

**NOTICE AND AGENDA**

**FOR**

**THE TWELFTH MEETING OF THE COMMITTEE OF CREDITORS OF**

**DREAM PROCON PRIVATE LIMITED**

**(UNDERGOING CORPORATE INSOLVENCY RESOLUTION PROCESS)**

**DAY & DATE:**

**Thursday :03.06.2021**

**TIME: 5:00 PM**

**VENUE:**

**C-10, LGF, LAJPAT NAGAR-III, New Delhi - 110024**

**THROUGH VIDEO CONFERENCING**

**NOTICE FOR THE MEETING OF COMMITTEE OF CREDITORS**

**NOTICE** is hereby given that in accordance with the provisions of Regulations 18, 19, 20 & 21 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, the Twelfth Meeting of the Committee of Creditors of Dream Procon Private Limited, (DPPL), Corporate Debtor will be held on Thursday, the 3<sup>RD</sup> June, 2021 at 5.00 pm at C-10, LGF, Lajpat Nagar-III, New Delhi through video conferencing.

In accordance with the provisions of Regulations 23 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, (“**CIRP Regulations**”) a participant may attend/ participate and vote in the Meeting through himself or through an authorized representative provided that such participant shall inform the undersigned, in advance, of the identity of the authorized representative, who will attend and vote on behalf of the participant in the meeting. The participants who wish to participate/attend the meeting through video conferencing or other audio and visual means, are requested to intimate the undersigned at least 24 (Twenty Four) hours in advance, i.e. by 2<sup>nd</sup> of June, 2021 till 5:00 P.M. The weblink to access the meeting of CoC shall be shared by the Resolution Professional with the members of the CoC.

The financial creditors in both classes i.e. Financial Creditors in A Class (Homebuyers –First Sales) and Financial Creditors in A Class (FCs having Builder Buyer Agreement for Flats Already Agreed to be Sold Earlier) are allowed to participate through their respective authorized representatives who have been appointed in terms of Section 21(6A) of the Insolvency & Bankruptcy Code, 2016 (“**IBC/the Code**”) and later got confirmed by the Hon’ble Adjudicating Authority. In view of the foregoing, the Financial Creditors in both the classes are requested to adhere to the stated statutory provisions under IBC, 2016 and relevant Regulations made thereunder.

In the instant case, the Authorized Representatives shall have the right to participate and vote in the meetings of the Committee of Creditors (“**CoC**”) on behalf of the financial creditors they represent in accordance with the voting instructions of such creditors obtained through physical or electronic means. Moreover, the Authorized Representatives shall not act against the interests of the financial creditors they represents and shall always act in accordance with their prior instructions. The electronic means of communication between the ARs and the creditors in their classes shall be provided to the ARs immediately on the receipt of requests from them in this regard.

In terms of the Section 21(2) of the Insolvency and Bankruptcy Code, 2016, a related party to whom a corporate debtor owes a financial debt shall not have any right of representation, participation and voting in the Meeting of Committee of Creditors. However, the said provision shall not apply to a financial creditor, regulated by a financial sector regulator, if it is a related party of the corporate debtor solely on account of conversion or substitution of debt into equity shares or instruments convertible into equity shares, prior to the insolvency commencement date (i.e. 06.09.2019 in this case).

**NOTICE - TWELFTH COC MEETING – DPPL**

-- Sd---

**(Nilesh Sharma)**

**Resolution Professional**

**Dream Procon Private Limited**

**IBBI Reg. No.: IBBI/IPA-002/IP-N00104/2017-18/10232**

**Reg. Address: C-10,LGF, Lajpat Nagar-III, New Delhi-110024**

**Email id: nilesh.sharma@rrrinsolvency.com / ip.dreamprocon@gmail.com**

**Contact No.: +91-9811418701**

**Date: 31/ 05 / 2021**

**Place: New Delhi**

**Enclosed:**

- (1) List of persons to whom the notice of the CoC meeting is being sent;

**NOTICE - TWELFTH COC MEETING – DPPL**

**NOTICE ALONG WITH AGENDA BEING SENT TO:**

**A. Authorized Representative of Financial Creditors in A Class (Homebuyers - First Class)**

The above class is represented by the following Authorized Representative:

