

NARAYANI STEELS LIMITED

23A, N S ROAD, ROOM NO.31,7TH FLOOR, KOLKATA-700001

PH-03346025371

NARAYANISTEELSVIZAG@GMAIL.COM

WWW.NARAYANISTEELS.CO.IN

GSTIN:37AAACN8563G1Z8

CIN: L27109WB1996PLC082021

BSE LIMITED

Dt:27.01.2022

Department of Corporate Services

25th Floor, P J Towers

Dalal Street, Mumbai-400001

Scrip Code:540080

Subject: Constitution of Monitoring Committee as per the terms of approved resolution plan (Resolution Plan)

Ref: Disclosures pursuant to Regulation 30(2) (Schedule III Part A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations,2015-Material Event in the Corporate insolvency resolution process (CIRP) of Narayani Steels Limited (Company)

Please note that in the 06th meeting of the committee of creditors (the "CoC") of the Company (i.e Narayani Steels Limited) CoC approved the resolution plan submitted by Rishikunj Vincom Private Limited ("Resolution Applicant"), with 100.00 % majority/voting share in accordance with the provisions of Section 30(4) of the Insolvency and Bankruptcy Code, 2016 (the "Code"). The said Resolution Plan, as approved by the CoC, had been filed with the NCLT, Kolkata. Hon'ble NCLT, Kolkata has pronounced the order on 11.01.2022 approving the Resolution Plan.

A copy of said order has already been provided to the stock exchange and uploaded on the Company website.

Further, as per the terms of the approved Resolution Plan, a monitoring committee constituted which shall comprise of 1. One representative from the Financial Creditor 2.Resolution Professional 3.One Representative from the Resolution Applicant. Details mentioned in the Minutes of Monitoring Committee.

We are attaching 1st minutes of Monitoring Committee of the Narayani Steels Limited held on Saturday, 22 January 2022 for your information and records.

Thanking You

Your Sincerely

For Narayani Steels Limited

(A Company under Corporate Insolvency Resolution Process vide the order of the NCLT, Kolkata)

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by ARUN
KUMAR MEHER
Date:
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Arun Kumar Meher

Company Secretary

Corp. Office: Sy No.202/30-34 and 38/Part, Modavalasa Village, Denkada Mandal, Vizianagaram
535004 AP

MINUTES OF 1ST MEETING OF MONITORING COMMITTEE IN NARAYANI STEELS LIMITED HELD ON SATURDAY, 22 JANUARY 2022 COMMENCED AT 12:30 P.M. AND CONCLUDED AT 02:30 P.M.

The following were present along with their teams:

1. Mr. Krishna Komaravolu – Resolution Professional.
2. Mr. Joga Rao – Central Bank of India.
3. Mr. Sumit Kumar Agarwal – Representative of Resolution Applicant (Rishikunj Vincom Pvt. Ltd.)
4. Mr. Bivor Bagaria – Representative of Corporate Debtor – Special Invitee

S. No	Particulars
1.	<p>The Resolution Professional (RP) to chair the meeting.</p> <p>The Resolution Professional was unanimously elected as the Chairman of this meeting. He took the chair and conducted the proceedings as per the agenda of the meeting of the Monitoring Committee.</p> <p>He apprised the MC that a representative from the Corporate Debtor in the meeting will facilitate smooth implementation of the Resolution Plan and transition of Management. He suggested name of Mr. Bivor Bagaria for this purpose and Committee accepted the proposal of the Chairman. Accordingly, Mr. Bivor Bagaria was invited to the meeting as a special invitee.</p>
2.	<p>To take note of the order passed by the Hon'ble National Company Law Tribunal, Kolkata bench Approving the Resolution Plan submitted by M/s Rishikunj Vincom Private Limited in the matter of CIRP of corporate debtor.</p> <p>The Chairman informed the members that the Resolution Plan was approved by the Hon'ble NCLT vide its order dated 11th January, 2022. RP immediately mailed the copy of the order to all the financial creditors and the resolution applicant.</p> <p>He requested the attendees to take note of the order passed by the Hon'ble NCLT, Kolkata Bench.</p> <p>The Committee Members took note of the same.</p>
3.	<p>To take note of the Constitution of the Monitoring Committee formed in accordance with the approved Resolution plan under the provisions of IBC 2016.</p> <p>The Chairman informed the members that as per the terms of the approved Resolution Plan, there is a necessity to monitor the implementation of the Resolution Plan and accordingly there is a necessity to constitute the Monitoring Committee.</p> <p>He further informed the members that the Monitoring Committee shall have one Representative from the Financial Creditor, the Resolution Professional and One Representative from the Resolution Applicant as per the order passed by the Hon'ble NCLT, Kolkata Bench.</p> <p>The Resolution Applicant nominated the following as the members of the committee:</p> <p>1) Mr. Sumit Kumar Agarwal</p> <p>The following is representative of the Financial Creditor:</p> <p>1) Mr. Joga Rao – Central Bank of India</p> <p>The members took note of the same.</p>



