

MINUTES OF THE SEVENTH (7TH) MEETING OF THE COMMITTEE OF CREDITORS OF PREMIA PROJECTS LIMITED (CORPORATE DEBTOR AND A COMPANY UNDER CIRP) HELD ON SATURDAY, 5TH SEPTEMBER 2020 AT 05.00 P.M. HELD THROUGH VIRTUAL MODE BY WAY OF VIDEO CONFERENCING ON ZOOM FROM THE OFFICE OF RP AT OFFICE NO 209-211A, H-17/18, 2ND FLOOR, LAXMI NAGAR, VIKAS MARG, NEW DELHI - 110092

PRESENT THRU VIDEO CONFERENCING

- 1. Mr. Jitender Arora** **Chairperson & Resolution Professional**
- 2. Mr. Manish Agarwal** **For and on behalf of Financial Creditor(s),**
(Authorized Representative)

Meeting Started at 5:10 P.M.

Mr. Manish Agarwal, Authorised Representative of Financial Creditor (Home Buyer) has requested the Chairman through Mobile to allow for connecting with delay of 10-15 minutes due to technical issues. After considering the request, the RP has allowed and waited for 10-15 minutes. After successful connection the meeting started at 5.10 p.m.

1. RESOLUTION PROFESSIONAL TO TAKE THE CHAIR

Mr. Jitender Arora, Resolution Professional of "Premia Projects Limited", chaired the meeting, pursuant to Regulation 24(1) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016. The Chairman has welcomed the Authorized Representative present for and on behalf of the members of the Committee of Creditors.

Mr. Manish Agarwal, AR has consented for the same and submitted that he has forwarded the notice & agenda to all the Financial Creditors (Home Buyers) for seeking their suggestions or objections, if any, as per the regulations and provisions of the IB Code, 2016.

2. TO TAKE THE ROLL CALL WHEN EVERY PARTICIPANT IS ATTENDING THROUGH VIDEO CONFERENCING OR OTHER AUDIO AND VISUAL MEANS

The Chairman informed that being the Committee of Creditors is constituted of Financial Creditors (class of Home Buyers) only, and Mr. Manish Agarwal, Authorized representative has attended on behalf of them, and the same is confirmed by Mr. Manish Agarwal, Authorized Representative of Committee of Creditors.

3. TO ASCERTAIN THE QUORUM OF THE MEETING IN ACCORDANCE WITH THE PROVISION OF REGULATION 22 OF THE INSOLVENCY AND BANKRUPTCY BOARD OF INDIA (INSOLVENCY RESOLUTION PROCESS FOR CORPORATE PERSONS) REGULATIONS, 2016

The Chairman informed the members of the Committee of Creditors present in the Meeting that as per Regulation 22(1) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, the quorum for the meeting of members of the committee shall be at least 33% of the voting rights present either in person or by video conferencing or other audio-visual means.

The Chairman requested the Authorized Representative to confirm the quorum requirement.

Mr. Manish Agarwal, Authorized Representative representing the Committee of Creditors, thereafter confirmed the quorum requirement and requested to proceed further.

4. TO TAKE NOTE OF THE MINUTES OF 6TH MEETING OF THE COMMITTEE OF CREDITORS HELD ON, 18TH FEBRUARY 2020

The Chairman read the agenda item and placed the Minutes of the 6th Meeting of Committee of Creditors. The Chairman requested the AR to provide any view or suggestions etc over the minutes of 6th COC meeting. After discussion, Mr. Manish Agarwal, AR on behalf of the Committee of Creditors confirmed and noted the same. After discussion the following resolution was passed in the meeting: -

"RESOLVED THAT the Committee of Creditors do hereby take note of the Minutes of the 6th (Sixth) meeting of the Committee of Creditors held on 18th February 2020."

