



NRC LIMITED

Date: 05.12.2018

CIN-L17120MH1946PLC005227

Regd. Office

67, Surajmal Bldg., 75, Nakhoda Street,
Mumbai - 400 003.

Tel.: (022) 2346 4458

Intimation w.r.t. Appointment of Interim Resolution Professional by NCLT

This is to bring into your kind knowledge that, **Mr. Vikas Prakash Gupta**; IP Registration No. IBBI/IPA-001/IP-P00501/2017-18/10889) has been appointed as **Interim Resolution Professional of NRC Ltd** ("The Company"). He has taken over the complete charge of the affairs of the Company from 05.12.2018. His appointment has been confirmed under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) by an order of National Company Law Tribunal, Mumbai bench dated 27.11.2018 published on 04.12.2018 (The copy of said order is annexed herewith for your kind perusal).

In case of any query or communication, you may like to deliver the same at the below mentioned address:

<u>Registered Office:</u>	<u>IRP Office Address:</u>
NRC Ltd 67, Ground Floor, 75, Surajmal Building Nakhoda Street, Pydhonie, Mandvi, Mumbai City MH 400003	Mr. Vikas Gupta Office No.3, 3 rd Floor, 84 Dholtawala Building, Janmabhoomi Marg, Opp. Siddharth College, Above Taste of Kerala, Fort, Mumbai 400 001

You may even communicate the same through e-mail on the below mentioned address:

irp.nrc@gmail.com, lrpoffice.nrc@gmail.com

Thanking you,



Vikas Prakash Gupta,

Interim Resolution Professional

IP Reg.no. IBBI/IPA-001/IP-P00501/2017-18/10889

For NRC Limited

(Acting for and on behalf of the Company without any personal liability)

Encl: As Above

Works :

Mohone-421 102(Kalyan), Dist. Thane, Maharashtra,
Tel.: 0251-2270317



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH

CP (IB) -1886/MB/2018

Under Section 7 of the I&B Code, 2016

In the matter of

Punjab National Bank

ARMB, PNB Pragati Tower, First Floor,

C-9, G-Block, BKC Bandra (E),

Mumbai-400051

.... Financial Creditor

Vs.

NRC Limited

67, Ground Floor, 75, Surajmal Building,

Nakhoda Street, Pydhonie, Mandvi,

Mumbai-400003.

.... Corporate Debtor

I.A. NO. 1277/MB/2018

Gouri Prasad Goenka

.....Intervener

M. A. No. 1156/MB/2018

1. ISG Traders Limited

2. Shubhshanti Services Ltd.

.... Interveners

Order delivered on: 27.11.2018

Coram:

Hon'ble Bhaskara Pantula Mohan, Member (J)

Hon'ble V. Nallasenapathy, Member (T)

For the Petitioner: Mr. Pankaj Vijayan a/w Ms. Rohini Menon, Advocates i/b
Intralegal.

For the Respondent: Mr. Uzair Kazib , Ms. Krishma Agarwal, Advocates i/b Vigil
Juris

For the Intervener: Mr. Yahya Ghoghari i/b Rajesh Kunnerkar, Advocates.

Per: V. Nallasenapathy, Member (T)

ORDER

1. This Petition is filed by Punjab National Bank (hereinafter called as "PNB"), against NRC Limited (hereinafter called "Corporate Debtor"), seeking to set in motion the Corporate Insolvency Resolution Process (CIRP) under section 7 of the Insolvency & Bankruptcy Code, 2016 (the Code) read with Rule 4 of Insolvency & Bankruptcy

(Application to Adjudicating Authority), Rules 2016, on the ground that the Respondent defaulted in making payment of a sum of Rs. 273,09,68,793/- as on 31.03.2018, including interest and the date of default being 11.02.2010.