S. No.	Name of Participant	Address	Email ID
1.	Mr. S. Prabhakar IBBI/IPA-002/IP- N00577/2017- 2018/11769	326-C, Pocket-2, Mayur Vihar, Phase-1, Delhi – 110091	ar.dreamprocon@gmail.com / sprabhakarip@gmail.com

**B. Authorized Representative of Financial Creditors in A Class (Financial Creditors having  
Builder Buyer Agreement for flats already agreed to be sold earlier)**

The above class is represented by the following Authorized Representative:

S. No.	Name of Participant	Address	Email ID
1.	Mr.Dharmendra Kumar IBBI/IPA-003/IP- N000112/2017- 2018/11264	92 C ,DDA Pocket-IV, Mayur Vihar Phase-1,New Delhi,National Capital Territory of Delhi ,110091	kumard36@hotmail.com

**C. Financial Creditors / Authorized Representatives of Financial Creditors:**

S.NO.	NAME OF CREDITOR	EMAIL ID
1	Moneywise Financial Services Private Limited	<a href="mailto:kaushalmathpal@smcfinance.com">kaushalmathpal@smcfinance.com</a>
2	M/s Star Maxx Properties	<a href="mailto:nakulgoel89@gmail.com">nakulgoel89@gmail.com</a>
3	N K Associates	<a href="mailto:akshaysachdev04@yahoo.com">akshaysachdev04@yahoo.com</a>
4	Arable Builders Private Limited	<a href="mailto:nitish.sharma@srgrlaw.com">nitish.sharma@srgrlaw.com</a>
5	UCO Bank	<a href="mailto:newamb@ucobank.co.in">newamb@ucobank.co.in</a>
6	Ravindra Chawla	<a href="mailto:ravinder.chawlas@gmail.com">ravinder.chawlas@gmail.com</a>

**NOTICE - TWELFTH COC MEETING – DPPL**

**D. Members of Board of Directors of Corporate Debtor (powers of the Board suspended)**

S.NO.	Name of Directors	Email ID
1.	Mr. Pramod Goel	pramodgoel0959@gmail.com
2.	Mr. Krishan Kumar Gupta	<a href="mailto:pramodgoel0959@gmail.com">pramodgoel0959@gmail.com</a>

**E. Operational Creditors:**

As per the claims received from Operational Creditor(s) till date, the amount of their aggregate dues is less than 10% of the total debt of the Corporate Debtor, as such the notice of the meeting is not being sent to them.

**F. NOIDA Authority: ( at [noidalawdepartment@gmail.com](mailto:noidalawdepartment@gmail.com))**

This Notice is also being issued to NOIDA Authority pursuant to the directions of Hon'ble NCLT as issued vide order dt. 02.03.2021.

**NOTICE - TWELFTH COC MEETING – DPPL**

**AGENDA FOR THE MEETING**

Agenda for the Twelfth Meeting of the Committee of Creditors of Dream Procon Private Limited (Undergoing Corporate Insolvency Resolution Process) to be held on Thursday, the 2<sup>nd</sup> of June, 2021 at 05:00 PM at C-10, LGF, Lajpat Nagar-III, New Delhi-110024 through video conferencing is as follows:

<u>Item No.</u>	<u>Particulars</u>
<b><u>A. List of matters to be discussed/noted</u></b>	
1.	The Resolution Professional to take the chair.
2.	To ascertain the quorum of the meeting in accordance with the provisions of Regulations 22 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.
3.	To take on record the minutes of the Eleventh meeting of CoC held on 16.04.2021 and 07.05.2021.
<b><u>B. LIST OF MATTERS TO BE VOTED UPON AFTER DISCUSSION</u></b>	
1	Pursuant to the provisions of Regulation 39B of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (CIRP Regulations) to make a best estimate of the amount required to meet liquidation costs and of liquid assets available to meet the liquidation costs and to approve a plan providing for contribution for meeting the difference between the two in the event an order for liquidation is passed under Section 33 of IBC.
2	To recommend that the liquidator shall first explore sale of the Corporate Debtor as a going concern under Clause (e) of Regulation 32 of Liquidation Regulations or sale of the business as a going concern and to identify and group the assets and liabilities which according to commercial consideration ought to be sold as a going concern under Clause (e) or Clause (f) of Regulation 32, if an order for liquidation is passed under Section 33 of IBC, pursuant to the provisions of Regulation 39C of the CIRP Regulations.
3	To fix, in consultation with the RP, the fee payable to the liquidator, if an order for liquidation is passed under Section 33 of IBC, pursuant to the provisions of regulation 39D of the CIRP Regulations.
<b><u>C. Any other matter with the permission of the chair</u></b>	

