 1. Whether the RP has filed applications in respect of transactions observed, found or determined by him?
 |  |  |
| Regulation 39(4)  | * + 1. Provide details of performance security received, as referred to in sub-regulation (4A) of regulation 36B.]
 |  |  |

10. The CIRP has been conducted as per the timeline indicated as under:

|  |  |  |  |
| --- | --- | --- | --- |
| Section of the Code / Regulation No.  | Description of Activity | Latest Timeline under regulation 40A | Actual Date |
|  |
| Section 16(1) | Commencement of CIRP and Appointment of IRP | T | T |
| Regulation 6(1) | Publication of Public Announcement | T+3 |  |
| Section 15(1)(c) /Regulation 12 (1) | Submission of Claims  | T+14 |  |
| Regulation 13(1) | Verification of Claims | T+21 |  |
| Section 26(6A) / Regulation 15A | Application for Appointment of Authorised Representative, if necessary | T+23 |  |
| Regulation 17(1) | Filing of Report Certifying Constitution of CoC | T+23 |  |
| Section 22(1) and regulation 17(2) | First Meeting of the CoC | T+30 |  |
| Regulation 35A | Determination of fraudulent and other transactions | T+115 |  |
| Regulation 27 | Appointment of two Registered Valuers | T+47 |  |
| Regulation 36 (1) | Submission of Information Memorandum to CoC | T+54] |  |
| Regulation 36A | Invitation of EoI | T+75 |  |
| Publication of Form G | T+75 |  |
| Provisional List of Resolution Applicants | T+100 |  |
| Final List of Resolution Applicants | T+115 |  |
| Regulation 36B | Issue of Request for Resolution Plan, which includes Evaluation Matrix and Information Memorandum to Resolution Applicants | T+105 |  |
| Section 30(6) / Regulation 39(4) | Submission of CoC approved Resolution Plan | T+165 |  |
| Section 31(1) | Approval of Resolution Plan | T=180 |  |

11. The time frame proposed for obtaining relevant approvals is as under:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Sl. No. | Nature of Approval  | Name of applicable Law | Name of Authority who will grant Approval | When to be obtained |
| 1 |  |  |  |  |
| 2 |  |  |  |  |
| 3 |  |  |  |  |

12. The Resolution Plan is not subject to any contingency.

or

The Resolution Plan is subject to the following contingencies (Elaborate the contingencies):

i…………………………………………………………………

ii………………………………………………………………...

13. Following are the deviations / non-compliances of the provisions of the Insolvency and Bankruptcy Code, 2016, regulations made or circulars issued thereunder (If any deviation/ non-compliances were observed, please state the details and reasons for the same):

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Sl. No. | Deviation/Non-compliance observed | Section of the Code / Regulation No. / Circular No. | Reasons | Whether rectified or not |
| 1 |  |  |  |  |
| 2 |  |  |  |  |
| 3 |  |  |  |  |

14. The Resolution Plan is being filed **…..** days before the expiry of the period of CIRP provided in section 12 of the Code.

14A. Whether the resolution professional has, in accordance with regulation 35A,-

1. applied to the Adjudicating Authority on or before the one hundred and thirty-fifth day of the insolvency commencement date: Yes / No
2. filed Form CIRP 8 with the Board on or before the one hundred and fortieth day of the insolvency commencement date: Yes / No]

15. Provide details of section 66 or avoidance application filed / pending.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Sl. No.  | Type of Transaction | Date of Filing with Adjudicating Authority | Date of Order of the Adjudicating Authority | Brief of the Order |
| 1 | Preferential transactions under section 43 |  |  |  |
| 2 | Undervalued transactions under section 45 |  |  |  |
| 3 | Extortionate credit transactions under section 50 |  |  |  |
| 4 | Fraudulent transactions under section 66 |  |  |  |

15A. The committee has approved a plan providing for contribution under regulation 39B as under:

1. Estimated liquidation cost: Rs…………..
2. Estimated liquid assets available: Rs…………..
3. Contributions required to be made: Rs………….
4. Financial creditor wise contribution is as under:

|  |  |  |
| --- | --- | --- |
| Sl. No. | Name of financial creditor | Amount to be contributed (Rs.) |
| 1 |  |  |
| 2 |  |  |
| .. |  |  |
| Total |  |  |

15B. The committee has recommended under regulation 39C as under:

1. Sale of corporate debtor as a going concern: Yes / No
2. Sale of business of corporate debtor as a going concern: Yes / No

The details of recommendation are available with the resolution professional.

15C. The committee has fixed, in consultation with the resolution professional, the fee payable to the liquidator during the liquidation period under regulation 39D.]

16. I (Name of Resolution Professional) hereby certify that the contents of this certificate are true and correct to the best of my knowledge and belief, and nothing material has been concealed therefrom.

(Signature)

Name of the Resolution Professional:

IP Registration No:

Address as registered with the Board:

Email id as registered with the Board:

Date:

Place:]