

**EXPRESSION OF INTEREST**  
**INDIA CHOICE PRIVATE LIMITED**

**1. Background**

INDIA CHOICE PRIVATE LIMITED (“**Corporate Debtor/the Company**”) is an unlisted, privately held Company, which was incorporated on 14.06.2013 and is registered with the Registrar of Companies, Delhi. The Corporate Debtor has CIN U51900DL2013PTC253963 and has its registered office at Plot No. 18 and 19A Oberai Compound, Dilshad Garden, Shahdara Delhi, East Delhi, DL 110095 IN. Further, as per MCA’s data , the company is having authorized share capital of Rs 75,00,000 and paid–up share capital as Rs. 72,00,000 on date of last AGM being 29-09-2018 and last Balance Sheet filed was as on 31-03-2018. The Directors of the Company as per the MCA’s record are Mr. Vatan Garg (DIN 06581480) and Mr. Sandeep Garg (DIN 06581521).

The company had basically trading business. They have traded in Year 2013-14 in Copper wire and Yr 014-15 & 2015-16 in dry fruits. Further, the company had stopped operation from 31.12.2015. There is no written agreement, either for purchase or for sale. Substantial amount of sale and purchase transactions have been recorded in cash.

**2. MSME Status**

Provisions pertaining corporate insolvency resolution process of micro, small and medium enterprises under the Insolvency & Bankruptcy Code, 2016 would not be applicable in this matter since the Corporate Debtor doesn’t fall under any of the three categories.

**1. INVITATION FOR EXPRESSION OF INTEREST TO SUBMIT A RESOLUTION PLAN FOR INDIA CHOICE PRIVATE LIMITED**

The Corporate Debtor (ICPL) is currently undergoing Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC), pursuant to an order dated 01.05.2019 of the Hon'ble NCLT, Principal Bench, New Delhi.

Mr. Jai Prakash Sharma, acting in his capacity as the Resolution Professional (RP) for the Corporate Debtor, hereby invites Expression of Interest (EOI) from prospective Resolution Applicants, under Sections 25(2)(h) of IBC, for submission of Resolution Plans in respect of the Corporate Debtor, The **EOI** should reach latest by **5:30 P.M. on 28.10.2019**. The time line may be extended as may be decided and instructed by the CoC.

**INDIA CHOICE PRIVATE LIMITED**

**(Undergoing Corporate Insolvency Resolution Process)**

**ELIGIBILITY CRITERIA**

**(under Section 25(2)(h) of Insolvency and Bankruptcy Code, 2016)**

**Eligibility Criteria for submitting Resolution Plan in the Corporate insolvency Resolution Process (CIRP) of India Choice Private Limited by Prospective Resolution Applicants (PRAs) finalized in terms of Section 25(2)(h) of Insolvency and Bankruptcy Code, 2016, in the meeting of Committee of Creditors held on 02.08.2019.**

**1) CATEGORY A – IN CASE OF AN INDIVIDUAL.**

- Minimum tangible net-worth of INR 5 Crores as per the Income Tax return of the immediately preceding completed financial year, but not earlier than March 31, 2019.

**2) Category B – IN CASE OF A PRIVATE/ PUBLIC LIMITED COMPANY, LLP, BODY CORPORATE INCORPORATED IN INDIA:**

- Minimum tangible net worth (TNW) of Rs. 20 Crores and turnover of Rs.50 crores (as Per Companies Act, 2013 excluding trading revenue) as per the audited balance sheet at the end of the immediately preceding completed financial year, but not earlier than March 31, 2017;

**3) CATEGORY C - IN CASE OF FINANCIAL INVESTORS (FI) / MUTUAL FUNDS / PRIVATE EQUITY/ VENTURE CAPITAL FUNDS, DOMESTIC/ FOREIGN INVESTMENT INSTITUTIONS, NON-BANKING FINANCE COMPANIES (NBFC), ASSET RECONSTRUCTION COMPANIES, BANKS AND SIMILAR ENTITIES:**