5. TO TAKE NOTE OF THE UPDATED LIST OF COMMITTEE OF CREDITORS AS ON 1ST SEPTEMBER, 2020

The Chairman informed the Committee of Creditors through Authorised Representative that the Financial Creditors (Home Buyers) are still sending their claims to us and after verification of same the List of Creditors has been updated as on 1st September 2020. The same has been circulated with the Notice & agenda and published on the portal at www.premiaprojects.in is available. After discussion, Mr. Manish Agarwal, AR on behalf of the Committee of Creditors confirmed and noted the same.

The Chairman further informed the members that a form for Correction / updation of details is available on the portal at www.premiaprojects.in. Any member who finds that details or data punched in the list is not correct, may apply to RP for updation / correction. He further assured the members of the Committee of Creditors that list would be corrected/ updated from time to time as and when any such case comes to his knowledge on the request of member or suo-moto.

After discussion, the Committee of Creditors passes the following resolution: -

"RESOLVED THAT the Committee of Creditors do hereby take note of the List of Committee of Creditors as on 1st September, 2020 as circulated as well as published on the portal at www.premiaprojects.in."

6. TO TAKE NOTE OF THE EXPRESSION OF INTEREST RECEIVED BY THE RESOLUTION PROFESSIONAL FROM THE PROSPETIVE OF RESOLUTION APPLICANTS

As we all know that prior to the declaration of the Corona Pandemic Lockdown on March 24th, 2020, we were under the process of scrutinizing the Expression of Interest. The Expression of Interest was given in pursuant to the regulations of the IB code, 2016. And due to so many restrictions during the lockdown, we were unable to take the further steps. Now, we have initiated the merging of assets/ liabilities of the Solitaire Infomedia Private Limited with the Corporate Debtor and filed the application for the permission with the Adjudicating Authority in this regard. After merging of same, we need to carry on the process of EOI again with better view of Assets & Liabilities of the Holding & Subsidiary entities.

The AR has raised the query that why we have given the EOI earlier, if we are required to

give later on. The Chairman submitted that to comply with the provisions of Regulation 36A of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, at that point of stage release of advertisement in Form G was necessary. Secondly, the time extended by the Adjudicating Authority was 150 days which was about to expire by 13th April 2020, hence the release of advertisement is also required. Furthermore, we have also moved the application with Greater Noida Authority for knowing about the process and procedure for transferring the title of land from Solitaire Infomedia Pvt Ltd to the Corporate Debtor. In response of our letter dated 18th March 2020, the Greater Noida Authority has given the reply that no such provisions and process are available for directly transferring the title of land from Subsidiary Company to Holding Company. The copy of same was enclosed in the Notice & Agenda for your kind consideration.

The Chairman has requested the AR Manish Agarwal to take the note of the names & details of the parties who has applied against the EoI as listed in the Annexure-3. The same is given below for the purpose of disclosure.

List of Prospective Resolution Applicant

SI. No.	Eligibility Criteria	One Group	Ajay Nagpal	Harshavardhan Reddy
1	Status	Company - One City Infrastructure Private Limited	Partnership Firm - N S Software	Individual - Category A
2	Networth (INR) (as on 31.03.2019)	15.68 Crore	213.3 crore	93 Crore
3	Turnover (INR) (as on 31.03.2019)	6.58 Crores	19.10 crore	--
4	Experience	Since 2002	Over 2 decades	5 years exp in the industry related to the company 5 years past exp in acquisition/turn around of stressed assets
5	Project handled/ completed	2 Residential Projects and 3 Commercial Projects	2 townships in Karnal, Commercial space in Hisar, Sirsa, Agra, Kosi Kalan, Gurgaon (Shopping cum Commercial Mall), Retail cum commercial at Palam Vihar, Haryana,	--
6	Current ongoing projects	4 Residential Projects	The Group is having further land parcels in Hisar, Karnal, Agra, Jaipur	--
7.	Qualifying as per Eligibility criteria	Yes	Yes	No

After discussion, Mr. Manish Agarwal, AR on behalf of the Committee of Creditors confirmed and noted the same.

