

NOTICE OF THE TENTH MEETING OF COMMITTEE OF CREDITORS
OF
EMERALD LANDS (INDIA) PRIVATE LIMITED
(UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS)

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NOTICE FOR THE 10TH MEETING OF THE COMMITTEE OF CREDITORS OF EMERALD LANDS (INDIA) PRIVATE LIMITED UNDER REGULATION 19 OF THE INSOLVENCY AND BANKRUPTCY BOARD OF INDIA (INSOLVENCY RESOLUTION PROCESS FOR CORPORATE PERSONS) REGULATIONS, 2016

Notice is hereby given to all members of the Committee of Creditors (**CoC**) (including the authorized representative of the homebuyers) of Emerald Lands (India) Private Limited (**Emerald/ Corporate Debtor/Company**).

Name of the Corporate Debtor	Emerald Lands (India) Private Limited
Date of the CoC meeting	November 24, 2020
Time of the CoC meeting	10.30 AM
Venue of the CoC meeting	Through Audio/Video Conferencing – Google Meet - https://meet.google.com/ugk-mfce-iyv

In light of challenges posed by COVID-19, the meeting is proposed to be conducted through Audio/Video Conferencing via Google Meet. Please note that the participants attending the meeting through such Audio/Video Conferencing would be considered as part of quorum for the meeting. As per CoC constitution, there are two categories of members, being IL&FS Financial Services Ltd. (**IFIN**) and class of homebuyers. The homebuyers shall be represented through their Authorized Representative.

You are requested to kindly make it convenient to attend the Meeting.

Navneet Kumar Gupta

Resolution Professional

Emerald Land (India) Private Limited (under Corporate Insolvency Resolution Process)

IBBI Registration no.: IBBI/IPA-001/IP-P00001/2016-2017/10009

E-mail id: IP.EMERALDLAND@gmail.com

navneetkgupta@gmail.com

Date: 21st November 2020

Place: New Delhi

Enclosed:

1. Agenda of the Meeting.
2. Notes to Agenda.

List of persons to whom notice is sent in terms of Section 24(3) of the Insolvency and Bankruptcy Code, 2016

I. Financial creditors

S. No.	Financial Creditor	Email Id
1.	IL&FS Financial Services Limited	ifinsecretarial@ilfsindia.com subash.chandra@ilfsindia.com baiju.mathew@ilfsindia.com rohan.bawa@ilfsindia.com santanu.sen@ilfsindia.com evneet.uppal@ilfsindia.com meghana.Singh@ilfsindia.com

II. Members of Suspended board of directors

S. No.	Name of the directors	Email Id
1.	Vijay Krishna Chowdhary	vchowdhry@gmail.com
2.	Ilina Dubey	ilina@brack-capital.com
3.	Lior Shmul	lior@brack-capital.com

III. Authorised Representative of creditors in a class appointed

S. No.	Name of Authorised Representative	Email Id
1.	Gulshan Gaba	gulshan@vpgs.in corporate@lsiresolution.com

IV. Operational Creditors if aggregate dues are at least 10% of the debt:

None – since no operational creditor has dues of 10% or more of the total debt of the Corporate Debtor.

V. Invitee

Members of Chandhiok & Mahajan, Advocates & Solicitors, Legal Counsels for the Resolution Professional.

Following shall be the Agendas for the 10th meeting of the CoC:

Item No.	Particulars	Voting % to pass
A. List of matters to be discussed/noted		
A1	The Resolution Professional to take Chair	
A2	To ascertain the quorum of the Meeting in accordance with the provisions of Regulation 22 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016	
A3	To take note of the minutes of the 9 th meeting of the CoC held on 5 th November 2020	
A4	To discuss the way forward in the CIRP of the Corporate Debtor and approve extension of CIRP period under Section 12 of the Code	
A5	To discuss the legal compliances and other points of the Resolution Plan submitted by Malhotra Group PLC	
B. List of issues to be voted upon after discussions		
B1	To approve extension of CIRP period beyond 270 days under Section 12 of the Code	
C. Any other matter with the permission of the Chairperson		

A. LIST OF MATTERS TO BE DISCUSSED AT THE MEETING:

Item No. A1

The Resolution Professional to take Chair

As per Regulation 24(1) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations 2016 (**CIRP Regulations**), the resolution professional shall act as the Chairperson of the meeting of the CoC. Therefore, Mr. Navneet Kumar Gupta, Resolution Professional of the Corporate Debtor (**Resolution Professional/RP**), is to take the Chair.

Item No. A2

To ascertain the quorum of the Meeting in accordance with the provisions of Regulation 22 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016

As per Regulation 22(1) of the CIRP Regulations, the quorum at the meeting of the CoC shall be presence (by audio/visual means) of members of the CoC representing at least 33% (thirty-three percent) of the voting rights.