- Total assets under Management (AUM) / Loan Portfolio shall be at least Rs. 100 Crores at the end of the immediately preceding completed financial year, but not earlier than March 31, 2019; OR
  - FI as defined under Section 45-1(c) of RBI Act
  - NBFC as defined under Section- 45-1(f) of RBI Act
- Lead member must hold at least 26% equity in the consortium. All other members would need to have a minimum stake of 10% each in the consortium (for all categories).
  - In case of consortium of individuals, TNW shall be calculated based on weighted average of their net-worths i.e. the aggregates of such portions of their TNW and turnover as is proportionate to their shareholding in the consortium will count towards the qualification criteria of TNW and turnover under this EoI. The consortium per-se should satisfy condition of Category A.
  - In case the consortium comprises of Body Corporate, TNW and turnover of consortium shall be calculated based on their weighted average i.e. the aggregates of such portions of their TNW and turnover as is proportionate to their shareholding in the consortium will count towards the qualification criteria of TNW and turnover under this EoI. The consortium per-se should satisfy condition of Category B.
  - In case the consortium is of FIs/Funds/PE Investors/NBFCs/Any other applicants, the minimum AUM of consortium shall be calculated as weighted average of individual member's AUM OR Committed funds available for investment/deployment in Indian companies shall be calculated as weighted average of individual member's committed fund to investment/deployment in Indian companies. Provided that only such portion of their AUM/Committed Funds as is proportionate to their shareholding in the consortium will count towards the qualification criteria of AUM/Committed Funds under this EoI and each member shall individually qualify condition of Category C.
- If members are from Category A & B, the criteria for TNW would be in proportion to their shareholding in the consortium i.e. the same will be based on weighted average of their TNWs in proportion to their share in the consortium. Then the consortium per-se should satisfy condition of Category B.
  - If members are from Category B & C, the criteria for TNW/ Turnover/AUM would again be based on weighted average i.e. it will be in proportion to their shareholding in the consortium. All the consortium members should satisfy the criteria independently in their respective category.
  - No change in lead member or any member whose financials have been used to meet the criteria set out herein shall be permitted after the last date for submission of EoI.

For all categories, the PRA should be a profit making entity/company for last three financial years i.e. 2015-16, 2016-17 and 2017-18.

Please note that a Prospective Resolution Applicant with negative tangible net-worth shall not be qualified under any category(ies) mentioned above.

None of the Prospective Resolution Applicant(s)/any member of the Consortium, should attract any of the in-eligibilities enlisted under provisions of Section 29A of IBC.

## 2. **SUBMISSION OF EOI:**

- a. Expression of Interest (EOI) is invited in sealed envelope superscripted as "Expression of Interest for participating in CIRP of India Choice Private Limited", in the format as set out in Annexure 'A'.
- b. Applicants shall submit the EOI along with the supporting documents set out in Annexure 'B'
- c. The details of the Applicant shall be as set out in Annexure 'C'.
- d. Applicant shall submit the sealed envelope containing a complete set of the EOI in hard copy along with the Annexures stated above, to the following address by post or by hand:

**JAI PRAKASH SHARMA RESOLUTION PROFESSIONAL  
IN THE MATTER OF INDIA CHOICE PVT. LTD.  
(UNDERGOING CORPORATE INSOLVENCY RESOLUTION PROCESS)  
REGN. NO.: IBB/IPA-003/IP-N000105/2017-18/11217  
ADD: Flat-102, Plot-22, Shruti CGHS Ltd., Sector-7, Dwarka, New Delhi-110075.  
EMAIL ID: [jpluc13@gmail.com](mailto:jpluc13@gmail.com) , [cirp.indiachoice@gmail.com](mailto:cirp.indiachoice@gmail.com)  
MOB.: 7203058475**

- e. A soft copy of EOI along with annexures stated above should be mailed to :  
[jpluc13@gmail.com](mailto:jpluc13@gmail.com), [cirp.indiachoice@gmail.com](mailto:cirp.indiachoice@gmail.com)

## 3. **LAST DATE FOR SUBMISSION OF EOI:**

The last date for submission of EOI is 28<sup>TH</sup> October, 2019 up to 5:30 P.M. based on decisions taken in the fourth CoC meeting and may be extended as may be decided by the Committee of Creditors of ICPL.