7. TO TAKE NOTE OF THE APPLICATION FILED WITH THE HON'BLE TRIBUNAL FOR MERGING THE ASSETS/ LIABILITIES OF THE SOLITIARE INFOMEDIA PRIVATE LIMITED WITH THE CORPORATE INSOLVENCY RESOLUTION PROCEEDING OF PREMIA PROJECTS LIMITED ALONG WITH OTHER APPROPRIATE PRAYERS

The Chairman informed the Committee of Creditors that during these unlock phases, the application for merging of assets/ liabilities of the subsidiary entity Solitaire Infomedia Pvt Ltd. has been worked out. The same was filed on 5th August 2020 and thereafter the discrepancies were removed & submitted on 11th August 2020. The matter is pending with Registrar of Hon'ble Tribunal for further action. We are hoping for listing soon. After discussion, Mr. Manish Agarwal, AR on behalf of the Committee of Creditors confirmed and noted the same

The Chairman submitted that some Financial Creditor (Home Buyer) has referred the resolution passed in Second CoC meeting dated 17th June 2019. In this regard, the Chairman explained that resolution was passed for the purpose of saving the Subsidiary from not getting declared defunct Company under the provisions of Companies Act, 2013.

Being the Official Liquidator was appointed for liquidation proceedings and application for transfer of proceeding was pending at Hon'ble High Court. The circumstances are not allowing the Resolution Professional to take charge of same. Thereafter, now we have filed the application with the Hon'ble Tribunal for merging the assets / liabilities of the subsidiary with the proceedings of the Corporate Debtor.

8. TO DISCUSS THE EVALUATION MATRIX/ REQUEST FOR RESOLUTION PLAN (RFRP) TO BE ISSUED TO THE SHORTLISTED PROSPECTIVE RESOLUTION APPLICANTS

The Chairman has placed the draft of evaluation matrix as per the requirement of regulation 36B of the IBBI (Insolvency for Corporate Persons) Regulation, 2016 which are required to be shared with the Prospective Resolution Applicants down the line. The RP has requested the Financial Creditors (Home Buyers) to give their suggestion on the draft Evaluation Matrix. But no suggestions have been received so far from any of the Financial Creditors (Home Buyers). After discussion, Mr. Manish Agarwal, AR on behalf of the Committee of Creditors noted the same.

Addressing the query raised by Financial Creditor (Home Buyer): -

Some of the Financial Creditors has sent an email to understand the Evaluation Matrix.

- Evaluation Matrix is the requirement as per the Regulation 36B of IBBI (Insolvency for Corporate Persons) Regulation, 2016.
- Evaluation Matrix normally comes in the picture, where more than one Resolution Plan has been received from the Resolution Applicants
- Evaluation Matrix helps in comparing the important factors of two plans and such factors need to be suggested and confirmed by the Financial Creditors.

Such Important Factors which are generally compared may vary from case to case. But it normally depends upon; Quantitative factors and Qualitative factors

- Immediate recovery / relief to Financial Creditor on any upfront payment
- Recovery in parts or on regular interval
- Duration of Resolution Plan wherein all the creditors will be paid or deliveries will be made.
- Fresh Fund injection by the resolution applicant
- Experience of Exposure of Applicant
- Financial Strength of Resolution Applicant
- Capacity of giving further additional security or personal guarantee

The above list of factors may be modified by addition or deletion of any factor depending upon the requirement or factors related to the nature of industry and its possible resolutions. Being this time, the Financial Creditors (Home Buyers) has not provided any suggestions, may be because of understanding the concept of Evaluation Matrix. We will keep it open for discussion and invite the suggestions from Financial Creditors including class of Creditors, so that same can be closed prior to issue of requesting for issuing resolution plan.

9. TO TAKE NOTE OF THE DISMAL PERFORMANCE OF MR. H. S. DADWAL SINCE HIS APPOINTMENT FROM 15TH JULY 2019 TO TILL 31ST MARCH 2020.