2. Before going into the Petition filed by PNB, let us discuss about the Intervention Applications filed by the Promoters (hereinafter collectively referred to as "Interveners") in M.A. No. 1156 of 2018 and I.A. No. 1277 of 2018. Since the prayer in both these applications is similar a common order is passed in both these applications.

i. The Interveners in the above applications are the promoters of the Corporate Debtor and submits that; in the year 2005 owing to various factors the Corporate Debtor had suffered losses and consequent erosion of working capital, triggered Corporate Debt Restructuring, there were some labour problems in the year 2008, reference under section 15 of Sick Industrial Companies Act (SICA) was made in the year 2008 and declared as Sick Industrial company in the year 2009, etc. Now the Interveners in M.A 1156/MB/2018 herein have filed a writ petition no. 3430/2018 on the file of Hon'ble Bombay High Court with a grievance that the Petitioner had not strictly followed the RBI circular dated 12.02.2018 for revival plan cum OTS proposal and the same is pending and hence this Tribunal shall adjourn this petition till the disposal of the said Writ Petition.

ii. According to the submission of the Interveners themselves, the RBI circular was issued on 12.02.2018 and this petition was filed on 18.05.2018. The Petitioner submits that the OTS proposal of the Corporate Debtor was rejected on 31.10.2018. When the order was about to be passed in this petition these Interveners came up with these applications. Even though the writ petition was taken up for hearing, no stay of any kind was issued by the Hon'ble Bombay High Court. In view of the above, there is no impediment for hearing the main Petition by this Tribunal. Further this Bench, on 01.11.2018, on the assurance of the counsel for the Interveners in M.A 1156/MB/2018 that they will submit the OTS proposal along with a sum of Rs. 5,10,00,000/- on or before 09.11.2018, adjourned the matter to 14.11.2018 but no such OTS proposal was submitted. It is clear that the Corporate Debtor is trying to delay the CIRP.

3. It is appropriate to mention the decision of the Hon'ble Supreme Court in "Innoventive Industries Ltd. Vs. ICICI Bank and Ors., - (2018) 1 SCC 407" wherein it was observed as below:

"28. When it comes to a financial creditor triggering the process, Section 7 becomes relevant. Under the Explanation to Section 7(1), a default is in respect of a financial debt owed to any financial creditor of the corporate debtor — it need not be a debt owed to the applicant financial creditor.

Under Section 7(2), an application is to be made under sub-section (1) in such form and manner as is prescribed, which takes us to the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules, 2016. Under Rule 4, the application is made by a financial creditor in Form 1 accompanied by documents and records required therein. Form 1 is a detailed form in 5 parts, which requires particulars of the applicant in Part I, particulars of the corporate debtor in Part II, particulars of the proposed interim resolution professional in Part III, particulars of the financial debt in Part IV and documents, records and evidence of default in Part V. Under Rule 4(3), the applicant is to dispatch a copy of the application filed with the adjudicating authority by registered post or speed post to the registered office of the corporate debtor. The speed, within which the adjudicating authority is to ascertain the existence of a default from the records of the information utility or on the basis of evidence furnished by the financial creditor, is important. This it must do within 14 days of the receipt of the application. It is at the stage of Section 7(5), where the adjudicating authority is to be satisfied that a default has occurred, that the corporate debtor is entitled to point out that a default has not occurred in the sense that the "debt", which may also include a disputed claim, is not due. A debt may not be due if it is not payable in law or in fact. The moment the adjudicating authority is satisfied that a default has occurred, the application must be admitted unless it is incomplete, in which case it may give notice to the applicant to rectify the defect within 7 days of receipt of a notice from the adjudicating authority. Under sub-section (7), the adjudicating authority shall then communicate the order passed to the financial creditor and corporate debtor within 7 days of admission or rejection of such application, as the case may be."

4. From the aforesaid decision, it is clear that the Adjudicating Authority is only to be satisfied that the default has occurred and that the 'Corporate Debtor' is entitled to point out that the default has not occurred in the sense that the debt is not due. No other person has a right to be heard at the stage of admission of the application under Section 7 and 9 of the I&B Code including the promoters.
5. The Hon'ble NCLAT in the case of Brijesh Kumar Agarwal v. Punjab National Bank [2018 SCC OnLine NCLAT 305] at para 2 of the judgement held as below:

"2. Learned counsel for the Appellant submitted that the Bank has neither acted in terms of circular and guidelines issued by the Reserve Bank of India nor in terms of the Reserve Bank of India Act, but such ground cannot be accepted to reject the application preferred by the 'Financial Creditor' under Section 7 of the 'I&B Code', there being admitted default."

6. In view of the above rulings, this Bench is of the view that promoters cannot stall the initiation of CIRP against the Corporate Debtor, if the debt and default are proved. Hence both the applications are dismissed.

