

Notice of Second Meeting of Committee of Creditors

of

Ujaas Energy Ltd.

(Under Corporate Insolvency Resolution Process)

Notice along with Agenda, Notes to Agenda, resolutions which are proposed to be passed in the meeting and the explanatory statements to the said resolutions for the 2nd Meeting of the Committee of Creditors of Ujaas Energy Ltd. (under Corporate Insolvency Resolution Process) under the provisions of the Insolvency and Bankruptcy Code, 2016 read with Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

Day & Date: 28th October 2020, Wednesday

Time: 03:30 PM.

**Venue: State Bank of India Commercial Branch;
AB Road, Indore – 452001(M.P)**

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of
Ujaas Energy Ltd.
(Under Corporate Insolvency Resolution Process)

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Notice of Second Meeting of CoC

NOTICE is hereby given that in accordance with the provisions of regulation 18, 19, 20 of The Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, the second meeting of COC of Ujaas Energy Limited. Will be held on **28th October 2020, Wednesday** at **03:30 PM** to transact the following business as specified in the enclosed Agenda.

The participants may also attend the Meeting through video conferencing or other audio and visual means. Any participant intending to attend the Meeting through such means, is requested to give us prior written intimation at cirpujaas@gmail.com , of your intention to attend the Meeting through such means, along with the relevant details of the location, login details etc., at least 48 (forty eight) hours before the time fixed for the Meeting, so that necessary arrangements can be made. It is to be noted that the participants attending the Meeting through video conferencing or other audio and visual means would also be considered as part of quorum for the Meeting.

As per Regulation 21(2) of the Regulations a member of the CoC may attend the Meeting either in person or through an authorised representative. A member of the CoC attending through an authorised representative, shall inform us at least [48 (forty eight) hours] in advance, of the identity of the authorised representative who will attend and vote at the Meeting on its behalf. The authorised representative is requested to carry an Identity Card for its identification. Kindly note that each member of the CoC (other than creditors under Section 21 (6A) (b) of the Insolvency and Bankruptcy Code, 2016) must be represented in the CoC by such persons who are competent and are authorised to take decisions on the spot and without deferring decisions for want of any internal approval from the financial creditors.

In terms of the Proviso to Section 21(2) of the Insolvency and Bankruptcy Code, 2016, a related party to whom the Corporate Debtor owes a financial debt shall not have any right to representation, participation and voting in Meeting of CoC.

Kindly make it convenient to attend the Meeting.

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Navin Khandelwal

IRP Ujaas Energy Ltd.

A Company under CIRP Process as per NCLT order dated 17-09-2020

RegNo : IBBI/IPA-1/P00703/20172018/11301

Email ID: cirpujaas@gmail.com

Registered with IBBI: navink25@yahoo.com

Notice along with all enclosures sent to

Constitution of Committee of Financial Creditors

S.No	Name	Claim Amt	Voting Share %
01	Union Bank of India	40,64,73,121.97	27.05
02	State Bank of India	53,68,60,594.04	35.73
03	Indian Overseas Bank	23,32,84,945.00	15.53
04	Axis Bank limited	23,58,72,738.24	15.70
05	Bank Of Baroda	8,43,02,824.00	5.61
06	RBL Bank Ltd	7,45,300.00	0.05
07	Swastika Fin-Mart Pvt Ltd.	50,00,000.00	0.33

Agenda for the meeting

A. List of the matters to be discussed at the meeting

1. The Interim Resolution Professional (“IRP”) to take the chair.
2. To conduct roll call of all the participants/authorised representatives including those attending through video conferencing or other audio/video means.
3. To ascertain the quorum of the Meeting in accordance with the provisions of Regulation 22 of the Regulations.
4. To discuss the result of E-voting with respect to 1st CoC meeting.
5. To take note of updated list of Claims received from creditors who have submitted their claims and the status of verification of such claims.
6. To update the participants on the activities undertaken by the IRP to manage the affairs of Corporate Debtor till the date of the Meeting.
7. To present the state of affairs of the Corporate Debtor from the date of receipt of the CIRP commencement order till the date of the Meeting.
8. To discuss and approve the expenses incurred upto the date of the Meeting as CIRP expenses (for CA & CS as per the appointment letter submitted to CoC) as per Regulation 34 of the IBBI (IRP for corporate persons) Regulation 2016.
9. To discuss the proposal of the appointment of resolution professional of the Corporate Debtor (“RP”) and his remuneration as the RP (to be proposed by CoC)
10. To discuss the proposal of the Registered Valuers and appointment of Registered Valuers as per Regulation 27 of the IBBI (IRP for corporate persons) Regulation 2016.
11. To discuss the proposal of the Forensic cam transaction auditor and appointment of Forensic cam transaction auditor as per section 43, 45, 50 and 65 of IBC, 2016.