The Chairman submitted that items no. 9 stated in the index of agenda contains the typo error, while reading the agenda; the Chairman has submitted the same and with the consent of AR further proceeded for meeting.

The Chairman explained the members of the Committee of Creditors that we all are very disappointed with the conduct & performance of Mr. HS Dadwal – Technical Consultant who was appointed by Committee of Creditor on 17th June 2019 with effect from 15th July 2019. The Chairman further submitted that it is necessary to take the action against him because he has violated the terms of the Appointment letter as well as the mandate of resolution of his appointment passed in the second Adjourned Meeting of Committee of Creditors held on 17th June 2019.

Mr. HS Dadwal has not acted as per the scope of services and in addition to that he has indulged himself in wrongful practices which are not in the interest of the Resolution Proceedings. He has grossly violated the scope of his services mentioned in his engagement letter and has not provided any regular reporting over his conduct. Secondly, he has not signed the Non-Disclosure Agreement which is one of the main conditions specified in the appointment letter. Furthermore, the Chairman has observed his conduct many times and requested him to act, as per the scope of work provided therein. But he has failed to act as per his appointment terms and further violated the terms which causes serious mistrust and total lack of trustworthiness. Considering the above and his indulgence in the wrongful activities which are contrary to the intent of the provisions of IB Code, 2016, the Chairman has decided to terminate him with immediate effect. The Chairman has requested the Authorised Representative, Mr. Manish Agarwal to take note of the same.

The Chairman has requested the members of the Committee of Creditors to give their suggestions for finalizing the payment of Mr. HS Dadwal and after receipts of same; the matter would be taken up in the next meeting of Committee of Creditors.

Mr. Manish Agarwal, Authorised Representative has asked for the confirmation purposes, over the termination of Mr. HS Dadwal and asked whether the RP has the power to terminate the Consultant appointed by Committee of Creditors?

The Chairman submitted that Section 20 of the IB Code, 2016 empowers the Resolution Professional to appoint any professional / consultant as may be necessary from time to time during the proceedings of CIRP. Hence, by using the same powers, the Chairman hereby appoint, remove any professional consultant appointed during the proceedings of the CIRP and / or to amend / modify any terms of their agreement.

After discussion, Mr. Manish Agarwal, AR on behalf of the Committee of Creditors noted the same.

10. TO DISCUSS ON THE STATUS OF CIR PROCEEDINGS

The Chairman appraised the current scenario of the proceedings and submitted that the application for merging the assets/ liabilities of subsidiary company with the Insolvency proceedings of Premia Project Limited along with other prayers has been filed with. Another application regarding the takeover of the bank accounts which are freezed & seized by the EoW/ Income Tax authorities related to Corporate Debtor and its Ex-Director Tarun Shienh is under process and would be filed soon.

After the necessary approval from the members of the Committee of Creditors, (as per item no. 12), the application for extension is required to be filed with the Hon'ble Tribunal.

The Chairman further submitted that after the permission from the Hon'ble Tribunal regarding the merging of assets/ liabilities, the necessary formalities in regard to Solitaire Infomedia Pvt Limited will be carried on as per the provisions of the IB Code, 2016.

Mr. Manish Agarwal Authorised Representative raised the questions in regard to the costing/ expenses of such proceedings related to Solitaire Infomedia Pvt Ltd. The Chairman explained that after receiving the order from Hon'ble Tribunal, we will comply with the directions and wherever the issues / suggestions were required from the Committee of Creditors of Premia Project Limited such matters/ suggestions/ approvals etc will be considered by the CoC of Premia Projects Limited.

