FINAL MINUTES OF THE PROCEEDINGS OF THE FIRST MEETING OF COMMITTEE OF CREDITORS OF BARTRONICS GLOBAL SOLUTIONS LIMITED [CIN: CIN: U72200TG2011PLC074715] HELD ON MONDAY 6TH DAY OF SEPTEMBER, 2021AT 5 P.M AT 503, S S RESIDENCY, SHANTI NAGAR, MASABTANK, HYDERABAD - 500 028, TELANGANA

## PRESENT

The Following members were present:

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1. Mr. Ramachander Rao Bikumalla, Interim Resolution Professional ("IRP") was physically present at the meeting.

# Members entitled to discuss and vote on agenda items

2. Mr. K, Ramnath Reddy, representing Financial Creditor, Infokall Enterprise Solutions Limited was physically present at the meeting.

# Members entitled to attend the meeting

3. The following Members of (suspended) Board of Directors are physically present at the meeting:

SNo	Name of the Director
1	Bhargav Kumar Reddy
2	Srinivasa Vipanch Varma Tirumalaraju
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Also present to assist the IRP:

- 1. Mr. K.Purna Chandra Rao, Advocate
- 2. Ms. Beena Nayar, Practicing Company Secretary & Insolvency Professional

Total Number of Participants at the meeting were 6.

These are the Minutes of First Meeting of the Committee of Creditors of Corporate Debtor namely, Bartronics Global Solutions Limited. The Committee of Creditors has been constituted in terms of the provisions of Section 21 of the Insolvency and Bankruptcy Code, 2016. The first Meeting of the Committee of Creditors, hereinafter referred to as "CoC", has been convened on 6<sup>th</sup> September, 2021 at 5 PM at At 503, S S Residency, Shanti



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Nagar, Masabtank, Hyderabad - 500 028 in accordance with the Notice and Agenda of the Meeting circulated to the Members of the CoC.

The meeting was conducted physically as there was no request to the IRP from any of the members who entitled to participate in the meeting with in the stipulated timelines. The CoC comprises only one financial creditor who is having 100% voting share in the CoC.

### A. LIST OF MATTERS DISCUSSED AND NOTED BY THE CoC

#### Item No. 1

### Interim Resolution Professional to take the Chair

In accordance with the Regulation 24(1) Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, the Members of the CoC present voted Ramachander Rao Bikumalla - Interim Resolution Professional to chair the proceedings of the first Meeting of CoC. Accordingly, Mr. Ramachander Rao Bikumalla took the chair and presided over the meeting. He welcomed all the Members of the CoC and the other persons who have been assisting him in discharging his responsibilities being the IRP of the Corporate Debtor.

The Interim Resolution Professional first introduced his team who has been assisting him in carrying out his duties as the Interim Resolution Professional of the Corporate Debtor.

He also requested to the other participants in the meeting to kindly introduce themselves for the benefit of other members and for other proceedings of the CoC. Accordingly, all the participants present have introduced themselves.

The Chairman informed the CoC that the process of Corporate Insolvency Resolution of the Corporate Debtor was started in accordance with the Order of the Hon'ble National Company Law Tribunal ("NCLT") dated 04-08-2021 and the order in this regard was received by the IRP on 06-08-2021.

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He further informed that the structure of the Agenda for the businesses to be transacted at the meeting of the CoC has been devised to cover certain items under Part A of the Agenda which comprises of the items which are required to be taken note of by the Members of the CoC and Part B of the Agenda consisting of businesses which are required to be discussed and voted by the Financial Creditors.

The Committee of Creditors took a note of the representation of the members participated in the meeting.

IRP once again welcomed all the Members of the Committee of Creditors and all the other participants for the proceedings of the meeting of the Committee of Creditors.

## Item No. 2

### To conduct roll call

As per Regulation 24 (2) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations 2016, the IRP has taken up the roll call of all members attending the meeting physically for the record and ascertained:

- (a) by his name;
- (b) whether he is attending in the capacity of a member of the CoC;
- (c) the location from where he is participating;
- (d) whether he has received the agenda for the Meeting; and
- (e) that no one other than him is attending or has access to the proceedings of the meeting at the location of that person.

