

# INVITATION FOR EXPRESSION OF INTEREST

## MOSER BAER ELECTRONICS LIMITED

(Undergoing Insolvency Resolution Process)

### 1. BACKGROUND AND BRIEF PROFILE

Moser Baer Electronics Ltd. ('**MBEL/Corporate Debtor**'), formerly Moser Baer Entertainment Limited incorporated on 14<sup>th</sup> September 2006, is a private limited company having its registered office at 43-B Okhla Industrial Estate, New Delhi - 110020. Its business primarily encompassed home entertainment offering home video titles in various Indian languages and media content creation as well as distribution of storage optic media and LED products;

The Company has suspended its operations on 30.03.2019 and there were no employees on Company's payroll as on insolvency commencement date;

### DETAILS OF ASSETS

**As on 31.03.2018**  
**(Book Value)**

<b>PARTICULARS</b>	<b>(AMOUNT IN RS.)</b>
<b>Assets</b>	
<b>Non Current Assets</b>	
Financial Assets	-
(i) Loans	2,38,000
(ii) others	5,05,952
Other non-current assets	74,43,872
<b>Current assets</b>	
(a) Inventories	3,48,95,465
(b) Financial Assets	
(I) Trade Receivables	55,86,45,296
(II) Cash & Cash Equivalents	1,12,47,996
(III) Bank balance & others	39,73,291
(c) Other Current assets	3,45,42,261
(d) Current tax Assets	9,19,494
<b>Total</b>	<b>65,24,11,627</b>

## **DETAILS OF LIABILITIES**

**As on 31.03.2018  
(Book Value)**

<b>PARTICULAR</b>	<b>AMOUNT (IN RS.)</b>
<b>Non-current Liabilities</b>	
Financial Liabilities	
(i) Borrowings	51,27,84,371
(ii) Other Financial Liabilities	7,80,191
Provisions	1,34,28,487
Deferred tax Liability	-
<b>Current liabilities</b>	<b>-</b>
Financial Liabilities	
(i) Borrowing	3,20,00,000
(ii) Trade payables	1,86,33,72,185
(iii) Other financial liabilities	46,11,19,732
Other current liabilities	11,66,61,777
Provisions	27,28,669
<b>Total Liabilities</b>	<b>65,24,11,627</b>

## **2. INSOLVENCY RESOLUTION PROCESS**

The Company, at present, is under the Corporate Insolvency Resolution Process in terms of provisions of Insolvency & Bankruptcy Code, 2016 vide an order of Hon'ble National Company Law Tribunal, New Delhi dated 17.07.2019. Further, the Interim Resolution Professional was appointed as Resolution Professional in the first CoC meeting held on 19.08.2019. Below are the dates of essential events in the instant matter:

Name of Interim Resolution Professional/ Resolution Professional	Mr. Hemant Sharma
Date of Commencement of CIRP Period	17.07.2019
Date of Completion of CIRP Period	13.01.2020 (180 <sup>th</sup> day from insolvency commencement date).
Date of Public Announcement	20.07.2019
Initial cut-off date of Receipt of Claim	02.08.2019
Date of Appointment of Resolution Professional	19.08.2019
Publication of Form G	01.10.2019 & 21.10.2019
Last date for receipt of Expression of Interest	05.11.2019

## **3. ELIGIBILITY CRITERIA**

For the eligibility criteria approved by the Committee of Creditors in its second meeting of the committee held on 30<sup>th</sup> September 2019 at New Delhi, kindly refer to Annexure 'B' of this document.

## **4. SUBMISSION OF EOI:**

- a. Expression of Interest (EOI) is invited in a sealed envelope superscripted as "Expression of Interest for participating in CIRP of "Moser Baer Electronics Limited", in the format as set out in Annexure 'A' of this document;

- b. Applicants shall meet the Eligibility Criteria as set out in Annexure 'B' of this document;
- c. Applicants shall submit the EOI along with the supporting documents set out in Annexure 'C' of this document;
- d. Applicants shall provide the details as set out in Annexure 'D' of this document;
- e. An applicant shall submit a sealed envelope containing a complete set of the documents listed above in hard copy along with the Annexures stated above, to the following address by post or deliver in person:

**HEMANT SHARMA  
RESOLUTION PROFESSIONAL  
IN THE MATTER OF MOSER BAER ELECTRONICS LIMITED  
HOUSE NO. 263, BLOCK NO. 2,  
SUBHASH NAGAR, NEW DELHI-110 027**

- f. A soft copy of the documents stated above shall also be mailed to [cirp.mbel@gmail.com](mailto:cirp.mbel@gmail.com) on/before the last date of submission of Eoi mentioned under Form G published on 30<sup>th</sup> January 2020 in Business Standard (English/Hindi) Delhi-NCR region.