The prospective Resolution Applicants submitting the EOI must ensure that they do not suffer from any ineligibility in accordance with the provisions of section 29A or any other provision of IBC, 2016. All the EOIs received shall be examined by the undersigned on the eligibility criterion specified and in accordance with the provisions of IBC 2016. The

Information Memorandum and other relevant information including the details of the process and Evaluation Matrix will be shared with the eligible RAs upon their furnishing an undertaking of confidentiality in terms of the provisions of section 29(2) of the IBC, 2016 read with Regulation 36(4) of the Insolvency & Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016. The details of access to Virtual Data Room shall be provided upon signing an undertaking of confidentiality / Non-Disclosure Agreement.

## **NOTES**

- 1) RP/COC has the right to cancel or modify the process without assigning any reason and without any liability. This is not an offer document and is issued with no commitment.
- 2) RP/COC reserve the right to withdraw EOI and change or vary any part thereof at any stage and also reserve the right to disqualify any potential bidder, should it be so necessary at any stage.
- 3) No oral conversations or agreements with the Resolution Professional or any official, agent or employee of the Resolution Professional, or any member of the COC shall affect or modify any terms of this EOI.
- 4) Neither the RA nor any of representatives of the RA shall have any claims whatsoever against the Resolution Professional or any member of the COC or any of their directors, officials, agents or employees arising out of or relating to this EOI.
- 5) By submitting a proposal, each prospective Resolution Applicant/bidder shall be deemed to acknowledge that it has carefully read the entire EOI and all the relevant documents/information/process has fully informed itself as to all existing conditions and limitations.

## **“ANNEXURE -1**

### **29A. Persons not eligible to be resolution applicant. -**

A person shall not be eligible to submit a resolution plan, if such person, or any other person acting jointly or in concert with such person—

(a) is an undischarged insolvent;

(b) is a wilful defaulter in accordance with the guidelines of the Reserve Bank of India issued under the Banking Regulation Act, 1949 (10 of 1949);

(c) at the time of submission of the resolution plan has an account, or an account of a corporate debtor under the management or control of such person or of whom such person is a promoter, classified as non-performing asset in accordance with the guidelines of the Reserve Bank of India issued under the Banking Regulation Act, 1949 (10 of 1949) or the guidelines of a financial sector regulator issued under any other law for the time being in force,] and at least a period of one year has lapsed from the date of such classification till the date of commencement of the corporate insolvency resolution process of the corporate debtor:

Provided that the person shall be eligible to submit a resolution plan if such person makes payment of all overdue amounts with interest thereon and charges relating to non-performing asset accounts before submission of resolution plan:

Provided further that nothing in this clause shall apply to a resolution applicant where such applicant is a financial entity and is not a related party to the corporate debtor.

*Explanation I.*- For the purposes of this proviso, the expression "related party" shall not include a financial entity, regulated by a financial sector regulator, if it is a financial creditor of the corporate debtor and 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.

*Explanation II.*— For the purposes of this clause, where a resolution applicant has an account, or an account of a corporate debtor under the management or control of such person or of whom such person is a promoter, classified as non-performing asset and such account was acquired pursuant to a prior resolution plan approved under this Code, then, the provisions of this clause shall not apply to such resolution applicant for a period of three years from the date of approval of such resolution plan by the Adjudicating Authority under this Code;

**(d)** has been convicted for any offence punishable with imprisonment –

(i) for two years or more under any Act specified under the Twelfth Schedule; or

(ii) for seven years or more under any law for the time being in force:

Provided that this clause shall not apply to a person after the expiry of a period of two years from the date of his release from imprisonment:

Provided further that this clause shall not apply in relation to a connected person referred to in clause(iii) of *Explanation I*;

