RESOLUTION PROFESSIONAL

CA AMIT C. PODDAR

IP REGN. NO. IBBI/IPA-001/IP-P00449/2017-18/10792

CASE NO. C.P. (IB) 3171/(MB)/2018

MINUTES OF THE SECOND MEETING OF COMMITTEE OF CREDITORS OF

TULSI EXTRUSIONS LIMITED

DATE: MARCH 07, 2019

VENUE:

CIRCLE OFFICE OF PUNJAB NATIONAL BANK, 1ST FLOOR, PNB HOUSE, KINGSWAY, NAGPUR – 440001

CORPORATE DEBTOR:

TULSI EXTRUSIONS LIMITED

PLOT NO. N-99, MIDC, AREA, JALGAON MH - 425003



MINUTES OF THE SECOND MEETING OF THE COMMITTEE OF CREDITORS OF TULSI EXTRUSIONS LIMITED HELD ON THURSDAY, MARCH 07, 2019 AT CIRCLE OFFICE OF PUNJAB NATIONAL BANK, 1ST FLOOR, PNB HOUSE, KINGSWAY, NAGPUR – 440001 AT 11:00 AM.

MEMBERS PRESENT:

The following members and invitees were present in person to attend the meeting:

SN	Particulars	Present/ Absent
1	Punjab National Bank, through their representatives:	
	(a) Mr. N.K. Gupta – Chief Manager, ARMB, Nagpur	Present
	(b) Mr. Sanjay Nikhare, SM, Circle Office, Nagpur	Present
2	Allahabad Bank, through their representatives:	
	(a) Mr. Jitendra Kaswan - Physically present at meeting	Present
3	L&T Finance Limited, through its representatives - Through audio conferencing:	
	(a) Mr. Yogesh Meshram - Manager	Present
	(b) Mr. Ashwini Sharma	Present
	(c) Ms. Swathy Iyer	Present
4	Mr. Ramesh Chandra Gupta (Authorised Representative of Aqualand (India) Limited)	Absent
5	Mr. Ramesh Chandra Gupta (Director of Vyoman Tradelink (India) Private Limited)	Absent
6	Mr. Sanjay Taparia (Promoter/Director of Tulsi Extrusions Limited)	Present

CA. AMIT C. PODDAR ★ INSOLVENCY PROFESSIONAL ★ IBBI Regn. No. IBBI/IPA-001/IP-P00449/2017-2018/10792

7	(a) Mr. Amit C. Poddar (Resolution Professional (RP) of TEL)	Present
	(b) Mr. Ashish Saoji (Officer of RP)	Present
	(c) Ms. Mona Chhabda (Officer of RP)	Present

The RP informed the CoC about 2 new members of the Committee of Creditors namely Aqualand (India) Limited and Vyoman Tradelink (India) Private Limited but due to pre-occupancies both the new members i.e. Vyoman Tradelink (India) Pvt. Ltd. and Aqualand India Limited had communicated their inability to attend the meeting. Thus leave of absence was granted to them.

1. ELECTION OF CHAIRMAN:

Mr. Amit C. Poddar, Resolution Professional, occupied the Chair and called the meeting to order at 11:30 AM. Thereafter, the notice convening the meeting was, with the consent of all the Members present, taken as read. The Chairman then expressed that members desirous of seeking clarifications, if any, may do so.

The items on the agenda were then taken up *ad seriatim*.

2. TO ASCERTAIN THE QUORUM FOR THE MEETING:

As per Regulation 22 (1) of Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, a meeting of Committee of Creditors shall be quorate if the members of the committee representing at least 33% of the voting rights are present either in person or through video conferencing or other audio and visual means. Since, all the members of the committee of creditors were present in person/ through their authorized representatives/audio conferencing having 96.96% voting rights, the Chair after ascertaining the required quorum, commenced the meeting at 11:30 A.M.

The Members discussed and took note of the same.

CA. AMIT C. PODDAR IP Reg. No. IBBI/IPA-001/IP-P00449/2017-2018/10792 INSOLVENCY PROFESSIONAL

TAKING NOTE OF THE MINUTES OF THE PREVIOUS MEETING OF THE COMMITTEE OF CREDITORS:

The minutes of the previous meeting of the Committee of Creditors held on January 29, 2019, already circulated, and confirmed by the Members, were read and taken on record. A copy of the minutes was circulated at the meeting for reference purpose.

