

MINUTES OF THE 1st MEETING OF COMMITTEE OF CREDITORS OF ARISU RETAIL PRIVATE LIMITED [the Corporate Debtor] RE; CP/IB/20/BB OF 2023, HELD ON SATURDAY, THE 07TH DECEMBER, 2024 AT 3:30 PM, AT 92 G A ROAD, OLD WASHERMENPET, CHENNAI-6000 21PM

PRESENT

i.Chairman

Mr. Yogesh Gupta (Interim Resolution Professional)

Mr Dinesh K (IRP Team)

ii.Financial Creditor

PDB Ventures Private Limited represented by Mr Pankaj Bucha

iii. Suspended Directors

Name of Director	Authorised Representative
Mr Subramani Gopi	Mr Pranav Gopalakrishnan
Mr Vasudev Bissa	Mr Rajesh Agarwal
Mr G Rahul	Ms Niharika Kanodia

The Chairman clarified that the privilege of attending meeting of the committee of creditors vested with the suspended directors

and such privilege cannot be transferred or assigned. However, with an expectation of obtaining information about the Corporate Debtor from the representatives, he allowed them to remain present at the meeting.

vi Video Potographer

Mr Rajesh S

The Chairman welcomed all and briefed that the CIRP initiated on and from 07th November, 2024 by the Order of NCLT Bengaluru Bench in CP IB 20/BB/2023

The Chairman requested all attendees to introduce themselves one by one.

The Chairman enquired from the representatives of suspended directors about their knowledge relating to the present business and functionality of the Corporate Debtor [CD], and its current affairs, organisational structure of CD. The Chairman also enquired whether they are in position to give responses to explanations and clarifications which may be sought during the course of meeting, to which all the representatives stated that they do not have much knowledge about the business of the CD.

Mr Rajesh Agarwal, representing Mr Vasudev Bissa, presently acting as tax and legal consultant to Corporate Debtor, from

last 2-3 years, and he informed that he has no knowledge about the business affairs of CD,

The representative further replied that he will note down the queries raised during the meeting and shall communicate to the directors and henceforth it is the duty of directors to comply with the queries and he cannot not give any assurance for and on behalf of directors.

Mr Pranav Gopalakrishnan, representative of one of the suspended directors objected to continue with the meeting and requested to defer the meeting objecting validity of notice of COC meeting being send to the directors.

The Chairman clarified that COC meeting was conducted with the permission of the sole COC member on 07.12.2024, for which notice was issued in compliance with law.

The sole COC member did not put any objection to the validity of notice convening the meeting.

The Chairman clarified that the suspended directors are only invitee to the meeting and they are not members of the CoC. The suspended directors have responsibility to facilitate the COC and IRP for successful completion of CIRP, with the sole object of successful revival of CD.

The suspended directors and their purported representatives have no right whatsoever to create resistance in smooth

functioning of CIRP, which they are trying to do since the inception of CIRP.

The Chairman confirmed that this meeting has been properly convened and constituted.

The Chairman further informed that the suspended directors since the inception of CIRP are not giving any cooperation, and has adopted plan for delaying every relevant issue for CIRP by providing misleading facts, and trying to misguide the IRP in every possible way.

The Chairman reported that he has noticed fraudulent transactions and shall initiate appropriate action in law once all documents are at place.

The Chairman stated that in respect of claims received and admitted and formation of COC, he received Ten number of claims comprising of 7 claims from financial creditors (including from applicant financial creditor PDB Ventures Private Limited) and three claims from operational creditors.

The Chairman further informed that claim of applicant financial creditor has been admitted for Rs 2,10,47,233 i.e., to the extent of the amount of default adjudicated by the Hon'ble NCLT, Bengaluru Bench vide its order dated 07.11.2024

The Chairman had stated that all other claim documents received during the claim submission period are by nature incomplete and prima-facie doubtful, and communication

have been made to each of such claimants for providing clarification.

Since formation of the Committee of Creditors has a time-frame in law the sole applicant financial creditor with 100% voting share was inducted as a member.

The Chairman clarified that in respect of remaining claim documents verification process is still going on and could not be completed since the directors are not cooperating in providing the books of account, relevant records and clarifications have been sought from the claimants.

There are also instances of doubtful documents and lack of authenticity of the claims filed by claimants, hence clarification has been sought from such claimants by the Chairman about the justification of such claims.

The Chairman also had stated that Instead of furnishing satisfactory clarifications, documents the claimants have chosen to file Interlocutory application in NCLT against the Chairman, challenging formation of COC. The Chairman had shown a copy of IA's filed by Badi Dukan LLP and SUR VIR Finance Limited.

Thereafter the Chairman informed that since the 100% quorum of the meeting is present and he is continuing with the meeting.

The Chairman presented his bad and peculiar experience with the suspended directors since the commencement of CIRP.