CP. No. 1886 of 2018

7. The Petition reveals that the Petitioner sanctioned the following facilities to the Corporate Debtor

- a. Working Capital Fund Based Limit of Rs.13.75 Crores, Non-Fund Based Limit of Rs.11.75 Crores and Corporate Term Loan of Rs.20.00 Crores on 23.02.2005.
- b. Short Term Loan of Rs.10.00 Crores on 02.02.2006.
- c. On 02.05.2006 there was a renewal of facilities as below: -
 - i. Working Capital Fund Based Limits Rs.13.75 Crores
 - ii. Working Capital Non-Fund Based Limit Rs.11.75 Crores
 - iii. Short Term Loan Rs.40.00 Crores.
- d. On 10.03.2008, the limits were restructured as below: -
 - i. Working Capital Fund Based Limit Rs.8.19 Crores
 - ii. Working Capital Non-Fund Based Limit Rs.3.09 Crores
 - iii. Working Capital Term Loan Rs.14,22,21,000/-.
 - iv. Corporate Loan of Rs.15.00 Crores
 - v. Funded Interest Term Loan-I Rs.4.57 Crores
 - vi. Short Term Loan Rs.40.00 Crores
- e. Further, on 30.12.2008 Funded Interest Term Loan-III for Rs.3.12 Crores was sanctioned.

8. PNB enclosed the following documents in respect of the facilities sanctioned by it --

- i. Copy of sanction letters dated 23.02.2005, 02.02.2006, 02.05.2006, 10.03.2008 and 30.12.2008.
- ii. Statement of account & interest calculation sheet.
- iii. Copy of Deed of mortgage dated 24.05.2005.
- iv. Copy of Term Loan Agreement dated 28.03.2005 and 02.02.2006.
- v. Copy of Short Term Loan Agreement dated 17.10.2005 and 08.05.2006.
- vi. Copy of Demand Promissory Note dated 28.03.2005 for Rs. 20,00,00,000/-.

- vii. Copy of Agreement of Funded Interest Term Loan dated 25.03.2008.
- viii. Copy of Working Capital Term Loan Agreement dated 25.03.2008.
- ix. Copy of Agreement of Pledge dated 28.03.2008.
- x. Copy of Indenture of Mortgage dated 29.04.2009 and copies of Agreement of Guarantee dated 05.05.2006, 25.03.2008, 30.12.2008 and 31.12.2008.
- xi. Certificate of registration of modification of mortgage dated 24.09.2008.

9. PNB had issued notice u/s 13(2) of SARFAESI Act, 2002 on 31.12.2016 claiming a sum of Rs. 78,31,57,403/- as on 11.02.2010, 12.02.2010 and 20.05.2010 with further interest at contractual rate until full payment is made.

10. The Petition further reveals that the following is the outstanding as on 31.03.2018:

Sr. No.	Nature of Facility	Outstanding as on 31.03.2018 (in Rupees)
1.	Bank Guarantee (A/c No. 217500PC00003188)	35,01,43,319
2.	Working Capital Term Loan (A/c. No.217500IC00001035)	55,30,50,365
3.	Inland Letter of Credit/ Foreign Letter Credit (A/c. No.217500IC00001822)	1,61,45,454
4.	Funded Interest Term Loan on Short Term Loan (A/c No. 217500IC00002140)	11,57,94,298
5.	Funded Interest Term Loan-I (A/c. No. 217500IC00001804)	16,83,64,156
6.	Funded Interest Term Loan-II (A/c No. 217500IC00002159)	35,05,507
7.	A/c. No. 217500IC00001813	52,15,86,825
8.	Cash Credit (A/c. No. 217500IC00001456)	20,69,08,411
9.	Short Term Loan (A/c. No. 217500IC00006158)	79,52,70,453
	Total	273,09,68,793

11. The Learned Counsel for the Corporate Debtor raised the following objections in the written submission dated 27.09.2018 which were dealt with as below:

- a. The Petitioner has failed to appoint IRP as per Section 7 of the Code. However, this submission has to be rejected in view of the Form – 2 filed by the Petitioner.
- b. Even though it was submitted in the written submission that the debt is time barred, when the Bench put a question how the debt is time barred, the Learned Counsel for the Corporate Debtor submitted that she is not pressing on the aspect of limitation.