-----sd-----

**(Nilesh Sharma)**

**Resolution Professional**

**Dream Procon Private Limited**

**IBBI Reg. No.: IBBI/IPA-002/IP-N00104/2017-18/10232**

**Reg. Address: D-54, First Floor, Defence Colony, New Delhi-110024**

**NOTICE - TWELFTH COC MEETING – DPPL**

**Email id: nilesh.sharma@rrrinsolvency.com / ip.dreamprocon@gmail.com**

**Contact No.: +91-9811418701**

**Date: 31.05.2021**

**Place: New Delhi**

**P. S.: Notes to the Agenda appended hereto are integral part of the Notice**

**NOTES TO AGENDA AND GENERAL GUIDELINES**

1. In terms of Regulation 16A(9) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, the authorised representative shall circulate the agenda to creditors in a class, and may seek their preliminary views on any item in the agenda to enable him to effectively participate in the meeting of the committee and that the creditors shall have a time window of at least twelve hours to submit their preliminary views, and the said window opens at least twenty-four hours after the authorised representative seeks preliminary views.(However, such preliminary views shall not be considered as voting instructions by the creditors).
2. In terms of Section 25A(2) of the Insolvency and Bankruptcy Code, 2016, it shall be the duty of the authorized representative to circulate the agenda and minutes of the meeting of the committee of creditors to the financial creditors he represents;
3. As per Regulation 13(2) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations 2016, the list of creditors will be available for inspection at the venue of the Meeting;
4. In terms of Regulation 21(1) and 23(1) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, a participant can attend the Meeting through video conferencing or other audio and visual means. Thus, participants intending to attend the meeting through such means, he/she shall write to the signatory of the notice at least 24 (Twenty Four) hours before the time fixed for the Meeting at the email id mentioned herein along with their location. It is to be noted that the participants attending the Meeting through such means would also be considered as part of quorum;
5. As per Regulation 21(2) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, a participant may attend the Meeting by himself or through an authorized representative. A participant attending through an authorized representative shall inform the signatory of the notice, at least 24 (Twenty Four) hours in advance, the identity of the authorized representative who will attend and vote at the Meeting on its behalf. Also, the authorized representative is requested to carry an Identity Proof for his/ her identification;
6. As per Section 21 of the Insolvency and Bankruptcy Code, 2016, a financial creditor or authorized representative of such financial creditor, if it is a related party of the corporate debtor, shall not have any right of representation, participation or voting in the Meeting, subject to exceptions mentioned thereunder;
7. As per Section 21(8) of the Insolvency and Bankruptcy Code, 2016, all decisions of the CoC (except those u/s 12, 22, 27, 28, 30 and 33) shall be taken by a vote of not less than Fifty – One percent of the Financial Creditors. Whereas, all decision of the CoC (those under the exception) shall be taken by a vote of not less than Sixty – Six percent of the Financial Creditors;
8. As per Section 25(3A) of the Insolvency and Bankruptcy Code, 2016, the authorized representative shall cast his vote on behalf of all the financial creditors he represents in accordance with the decision taken by a vote of more than fifty per cent of the voting share of the financial creditors he represents, who have cast their vote;
9. As per Section 24(4) of the Insolvency and Bankruptcy Code, 2016, the directors of the Corporate Debtor attending the Meeting shall not have any right to vote at the Meeting and absence of any such director shall not invalidate the proceedings of the meeting;

**NOTICE - TWELFTH COC MEETING – DPPL**

10. As per Regulation 25(6) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations 2016, the authorised representative shall circulate the minutes of the meeting to creditors in a class and announce the voting window at least twenty-four hours before the window opens for voting instructions and keep the voting window open for at least twelve hours;
11. As per Regulation 26(1A) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations 2016, the authorized representative shall exercise the votes either by electronic means or through electronic voting system as per the voting instructions received by him from the creditors in the class;
12. As per provisions of Regulation 25(4) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, at the conclusion of voting at the meeting, 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;