12. To discuss the proposal for virtual data room.
13. To discuss the appointment of agencies for preparation of Information Memorandum as per section 29 of IBC, 2016 read with Regulation 36 of the IBBI (IRP for corporate persons) Regulation 2016
14. To discuss the appointment of General Manager or CEO who will undertake the functions of Corporate Debtor.
15. To take a note of payment of any statutory dues and any other expenses related to period prior to commencement of CIRP.
16. To discuss the matter related to pending arbitration cases & litigation cases pending against the company
17. To approve the appointment of Lawyer for filing application & hearing at NCLT.
18. To discuss and take note of the compliance applicable to the Corporate Debtor.
19. To take note of status and collection from debtors.
20. To take note of cheque issued & payment made by the suspended management before the commencement of CIRP period & cleared in the bank accounts on or after the insolvency commencement date.
21. To take a note of new current a/c of Corporate Debtor.
22. To discuss payment of all expenses of CIRP through the new current account of Corporate Debtor.
23. To discuss the appointment of auditors for physical verification of assets at different locations as per the list submitted to CoC.
24. Any other matter with the permission of Chair.

B. List of the issues to be voted upon at the meeting

1. To approve & ratify the expenses incurred by IRP upto the date of the Meeting.
2. To approve the appointment of resolution professional (as proposed by CoC).
3. To approve the appointment of registered valuers. (Refer: Point no.17 Notes to Agenda).
4. To approve the appointment of auditor to carry out the transaction audit. (Refer: Point no.18 Notes to Agenda).
5. To approve the payment of any statutory dues and any other expenses related to period prior to commencement of CIRP.
6. Any other actions requiring approval of CoC as per section 28, to the extent applicable.

Notes to Agenda

1. As per provisions of Regulation 13 (2) of the Insolvency & Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations 2016, (CIRP Regulations'), the list of creditors is available for inspection at the process specific office of the resolution Professional, i.e.206, Navneet Plaza, 5/2 Old Palasia, Indore 452018 and also at the venue of this Committee of Creditors meeting.
2. As per section 5 (27) of Insolvency & Bankruptcy Code 2016 ("Code"), 2016 "Resolution Professional", for the purposes of this Part (i.e. Part II), means an insolvency professional appointed to conduct the corporate insolvency resolution process and includes an interim resolution professional.
3. In accordance with provision contained in Regulation 24(1) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for corporate persons) Regulation, 2016, the interim Resolution Professional shall act as the Chairperson of the Meeting of the committee.

Since Mr Navin Khandelwal, Interim Resolution Professional is appointed by the Hon'ble National Company Law Tribunal Indore Bench At Ahmedabad Bench vide Order dated 17-09-2020 in C.P.(IB) NO. 09/9/NCLT/AHM/2020, he shall chair the Meeting of the Committee of Creditors of Ujaas Energy Limited.

The following Resolution may be passed with or without modifications:-

DRAFT RESOLUTION

"Resolved that _____(Name of IRP), Interim Resolution Professional duly appointed by Hon'ble National Company Law Tribunal, be and is hereby appointed as chairman of the Committee of Creditors of Ujaas Energy Limited."