(e) is disqualified to act as a director under the Companies Act, 2013 (18 of 2013):

3[Provided that this clause shall not apply in relation to a connected person referred to in clause (iii) of *Explanation I*;

(f) is prohibited by the Securities and Exchange Board of India from trading in securities or accessing the securities markets;

(g) has been a promoter or in the management or control of a corporate debtor in which a preferential transaction, undervalued transaction, extortionate credit transaction or fraudulent

transaction has taken place and in respect of which an order has been made by the Adjudicating Authority under this Code:

Provided that this clause shall not apply if a preferential transaction, undervalued transaction, extortionate credit transaction or fraudulent transaction has taken place prior to the acquisition of the corporate debtor by the resolution applicant pursuant to a resolution plan approved under this Code or pursuant to a scheme or plan approved by a financial sector regulator or a court, and such resolution applicant has not otherwise contributed to the preferential transaction, undervalued transaction, extortionate credit transaction or fraudulent transaction;

(h) has executed a guarantee in favour of a creditor in respect of a corporate debtor against which an application for insolvency resolution made by such creditor has been admitted under this Code and such guarantee has been invoked by the creditor and remains unpaid in full or part;

(i) is subject to any disability, corresponding to clauses (a) to (h), under any law in a jurisdiction outside India; or

(j) has a connected person not eligible under clauses (a) to (i).

*Explanation I.* — For the purposes of this clause, the expression "connected person" means—

(i) any person who is the promoter or in the management or control of the resolution applicant; or

(ii) any person who shall be the promoter or in management or control of the business of the corporate debtor during the implementation of the resolution plan; or

(iii) the holding company, subsidiary company, associate company or related party of a person referred to in clauses (i) and (ii):

Provided that nothing in clause (iii) of *Explanation I* shall apply to a resolution applicant where such applicant is a financial entity and is not a related party of the corporate debtor:

Provided further that the expression "related party" shall not include a financial entity, regulated by a financial sector regulator, if it is a financial creditor of the corporate debtor and 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;

*Explanation II*—For the purposes of this section, "financial entity" shall mean the following entities which meet such criteria or conditions as the Central Government may, in consultation with the financial sector regulator, notify in this behalf, namely:—

(a) a scheduled bank;

(b) any entity regulated by a foreign central bank or a securities market regulator or other financial sector regulator of a jurisdiction outside India which jurisdiction is compliant with the Financial Action Task Force Standards and is a signatory to the International Organisation of Securities Commissions Multilateral Memorandum of Understanding;

(c) any investment vehicle, registered foreign institutional investor, registered foreign portfolio investor or a foreign venture capital investor, where the terms shall have the meaning assigned to

them in regulation 2 of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 made under the Foreign Exchange Management Act, 1999 (42 of 1999);

(d) an asset reconstruction company register with the Reserve Bank of India under section 3 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (54 of 2002);

(e) an Alternate Investment Fund registered with Securities and Exchange Board of India;

(f) such categories of persons as may be notified by the Central Government.

**“ANNEXURE A \_\_\_\_\_”**

**[On the Letterhead of the Entity Submitting the EoI]**

**EXPRESSION OF INTEREST**

**Date:**

**To**

**JAI PRAKASH SHARMA**

**RESOLUTION PROFESSIONAL**

**Subject: Expression of Interest (“EOI”) for submitting Resolution Plan for India Choice Private Limited (ICPL) (“Corporate Debtor”) undergoing Corporate Insolvency Resolution Process (CIRP)**

Dear Sir,

In response to the public advertisement in \_\_\_\_\_ Dated \_\_\_\_\_ (“**Advertisement**”) inviting EOI for submission of resolution plans (“**Resolution Plan**”) as per the provisions of the Insolvency and Bankruptcy Code, 2016 (“**IBC**”), we confirm that we fulfill the eligibility criteria and qualify for submission of the Resolution Plan, and have understood the requirements and the terms and conditions for filing of this EOI and make our EOI for submission



of a Resolution Plan in respect of the Corporate Debtor.