**(This space has been intentionally left blank)**

**INSTRUCTIONS FOR E-VOTING ARE AS UNDER:-**

- (i) The Resolution Professional has made necessary arrangements with Linkstar Infosys Private Limited (“**LIP**”) to facilitate the e-voting. In connection thereto, the following schedule of timing is fixed in accordance with the provisions contained in the Insolvency and Bankruptcy Code, 2016 and Regulations thereto.
- (ii) The voting period shall begin after the minutes of the meeting have been circulated by electronic means to all the members of committee and remains open for at-least 24 hours thereafter (“**Voting Period**”). During this period, the members of the CoC are being provided with a platform to cast their vote electronically.
- (iii) As specified in Regulation 26 (3) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations 2016, at the end of the voting period, the e-voting portal shall forthwith be blocked by the service provider (LIP).
- (iv) As specified in Regulation 26 (4) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations 2016, at the conclusion of a vote held under this Regulations, the Resolution Professional shall announce and make a written record of the summary of the decision taken on a relevant agenda item along with the names of the members of the committee who voted for or against the decision, or abstained from voting.
- (v) As specified in Regulation 26 (5) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations 2016, the Resolution Professional shall circulate a copy of the record made under sub-regulation (4) to all participants by electronic means within 24 hours of the conclusion of the voting.

***Subject to activation of E-voting portal on request of CoC***

- **Circulation of Minutes of the meeting by the RP :** within 48 hours of conclusion of the meeting.
- **Voting to start for the Financial Creditors in any class:** 24 hours after circulation of Minutes by the AR to the members of the different classes.
- **Voting to close for the Financial Creditors in any class :** 24 hours after commencement of voting (minimum prescribed time is 12 hours).
- **Voting to start for other Financial Creditors (including AR) :** within 2 hours of closure of voting for the members of financial creditors in different classes.
- **Voting to close for other Financial Creditors (including AR) :** 24 hours after commencement of the voting.

**(vii) E-Voting Procedure:**

- Voters should log on to the e-voting website [www.evotingforibc.com](http://www.evotingforibc.com) during the voting period.
- Click on Members.
- Enter your User ID as **XXXXXXXXXX**
- Next enter the Image Verification as displayed and Click on Login.
- Enter your Password as **XXXXXXXXXX**
- After entering these details appropriately, click on “SUBMIT” tab.

**NOTICE - TWELFTH COC MEETING – DPPL**

- Select the EVSN of COMMITTEE OF CREDITORS OF [Dream Procon Private Limited] on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the options “ASSENT/DISSENT” for voting. Select the option ASSENT or DISSENT as desired. The option ASSENT implies that you assent to the Resolution and option DISSENT implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote. **Once you “CONFIRM” your vote on the matter(s), you will not be allowed to modify your vote.**

(viii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(ix) Any creditor can cast their vote by entering the Password which shall be provided by service provider (LIPL). It is strongly recommended not to share the User ID & Password with any other person and take utmost care to keep the same confidential.

(x) You can also write to Nilesh Sharma (Resolution Professional) at [ip.dreamprocon@gmail.com](mailto:ip.dreamprocon@gmail.com), [nilesh.sharma@rrrinsolvency.com](mailto:nilesh.sharma@rrrinsolvency.com) or call Mr. Devendra Singh, RP Team Member on +91- 9810331877 for any queries connected with e-voting.

**(This space has been intentionally left blank)**

**A. LIST OF MATTERS TO BE DISCUSSED/NOTED**

**ITEM NO. A1**

**THE RESOLUTION PROFESSIONAL TO TAKE THE CHAIR.**

As per Regulation 24(1) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, the Resolution Professional shall act as the Chairman of the Meeting of the CoC. Therefore, Mr. Nilesh Sharma will chair the proceedings of the meeting in capacity of Resolution Professional (“RP”) in the instant matter.

**ITEM NO. A2**

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

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. Nevertheless, the committee may modify the percentage of voting rights required for quorum in respect of any future meetings of the committee. However, in the instant matter the Corporate Debtor has creditors in two separate classes and other Financial Creditors, therefore, the committee shall consist of authorized representatives of both the Classes and other Financial Creditors.