Immediately after taking charge he had communicated with all the suspended directors through email on 08.11.2024, 09.11.2024, 12.11.2024, 13.11.2024 and 14.11.2024 to handover the control over management and affairs of the Corporate Debtor including control over all the assets, Books of Accounts, statutory records, control over the Registered office, control over all the five premises and stores of Corporate Debtor, situated in Chennai as per the GST Records last updated on 24.10.2024, list of all bank accounts, list of signatories to bank accounts, list of all employees etc, however no response was received from the suspended directors.

The Chairman has personally visited the Registered office of the CD at 93/2 G A Road, Old Washermenpet, Chennai- 6000 21 and store at 92 G A Road, Chennai on 13th November, 2024 with his team member Mr Niraj Kumar, Surveyor, Mr Debashish Ghosh and local Videographer Mr Rajesh S, to take control of over premises, management, affairs, books of account etc and found that the store was running .

The Chairman met Mr Subramani Gopi, a suspended director and requested him to handover registered office, premises, books of account etc. However, Mr Gopi denied to handover mentioning that the email ID through which communications were sent to the directors was different from the email ID mentioned in the NCLT order dated 07.11.2024.

Mr Gopi further told that the directors shall respond to emails, only if the email is send from email ID mentioned in the order dated 07.11.2024.

The Chairman clarified that his email ID mentioned in the order is a typographical error and he is sending all communications through his correct email id which is registered with IBBI and hence handover should be given immediately. The Chairman tried to serve Mr Gopi notice for handover of the affairs and management etc in hardcopy, he denied to accept such hard copies.

On enquiring for other two directors of the CD, namely Mr Vasudev Bissa and Mr G Rahul, he was informed that they were presently not available. Mr Gopi arranged a phone call with Mr Vasudev Bissa. Mr Bissa informed over phone that he shall be available on 14th November, 2024. The Chairman again visited registered office on 14th November, 2024 and met Mr Gopi , however again he denied to accept notice in hard copy and the handover was denied by him.

Other two directors were not present. The attitude of directors was completely non cooperative. The Chairman tried to take help of local police station at H3 Tondiarpet Police Station, 608, Thiruvottiyur High Road, Korukkupet, Tondiarpet, Chennai, Tamil Naidu 6000 81 for support to take over the control over the CD. He personally, visited the police station, but even police denied to support him.

The Chairman further informed that during his presence at the cash counter at 92 G.A Road, Chennai, one of the stores of CD, he found that the goods were being sold to customers, invoice was raised by CD, however the payment by customers, through UPI, was not going to the bank account of the CD but going to bank account of one **“SURANA TEXTILES.”**, which was clear cut siphoning of funds of CD to some other entity.

This was brought to the knowledge of Mr Gopi, however, it was not stopped and still continuing. The Chairman have filed criminal complaint against the suspended directors and SURANA TEXTILES, with local police station at H3 Tondiarpet Police Station, 608, Thiruvottiyur High Road, Korukkupet, Tondiarpet, Chennai, Tamil Naidu 6000 81 for their involvement in the illegal and fraudulent practice of siphoning of funds and properties of CD.

The Chairman again visited the Registered office of the CD on 25th and 26th November, however, again likewise earlier, handover of Corporate Debtor was once again denied by the suspended directors.

The Chairman once again for the third time visited the registered office of the CD at Chennai on 29th November and stayed there for 4 days till 2nd December, 2024. However, for the first time the suspended directors agreed to handover two business premises of the CD situated at 92 GA Road, Old washermenpet, Chennai and

the registered office of CD at 93/2 GA Road, Old washermenpet, Chennai, only and informed that other three premises which are appearing in GST portal have been discontinued after Diwali and presently being carried on by **SURANA TEXTILES** and hence handover of the said three premises is not required.

On his visit dated 29th November, the Chairman observed at the premises at 92 G A Road, there were three more entities were present by name HOTMALE, BADI DUKAN and SUR VIR FINANCE. The Chairman informed that on his first visit dated 13th November to 92 GA Road, Old washermenpet, there was office of SURANA TEXTILES on the top floor of the building which was not found on his subsequent visit on 29th November.

Mr Pankaj Bucha, representing PDB Ventures Private Limited informed in the meeting that CD was having actually six premises registered with GST as per there updated records on 9th April, 2024 and hence the directors are oblided to handover all the six premises. He placed before the meeting the list of premises extracted from GST Portal.

The Chairman informed that till date the directors have not given access to Books of account. They are not willing to share USER ID and PASSWORD of accounting software **GENESYS**. Mr Subhash and Ms Pooja, accountants are not coming to office since last week of November. The Chairman informed the computer system of Subhash and Pooja have been intentionally removed from the

premises and are not available . The suspended directors are not allowing to access website of the CD with excuse that the Information technology person is continuous absent since 29th November. The chairman informed that despite repeated request the directors are not taking steps to remove other entities from the premises. Directors are offering to handover the two premises, without giving information and document about the owners of the premises, documents in support of valid possession of premises by CD, to which Mr Bucha informed that his one of the group entity, M/s Brown View Real Estate LLP is the owner of the premises at 92 GA Road. He further informed that the CD is in possession of another Building at 73 GA Road, Chennai, owned by his another group entity Brownview Properties LLP and in support of the same he shall provide the report of commissioner appointed by Madras High Court.