At the request of the Chairman, all the Members of the CoC present introduced themselves giving the particulars as mentioned above for record.

### Item No. 3

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

Regulations, 2016

The Chairman informed the Members of the Committee of Creditors present in the Meeting that pursuant to 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 of Creditors of Corporate Debtor, should be at least 33% of the voting rights present either in person or by video conferencing or other audio-visual means. Since the Financial Creditor through its representative was present having 100% voting power, the Chairman called the Meeting to order.

The Chairman briefed the overview of the CD and activities undertaken by him after he has taken over the CD. He also explained the steps taken by him after initiation of CIRP on 04-08-2021.

#### Item No. 4

To take note of the claims received by the Interim Resolution Professional.

The Interim Resolution Professional informed the Committee that the details of the Claims received by the IRP following the Public Announcement made by him on 8th August, 2021 till 20th August, 2021.

He also informed the CoC that he has received 1 claim from the financial creditors, and 4 claims from the operational creditors till 20<sup>th</sup> August, 2021 as detailed below:

### I. Financial Creditors

	Si. Name of the Creditor Sex				Amount claimed by the Claimants in
	No.	A STATE OF S		7 <b>2000 3000 3000</b>	Rupces 2
1	1.	Infokall	Enterprise	Solutions	2,60,37,669
l		Limited			·
		Total			2,60,37,669
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### II. Operational Creditors

No.	Name of the Creditor	Amount claimed by the creditors in Rupess + & - x 2
1.	Deputy Commissioner of Central	8,92,14,842
	Tax,	, , ,
	Banjara Hills GST Division,	0 B ()
	S. C. F. G. T. S. C. F. G. F. G. T. S. C. F. G. F. F. G. F. G. F. F. G. F.	erabad 23 m

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	Hyderabad GST	
	Commissionerate	
2.	The Employee State Insurance Corporation,	12,21,970
3.	Income Tax Officer, TDS,	21,57,640
4.	Bartronics India Limited	64,25,913
	Total	9,90,20,365

The IRP has further informed that after due process of verification of the claims received from the financial creditor in Form -C; and from Operational Creditors in Form-B; along with the documents attached by the financial creditor and operational creditors and the claim amounts have been provisionally admitted for the purpose of voting share as detailed below:

# I. Financial Creditors

SI. No.	INAME O	Mic Chemion	Amount claimed by: the Claimants in Rupees	Amount admitted in Rupees
1.	Infokall	Enterprise	2,60,37,669	2,60,37,669
	Solutions	Limited		
_	Total		2,60,37,669	2,60,37,669

# II. Operational Creditors

SIL No.	Name of the Creditor		Amountsadmitted 27in Rupees
1.	Deputy Commissioner of Central Tax,	8,92,14,842	8,92,14,842
	Banjara Hills GST Division,		
	. Hyderabad GST Commissionerate		
2.	The Employee State Insurance Corporation,	12,21,970	12,21,970
3.	Income Tax Officer, TDS,	21,57,640	21,57,640
4.	Bartronics India Limited	64,25,913	64,25,913
	Total	9,90,20,365	9,90,20,365



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The list of claims received and admitted by the IRP has been filed with the Hon'ble NCLT on 30-08-2021.

### Item No.5

To take note of the Committee of Creditors (CoC) constituted by the Interim Resolution Professional

The Interim Resolution Professional had informed the CoC that on the basis of the Claims received by him, the Committee of Creditors has been constituted by him in accordance with the Section 21 of Insolvency & Bankruptcy Code, 2016 on 30-08-2021 and a report in this regard has been filed by him with Hon'ble NCLT on 30-08-2021. The IRP has informed that a report constituting the Committee of Creditors is filed with NCLT and a copy of the same placed before the meeting and the same is taken on record.