- c. It was submitted that the Application is not signed by the person duly authorised and therefore not maintainable. However, on seeing the Petition, Form-1 is signed by the Chief Manager of PNB and hence this contention fails.
- d. It was submitted that the Miscellaneous Application filed by the Petitioner for taking additional documents on record is not maintainable. Misc. Application No. 1172/2018 was filed by the Petitioner for amendment of certain defects in the Form – 1 filed by the Petitioner for which they are entitled as provided under proviso to section 7 (5), hence the contention of the Corporate Debtor is unsustainable.
- e. The Corporate Debtor submitted that the alleged debt of Rs. 273 Crores is incorrect and not maintainable, basing on the letter dated 31.03.2016 where in a sum of Rs. 78,31,57,403/- is claimed by PNB in the SARFAESI notice. However, the said amount of Rs. 78,31,57,403/- is the due as on 11.02.2010 and considering the fact that interest has to be added from 12.02.2010 to 31.03.2018, this contention of the Corporate Debtor fails. Further, it is to be noted that even if there is some calculation mistake in the statement of account, the Corporate Debtor is entitled to bring it to the notice of the Insolvency Resolution Professional, who will take a call on the issue while admitting the claim of the Petitioner, as decided by Hon'ble NCLAT in the case of "Mr. Satyaprakash Aggarwal & Ors. V. Vistar Metal Industries Pvt. Ltd." [2018 SCC OnLine NCLAT 264] at para 4 of the judgement which reads as below:

"4. Further, in a petition under Section 7 of the 'I&B Code', the Adjudicating Authority is required to decide whether the Form 1 along with documents is complete or not. The Adjudicating Authority is not required to decide as to what is the actual amount of claim and other details, which is required to be determined by the 'Resolution Professional' after initiation of 'Corporate Insolvency Resolution Process'."

- f. The Corporate Debtor contends that Particulars in Part 4 of Form 1 are incorrect, insufficient and devoid of merit and therefore the Petition is not maintainable. Since the Petitioner has provided the details of loan sanctioned, statement of Accounts, Interest debited and charges debited etc., this Bench is satisfied with the Particulars provided in Part 4 of Form 1, hence the contentions of the Corporate Debtor fails. Further it was contended that the Exhibit-G and G1 is not drawn up in accordance with the requirement of Bankers Book of Evidence Act, 1891. PNB has filed the certificate u/s. 2A (a) of the Bankers Book of Evidence Act, 1891. Subsequently PNB filed certificate under the Information Technology Act,

2000. In view of this, the question of non-compliance of Bankers Book of Evidence Act, 1891 does not arise.

- g. The Corporate Debtor contends that the Petitioner has failed to provide the particulars regarding disbursement of debt. This case has a history spanning from 2005 to 2018. That is, reference was made by the Corporate Debtor to BIFR in 2008, it was declared as sick industrial company in 2009, the Corporate Debtor has given OTS proposal in 2013, various consortium meetings were held by the secured lenders in 2014 etc., and now petition under Section 7 of Insolvency and Bankruptcy Code is before this Bench. At this stage, the Corporate Debtor cannot have any grievance regarding the disbursement of debt and hence this contention is unsustainable.
- h. The Corporate Debtor contended that the Petitioner failed to provide any evidence as to how the debts are in default on 11.02.2010, 12.02.2010 and on 20.05.2010. The SARFAESI Notice issued by the Bank on 31.12.2016 has clearly mentioned the date of default and the fact is that till date the debts were not paid even though the sanction/renewal happened in 2005 and 2006. The default is very apparent and is on the face of the records provided by the Bank and the Corporate Debtor cannot take these kind of hyper technical objections after enjoying the funds of a Public Financial Institution without making any payment since 2009 onwards except on one occasion where the bank itself had sold the pledged shares and appropriated the proceeds against the outstanding due.
- i. The Corporate Debtor submits that the information given in Part V of Form - 1 relating to security is insincere, false and deceptive. In view of the fact that the debt and default are writ large in the Petition, the non-mentioning of correct number of acres in the Form - 1 in respect of collateral security cannot come in the way of admission of this Petition. However, the Petitioner is entitled to bring it to the notice of Insolvency Resolution Professional during the course of CIRP.
- j. The Corporate Debtor submits that the BIFR Order dated 16.07.2009 which states that, the Corporate Debtor had become a sick industrial company, does not adjudicate on the default of the Corporate Debtor. It is further submitted that the Petitioner is trying to mislead this Bench as if default is approved by the BIFR. The common parlance is that when a company files a reference with BIFR then debt and default is accepted by the concerned company. In view of this, the contention of the Corporate Debtor that default is not proved just because an order is passed by BIFR admitting a company as a sick industrial unit is totally incomprehensible