The Chairman informed that he had tried to contact statutory auditors **M/s VCMV & ASSOCIATES LLP**, Chennai, however he is not getting any response from them.

The Chairman further informed that he has collected information about the signatory of bank accounts of the CD with ICICI Bank and HDFC Bank, old washermenpet, Chennai, and came to know that in addition to directors being authorised to operate CD Bank account, there is one **Vaishali Surana**, who is neither director nor shareholder of CD have been authorised to operate the bank account of CD. The Chairman enquired from representatives of

directors about **Vaishali Surana**, however no one responded. Mr Bucha, informed that **Vaishali Surana** is wife of Mr **Vishal Surana** and sister of Mr **Surendra Betala**. She is also mother of **Mr Sanskar Surana and Sahaj Surana partners of BADI DUKAN LLP and Partnership Firm SURANA TEXTILES**. Mr **Surendra Betala and others are the directors of SUR VIR Finance Limited**. He further informed that **BADI DUKAN LLP and SUR VIR Finance Limited are related to the CD**.

Thereafter the Chairman enquired the representatives of the suspended directors if they were aware about the proposed purchase plans for the future, pending purchase orders etc.

The representatives informed that henceforth purchases shall be done from **SURANA TEXTILES**, to which Mr Bucha objected, reasoning that **SURANA TEXTILES** was also related party of CD and suggested to purchase from independent vendors.

Further Mr Bucha, sought clarification for details of deposits for furniture amounting to Rs 1,11,40,000 and advance rent of Rs 2,68,97,566, outstanding and reflected in the audited financial statements for the year ended 31.03.2024. However, clarification could not be given.

Thereafter Chairman informed that he have given intimation of commencement of CIRP against CD, to Income Tax department, GST department, IBBI, IIPICAI and invited for their claims if any.

Thereafter the Chairman placed before the meeting the agendas for voting mentioned in the notice of the meeting . He explained the agendas and presented supporting documents and details for review by COC member, to enable him to decide for voting.

The Chairman requested every one except Mr Bucha to leave the meeting place, since the voting was to be done. The following resolutions were placed before the COC for voting, with or without modification:

Voting Agenda – 1

RESOLVED THAT the cost related to publication of Public Notice in Form No A in two Newspapers amounting to Rs. 31,752/- (including taxes) be and is hereby approved.

Voting Agenda – 2

RESOLVED THAT the consent of the Committee of Creditors be and is hereby given towards ratification of following Cost incurred by Interim Resolution Professional amounting to Rs 4,14,995 in carrying out the CIRP and forming part of the CIRP Cost.

Voting Agenda – 3

RESOLVED THAT The Interim Resolution Professional Mr Yogesh Gupta, with IBBI Registration Number **IBBI/IPA-001/IP-**

P00349/2017-18/10650, be and is hereby appointed as Resolution Professional.

RESOLVED FURTHER THAT the monthly remuneration of IRP/ RP be decided by COC, commensurate with the scope and volume of work plus GST plus actual expenses incurred for running of CIRP.

Voting Agenda – 4

RESOLVED THAT the consent of the CoC be and is hereby given towards calling meeting at a shorter notice of not less than 48 hours from the date of holding the meeting.

Voting Agenda – 5

RESSOLVED That Mr Yogesh Gupta, Interim Resolution Professional be and is hereby authorised to file legal cases, which he thinks appropriate in the best interest of Corporate Debtor.

Voting Agenda 6

RESSOLVED THAT IRP/ RP is authorised to engage professionals like advocates, financial and accounting consultants, internal auditors, valuers, transaction auditors, advocates and legal consultants, with maximum allocation of fees mentioned as follows plus applicable taxes, for the period of 3 months of CIRP, henceforth, subject to ratification of expenses on actual presentation of bills.

Particulars	Estimated Amount
Advocates	5,00,000
Accounting Consultants	3,00,000
Internal Auditors	2,50,000
IBBI Registered Valuers	2,00,000
Transaction Auditor	2,00,000
Legal Consultants	3,00,000

Mr Bucha, representing PDB Venture Private Limited, COC member, voted in favour of all the resolutions without modification except, Resolution Number 2 and 3. In relation to resolutions no 2 and 3 considering the complexities and volume of work involved and taking into consideration the size and scale of retail business operations of corporate debtor, beside level of operating economic activity of corporate debtor Mr Bucha proposed monthly remuneration of IRP/ RP should be Rs 1,50,000 per month plus GST plus actual expenses forming part of the CIRP Cost in addition to other CIRP cost incurred by the IRP and hence the resolutions were modified to that extent and approved.

There being no other business the meeting ended with vote of thanks.

Sd/-

Yogesh Gupta

Interim Resolution Professional

8 December 2024

Kolkata