In this context, the IRP has informed that the total claims received from Financial Creditor, is Rs. 2,60,37,669 (Rs Two Crores Sixty Lakhs Thirty-Seven Thousand Six Hundred Sixty-Nine Only) and against these claims, the total claims admitted by IRP is Rs. 2,60,37,669 (Rs Two Crores Sixty Lakhs Thirty-Seven Thousand Six Hundred Sixty-Nine Only).

The composition of the Committee of Creditors filed with the Hon'ble NCLT is as follows:

SIL No.	Name of	heCrafffor		Amount of Infin admitted Rs	Voting Pensonings /
1.	Infokall Limited	Enterprise	Solutions	2,60,37,669	100.00
L	Grand To	otal		2,60,37,669	100.00

## Item No.6

To take note of the actions taken by the IRP under the Code from 04-08-2021 to till date

The IRP briefed the meeting about the various actions taken by him in discharge of his functions as Interim Resolution Professional under IBC Code, 2016 read with Insolvency Resolution Process for Corporate Persons Regulations, 2016 (CIRP Regulations, 2016).

The IRP informed that he along with his team took-up the exercise for assessment of various financial matters including legal issues and pending claims from the tax authorities affecting the Corporate Debtor.

He had brought to the notice of the Committee that after taking over the charge as Interim Resolution Professional; he had tried his level best to discharge his functions in accordance with IBC Code and Insolvency Resolution Process for Corporate Persons Regulations, 2016 such as taking-over the custody of all assets and other records of Corporate Debtor from Ex. Management and keep the CD as a going concern.

He further informed the following:

## a. Receiving and collating of claims

The Interim Resolution Professional has received only one claim from the financial creditor and 4 claims from the operational creditors, till 20<sup>th</sup> August, 2021. The claim received from the financial creditor is in Form No. 'C', and from the Operational Creditors in Form No. 'B'. The documents attached by the respective creditors have been duly verified by the IRP and the claim amount of valid claims has been provisionally admitted for the purpose of voting share.

# b. Taking control of Bank Accounts of the Corporate Debtor

The IRP has informed the CoC that he has intimated the banks and taken control of the current accounts of the Corporate Debtor in operation maintained with 5 banks namely, Bank of Baroda, Abids Branch, ICICI Bank, Khairatabad Branch, SBI, Vasundhara Jubilee Branch, Gramin Bank of Aryavarat, Gomti Nagar Branch, and Gramin Bank of Aryavarat Lucknow Branch as per the information received from the ex-management of the Corporate Debtor. He also advised the banks to replace the authorized signatories for the operation of bank accounts maintained by the corporate debtor with the signatures of IRP.



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# c. Visit to the Registered office of the CD

The IRP has informed the CoC that he has visited the Registered Office of the Corporate Debtor on 08-08-2021 and communicated as to the initiation of the Corporate Insolvency Resolution Process and the directions given by the Hon'ble Tribunal in this regard to the concerned.

# d. Appointment of Legal Advisor

The IRP has informed the CoC that he has availed the services of Mr.K. Purna Chandra Rao, advocate to handle the litigation and other legal issues in handling of Corporate Insolvency Resolution Process of Corporate Debtor. The legal adviser will be paid Rupees one lakh only for handling the legal issues for the entire period of IRP till RP is appointed and the said amount of fee is included in the expenditure statement under item No.13 of the agenda for approval of CoC.

## e. Appointment of other professional

The IRP has informed the CoC that he has availed the services of Ms.Beena Nayar, a Practicing Company Secretary, Insolvency Professional and Registered Valuer to extend supporting services in the process of Corporate Insolvency Resolution Process of the Corporate Debtor for a remuneration of Rs.5,000/ for the period till IRP functions during CIRP.This amount is included under item No.13 of the agenda for approval of CoC.

# f. Appointment of Registered Valuers

The IRP has informed the CoC that he is in the process of getting quotations from the Valuers registered with IBBI for the valuation of the assets of the Corporate Debtor.