and this contention need not be given any credence in view of our observation that debt and default is writ large in this case.

- k. The Corporate Debtor submits that CIBIL report annexed to the Petition categorised the accounts of Corporate Debtor as standard and there is no record of default. However, an ordinary scanning of the CIBIL report shows that it is not reflecting the whole borrowings of the Corporate Debtor and in fact only one loan of Rs. 9,70,784/- sanctioned on 22.06.2005 is reflected in the report and hence not much reliance can be made on this CIBIL report when there are sufficient documents are available in proof of debt and default.
- l. The Corporate Debtor further contended that the demand promissory note dated 08.05.2006, the balance confirmation letter dated 14.08.2005, the letter dated 31.12.2016 addressed by the Petitioner to the Chairman of the Corporate Debtor stating that he was a wilful defaulter, BIFR order dated 16.07.2009 and the SARFAESI notice issued by the Petitioner dated 31.12.2016, etc., does not lead to acknowledgement of debt and default by the Corporate Debtor. It is to be noted that, it is not necessary that debt in default has to be acknowledged by the Corporate Debtor, for the admission of the Petition. The Petitioner has to prove to the satisfaction of this Bench that debt and default are there and if so the Petition has to be admitted.
- m. The Corporate Debtor contended that the Petitioner had sold some of the shares lodged with the Petitioner as security for the loan but the same has been suppressed before this Bench. However, it is clear from the letter dated 15.05.2017 produced by the Corporate Debtor, which was addressed by the Petitioner to the Corporate Debtor, giving details of amount credited to the loan account by sale of the pledged shares. The non-production of the said letter can cause no grievance to the Corporate Debtor and the issue of suppression of the letter cannot have any bearing on this case.
- n. The contention of the Corporate Debtor that the interest claimed in the petition is flawed and baseless, etc. can be raised by the Corporate Debtor before the Insolvency Resolution Professional at the time of admission of the claim and hence this contention fails.
- o. The Corporate Debtor contended that no Demand Notice was issued by the Petitioner before filing this petition. Section 7 of the Code, unlike Section 9, does not mandate issuance of any demand notice before filing of a petition by a Financial Creditor. Hence, this contention also fails.

12. The learned Counsel for the Corporate Debtor further filed written submissions on 09.10.2018 narrating the sequence of events right from the year 2005 to 2018. The prominent issues are; the Petitioner neither acted in accordance with the various

directions issued by BIFR, nor formulated Draft Rehabilitation Scheme, nor accepted the revival plan cum-OTS proposal, nor communicated the acceptable counter proposal to obtain necessary consent of other stakeholders, nor took into account the effect of RBI circular dated 12.02.2018 in its true letter and spirit, though the Petitioner has accepted and agreed upon the OTS proposal submitted by the Corporate Debtor on 04.08.2018 and has filed this proceedings under Section 7 of Insolvency and Bankruptcy Code. There is nothing on record to suggest that the OTS proposal was accepted by the Petitioner and in fact the OTS proposal was rejected by the Petitioner on 31.10.2018 as disclosed by the counsel for the Petitioner during the hearing of this petition. Further, as mentioned supra this Bench had permitted the Corporate Debtor to submit the OTS proposal as requested by the promoters but the promoters failed to submit the OTS proposal as per the existing guidelines applicable for submission of OTS proposal. Hence the Corporate Debtor cannot raise this objection regarding the OTS proposal.

13. The contentions raised by the Corporate Debtor in the written submissions filed on 09.10.2018 were considered by this Bench, but in view of the failure of OTS proposal, those contentions don't have legs to stand.