Item No. A3

To take note of the minutes of the 9th meeting of the COC held on 5th November 2020

The minutes of the 9th CoC were circulated on the 9th November 2020 to all the members of the CoC. The members of the CoC are requested to take note of the minutes as circulated.

Item No. 4

To discuss way forward in the CIRP of the Corporate Debtor and approve extension of CIRP period under Section 12 of the Code.

Pursuant to the order of the Hon'ble National Company Law Tribunal ("NCLT") dated 2nd September 2020, the last date for completion of corporate insolvency resolution process ("CIRP") of Emerald is 5th December 2020. Therefore, limited time is available for negotiations and approval of the resolution plan by the members of the CoC.

The members of the CoC are requested to discuss and deliberate on the way forward and decide the tentative timelines to complete the negotiation process and filing of an appropriate application

before the Hon'ble NCLT for either approval of resolution plan or liquidation, as the case may be. In case further time is required, the CoC members may discuss and deliberate on seeking further extension from the NCLT for completion of the CIRP.

Item No. 5

To discuss the legal compliances and other points of the Resolution Plan submitted by Malhotra Group PLC

In the last meeting of the CoC, the Resolution Plan of Malhotra Group PLC (**Resolution Plan**) was opened in front of the CoC. The Resolution Plan was circulated to ILFS and the AR for the homebuyers as well as to the legal counsels of the RP for their review/ comments.

The legal counsels of the RP have examined the Resolution Plan and pointed out certain legal issues in relation to compliances of the Resolution Plan with the provisions of the Code, underlying Regulations and the Request for Resolution Plan. The RP will apprise the CoC members about the findings on legal compliance part and other points of the resolution plan.

Further, the members of the CoC are also requested to discuss the Resolution Plan and highlight any issues in the Resolution Plan which they may have also observed.

B. LIST OF MATTERS TO BE VOTED UPON/RATIFIED AT THE MEETING

Item No. B1

To approve further extension of CIRP period beyond 270 days under Section 12 of the Code

As per proviso to Section 12 (3) of the Code, the corporate insolvency resolution process shall be completed within a period of 330 days from the insolvency commencement date including any extension of the period of corporate insolvency resolution process granted under Section 12 of the Code and the time taken in the legal proceedings in relation to such resolution process of the corporate debtor.

Pursuant to the order of the Hon'ble NCLT dated 2nd September 2020, the last date for completion of CIRP of Emerald is 5th December 2020. Therefore, limited time is available for negotiations and approval of the resolution plan by the members of the CoC.

The Resolution Professional shall be seeking approval of the CoC members for extension of CIRP period beyond 270 days.

Proposed Resolution:

To consider and if found fit, to pass with or without modification the following Resolution.

“RESOLVED THAT the approval of members of the Committee of Creditors be and is hereby given to extend the period of CIRP process by _____ days beyond 5th December 2020 under Section 12 of the Insolvency and Bankruptcy Code, 2016”

“RESOLVED FURTHER THAT the Committee of Creditors hereby authorise the Resolution Professional to make an application under Section 12 of the Insolvency and Bankruptcy Code, 2016 seeking extension of ____ days beyond 5th December 2020”

“RESOLVED FURTHER THAT, Mr. Navneet Kumar Gupta, Resolution Professional of the Company appointed by the Committee of Creditors be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above resolution”

C. ANY OTHER MATTER TO BE DISCUSSED/PROPOSED FOR RESOLUTION

The members of CoC would be entitled to raise any other matter to be discussed and may propose any resolution to be discussed and passed at the meeting with the permission of the chair.

The relevant back up files for the agenda, if any, shall be shared in a mail subsequently.

Kindly make it convenient for yourself or your authorized representative to attend the meeting through audio/video mode. In case the meeting will be attended by your authorized representative, kindly let us know in advance, in writing, the identity of the authorized representative.

In light of IBBI circular number IBBI/CIRP/016/2018 dated 10 August 2018, we request that appropriate senior level personnel attend the CoC on behalf of the member such that the person attending be **authorized to take decisions** for the agenda as stated above on behalf of the CoC member.

As per Regulation 25(3) of CIRP Regulations, "*The resolution professional shall take a vote of the members of the committee present in the meeting, on any item listed for voting after discussion on the same.*" Accordingly, CoC members are kindly requested to have mandates from their respective internal authorities, as appropriate, prior to the meeting.

For any queries you may send email on ip.emeraldland@gmail.com copy to navneetkgupta@gmail.com

Regards

Navneet Kumar Gupta

Resolution Professional

Emerald Lands (India) Private Limited, which is undergoing Corporate Insolvency Resolution Process as per the provisions of the Insolvency and Bankruptcy Code, 2015 *vide* order of the Hon'ble National Company Law Tribunal, New Delhi dated 02 January 2020

Email ID for Correspondence: ip.emeraldland@gmail.com.