4. As per provisions of Regulations 21 (1) of CIRP Regulations if any participant wants to attend the aforementioned Meeting through audio and visual means may kindly write to the signatory of the notice at the email id mentioned herein along with the Location, at least 48 hours before the time fixed for the Meeting, so that necessary arrangements can be made.
5. As per provisions of Regulations 21 (2) of CIRP Regulations, a Participant may attend the Meeting either in person or through Authorized Representative. A Participant attending through an Authorized Representative, shall inform the signatory of the Notice, at least 24 hours in advance, the identity of the Authorized Representative who will attend and vote at the Meeting on its behalf.. The Authorized Representative is requested to carry an Identity Card for his/her identification.
6. As per provisions of Section 24 (5) subject to sub-sections (6), (6A) and (6B) of section 21, any creditor who is a member of the committee of creditors may appoint an insolvency professional other than the resolution professional to represent such creditor in a meeting of the committee of creditors: Provided that the fees payable to such insolvency professional representing any individual creditor will be borne by such creditor.
7. As per provisions of Section 24 of the Code, a participant being a Financial Creditor shall only be entitled to vote at the Meeting or by electronic means. The Directors of the Corporate Debtor and representatives of the Operational Creditor(s), if any, attending the Meeting shall not have any right to vote at the Meeting and shall not form a part of the quorum. A Financial Creditor being a related

party of the Corporate Debtor shall not have any representation, participation or voting in the Meeting.

8. As per provisions of Regulation 22 (2) of the CIRP Regulations, where a meeting of the committee could not be held for want of quorum, unless the committee has previously decided otherwise, the meeting shall automatically stand adjourned at the same time and place on the next day. In the event a meeting of the committee is adjourned, the adjourned meeting shall be quorate with the members of the committee attending the meeting.

The following Resolution may be passed with or without modifications:-

DRAFT RESOLUTION

“Resolved that the Quorum is present at the meeting of the Committee of the creditors of Ujaas Energy Limited.in its meeting held on _____based on the members present.”

9. As per provisions of Section 21 (8) of the Code, save as otherwise provided in this Code, all decisions of the committee of creditors shall be taken by a vote of not less than fifty-one percent of voting share of the financial creditors
- 10.As per provisions of Regulation 25 (4) of the CIRP Regulations, at the conclusion of voting on the resolution, the decision taken on each of the items along with the names of the Members of the CoC who voted for or against the decision, or abstained from voting will be announced.
- 11.In terms of Regulation 25 (4) of the CIRP Regulations,
 - (a) Circulate the minutes of the meeting by electronic means to all members of the committee and the authorized representative, if any, within forty eight hours of the conclusion of the meeting; and
 - (b) Seek a vote of the members who did not vote at the meeting on the matters listed for voting in the meeting, by electronic voting system in accordance with regulation 26 where the voting shall be kept open for twenty four hours from the circulation of the minutes.
- 12.As per Section 5 (13) of the Code "insolvency resolution process costs" means—
 - (a) The amount of any interim finance and the costs incurred in raising such finance;
 - (b) The fees payable to any person acting as a resolution professional;
 - (c) Any costs incurred by the resolution professional in running the business of the corporate debtor as a going concern;
 - (d) Any costs incurred at the expense of the Government to facilitate the insolvency resolution process; and
 - (e) Any other costs as may be specified by the Board;
- 13.As per Regulations 31 if CIRP Regulations, Insolvency resolution process costs under Section 5 (13) (e) of the Code shall mean-
 - (a) Amounts due to suppliers of essential goods and services under Regulation 32;
 - (b) Fee payable to authorized representative under sub-regulation (8) of regulation 16A;
 - (c) Out of pocket expenses of authorized representative for discharge of his functions under section 25;
 - (d) Amounts due to a person whose rights are prejudicially affected on account of the moratorium imposed under section 14 (1) (d);

- (e) Expenses incurred on or by the interim resolution professional to the extent ratified under Regulation 33;
- (f) Expenses incurred on or by the resolution professional fixed under Regulation 34; and
- (g) Other costs directly relating to the corporate insolvency resolution process and approved by the committee.

14. As per Regulation 33 of the CIRP Regulations, costs of the interim resolution professional-

- (a) The applicant shall fix the expenses to be incurred on or by the interim resolution professional.
- (b) The Adjudicating Authority shall fix expenses where the applicant has not fixed expenses under sub-regulation (1).
- (c) The applicant shall bear the expenses which shall be reimbursed by the committee to the extent it ratifies.
- (d) The amount of expenses ratified by the committee shall be treated as insolvency resolution process costs.

Explanation- For the purposes of this Regulation, “expenses” include the fee to be paid to the interim resolution professional, fee to be paid to insolvency professional entity if any, and fee to be paid to professionals, if any, and other expenses to be incurred by the interim resolution professional.

