

Minutes of the Thirtieth Meeting of the Committee of Creditors

Name of the Corporate Debtor: Reliance Capital Limited ("RCAP")

Meeting Date & Time: Tuesday, January 03, 2023, 2.45 P.M. onwards

Venue/Mode: Four Seasons Hotel, 1, 136, Dr. E. Moses Road, Gandhi Nagar, Upper Worli, Worli, Mumbai 400018 (Meeting Room: South Gallery)

1. "Administrator" or "Chair"- Mr. Nageswara Rao Y
2. Members of the Advisory Committee ("ACM")
 - Shri Sanjeev Nautiyal, ex-DMD, State Bank of India (via audio-video conference)
 - Shri Srinivasan Varadarajan, ex-DMD, Axis Bank
 - Shri Praveen P Kadle, ex-MD & CEO, Tata Capital (via audio-video conference)

The meeting was attended by Authorized representatives of the following members of the committee of creditors ("CoC Members"):

1. Vistra ITCL (India) Limited ("Vistra") (via audio-video conference)
 - Mr. Rajat Srivastava

Representatives of Debenture Holders under Trusteeship of Vistra ITCL (India) Limited

- a. Life Insurance Corporation of India ("LIC") (via audio-video conference)
 - Mr. BJ Roy
 - Mr. Shrinath
 - Ms. Seema
- b. Employee Provident Funds Organization ("EPFO")
 - Mr. Manish Joshi
 - Mr. Mohd Shuaib Shaikh (via audio-video conference)
 - Mr. Ashraf (via audio-video conference)
 - Mr. Pankaj Raman (via audio-video conference)
 - Mr. Pankaj Jain (via audio-video conference)
 - Mr. Siddharth Jaiprakash (via audio-video conference)
- c. J.C. Flowers Asset Reconstruction Private Limited ("JCF ARC")
 - Mr. Debasish Bose
 - Mr. Akash Suri

- d. Trust Capital Group (“Capital Group”)
 - Mr. Amit Oke
 - Ms. Nipa Sheth (via audio-video conference)
- e. Deutsche Bank – IA (“DB”)
 - Mr. Vignesh Meyyappan
- f. Broad Peak Investment Advisers Pte Ltd (“Broad Peak”)
 - Mr. Prashanth Venkatesh
- g. Investment Opportunities V Pte. Limited (“SSG”)
 - Mr. Parag Gupta
 - Mr. Ayush

2. IDBI Trusteeship Service Limited (“IDBI”)

Representatives of Debenture Holders under Trusteeship of IDBI Trusteeship Service Limited (“ITSL”)

- a) Investment Opportunities V Pte. Limited (“SSG”)
 - Mr. Puneet Hans
- b) Credit Suisse, AG Singapore (“CS”) (via audio-video conference)
 - Mr. Mukesh Talreja
- c) Franklin India (“Franklin”) (via audio-video conference)
 - Mr. Nischal Shah
 - Mr. Arun Gupta
- d) Larsen & Toubro (“L&T”) (via audio-video conference)
 - Mr. Ankit Patel

3. Asset Care and Reconstruction Enterprise Limited (“ACRE”)

- Mr. Amit Kariwala

4. IndusInd Bank (“IndusInd”) (via audio-video conference)

- Mr. Nikhil Mathur
- Mr. Sumit Bhutra

5. Process Advisor of CoC- KPMG India (“KPMG”)

- Mr. Siddharth Suri
- Mr. Aditya Srimal
- Mr. Yash Shah (via audio-video conference)

6. Legal Counsel of CoC- Luthra & Luthra ("L&L")

- Mr. Piyush Mishra

Administrator's Authorized representatives from Deloitte India Insolvency Professionals LLP (DIPE) ("Authorized Representative/s of the Administrator"):

1. Mr. Uday Bhansali
2. Mr. Sumit Khanna
3. Mr. Nirav Pujara
4. Ms. Nirmala Rajan

Other Attendees:

1. AZB & Partners ("AZB") ("Legal Counsel to the Administrator")

- Mr. Avinash Subramanian
- Mr. Nilang Desai (via audio-video conference)
- Mr. Reuben Mascreen (via audio-video conference)

Agenda 1 – The Administrator to take the Chair

The Thirtieth meeting of the committee of creditors for the Corporate Debtor ("CoC") was called to order by the Chair, Mr. Nageswara Rao Y. The Chair acknowledged the presence of the representatives of the financial creditors attending the meeting attending the meeting in person and through video conference.