#### Item No.7

# Corporate Insolvency Resolution Process (CIRP) Cost

The IRP has informed that in the process of discharging his functions under the Code, the IRP has undertaken some acts and an amount of



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approximately Rs. 5,62,495 is estimated to be incurred mainly towards the following:

- a. Cost of public announcement.
- b. Expenses by IRP/RP for receiving, collating and verification of claims and various other jobs during CIRP.
- c. Fee and expenses incurred during the process of taking custody and control of assets of the CD including travelling, conveyance, etc.
- d. Fee payable to IRP, legal consultants and other professionals.

The committee has discussed the subject and approved the statement of expenses incurred from the date of NCLT Order (04-08-2021) till the date of issue of this notice under item No.13 of the agenda.

#### Item No.8

# To take note of the present state of affairs of the CD.

The IRP has informed the CoC that CIRP process has been initiated against the Corporate Debtor with effect from 04-08-2021 as per the orders passed by the Hon'ble NCLT. The IRP has put his sincere efforts to keep the CD as a going concern from the date of initiation of CIRP.

## Operations of the CD during August, 2021

The IRP has further informed to the CoC that the CD company during the month of August 2021, has derived an income of Rs. 9,86,234/- from the banking financial / inclusion services extended to its customers and an amount of Rs.10,94,579/- was incurred to meet the operational expenses during this period. Thus, the company made an operational loss of Rs. 1, 08,345/- during this period. The CoC has noted the statement of profitability for the month of August, 2021 placed before the CoC by IRP.

#### Item No.9

# To discuss and deliberate on the Information Memorandum (IM)

The IRP has informed the CoC that the 'Information Memorandum' is the basis for preparing the resolution plan by the prospective resolution applicants and consists of information including list of creditors and the amount of claims admitted, debt due to related parties, number of

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workers and employees and liabilities due to them, latest audited financial statements and audited financial statements for the last two years, provisional financial statements up to a date which is not earlier than fourteen days from the date of application, liquidation value etc.

He also placed before the CoC the Extract of Regulation 36 as to Information Memorandum as provided under the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 for the information of the members.

## Item No.10

# To take note of statutory claims and pending litigations

The IRP has placed the details of dues on account of Service Tax/TDS/ESI contributions against which claims have already been made by the concerned authorities as on 04.08.2021. The claims submitted by the authorities have been admitted and included under claims received from operational creditors.

### B. RESOLUTIONS TO BE PASSED AT THE MEETING

#### Item No.11

To consider the remuneration to be paid to the IRP and expenses incurred up to the date of the 1st CoC Meeting

It was informed to the committee, that the Financial Creditor has proposed Mr. Ramachander Rao Bikumalla as the Interim Resolution Professional in their application filed u/s 7 of the Code for initiation of Corporate Insolvency Resolution Process (CIRP) against Bartronics Global Solutions Limited. Thereafter, the Hon'ble NCLT, Hyderabad Bench has approved the proposal and appointed Mr. Ramachander Rao Bikumalla.

As the Committee of Creditors has to fix the fee to be paid to IRP and other expenses, it was proposed to approve lump sum remuneration of Rs. 3 Lacs plus GST applicable, during the IRP period.

Thereafter, the following Resolution is put before CoC for consideration and passing:

#### **Resolution:**

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

"RESOLVED THAT a lump sum remuneration of Rs. 3 Lacs plus GST as applicable be and is hereby approved for payment to the Interim Resolution Professional from the date of his appointment as IRP till the date of appointment of Resolution Professional (RP)".

"RESOLVED FURTHER THAT Mr. Ramachander Rao Bikumalla, Interim Resolution Professional be and is hereby compensated by way of a lump sum remuneration of Rs. 3 Lacs plus GST as applicable".

"RESOLVED FURTHER THAT the amount to be paid for above discussed services shall form part of Insolvency Cost".

Thereafter, the resolution was put to vote by show of hands.

The voting result is as under:

Particulars	No. of Vous	Voing%	Result
			(Memiyoria)
Votes Casted in favour	1	100	
Votes Casted against	0	0	RESOLUTION
Votes Abstained	0	0	PASSED
Total	1	100.00	_

The chairman declared that the resolution carried unanimously.