Navneet Kumar Gupta has been granted a certificate of registration to act as an Insolvency Professional by the Insolvency & Bankruptcy Board of India, his registration number is IP Registration No. IBBI/IPA-001/IP-P00001/2016-2017/10009. The affairs, business and property of Emerald Lands (India) Private Limited are being managed by Navneet Kumar Gupta, appointed as Interim Resolution Professional by the Hon'ble National Company Law Tribunal, New Delhi *vide* its order dated 02 January 2020 and subsequently confirmed as the Resolution Professional by Hon'ble National Company Law Tribunal, New Delhi *vide* its order dated 26 February 2020.

IP Registration details are as under:

IP Registration No. IBBI/IPA-001/IP-P00001/2016-2017/10009

361, Sunview Pocket 4, Sector -11, Dwarka, New Delhi, ,110075

Email i.d.: navneetgupta@gmail.com

P. S.: Notes appended hereto is an integral part of the Notice.

Notes:

1. As per Regulation 13(2) of the CIRP Regulations, the list of creditors is available for inspection.
2. All participants attending the aforementioned Meeting through audio/video conferencing would be considered as part of quorum for the aforementioned Meeting.
3. As per Regulation 21(2) of the CIRP Regulations, a Participant may attend the Meeting either in person or through an Authorized Representative. A Participant attending through an authorized Representative, shall inform the signatory of the Notice, at least 48 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 provide Identity Card for his/her identification.
4. 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 one representative of the eligible 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 right of representation, participation or voting in the Meeting.
5. The Resolution Professional shall take a vote of the members of the committee present in the meeting on any item listed for voting after discussion on the same.
6. 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 Committee of Financial Creditors (CoC) who voted for or against the decision, or abstained from voting will be announced.
7. In view of the IBBI circular dated 10th August 2018, No. IBBI/CIRP/016/2018, the financial creditors must be represented in the CoC by such persons who are competent and are authorized to take decisions on the spot and without deferring decisions for the want of any internal approval from the financial creditors.
8. In terms of Regulation 25 (5) of the CIRP Regulations, the Resolution Professional shall seek a vote of the members who did not vote at the meeting on the matter listed for voting by electronic voting system in accordance with Regulation 26 of the CIRP Regulations. The voting will be done through electronic means provided in the manner laid down below.

The instructions for e-voting are as under:

- (i) The voting period shall begin with circulation of minutes of meeting within 48 hours from conclusion of meeting. The voting lines shall remain open for at least 24 hours from the time of start of voting. During this period, the participating members of the CoC are being provided the platform to cast their vote electronically. The e-voting module shall be disabled by the service provider for voting thereafter. The Members of CoC are requested to share the email IDs, 48 hours before, of those authorized representatives of creditors who shall vote post meeting.
- (ii) The participating members of the CoC should log on to the e-voting website <https://right2vote.in/login/> during the voting period.
- (iii) Enter your Email ID. Your Email ID is your user ID. Kindly ensure you use the same Email ID as notified to the IRP for e-voting.
- (iv) You will also receive an INVITE mail from Right2Vote on this email ID and the mail will have the link, user ID and other details mentioned. Do not try to log in with mobile number if you have received the invite on the email
- (v) Press GET OTP. OTP (One Time Password) would be delivered on your Email. The OTP is the password. Once you enter the OTP and press Sign In, you would be logged in.
- (vi) Once logged in, you would be directed to MY POLL INVITE page. Here you would see the poll from the Company/IRP listed. Click on the poll and you would be taken to voting page.
- (vii) On the voting page, you will see all the items to be voted upon. Against each item, following options would be available:
 - a. ACCEPT / APPROVE / YES
 - b. REJECT / NO
 - c. ABSTAIN

Select the option ACCEPT or REJECT, as desired. The option ACCEPT implies that you assent to the respective item and option REJECT implies that you dissent to the respective item. The participating member can also select ABSTAIN. In that case, participating member, shall be deemed to have abstained from voting for that respective item.

- (viii) After selecting the option, click on “DONE”. You would receive a “THANK YOU” message on the screen. This is a confirmation that your vote has been recorded.

- (ix) You can anytime check what you voted or how your vote has been recorded by clicking on > on MY POLL INVITE page and selecting VOTE RECORD. You can also take a print out from here.
- (x) Apart from the website, votes can also cast using Right2Vote's mobile app: 'Right2Vote', available for android and iOS based mobiles. (App link: <https://right2vote.in/getapp/>)
- (xi) In case you have any queries or issues regarding e-voting, write an email to contact@Right2vote.in.