**ITEM NO. A3**

**TO TAKE ON RECORD THE MINUTES OF THE ELEVENTH MEETING OF COC HELD ON 16.04.2021 and 07.05.2021.**

The minutes of Eleventh meeting of the CoC of the Corporate Debtor held on 16.04.2021, which was deferred to 21.04.2021 and then had to be deferred again due to the week-long curfew imposed by the State Government of Delhi amidst rising Covid-19 cases to be held on 07.05.2021, were circulated on 09.05.2021 to all the members of CoC/participants. The said document pertaining to Eleventh meeting was prepared, finalized and circulated by Resolution Professional as he had chaired the proceedings of the said meeting.

The members of the Committee are requested to take note of the minutes of the Eleventh CoC meeting along with the Summary Record of voting results and may offer/suggest their observation(s), if any, whatsoever in this regard.

**B. LIST OF MATTERS TO BE VOTED UPON AFTER DISCUSSION**

**Resolutions to be passed, with or without modifications, at the Meeting:**

**ITEM NO. B1**

**PURSUANT TO THE PROVISIONS OF REGULATION 39B OF THE INSOLVENCY AND BANKRUPTCY BOARD OF INDIA (INSOLVENCY RESOLUTION PROCESS FOR CORPORATE PERSONS) REGULATIONS, 2016 (CIRP REGULATIONS) TO MAKE A BEST ESTIMATE OF THE AMOUNT REQUIRED TO MEET LIQUIDATION COSTS AND OF LIQUID ASSETS AVAILABLE TO MEET THE LIQUIDATION COSTS AND TO APPROVE A PLAN PROVIDING FOR CONTRIBUTION FOR MEETING THE DIFFERENCE BETWEEN THE TWO IN THE EVENT AN ORDER FOR LIQUIDATION IS PASSED UNDER SECTION 33 OF IBC.**

Pursuant to the approval of Resolution Plan submitted by Victory Ace Social Welfare Society (VASWS) by the members of the CoC in the 11<sup>th</sup> meeting of the CoC, the Resolution Professional has issued Letter of Intent (LOI) dated 18.05.2021 to VASWS, which is required to submit the performance security / guarantee as per the provisions of RFRP document. Pursuant thereto, the undersigned shall be filing an Application for the Approval of the Resolution Plan approved by the CoC, with Hon'ble NCLT. However, the provisions of Regulations 39B, 39C and 39D of the CIRP Regulations have to be complied with by the CoC keeping in mind the situation where Hon'ble Adjudicating Authority passes an order for Liquidation of the CD. The CoC, while approving a Resolution Plan under Section 30(4) of IBC or deciding to liquidate the CD under section 33(2) of IBC, pursuant to Regulations 39B, 39C and 39D of the CIRP Regulations, is required to make estimates of the liquidation costs, liquid assets, a Plan to meet the shortfall in meeting the liquidation costs, recommendation to the liquidator to first explore sale of the CD as going concern or sale of the business of the CD as a going concern, identifying and grouping the assets and liabilities of the CD, which according to its commercial considerations, ought to be sold as a going concern and to fix in consultation with the RP the fee payable to the liquidator, in case an order for liquidation is passed under Section 33. However, at the time of the 11<sup>th</sup> CoC Meeting, when the Resolution Plan was considered by the CoC for approval, could not make the said compliances and therefore this meeting has been convened in order to meet the said obligations of the CoC. As such, the provisions of Regulation 39B require the CoC to make best estimates of the amount required to meet liquidation costs and of the amount of liquid assets available to meet the liquidation costs and the CoC has to approve a plan providing for contribution for meeting the difference between the two, in the event an order for liquidation is passed under Section 33 of IBC. The undersigned has made estimates of the same and also a Draft Plan providing for contribution for meeting the difference between the liquidation costs and the liquid assets available with the CD. The same is attached herewith as **Annexure-A** for the consideration of the CoC. The same may be discussed by the CoC and that the estimates of liquidation costs and liquid assets and the Plan for meeting the shortfall shall be put up for approval by the CoC. The Resolution Professional has to submit the recommendations of the

## NOTICE - TWELFTH COC MEETING – DPPL

committee with Adjudicating Authority while filing the approval or decision of the Committee under Section 30. In this regard, following Resolutions are proposed.