Further, the Administrator acknowledged the presence of the Authorized Representatives from Deloitte India Insolvency Professionals LLP ("Authorized Representatives of the Administrator"), representatives of AZB ("Legal Counsel to the Administrator"), Advisory Committee Members and the CoC Advisors ("KPMG and L&L").

Agenda 2 - To take roll call and determine requisite quorum and mode of participation

The Chair established the requisite quorum, based on the attendance of the financial creditors, attending in person and present through video conference, which was adequate as required by the regulations.

Agenda 3 - To confirm the minutes of the Twenty Eighth meeting of the committee of creditors held on December 20, 2022 and Twenty Nineth meeting of the committee of creditors held on December 23, 2022.

The minutes of the 28th CoC meeting and 29th CoC Meeting held on December 20, 2022 and December 23, 2022 respectively was circulated to members of the CoC and the same has been confirmed by the CoC members

Agenda 4 – To Update on the Resolution Process of the Corporate Debtor

The Chair apprised the CoC that post the 29th CoC meeting no formal communication were made to IHL or Torrent, however, discussions were held over teleconference to apprise their concerns.

IndusInd Bank was requested if they would be willing to excuse themselves from the meeting in light of the sensitivities of the submissions made by one of the RAs and to discuss on the suitable alternatives. IndusInd agreed to excuse themselves during the period of discussion on the alternatives.

The Chair further apprised the CoC members the following chronology of events that occurred post the 29th CoC meeting:

On December 23, 2022, Administrator was in receipt of letter from TIPL stating that plans that are non-compliant with challenge mechanism should not be accepted from any Resolution Applicant post the conclusion of the Challenge mechanism process.

On December 28, 2022, TIPL wrote a letter to RBI to intervene in the Resolution Process of the Corporate Debtor

On December 30, 2022, TIPL filed an interim application with NCLT against the Administrator of the Corporate Debtor requesting the following key prayers.

- Pending the final hearing and disposal of the IA, the Administrator/ CoC be allowed to consider on the plans which are in compliance with the Challenge mechanism and be restrained from considering and plans which are non-compliant to the process.
- Disclose all documents, materials received pursuant to the challenge mechanism including the minutes of the meeting of the CoC dated 20th December to NCLT and thereafter, the bids, correspondences, financial bids and resolution plans of the PRAs

On December 31, 2022, TIPL shared the oral opinion obtained by them from Justice (Retd) R F Nariman in relation to the subject matter

On January 01, 2023, TIPL informed the Administrator that they would be mentioning the IA (filed by them on December 30, 2022) ("IA") on January 02, 2022

On January 02, 2023, Sr. Counsel Mr. Darius Khambata representing TIPL mentioned the matter before the NCLT and Sr. Counsel Mr. Ravi Kadam appeared on behalf of administrator. After hearing both the parties, NCLT directed the registry to list the matter on January 03, 2023.

The Chair requested the legal counsel to the CoC to update the CoC on the NCLT hearing in relation to the application filed by Torrent Investment Private Limited (TIPL) against the Administrator of the Corporate Debtor.

The Legal counsel to the CoC updated the CoC stating that the CoC was not a party to the application filed by TIPL. The counsel, appearing on behalf of the COC, made a request to the Hon'ble NCLT Mumbai bench

to array it as a necessary party to the IA as the prayers sought in the application directly affects the CoC. However, the Bench left it to the discretion of TIPL, by granting liberty to TIPL to make CoC as a respondent in their application, as TIPL deems fit. The Legal Counsel to the Administrator, further, updated that the Bench heard the matter and passed an order that the resolution plans received which are in deviation of the Challenge Mechanism cannot be placed by the Administrator for CoC's consideration.

In addition to the above the Authorised representative of the Administrator apprised the CoC members that the Sr. Counsel appearing on behalf of Administrator also requested the NCLT to grant stay so that the NCLAT could be approached however, the same was not granted by the NCLT. In light of the order of the Bench, the Authorised representative of the Administrator suggested that the resolution plans that are not in accordance with the challenge mechanism may not be presented before the CoC.

Process Advisor to the CoC updated the forum that NPV calculated based on the financial proposal (part of the revised draft resolution plan) of both applicants was different from the NPV submitted by the RAs in the challenge mechanism.

The Chair raised concerns in relation to the operations of the Insurance Companies as they require infusion of capital for maintaining the solvency ratio as per the regulatory requirement and in case there is further delay on account of litigations and/ or any other matter the value of these Insurance entities will deteriorate, and the policy holders of the Insurance entities are already raising concerns on the solvency of the Company.