3. TO TAKE NOTE OF THE PROCEEDINGS AND DEVELOPMENTS IN THE MATTER OF CORPORATE INSOLVENCY RESOLUTION PROCESS OF THE CORPORATE DEBTOR:

The Chairman briefed the Members about the developments made by RP in the CIRP matter since taking over the charge, namely:

a) The RP informed the members that the 2nd meeting of CoC was proposed for 5th March, 2019, but on request of one of the CoC members - Punjab National Bank, and in concurrence with other members of the COC the meeting was shifted to 7th March, 2019.
b) The RP then informed that he had attended the hearing listed on 30.01.2019 and submitted the 1st progress report to Hon'ble NCLT, Mumbai Bench on 30.01.2019; and that next date of hearing in the matter at Hon'ble NCLT shall be 27.03.2019.
c) The RP then informed that the e-voting results for the 1st CoC meeting were announced on 04.02.2019. The copy of the summary of decisions taken by the Committee of Creditors was tabled before the CoC.
d) The RP then visited the office of Corporate Debtor at Jalgaon on 13.02.2019 and completed the stock verification process. The RP also met Mr. Mundhada who is the VAT/ GST consultant of the Corporate Debtor.
e) The RP appointed 2 registered valuers for each category on 13.02.2019.



f) The RP revised the List of Creditors and the COC formation report on 19.02.2019 and filed the same with Hon'ble NCLT on 19.02.2019.

g) The RP then informed the CoC that the copies of property documents of Sufiam Wind Energy Pvt. Ltd. were sent to Adv. Prasad Dhapare at Satara, for legal search of the property and the same was under process.

h) The RP informed the CoC that the Claim verification process was still going on and in all 273 claims had been received till date, out of which 219 claims had been admitted.

i) The RP then informed the CoC that quotations from various forensic auditors had been obtained by him.

j) Further the RP informed the CoC that Quotations from various recovery management agents had been obtained by him.

k) The RP then prepared Information Memorandum and sent mails to all financial creditors (COC members) on 20.02.2019 for submitting the Non Disclosure Agreement pursuant to which the IM was to be circulated to them. Thereafter on 27.02.2019 the IM was circulated with Punjab National Bank, Aqualand (India) Limited and Vyoman Tradelink (India) Private Limited on submission of Non – disclosure agreement by all three organizations. The RP told the CoC members that Allahabad Bank and L&T Finance Limited had not yet provided the NDA, and hence copies of IM have not been circulated to them. Also requested them to provide the NDA to the RP.

l) The RP visited the office of Corporate Debtor at Jalgaon with two valuers on 28.02.2019 to 01.03.2019 for the purpose of valuation of the Assets of the Corporate Debtor.

m) The RP visited and met the statutory auditor of the Corporate Debtor at Jalgaon on 01.03.2019.

n) The RP visited and met 2 other debtors/ parties of the Corporate Debtor at Jalgaon on 01.03.2019.

o) The RP visited and met Mr. Mundhada (VAT/ GST consultant) of the Corporate Debtor at Jalgaon on 01.03.2019, who offered to get some



VAT/ GST refunds of the Corporate Debtor, but on payment of specific charges. He had given a detailed proposal for the same.

The Members discussed and took note of the same.

4. TO TAKE NOTE OF THE LIST OF CREDITORS:

The Chairman informed that the List of Creditors along with Committee of Creditors formation report was revised on 19.02.2019 and the same were filed with the Hon'ble NCLT, Mumbai Bench on 19.02.2019. The revised list contains only 45 names (5 financial creditors, 18 operational creditors and 22 employees). The copies of the same were tabled before the CoC.

Further the members were informed that the RP had received many claims (273 claims received till date, out of which 219 were admitted), and other claims were still under verification and will be finalized once supporting documents will be received by the RP.

The Members discussed and took note of the same.

5. TO RATIFY THE REMUNERATION OF VALUERS APPOINTED FOR VALUATION OF THE ASSETS OF THE CORPORATE DEBTOR:

The Chairman informed the Committee of Creditors that quotations from various registered valuers were invited and 2 valuers for each category were appointed on 13.02.2019.The details of valuers appointed with quotations are:

a. Adroit Technical Services Private Limited for valuation of Land & Building and Plant & Machinery at a remuneration of Rs. 1,30,000/- (Excluding taxes and out of pocket expenses, in actual, if any).
b. LSI Engineering & Consultants Limited for valuation of Land & Building and Plant & Machinery along with other assets i.e. Securities & Financial

CA. AMIT C. PODDAR
IP Regn. No.
IBBI/IPA-001/
IP-P00449 2017
-2018/10792
INSOLVENCY PROFESSIONAL

Assets at a remuneration of Rs. 1,80,000/- (Excluding taxes and out of pocket expenses, in actual, if any).

c. Mr. Prashant Jain for valuation of Securities & Financial Assets at a remuneration of Rs. 55,000/- (Excluding taxes and out of pocket expenses, in actual, if any).