11. TO TAKE NOTE OF THE REJECTION OF PROPOSAL BY MR. RAVI SAXENA- FC (HOME BUYER)

The Chairman appraised that few week back one of the Financial Creditor (Home Buyer) has raised certain concerns over the whole proceeding which took place from 26th March to till date. Surprising, that Financial Creditor (Home Buyer) has participated as well as voted in the previous meetings of CoC since he has become the member as FC (Home Buyer) of the Committee of Creditor. All the updates are available on the portal. All the actions are well informed to the members of the Committee of Creditors. And the members of the CoC have voted thereupon. It appears that there are certain people who are unnecessarily trying to disrupt the proceedings. The Chairman further informed that the reply to queries of the FC (Home Buyer) has been given and the same are also available on the portal www.premiaprojects.in.

The Chairman submitted that Mr. Ravi Saxena has moved certain proposal which are related to fixing of the remuneration of RP with retrospective effect and revising for the future purposes. There is need to understand that Resolution Professional cannot singly do all the activities and he requires manpower who works under him as supportive manpower. The professional expenses categorized under the head of Resolution Professional fees includes the Manpower and Supportive Infrastructure (viz. Office with well equipped infrastructure for discharging the duties, Claims workout, keeping of records at office requires the space, place for meeting the stakeholders, managing other issues required from time to time & etc.) which are directly bear by

Resolution Professional under his specific head only. Without such manpower support, infrastructure support no Resolution Professional is able to work. Whether the Financial Creditors are making any payment towards the CIRP or not, the Resolution Professional has to bear this cost from his own pocket in all circumstances. After considering such cost, any Resolution Professional gives the fees quotation for any assignment. Similarly, after considering those bare minimum requirements, RP has given his fees quotation & consent for the appointment as Resolution Professional in place of IRP, which will be considered, discussed and voted. After the voting results only, the Financial Creditors filed for the appointment of RP and after confirmation by the Hon'ble Tribunal, the appointment process get completed. So, in the instant case also, all such action has been completed and raising unnecessary issues by Mr. Ravi Saxena, FC (Home Buyer) is creating confusion in minds of others which is not at all legally warranted, justified & acceptable.

The Chairman submitted that both the proposals are unlawful as well as not as per the intent of the provisions of IB Code, 2016 and hence both are rejected.

AR Mr. Manish Agarwal has raised the question that why the proposal of Mr. Ravi Saxena is rejected?

Reply: - The proposals moved by Mr. Ravi Saxena are not lawful. As per the provisions of the IB Code, 2016 any resolution passed by the CoC is liable to be proper contract under the provisions of Indian Contract Act, 1872. The proposed resolution of Ravi Saxena lacks the ingredient of Free Consent of Resolution Professional. Hence, such proposal is unlawful in nature and could not be proposed. The work is to be performed by the Resolution Professional and the professional fees/ expenses pertaining to that are best known to Resolution Professional only. The CoC has the right to find the suitable professional RP who could work on such proposed fees..

After discussion, Mr. Manish Agarwal, AR on behalf of the Committee of Creditors took the note of same.

Putting such resolution for voting without the consent of parties is unlawful and contravenes the provisions of the Indian Contract Act, 1872. Hence, the proposal is rejected.

It is advisable to follow the requirements of law for proposing any such resolution.

List of Issues to be voted upon after discussions

12. TO RATIFY THE COST OF CIRP EXPENSES INCURRED DURING THE CIRP PERIOD FROM 26TH MARCH 2019 TO TILL 31ST MARCH 2020.

The Chairman read the agenda item and explained that in order to discharge the functions of the Resolution Professional and keep the Corporate Debtors as a going Concern as under the IBC Act, 2016, the Resolution Professional has incurred certain expenses and details of the expenses incurred by the RP for which the invoices/ statements has been received during the period commencing from 26th March, 2019 to 31st March, 2020, and the same was placed before the Committee of creditors for approval and ratification of same for incorporating in the cost of CIRP expenses. The Chairman further added that suggestions for finalizing the quantum of payment & mode of payment to Mr. HS Dadwal needs to be discussed later, hence the amount related to the fees of Technical Consultant has been removed accordingly from the proposed resolution. In the next meeting of Committee of Creditors after receiving suggestions from the Committee of Creditors the cost pertaining to Technical Consultant will be considered. It is requested to all participants to approve the cost, so that other actions pertaining to this could be taken accordingly.