4. To take note of the letter from RP dated 17.01.2022 to the successful Resolution Applicant i.e., **Rishikunj Vincom Private Limited**, conveying the approval of Resolution Plan by NCLT and other important points for information, acceptance and compliance.

Upon receiving the above order, the Resolution Professional issued a letter to the Resolution Applicant on 17.01.2022 and the summary of which is as follows (Copy attached):

- To comply the terms and conditions of the Resolution Plan document submitted by the Resolution Applicant (RA) initially on 08.09.2021 and subsequently revised on 08.10.2021. RA was requested to bring in the funds as per the timelines mentioned in the revised letter dated 08.10.2021, the summary of which is detailed hereunder:

S. No.	Particulars	On or before	Amount (Rs.)
1.	Upfront payment within 30 days of NCLT order	10.02.2022	13,91,00,000
2.	1 st Tranche within 2 months of NCLT order	12.03.2022	6,90,50,000
3.	2 nd Tranche within 3 months of NCLT order	31.03.2022	6,90,50,000
TOTAL			27,72,00,000

- It was clarified that outstanding CIRP expenses as on the date of NCLT order amounts to Rs 10.00 lakhs plus applicable taxes (remuneration payable to Resolution Professional till the date of NCLT Order). The approved CIRP costs was Rs. 10.00 lakhs and the same shall be paid in full and in priority to any other payment as per the provisions of Section 30(2)(a) of the code.
- The funds brought in by RA shall be utilized for settling the dues of various stakeholders as per the approved Resolution Plan document which is detailed hereunder:

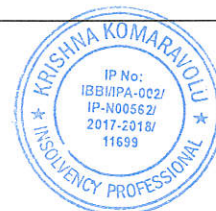
Particulars	On or before 10.02.2022	On or before 12.03.2022	On or before 31.03.2022	Total
CIRP Expenses	10,00,000	-	-	10,00,000
Union Bank of India	13,00,00,000	6,50,00,000	6,50,00,000	26,00,00,000
Tata Capital Financial Services Limited	15,80,000	7,90,000	7,90,000	31,60,000
ICICI Bank Limited	14,40,000	7,20,000	7,20,000	28,80,000
Axis Bank Limited	7,10,000	3,55,000	3,55,000	14,20,000
Yes Bank Limited	3,20,000	1,60,000	1,60,000	6,40,000
Indian Overseas Bank	20,25,000	10,12,500	10,12,500	40,50,000
Canara Bank	20,25,000	10,12,500	10,12,500	40,50,000
Total	13,91,00,000	6,90,50,000	6,90,50,000	27,72,00,000

The members took note of the same.

5. **To review the progress of the implementation of the Resolution plan**

Chairman informed the members of the Mentoring Committee about the following actions as part of implementation of resolution Plan till date:

- Completion of filing of the order passed by Hon'ble NCLT, Kolkata Bench relating to approval of Resolution Plan with Registrar of Companies in Form INC 28, and the necessary approval of the Form by RoC.
- The Financial Creditors informed the Resolution Applicant to make payments within the due date as per the Approved Resolution Plan and also suggested that the resolution Applicant has to make payment before one day prior to the due date, if the due date is falling on holiday in order to meet the terms as per Approved Resolution Plan.
- Financial Creditors requested the Chairman to provide a periodical update on the progress made by the resolution applicant with regard to implementation of the resolution plan.