### Item No.12

# To approve and appoint Interim Resolution Professional

The Chairman read the Agenda Item and informed the members that as per section 22(2) of IBC2016, the CoC in its first meeting shall decide to appoint the Interim Resolution Professional as Resolution Professional or to replace the Interim Resolution Professional by another Resolution Professional.

Ramachander Rao Bikumalla, Insolvency Professional vide Registration No.IBBI/IPA-001/IP/P-00740/2017-2018/11261 was appointed as IRP by Hon'ble National Company Law Tribunal, Hyderabad as proposed by the Financila Creditor.

Ramachander Rao Bikumalla, being eligible for the appointment as Resolution Professional (RP) offers himself for the appointment as RP and has offered his consent in FORM – AA of Insolvency and Bankruptcy Code, 2016 in this regard.

Thereafter, the following Resolution is put before CoC for consideration and passing:

### Resolution:

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

"RESOLVED THAT Mr. Ramachander Rao Bikumalla, an Insolvency Professional (Registration No. IBBI/IPA-001/IP/P-00740/2017-2018/11261) is hereby appointed as the Resolution Professional in the matter of Corporate Insolvency Resolution Process of Bartronics Global Solutions Limited in accordance with provisions of section 22(3)(a) of the IBC-2016."

Thereafter, the resolution was put to vote by show of hands.

The voting result is as under:

Particulars	'No. of Votes	Voing %	Result (item No.12)
Votes Casted in favour	1	100	
Votes Casted against	0	0	RESOLUTION
Votes Abstained	0	0	PASSED
Total	1	100.00	~

The chairman declared that the resolution carried unanimously.

#### Item No.13

To ratify the expenses incurred by IRP towards professional fees and other expenses from 04.08.2021 till the date of notice of this meeting.

The IRP has given the details of the expenses incurred to the members of the CoC.

Thereafter, the following Resolution is put before CoC for consideration and passing:

### Resolution:

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

"Resolved that the statement of expenses as detailed below, furnished by IRP at item No.7 of this Agenda, for the period from the commencement of CIRP to till the date of this notice, be and is hereby approved."

SL No	Particulers	mount (in Rupees) :-
1	IRP Fee during the IRP period - Lump sum	3,00,000
2	Advocate fees - Lump sum	1,00,000
3	Surplus/deficit from the operations during CIRP period	1,08,345
4	Towards Collation of claims, stationary, photocopies etc	24,600
5	Towards travelling conveyance	9,500
6	Towards Cost of Public Announcement, filing of documents with ROC, Certification, Certified copy from NCLT, etc., (Rs.9,450+Rs.5,600+Rs.5,000)	20,050
	Total	5,62,495

Thereafter, the resolution was put to vote by show of hands.

The voting result is as under:

Particulars		Voling% -#	Result نام (Item:No:15) بالمراد
Votes Casted in favour	1	100	
Votes Casted against	0	0	RESOLUTION
Votes Abstained	0	0	PASSED
Total	1	100.00	_

The chairman declared that the resolution carried unanimously.

## Item No.14

To approve the remuneration of the Resolution Professional (RP)

The Members present at the meeting had discussed the issue and approved for the appointment of IRP as RP.

Thereafter, the following Resolution is put before CoC for consideration and passing:

### Resolution:

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

"RESOLVED THAT a remuneration of Rs. one Lakh per month (plus applicable taxes) be and is hereby approved for payment to the Resolution Professional (RP) in the Corporate Insolvency Resolution Process of Bartronics Global Solutions Limited. In addition to the Professional Fee and applicable taxes, the Insolvency Professional would be entitled for reimbursement of expenses like Insolvency Professional Insurance Expense, Fee payable to professionals engaged by the IRP / RP, publication of public announcement, expenses for conducting CoC meetings, travel expenses and other incidentals incurred during the corporate insolvency resolution process."

"RESOLVED THAT Mr. Ramachander Rao Bikumalla, Interim Resolution Professional be and is hereby compensated by way of fee for Rs. 1 Lacs plus GST as applicable per month".