The Committee of Creditor is requested to approve the same by passing the following resolution:

- (a) **"RESOLVED THAT** the an amount of Rs. 73,59,855/- (Seventy Three Lacs Fifty Nine Thousand Eight Hundred fifty five only) inclusive of GST & out of pocket expenses towards professional expenses of (all Consultants including RP but excluding the professional fees of Technical Consultant Mr. HS Dadwal) calculated on the basis of remuneration approved by the Committee of Creditors and incurred during the process of Corporate Insolvency Resolution Process since 26th March 2019 to 31st January 2020 be and is hereby approved and ratified.

RESOLVED FURTHER THAT in accordance with the provision of the Insolvency & Bankruptcy Code, 2016, these expenses shall form part of Corporate Insolvency Resolution Cost."

The Committee of Creditor is requested to approve the same by passing the following resolution:

- (b) **"RESOLVED THAT** the an amount of Rs. 39,22,174/- (Thirty Nine Lacs Twenty Two thousand one hundred seventy four only) incurred towards compliance of Hon'ble Delhi High Court order for making payment of expenses of Official Liquidators & vendors appointed by OL be and is hereby approved & ratified".

RESOLVED FURTHER THAT in accordance with the provision of the Insolvency & Bankruptcy Code, 2016, these expenses shall form part of Corporate Insolvency Resolution Cost."

The Committee of Creditor is requested to approve the same by passing the following resolution:

- (c) **"RESOLVED THAT** the an amount of Rs. 3,93,577/- (Three lacs Ninety three thousand five hundred seventy seven only) incurred towards Administration & incidental expenses towards CIR proceedings from 26th March 2019 to 31st January 2020 be & is hereby approved & ratified.

RESOLVED FURTHER THAT in accordance with the provision of the Insolvency & Bankruptcy Code, 2016, these expenses shall form a part of Corporate Insolvency Resolution Cost."

13. TO FILE THE NECESSARY APPLICATION WITH THE HON'BLE TRIBUNAL FOR SEEKING EXTENSION IN CIRP PERIOD

The Chairman read the agenda item and apprised the Committee of Creditor that as per the earlier extension order, the Hon'ble Tribunal has provided us the period of five months, which was expired on 15th April 2020. Further due to Corona Pandemics, the whole proceedings also get delayed and the Government has amended the regulation by inserting the Regulation 40C of IBBI (Insolvency Resolution for Corporate) Regulation 2016. Furthermore, the members of the Committee of Creditor have also passed the resolution in the 6th Meeting of Committee of Creditor wherein the application needs to be filed for merging the assets/ liabilities of the Subsidiary company with the Corporate Debtor. Due to Corona Pandemic the application is filed now and the listing of same is pending.

In such a scenario, after considering all the valid issues, we are required to move an application for the extension of CIR Period. In this regard the Chairman has proposed for seeking the approval from the members of the CoC for the extension of time period. This approval from the members of the CoC is a mandatory requirement for the purpose of filing the application for further extension of CIR proceedings.

“RESOLVED THAT the consent of the Committee of Creditors be & is hereby accorded for authorizing and filing the necessary application with the Adjudicating Authority under the provisions of Insolvency & Bankruptcy Code, 2016 for seeking the extension of time for the Corporate Insolvency Resolution Proceedings of Corporate Debtor.”

VOTE OF THANKS

There being no other matter to discuss, the meeting concluded with vote of thanks.

Sd/-

**Jitender Arora,
Chairperson**

**Resolution Professional of Premia Projects Limited
IBBI/IPA-002/IP-N003 05/2017-18/10863**

Dated: 10th September, 2020

Place: New Delhi