Copies of appointment letters were tabled before the CoC. One of the CoC members requested to circulate copies of quotations received from the valuers, to which the Chairman confirmed to circulate quotations received along with comparative chart of the same on email to all CoC members.

The members ratified the remuneration of the registered valuers of the Corporate Debtor.

6. TO RATIFY THE PAYMENT MADE TO EX-EMPLOYEES/ WORKERS AGAINST EMPLOYEE PROVIDENT FUND:

The Chairman informed the CoC that an amount of Rs.1,05,182/- was paid from the Employee Provident Fund by the RP on 28.02.2019. The details of EPF paid were tabled before the CoC.

The members ratified the payment made from Employee Provident Fund.

7. TO RATIFY THE EXPENSES INCURRED BY THE RESOLUTION PROFESSIONAL:

The RP had tabled the expenses sheet, also provided copies of the bills of expenses incurred by the resolution professional for the period from 29.01.2019 till 07.03.2019 to all the CoC members for their records.

The details of costs incurred by the RP are given below:

Particulars	Total
RP Fees for the period 29.01.2019 – 27.02.2019	3,54,000
Local Conveyance Taxi Mumbai 30.01.19	2,100
Aurangabad - Jalgaon (Taxi) 13.02.19	5,000



Train Jalgaon – Nagpur (plus agent) (no bill)	2,400
Train Jalgaon – Nagpur (cancelled–no refund)	3,230
Lunch, Dinner at Jalgaon Misc (no bill)	1,500
Notary Misc. (for revised List of Creditors)(no bill)	500
Couriers Misc (10 couriers 26.01.2019-28.02.2019) (no bill)	1,000
Electricity bill (Tulsi Extrusions) upto 31.01.2019	19,000
Internet Bill (Tulsi) Skud communications	8,496
Bus Nagpur – Jalgaon (RP + 1)	1,600
Train Nagpur – Jalgaon (team member)	1,000
Train Jalgaon - Nagpur (plus agent) (no bill)	2,400
Hotel stay Jalgaon (2400+881)	3,281
Lunch at Jalgaon	600
Dinner at Jalgaon(no bill)	850
Xerox at Jalgaon(for valuation)	1,400
Security Expenses (01.02.2019-28.02.2019)	1,68,740
Staff salary at Tulsi (January and February 2019)	1,50,000
COC Meetings (E-voting facility)	5,900
TOTAL	7,32,997

The same requires approval and the RP had provided the facility of voting by e-voting (through Right2vote Infotech Private Limited) so as to enable the



Committee of Creditors, to consider and ratify the expenses incurred by the Resolution Professional.

8. TO APPOINT TO FORENSIC AUDITOR FOR THE CORPORATE DEBTOR:

The RP mentioned the requirement of the appointment of Forensic Auditors to study the movement of funds and RP emphasized that a detailed scrutiny of the accounts of the Corporate Debtor was required to form an opinion as to the exact circulation of funds over a period of last 10-12 years.

The RP then called for quotations from 2 Forensic Audit agencies for study of movement of funds, detailed scrutiny of the accounts of the Corporate Debtor over a period of last 2 years, with specific transactions to be traced beyond 2 years also. The quotations received from both the Forensic Auditors are as below:

i. ABB Associates at a remuneration of Rs. 4,50,000/- excluding GST as per the requirement of the assignment (as per the direction of RP). Travelling and Hotel stay to be arranged by the RP; and other out of pocket expense shall be payable in actual (on monthly basis).

ii. N V Dand & Associates at a remuneration of Rs. 4,00,000/- plus applicable GST for a period of 2 years, Local conveyance/Travelling expenses to be reimbursed in actual for a team size of 3 persons. For additional period of audit for specific transactions shall be charged at consolidated fees of Rs.2,50,000/- (based on the discussions on nos. of transactions / parties to be capped at 20 and length of verification years will not be beyond 2010). For the period further beyond 2010, additional fees shall be charged at mutually agreed rates.

Copies of quotations were tabled before the CoC.

The same requires approval and the RP had provided the facility of voting by e-voting (through Right2vote Infotech Private Limited) so as to enable the Committee of Creditors, to appoint the Forensic Auditor.



9. TO APPOINT DEBT RECOVERY AGENCY:

The RP mentioned the requirement of the appointment of Debt Recovery Agency for recovery of debtor/ receivables and advances, as RP had mentioned that there are amounts which have high recovery chances and with the help of such external agencies and rigorous follow up these amounts were recoverable.