RESOLVED FURTHER THAT the amount to be paid for above discussed services shall form part of Insolvency Cost".

"FURTHER RESOLVED that the primary responsibility of handling the assignment will remain with Mr. Ramachander Rao Bikumalla, he would be using the common knowledge base, infrastructure and experience of other professional bodies for execution of the assignment in the capacity of process advisors in the CIRP of the corporate Debtor.

Thereafter, the resolution was put to vote by show of hands.

The voting result is as under:

Pantienlans N	lo. of Votes	Voing%	Result. (nem No 14)
Votes Casted in favour	1	100	
Votes Casted against	0	0	RESOLUTION
Votes Abstained	0	0	PASSED
Total	1	100.00	_

The chairman declared that the resolution carried unanimously.



#### Item No.15

To approve and ratify the appointment of Legal Consultants and Other support services.

The IRP has explained to the CoC the need to outsource the legal services to handle the pending litigations of CD and to ensure proper compliances under IBC, 2016 and other Statutes during the course of the CIRP process. After discussions, the CoC has approved the proposal.

Thereafter, the following Resolution is put before CoC for consideration and passing:

## Resolution:

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

"RESOLVED THAT the IRP/RP be and is hereby authorised to appoint and engage the services of Mr. K. Purna Chandra Rao, Advocate, on a remuneration of Rs.50, 000/- per month for the period of the incumbency of the CIRP for legal assistance, legal opinion on any matter related to the process, to authorise the said firm or person to represent the IRP/RP in any forum and to assist and provide consultancy to the Interim resolution Professional/ Resolution Professional".

Thereafter, the resolution was put to vote by show of hands.

The voting result is as under:

Ranticulars	No. of Vous	Voing%	Results (Hem No.15)
Votes Casted in favour	1	100	
Votes Casted against	0	0	RESOLUTION
Votes Abstained	0	0	PASSED
Total	1	100.00	

The chairman declared that the resolution carried unanimously.



#### Item No.16

To authorise the RP to hold future meetings of the CoC at shorter notice of not less than 48 hours.

The IRP has informed the CoC that as per Regulation 19(1) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, a meeting of the CoC shall be called by giving not less than 5 days' notice in writing to every participant. Further, Regulation 19(2) provides that the CoC may reduce the notice period from 5 days to such period of not less than 24 hours.

IRP further informed the Committee Members that in the fast changing circumstances, the IRP is of the view that at times he might need to conduct urgent meetings of the Committee of Creditors. It was therefore, felt by the IRP to seek the authority of the Committee of Creditors to convene future meetings of the Committee wherever required, with a short notice of 48 hrs as permissible under the Insolvency & Bankruptcy Code, 2016 and the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for the Corporate Persons) Regulations, 2016.

After discussions, the CoC has approved the proposal.

Thereafter, the following Resolution is put before CoC for consideration and passing:

## Resolution:

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

"Resolved further that the consent of the Committee of Creditors be and hereby accorded to convene future meetings of the Committee of Creditors with a shorter notice with a gap of at least 48 hours as permissible under the Insolvency & Bankruptcy Code, 2016 and the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for the Corporate Persons) Regulations, 2016."

Thereafter, the resolution was put to vote the property of hands.

The voting result is as under:

Pariculas	No. of Votes	Voting%	Result :
Votes Casted in favour	1	100	RESOLUTION PASSED
Votes Casted against	0	0	
Votes Abstained	0	0	
Total	1	100.00	<u>-</u>

The chairman declared that the resolution carried unanimously.

## Item No.17

# Any other matter with the permission of the chair

The Chairman has informed that there is no other matter required to be discussed under any other matter not included in the Agenda circulated to the Members of Creditors.

# Vote of thanks to the Chair

The Meeting adjourned sine die with the vote of thanks to the Chair.

Ramachander Rao Bikumalla Interim Resolution Professional

In the matter of Bartronics Global Solutions Limited CHAIRMAN OF THE MEETING

Place: Hyderabad Dated: 06-09-2021