15. As per Regulation 34 of the CIRP Regulations, Resolution Professional Cost-

- The committee shall fix the expenses to be incurred on or by the resolution professional and the expenses shall constitute insolvency resolution process costs.

Explanation- For the purposes of this Regulation, “expenses” include the fee to be paid to the resolution professional, fee to be paid to insolvency professional entity if any, and fee to be paid to professionals, if any, and other expenses to be incurred by the interim resolution professional.

16. As per Regulation 35 of the CIRP Regulations-

- Fair Value and Liquidation value shall be determined in the following manner:
 - (a) The two registered valuers appointed under Regulation 27 shall submit to the resolution professional an estimate of the fair value and of the liquidation value computed in accordance with internationally accepted valuation standards, after physical verification of the inventory and fixed assets of the corporate debtor;
 - (b) If in the opinion of the resolution professional, the two estimates are significantly different, he may appoint another registered valuer who shall submit an estimate computed in the same manner; and
 - (c) The average of the two closest estimates shall be considered the fair value or the liquidation value, as the case may be.
- After the receipt of the resolution plans in accordance with the Code and the regulations, the resolution professional shall provide the fair value and the liquidation value to every member of the committee in electronic form, on receiving an undertaking from the member to the effect that such member shall maintain confidentiality of the fair value and the liquidation value and shall not use such values to cause an undue gain or undue loss to itself or any other person and comply with the requirements under sub-section (2) of section 29.
- The resolution professional and registered valuers shall maintain confidentiality of the fair value and the liquidation value.

17. As per Regulation 27 of the IBBI (IRP for corporate persons) Regulation 2016, Appointment of registered valuers. The resolution professional shall within seven days of his appointment, appoint two registered valuers to determine the fair value and the liquidation value of the corporate debtor in accordance with regulation 35:

The matter is placed before the COC for their consideration and approve by way of voting.

DRAFT RESOLUTION

“Resolve that the Interim Resolution Professional/ RP is directed to appoint valuers who are registered by the IBBI for all the classes of the assets of the corporate debtor as on the date of the CIRP commencement i.e .

The fees and expenses of such valuers shall not exceed the amount approved toward the same in the budget for the CIRP process without further approval of the COC.”

- 18.As Interim Resolution Professional is of the view that considering the financial position of the Corporate Debtor and it disputes with vendors, the Corporate Debtor accounts need to be fully investigated. Accordingly, a firm of transaction auditors be appointed to carry out the investigation as required under section 43, 45, 50 and 65.

The matter is placed before the COC for their consideration and approve by way of voting.

DRAFT RESOLUTION

“Resolve that the Resolution Professional is directed to appoint a firm of transaction auditors to carry out the investigation into affairs of the CD as per IBC provisions. The fees and expenses of such forensic accountants shall not exceed the amount approved toward investigation in the budget for the CIRP process without further approval of the COC.”

- 19.As per Regulation 17(1) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations 2016, the interim resolution professional is required to file a report with the adjudicating authority certifying constitution of the committee of creditors.
- 20.As per section 22(2) of the code 2016, The committee of creditors, may, in the Second meeting, by a majority vote of not less than 66 per cent. of the voting share of the financial creditors, either resolve to appoint the interim resolution professional as a resolution professional or to replace the interim resolution professional by another resolution professional.

The following Resolution may be passed with or without modifications:-

DRAFT RESOLUTION

“Resolve that Mr._____, be and is hereby appoint as Resolution Professional to complete the Corporate Insolvency Resolution Process for a fees of Rs. ___(Rs.____only) plus out of pocket expenses plus GST per month.

Further Resolved that the COC will make the payment of professional fee of Resolution Professional as per the voting share on monthly basis and such fees shall part of CIRP cost.

Further Resolved that the decision to appoint Mr._____shall be communicated to the Hon’able NCLT.”

The matter is placed before the COC for their consideration and approve by way of voting.

- 21.As per regulation 36(1) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations 2016, the resolution professional shall submit the information memorandum in electronic form to each member of the committee within two weeks of his appointment, but not later than fifty-fourth day from the insolvency commencement date, whichever is earlier.