The RP then called for quotations from various debt recovery agencies for recovery of debtor/ receivables and advances, amongst the 3 applicants whose quotations are mentioned below:

a. AJ Debt Solutions at 14% on actual collection.
b. GN Debt Recovery at 12% on actual collection (Travel, Hotel and Air tickets to be claimed on actual basis).
c. S3G Debt Management (Mr. Parikshit Sethi) at 8% on actual collection (Flight tickets from Jaipur and return along with Hotel stay to be paid on actual basis).

Copies of quotations were tabled before CoC. One of the CoC members namely Allahabad Bank suggested to check the past performances of all the agencies and only cost factor should not be considered for appointing any one agency.

The same requires approval and the RP had provided the facility of voting by e-voting (through Right2vote Infotech Private Limited) so as to enable the Committee of Creditors, to consider and appoint any of the above Debt Recovery Agencies.

10. ANY OTHER MATTER:

The following matters with the permission of majority of members of the Committee of Creditors were discussed and decided upon:

1. TO DISCUSS THE OFFER MADE BY ADV. KEDAR K. MUNDADA VAT/GST CONSULTANT OF CORPORATE DEBTOR:



The RP informed the CoC about Adv. Kedar K. Mundada, VAT/ GST consultant for the Corporate Debtor. Adv. Kedar K. Mundada had offered to get a refund of Rs.81.21 lakhs (approx) for the years 2012-13 to 2014-15, which according to him shall be received on or before 30.06.2019. But he had quoted charges of Rs.27.50 lakhs for the same (including his professional fees and other incidental expenses for getting the refunds), out of which he had asked for advance of Rs.25.00 lakhs for getting started with the assignment. Copy of his proposal for the same was tabled before the CoC.

The CoC discussed the same and also spoke to Mr. Mundhada over phone during the meeting and requested him to put away the condition of advance payment, to which he was quite reluctant. However the same is under consideration by him.

The above proposal requires approval and the RP had provided the facility of voting by e-voting (through Right2vote Infotech Private Limited) so as to enable the Committee of Creditors, to consider and approve the appointment Adv.Kedar K. Mundada for the concerned assignment.

2. TO DISCUSS AND DECIDE ELIGIBILITY CRITERIA FOR RESOLUTION APPLICANT FOR INVITING EXPRESSION OF INTEREST:

The RP informed the CoC about Form 'G' pertaining to invitation for EOI had to be published in newspapers within 75 days from the CIRP commencement date i.e. on or before 13th March 2019. The Form 'G' was prepared by the RP and a copy of the same was tabled before the COC. Certain conditions in the form had been discussed like eligibility criteria and manner of submission of Resolution Plan. The COC members decided that Resolution Applicant must have minimum Net worth of Rs. 5.00 Crores and experience in same business would be preferred, and that the Resolution Plan should be submitted either through email or by post. Copy of Form 'G' was tabled before the CoC.



There being no further business to transact, the meeting concluded at 2:00 pm with a vote of thanks to the members for attending the meeting.

CHAIRMAN

CA. AMIT C. PODDAR

Resolution Professional (RP)

In the matter of CIRP of 'Tulsi Extrusions Limited'

Date: March 08, 2019

Place: Nagpur

In the matter of CIRP of Tulsi Extrusions Limited
2nd Meeting of the Committee of Creditors
Date: 07/03/2019

Venue: Circle Office of Punjab National Bank, 1st Floor, PNB House, Kingsway, Nagpur - 440001
ATTENDANCE SHEET

SN	Particulars	Present/ Absent	Signature
1	Punjab National Bank, through their representatives : (a) Mr.N.K. Gupta– Chief Manager (b) Mr. Mr. V.K. Gupta, Dy. Circle Head (c) Mr. M.K. Ray – Asst General Manager (d) Mr. Mr.Sanjay Nikhare, Senior Manager, Circle Office	Present – – Present	 – – 
2	Allahabad Bank, through their representatives : (a) Mr. Jitendra Kaswan, Chief Manager, SAMB – Mumbai (b) Mr. (c) Mr.	Present	
3	L&T Finance Limited, through their representatives : (a) Mr. Ashwini Sharma (b) Mr. Yogesh Meshram (c) Ms. Swathy Iyer	Present through Audio conferencing	
4	Mr. Sanjay Taparia (Promoter/ Director of Tulsi Extrusions Limited)	Present	S K Taparia
5	Mr. Ramesh Chandra Gupta (Authorised Representative of Aqualand (India) Limited)	Absent	–
6	Mr. Ramesh Chandra Gupta (Director of Voyuman Tradelink (India) Private Limited)	Absent	–
7	(a) Mr. Amit C. Poddar (Interim Resolution Professional (IRP) of Tulsi Extrusions Limited) (b) Mr. Ashish Saoji (Officer of IRP) (c) Ms. Mona Chhabda (Officer of IRP)	Present Present Present	