**6. LAST DATE FOR SUBMISSION OF EOI:**

The last date for submission of EOI is February 14, 2020 up to 6:00 P.M., which may be extended as may be decided by the CoC of MBEL.

All the EOIs received will be reviewed by RP on behalf of COC and shortlisted eligible applicants will be accordingly communicated. The Information Memorandum prepared as per the provisions of the Code including the details of the process and evaluation matrix, and access to Virtual Data Room will be shared with the eligible applicants upon their furnishing an undertaking of confidentiality in terms of provision of section 29(2) of IBC, 2016 read with Regulation 36(4) of the of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

The Prospective Resolution Applicants submitting the EOI must ensure that they do not suffer from any ineligibility in terms of the provisions of section 29A or any other provision of IBC, 2016 and furnish necessary undertaking in support of the same. (Refer Annexure 'E' for provision of Section 29A).

### **TERMS & CONDITIONS**

- 1) RP/COC has the right to cancel or modify the process without assigning any reason and without any liability. In this regard please be informed that this is not an offer document and is issued with no commitment. Applicants should regularly visit the Witworth IPE website i.e. <http://www.witworthipe.com> to keep themselves updated regarding clarifications/ amendments/ time-extensions, if any.
- 2) RP/COC reserves the right to withdraw EOI and change or vary any part thereof at any stage and also reserve the right to disqualify any Prospective Resolution Applicant, 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 Invitation for EOI.
- 4) Neither the Prospective Resolution Applicant (PRA) nor any of representatives of the PRA shall have any claims whatsoever against the Resolution Professional or any member of the COC or any of their directors, officials, agents or employees of RP's IPE arising out of or relating to this Invitation for EOI.
- 5) By submitting a proposal, each Prospective Resolution Applicant 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.

- 6) Criteria for Eligibility - EOIs of only those interested parties who meet the eligibility criteria specified in **Annexure 'B'** will be considered. EOIs which do not meet the criteria shall be rejected.

**“ANNEXURE - A”**

[On the Letterhead of the Entity Submitting the Eol]

**EXPRESSIONS OF INTEREST**

Date: \_\_\_\_\_

To,

**HEMANT SHARMA  
RESOLUTION PROFESSIONAL (“RP”)  
IN THE MATTER OF MOSER BAER ELECTRONICS LIMITED  
HOUSE NO. 263, BLOCK NO. 2,  
SUBHASH NAGAR, NEW DELHI-110 027  
E-mail ID: [cirp.mbel@gmail.com](mailto:cirp.mbel@gmail.com)**

**Subject: Expression of Interest (“Eol”) for submitting Resolution Plan for Moser Baer Electronics Limited (MBEL) (“Corporate Debtor”) undergoing Corporate Insolvency Resolution Process (CIRP).**

Dear Sir,

In response to the public advertisement in Business Standard dated 30<sup>th</sup> September 2019 (“**Advertisement**”) inviting Eol for submission of resolution plans (“**Resolution Plan**”) as per the provisions of the Insolvency and Bankruptcy Code, 2016 (“**IBC**”), we confirm that we have understood the eligibility criteria mentioned in ‘Annexure B’ to this Eol and meet the necessary threshold and criteria mentioned therein and submit our Eol for submission of a Resolution Plan for the Corporate Debtor.

Along with our Eol, we have also provided information as required in the prescribed format in ‘Annexure C’ and ‘Annexure D’.