Broadpeak mentioned that considering that there is a litigation against the Administrator, further extension will be required considering the same as the given timelines will not be sufficient to complete the required steps, the chair concurred with the same.

JCFARC added that a good senior legal counsel needs to be engaged to argue on behalf of the CoC.

JCFARC suggested the following options:-

1 – to discuss with both the Resolution Applicants that participated in the challenge mechanism and inform that the value submitted by them in the draft resolution plans part of the challenge mechanism are not in line with the challenge mechanism note and, accordingly, a final chance may be given to them for submitting the revised bid in a closed sealed cover

2 – the concluded challenge mechanism discovered the Highest NPV of INR 8640 Crores, subsequently final opportunity can be given to both the Resolution Applicants to do another challenge mechanism process, where the base price will be INR 8640 Crores or any other value (as may be decided by the CoC) and the base price post each round can be an incremental value of INR 100 Crores/ 200 Crores.

The Authorized Representative of the Administrator mentioned that the CoC can consider the outcome of the challenge mechanism and subsequently, take next steps in compliance to the NCLT Order.

In furtherance to the discussions, it was summarized that an interim relief sought by the applicant (TIPL), that any resolution plans or communication received by the administrator which is not in compliance with the terms of the Challenge mechanism process should not be communicated or discussed to/with the CoC members was granted by the NCLT via verbal order, the written order is still pending. In light of the process being a time bound process, the proposal is to comply with the verbal order without prejudice to the rights of any person to appeal against the said order upon receipt of the written order. Further while,

we await the written order, a communication will be sent to both the resolution applicants who participated in the challenge mechanism process to make correction to the draft resolution plan submitted on December 22, 2022, to reflect the correct financial proposal that was finalized by them as part of the challenge mechanism process and re-submit the draft within 24 hours of the said communication. Post receipt of the revised draft resolution plan a CoC meeting will be held on January 06, 2023, wherein the resolution incorporating the financial proposals finalized as per the challenge mechanism process will be put forward for discussion with the CoC members in accordance with the Order of the NCLT which was pronounced verbally on January 03, 2022.

The CoC members concurred with the approach/options.

The legal counsel of CoC proposed to create a corpus fund account amounting to INR 12 crores for the CoC expense including CoC advisor fee, senior legal counsel fee to be hired for the ongoing litigation. He requested the CoC members to provide the corpus funding at the earliest as advance payment would have to be made to the senior legal counsel representing the CoC.

He further stated that the corpus funding would bear an interest rate of 25% (As suggested by JCFARC) and also the repayment of the corpus fund would have priority over any financial payout as per the resolution plan

Participants	Comments/Suggestion	Response
IndusInd	Enquired whether the corpus would be funded by the resolution plan proceeds	The legal counsel of CoC clarified that the corpus would be funded by the CoC members (based on the proportionate share) and the same shall be deducted from the resolution plan proceeds.
Vistra	Enquired that can a CoC member contribute more than their pro-rata contribution if one or more CoC member refrain to fund the corpus account	The legal counsel of CoC clarified that other CoC members can contribute more than their pro-rata share in order to meet the deficiency in the corpus funding,
Vistra	Suggested to establish a time frame for funding	The Authorised Representative of the Administrator requested the members to take their internal approval in respect to the corpus funding and respond to the CoC legal counsel accordingly by January 05, 2023.

It was agreed by the CoC members that the existing account of the CoC members shall be used for parking the said corpus fund and Vistra shall share the account details for the CoC members to transfer their respective share.

After multiple deliberation it was agreed by the CoC members to create a corpus fund.

Trust Capital, JCFARC, SSG, Franklin and ACRE have agreed for the corpus fund bearing interest @25% while the other lenders stated that the interest rate shall be subject to their internal approval.

Any Other matters

The Authorised Representative of the Administrator updated the CoC members that a petition has been filed by ACRE under section 7 of the Insolvency and Bankruptcy Code, 2016 against Reliance Corporate Advisory Services Limited.

He further apprised the CoC members that the Administrator along with RCASL shall file a suitable response against the application.

He updated that RCASL is a part of retained asset list shared by both the bidders as a part of the resolution plan. He further highlighted that the bidders shall be updated on the said application.

Administrator informed that a meeting has been scheduled with RCASL and ACRE on January 04, 2023 to resolve the said issue.

The Chair concluded the meeting with a vote of thanks to all the participants

Name and Signature of Administrator

Nageswara Rao Y