	The members took note of the same.
6.	<p>To consider the proposal of the Resolution Applicant for the appointment of Directors in the place of existing Directors of Corporate Debtor pursuant to the terms of the Resolution plan.</p> <p>The Chairman informed the Monitoring Committee to propose and appoint directors to represent the Resolution Applicant on the Board of the Corporate Debtor in the place of the existing directors pursuant to the terms of approved Resolution Plan.</p> <p>Resolution Applicant replied that the names will be given in due course.</p>
7.	<p>Allotment of Equity shares towards Capital to be brought in by the Resolution Applicant as per the terms of the approved Resolution Plan</p> <p>The Chairman informed the Monitoring Committee that allotment of the Equity Shares towards the Capital bought in by the RA should be as per the terms of the Resolution Plan.</p>
8.	<p>Any Other Matters with the Permission of the Chair</p> <p>1. <u>Change of Management</u></p> <p>After forming of MC, all the Suspended directors will tender their resignation and new directors will be inducted by the RA and necessary formalities will be done with ROC, but officially the new management will take over the affairs of the company from the takeover date i.e., 01.04.2022. Till 31.03.2022 (i.e., upto final payment) the operations will go on as it is and will be monitored by the MC.</p> <p>2. <u>Existing Employees</u></p> <p>All the old employees will be giving a resignation letter to RA, but will be serving as notice period upto 31st March,2022. From 1st April 2022, new appointment letters will be given to all the employees with fresh terms & conditions by the new management.</p> <p>3. <u>New Bank account</u></p> <p>Two new current accounts will be opened with Union Bank of India, Mid corporate branch. One account is for receiving the payments made by the RA for Equity/USL as per their plan. Another Current account is for receiving remaining amount to be distributed among various stakeholders as per instructions by the authorized representative of the Monitoring committee i.e., the RP. All the formalities with the opening of the bank account already done with the help of our member from UBI.</p> <p>4. <u>Appointment of New Statutory Auditors</u></p> <p>RA intends to appoint new statutory auditors from Kolkata, for better control and most importantly the income tax jurisdiction of the company bring in Kolkata. The RA prefers to take over the accounts from the existing auditors after this December LR, and RA with due permission of MC will be appointing a new auditor from Kolkata immediately for auditing of the accounts as on march ended 31.03.2022 for smooth understanding and takeover.</p> <p>5. <u>Appointment of Merchant Banker</u></p> <p>RA Proposes to appoint 'Corporate Capital Ventures' as merchant banker and the scope of their services are as follows:</p> <p>a) Assistance and Advisory for offer to be given to Public Shareholders under the Resolution Plan</p>



	<p>b) Assistance in settlement of consideration to the Public shareholders c) Advisory in Capital Reduction through Reduction of face value and subsequently consolidation of face value d) Assistance in Preferential Allotment of Shares and Listing thereof on the Exchange</p> <p>For the advisory services the Merchant Banker will be paid a composite fee of Rs. 8,00,000/- and taxes applicable to be in paid addition to the fee.</p> <p>6. <u>Corporate office of the company:</u></p> <p>RA proposes to give a letter to all stakeholders including BSE that any correspondence pertaining to the company shall be sent only to the single address i.e., factory of the company located at: Sy.No. 202/30-34 and 38 part, Modavalasa Village, Denkada Mandal, Vizianagaram – 535004, AP</p> <p>Any other correspondence to any other address whatsoever shall not be accepted and will be not be binding on the company in any manner. MC is requested to send a mail to this effect to all the stakeholders and also public announcement should be made in BSE to this effect immediately.</p> <p>7. <u>Registered office of the company:</u></p> <p>The registered office of the company is located at: 23A, NS Road, Room No: 31,7th floor Kolkata – 700001 and since it is a rented premises RA proposes to keep it upto takeover date. Any correspondence received in the said registered office will be considered and directed to MC immediately by the staff present in the registered office at Kolkata.</p> <p>8. <u>Other Audits:</u></p> <p>RA herewith request the RP to get all the other audits i.e., Tax Audit, Cost Audit, Internal Audit (if applicable), Transaction Audit (if applicable), Secretarial audit, ITR Filing, etc. For the march ended 2021 to be completed in full by the respective auditors and take their resignation and NOC immediately after that effect. After the takeover the RA shall appoint its new auditors or consultants for the purpose.</p> <p>9. <u>Compliance officer:</u></p> <p>RA requests the current compliance officer Mr. Arun meher to continue to render his services and keep informing the exchange, registrar and other stakeholders about the proceedings of MC, implementation of Resolution plan coordinating with the above appointed merchant banker for the said purpose.</p> <p>10. <u>Agreement with Elegant Metals & Minerals Private Limited:</u></p> <p>The present conversion agreement with the party shall continue with same terms and conditions till 31.03.2022.</p>
B	<p>Vote of Thanks</p> <p>There being no other business, the meeting concluded with vote of thanks to the Chair.</p>

Hyderabad

Date: 25.01.2022



Komaru

Krishna Komaravolu
Chairman
Monitoring Committee