Along with our EOI, we have also provided information as required in the prescribed format/specified in 'Annexure B' and 'Annexure C'.

We further undertake that the information furnished by us in this EOI and Annexures is true, correct, complete, and accurate to the best of our knowledge. Based on this information we understand you would be able to evaluate our eligibility in order to shortlist us for the above-mentioned proposal. Further, we agree and acknowledge that:

- (a) the EOI will be evaluated by the RP on behalf of the Committee of Creditors ("CoC") of ICPL based on the information provided in the Annexures and attached documents to determine whether or not we are not ineligible to submit a proposal for the proposed transaction;
- (b) the RP/ the CoC reserve the right to determine at their sole discretion, whether we are eligible / not ineligible for the submission of the proposal and may reject the EOI submitted by us without assigning any reason/without any liability whatsoever;
- (c) the RP/ the CoC reserve the right to request for additional information or clarification from us for the purposes of the EOI and we shall promptly comply with such requirements. Failure to satisfy the queries of RP/ CoC may lead to rejection of our submission pursuant to EOI;
- (d) Any change in consortium other than lead / qualifying member or any material change affecting the consortium members' ability to perform in consortium shall be intimated within 3 (three) business days to the CoC / RP;
- (e) We are eligible person in terms of provisions of Section 29A of the IBC. We are a 'fit and proper' person and not under any legal disability to be a promoter entity of the Company under the applicable laws including listing agreements, stock exchange requirements and SEBI regulations and guidelines.
- (f) I/We shall intimate the Resolution Professional forthwith if I/We become ineligible under section 29A of the IBC at any time during the corporate insolvency resolution process;
- (g) I/We undertake that every information and records provided in expression of interest is true and correct and discovery of any false information or record at any time will render our EOI ineligible for further processing and/or ineligible to submit resolution plan, forfeit any refundable deposit, and attract penal action under the Code.
- (h) I/We undertake that I/We shall maintain confidentiality of the information and shall not use such information to cause an undue gain or undue loss to itself or any other person and comply with the requirements under sub-section (2) of section 29

Yours Sincerely,

On behalf of [*Insert the name of the entity submitting the EOI*]

Signature: \_\_\_\_\_

Name of Signatory:

Designation:

Company Seal/Stamp

*1: In case of Consortium Applicant the EoI shall be signed by each member.*

*2: The person signing the EoI and other supporting documents should be an authorized signatory supported by necessary board resolutions/authorization letter.*

**“ANNEXURE – B”**

**SUPPORTING DOCUMENTS TO BE ATTACHED WITH EOI**

- 1) For all RAs - Profile of RA
- 2) For all RAs - Copies of Certificate of Incorporation/ Registration and Constitutional Documents (MOA, AOA)
- 3) Copies of audited financial statements for the last two financial years and other relevant information and records in support of its/their meeting the eligibility criterion.
- 4) A self- attested declaration, stating that the Prospective Resolution Applicant(s) is/ are not disqualified as per section 29A or any other provision of IBC, 2016.

## **“ANNEXURE C”**

*[Note: In case of consortium, the details set out below are to be provided for each of the members]*

### **1. Name and Address:**

- a. Name of the Firm/Company/Organization:
- b. Address:
- c. Telephone No:
- d. Fax:
- e. Email:

### **2. Date of Establishment:**

### **3. Core Area of Expertise:**

### **4. Contact Person:**

- a. Name:
- b. Designation:
- c. Telephone No:
- d. Email:

### **5. Company/FI Profile:**

- a. Company Financial Profile (consolidated / standalone as applicable):

*[Note: Where the entity submitting the EOI is a financial investor /fund entity, please provide details pertaining to “assets under management” and/or “committed funds” for the preceding three years or the committed funds available as on March 31, 2018 , for investment].*

- b. Experience of the Company in the relevant sector.
- c. History if any, of the Company or affiliates of the Company being declared a ‘Willful defaulter’, ‘non-cooperative borrower’, ‘non-impaired asset’ or ‘non-performing asset’.