14. The Corporate Debtor filed 'further written submissions' on 15.11.2018 with the following contentions.

- a. The applicant has failed to appoint an IRP in accordance with the Code.
- b. The application is not signed by the person duly authorised.
- c. The existence of default has to be ascertained solely based on evidence furnished along with the Petition.
- d. The alleged default of Rs. 273 crores is incorrect and not maintainable.
- e. The particulars under Part IV and V of the Petition are incorrect, insufficient and are devoid of merit and are not maintainable.
- f. The Petitioner has deliberately suppressed receipt of sale proceeds and has failed to appropriate the same.
- g. The Petitioner has failed to crystallise the default amount.
- h. The Petitioner has failed to substantiate the interest payable.
- i. As a last attempt, the Counsel for the Corporate Debtor stated that on the basis of the security available with the Petitioners, the amount of Rs. 31 crores agreed upon by the Petitioners was fully justified and there is no scope for further increase in the settlement proposal.

15. All the above objections were already dealt with supra in this order. The new addition is that the Corporate Debtor is ready to settle this matter for a sum of Rs. 31 crores on the basis of the value of the security available with the Petitioner. Since the previous OTS proposal (Rs. 51 crores approx) which was much more than the present offering of Rs. 31 crores was already rejected by the Petitioner, there is no point in giving any credence to this proposal.

16. The existence of debt and default is the sole criteria for admission of petition under Section 7 as discussed supra. The existence of debt and default is proved beyond any doubt in this case.
17. The Petitioner has mentioned Mr. Vikas Prakash Gupta, Address G100, Fantasia, Multiplex and Ent Complex, Plot No.47, Sector 30A, Vashi, Navi Mumbai-400703 Email: vikas@quantuum.in having Registration No. IBBI/IPA-001/IP-P00501/2017-18/10889, Mobile No. 9545622000, as Interim Resolution Professional and also attached the Form-2 with the Petition.
18. This Adjudicating Authority, on perusal of the documents filed by the Creditor, is of the view that the Corporate Debtor defaulted in repaying the loan availed and also placed the name of the Insolvency Resolution Professional to act as Interim Resolution Professional and there being no disciplinary proceedings pending against the proposed resolution professional, therefore the Application under sub-section (2) of section 7 is taken as complete, accordingly this Bench hereby admits this Petition prohibiting all of the following of item-I, namely:
- (I) (a) the institution of suits or continuation of pending suits or proceedings against the Corporate Debtor including execution of any judgment, decree or order in any court of law, tribunal, arbitration panel or other authority;
- (b) transferring, encumbering, alienating or disposing of by the Corporate Debtor any of its assets or any legal right or beneficial interest therein;
- (c) any action to foreclose, recover or enforce any security interest created by the Corporate Debtor in respect of its property including any action under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act);
- (d) the recovery of any property by an owner or lessor where such property is occupied by or in the possession of the Corporate Debtor.
- (II) That the supply of essential goods or services to the Corporate Debtor, if continuing, shall not be terminated or suspended or interrupted during moratorium period.
- (III) That the provisions of sub-section (1) of Section 14 shall not apply to such transactions as may be notified by the Central Government in consultation with any financial sector regulator.
- (IV) That the order of moratorium shall have effect from 27.11.2018 till the completion of the corporate insolvency resolution process or until this Bench approves the resolution plan under sub-section (1) of section 31 or

passes an order for liquidation of Corporate Debtor under section 33, as the case may be.

(V) That the public announcement of the corporate insolvency resolution process shall be made immediately as specified under section 13 of the Code.

(VI) That this Bench hereby appoints Mr. Vikas Prakash Gupta, Address G100, Fantasia, Multiplex and Ent Complex, Plot No.47, Sector 30A, Vashi, Navi Mumbai-400703 Email:- vikas@quantuum.in having Registration No. IBBI/IPA-001/IP-P00501/2017-18/10889, Mobile No. 9545622000, as Interim Resolution Professional to carry the functions as mentioned under Insolvency & Bankruptcy Code.

19. Accordingly, this Petition is admitted.

20. The Registry is hereby directed to communicate this order to the Petitioner, Corporate Debtor and IRP immediately.

SD/-
V. Nallasenapathy
Member (Technical)

SD/-
Bhaskara Pantula Mohan
Member (Judicial)