### **RESOLUTIONS**

*To consider and if thought fit, to pass with or without modification the following Resolution:*

“RESOLVED that the estimates of liquidation costs and liquid assets and the Plan for meeting the shortfall in the event an order for liquidation is passed under Section 33, as presented to, discussed and finalized by the CoC, in consultation with the Resolution Professional, at the time of the 12<sup>th</sup> CoC Meeting of the CD, a copy of which has been circulated by the RP along with the minutes of the said CoC Meeting, be and are hereby approved.

FURTHER RESOLVED that the Resolution Professional shall submit the Plan providing for contribution for meeting the shortfall as approved by the CoC, to the Hon’ble Adjudicating Authority while filing the approval of the CoC under Section 30.

RESOLVED FURTHER that the cost as may be incurred by the RP in regard to submission of the Plan with Hon’ble Adjudicating Authority, be and is hereby approved.”

### **ITEM NO. - B2**

**TO RECOMMEND THAT THE LIQUIDATOR SHALL FIRST EXPLORE SALE OF THE CORPORATE DEBTOR AS A GOING CONCERN UNDER CLAUSE (e) OF REGULATION 32 OF LIQUIDATION REGULATIONS OR SALE OF THE BUSINESS AS A GOING CONCERN AND TO IDENTIFY AND GROUP THE ASSETS AND LIABILITIES WHICH ACCORDING TO COMMERCIAL CONSIDERATION OUGHT TO BE SOLD AS A GOING CONCERN UNDER CLAUSE (e) OR CLAUSE (f) OF REGULATION 32, IF AN ORDER FOR LIQUIDATION IS PASSED UNDER SECTION 33 OF IBC, PURSUANT TO THE PROVISIONS OF REGULATION 39C OF THE CIRP REGULATIONS**

Regulation 39C of the CIRP Regulations provides that the CoC may recommend that the liquidator may first explore sale of the Corporate Debtor as a going concern under clause (e) of regulation 32 of the Liquidation Regulations or sale of the business of the corporate debtor as a going concern under clause (f) thereof, if an order for liquidation is passed under Section 33. The Regulation further provides that where the Committee recommends sale as a going concern, it shall identify and group the assets and liabilities, which according to its commercial considerations, ought to be sold as a going concern under clause (e) or clause (f) of Regulation 32 of the Liquidation Regulations. In view of the said provisions, the CoC may make the recommendation as per Regulation 39C. However, as the CD is having only one project i.e. the Multi-storeyed Group Housing Project in Sector 143, Noida, UP, the same only can be sold as a going concern in entirety and not in piecemeal. However, the CoC may deliberate upon the same at the time of the meeting and take a decision in this regard in that case the resolution proposed hereunder may be appropriately modified by the CoC. The Regulation also provides that the RP shall submit the recommendation of the CoC to the Hon’ble Adjudicating Authority while filing the approval of the CoC under Section 30 of IBC. In this regard, following resolutions are proposed:-

**RESOLUTIONS**

*To consider and if thought fit, to pass with or without modification the following Resolution:*

“RESOLVED that the CoC recommend to the liquidator, in case an order for liquidation is passed by Hon’ble Adjudicating Authority, that he will first explore sale of the Corporate Debtor as a going concern under Clause (e) of Regulation 32 of IBBI (Liquidation Process) Regulations, 2016 or sale of the business of the Corporate Debtor as a going concern under Clause (f) thereof.

FURTHER RESOLVED that as the CD is having only one project i.e. the Multi-storeyed Group Housing Project in Sector 143, Noida, UP, the same only can be sold as a going concern in entirety.

FURTHER RESOLVED that the Resolution Professional shall submit the above recommendations of the CoC, to the Hon’ble Adjudicating Authority while filing the approval of the CoC under Section 30.

RESOLVED FURTHER that the cost as may be incurred by the RP in regard to submission of the above recommendations with Hon’ble Adjudicating Authority, be and is hereby approved.”

**ITEM NO. – B3**

**TO FIX, IN CONSULTATION WITH THE RP, THE FEE PAYABLE TO THE LIQUIDATOR, IF AN ORDER FOR LIQUIDATION IS PASSED UNDER SECTION 33 OF IBC, PURSUANT TO THE PROVISIONS OF REGULATION 39D OF THE CIRP REGULATIONS**

Regulation 39D of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 provides that the committee may in consultation with the Resolution Professional fix the fee payable to the Liquidator, if an order for liquidation is passed under Section 33 for:-

- (a) The period, if any, used for compromise or arrangement under Section 230 of the Companies Act, 2013;
- (b) The period, if any used for sale under clause (e) and (f) of Regulation 32 of the Liquidation Regulations; and
- (c) The balance period of liquidation.

In connection with the above it is also relevant to reproduce the provisions of Regulation 4 of Liquidation proceedings as amended vide notification number IBBI / 2019-20/GN/REG 047 dated 25.07.2019. The same are as follows:

**“4. Liquidator’s fee.**

- (1) The fee payable to the liquidator shall be in accordance with the decision taken by the committee of creditors under regulation 39D of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

## NOTICE - TWELFTH COC MEETING – DPPL

(2) In cases other than those covered under sub-regulation (1), the liquidator shall be entitled to a fee-

(a) at the same rate as the resolution professional was entitled to during the corporate insolvency resolution process, for the period of compromise or arrangement under section 230 of the Companies Act, 2013 (18 of 2013); and

(b) as a percentage of the amount realised net of other liquidation costs, and of the amount distributed, for the balance period of liquidation, as under:

Amount of Realisation / Distribution (In rupees)	Percentage of fee on the amount realised / distributed		
	in the first six months	in the next six months	thereafter
Amount of Realisation (exclusive of liquidation costs)			
On the first 1 crore	5.00	3.75	1.88
On the next 9 crore	3.75	2.80	1.41
On the next 40 crore	2.50	1.88	0.94
On the next 50 crore	1.25	0.94	0.51
On further sums realized	0.25	0.19	0.10
Amount Distributed to Stakeholders			
On the first 1 crore	2.50	1.88	0.94
On the next 9 crore	1.88	1.40	0.71
On the next 40 crore	1.25	0.94	0.47
On the next 50 crore	0.63	0.48	0.25
On further sums distributed	0.13	0.10	0.05

(3) Where the fee is payable under clause (b) of sub-regulation (2), the liquidator shall be entitled to receive half of the fee payable on realisation only after such realised amount is distributed.

Clarification: Regulation 4 of these regulations, as it stood before the commencement of the Insolvency and Bankruptcy Board of India (Liquidation Process) (Amendment) Regulations, 2019 shall continue to be applicable in relation to the liquidation processes already commenced before the coming into force of the said amendment Regulations.”

The CoC may either adopt the fee as per Regulation 4 as reproduced above or may decide any other basis for determination of the fee of the liquidator. The CoC may deliberate upon the above and decide about the fee as may be payable to the liquidator, in case an order for liquidation is passed under Section 33. The following resolutions are proposed in this regard:-

### **RESOLUTIONS**

*To consider and if thought fit, to pass with or without modification the following Resolution:*

“RESOLVED that the approval of the CoC is hereby given to the following fee payable to the liquidator, which has been fixed in consultation with the RP, in case an order for liquidation is passed under Section 33 of IBC:

**NOTICE - TWELFTH COC MEETING – DPPL**

<b>PERIOD</b>	<b>FEE FIXED (in Rupees)</b>
Fee for the period, if any, used for compromise or arrangement under Section 230 of the Companies Act, 2013;	
Fee for the period, if any used for sale under clause (e) and (f) of Regulation 32 of the Liquidation Regulations; and	
Fee for the balance period of liquidation.	

**C. ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIR**

The members of committee may raise any other matter for discussion and due deliberation with the permission of the Chair.

In case, there is no such matter from any member of the COC, the meeting will be concluded with a vote of thanks to the participants.

-----sd-----

**(Nilesh Sharma)**

**Resolution Professional**

**Dream Procon Private Limited**

**IBBI Reg. No.: IBBI/IPA-002/IP-N00104/2017-18/10232**

**Reg. Address: C-10, LGF, Lajpat Nagar III, New Delhi-110024**

**Email id: nilesh.sharma@rrrinsolvency.com / ip.dreamprocon@gmail.com**

**Contact No.: +91-9811418701**

**Date: 31:05:2021**

**Place: New Delhi**