We further undertake that the information furnished by us in this Eol 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 document in order to establish the eligibility criteria for the above-mentioned proposal. Further, we agree and acknowledge that:

- (a) the EoI will be evaluated by the RP/ Process Advisor on behalf of the Committee of Creditors (“CoC”) of MBEL based on the information provided in the Annexures and attached documents to determine whether we qualify to submit a proposal for the proposed transaction;
- (b) the RP/ the CoC reserve the right to determine at their sole discretion, whether or not we qualify for the submission of the proposal and may reject the EoI submitted by us with/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) Meeting the qualification criteria set out in EoI / Annexure – B alone does not automatically entitle us to participate in the next stage of the bid process;
- (e) We are not an ineligible person(s) in terms of provisions of Section 29A of the IBC, 2016. We are ‘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 whatsoever;
- (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

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

## **“ANNEXURE – B”**

### **ELIGIBILITY CRITERIA FOR QUALIFICATION**

In the second meeting of Committee of Creditors of MBEL held on 30<sup>th</sup> September 2019, the following eligibility criterion was decided by the members of CoC for a Prospective Resolution Applicant to participate in the Insolvency Resolution Process of MBEL, for submission of Resolution Plan:

#### **1) Category A – In case of an individual**

- Minimum tangible net-worth of INR 25 lakh as per the Income Tax return of the immediately preceding completed financial year but not earlier than March 31, 2018.

#### **2) Category B - In case of a private/ public limited company, LLP, body corporate incorporated in India:**

- Minimum tangible net worth (TNW) of INR 1 crore and turnover of Rs. 5 crores (as per Companies Act, 2013) as per the audited balance sheet at the end of the immediately preceding completed financial year, but not earlier than March 31, 2018.

#### **3) Category C – In case of bidding as a Consortium**

- PRA may be a “Consortium”. Consortium shall mean any person acting together with another person as a consortium/joint bidder or joint venture (whether incorporated or not) for the purpose of submission of the EoI and Resolution Plan in respect of the Corporate Debtor;
- Lead member must hold at least 20% equity in the consortium;
- All members of the Consortium shall have positive TNW at the end of FY 2018-19;
- The Prospective Resolution Applicant must be a profit-making entity for last two financial years i.e. FY 2017-18 and FY 2018-19;
- In case of consortium of individuals, TNW shall be calculated based on weighted average of their respective net worth i.e. the aggregates of such portions of their TNW, as is proportionate to their shareholding in the

consortium, will count towards the qualification criteria of TNW under this EoI. The Consortium *per-se* should satisfy condition of category A;

- In case the consortium is of body corporates, 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;
- If members are from Category A & B, the criterion applicable to the individual members will be the criterion as applicable to the category it belongs as recalculated based on its share in the consortium i.e. each consortium member will satisfy the criterion applicable to its category as multiplied by its share in the consortium;

**(THIS SPACE HAS BEEN INTENTIONALLY LEFT BLANK)**

**“ANNEXURE – C”**

**SUPPORTING DOCUMENTS TO BE ATTACHED WITH EOI**

- 1) For all PRAs - Profile of the PRA;
- 2) Income Tax Return for immediately preceding 3 (three) financial years of the PRA along with the details of Balance Sheets and Profit & Loss account for the corresponding years;
- 3) Copies of Certificate of Incorporation/ Registration and Constitutional Documents (MoA, AoA);
- 4) Audited financial statements for immediately preceding 3 (three) financial years;
- 5) Relevant statement of funds availability of the PRA and/or promoter/promoter group or any other group company, as per the eligibility criteria;
- 6) Certificate from Statutory Auditor or Chartered Accountant certifying as at end of last 3 financial years
  - a. TNW;
  - b. AUM/loans & advances;

## “ANNEXURE- D”

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

- a. Name of the Individual/Firm/Company/Organisation:
- b. Address:
- c. Telephone No:
- d. Fax (if any):
- e. Email:

### **2. Date of Establishment of Firm/Company/Organization:**

### **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: The Company profile should necessarily include tangible net worth and revenue numbers of the preceding three years. Where the entity submitting the EoI is a financial investor /fund entity, please provide details pertaining to “assets under management”. Further the fulfilment of qualification criteria must be clearly identified/certified herein.]*
- b. Experience of the Company in the relevant sector.
- c. History if any, of the Company or affiliates of the Company being declared a ‘wilful defaulter’, ‘non-cooperative borrower’, ‘non-impaired asset’ or ‘non-performing asset’.

## “ANNEXURE - E”

I/We hereby solemnly declare/undertake that I/We have gone through the entire document, read the eligibility criteria, understood the stated terms & conditions and upon considerate perusal of the clauses and the provisions of Section 29A of Insolvency and Bankruptcy Code, 2016 (mentioned hereunder) in entirety, declare that I/We is/are not disqualified (partially or fully) under the said provisions of Section 29 A of the Insolvency and Bankruptcy Code, 2016 or any other clause of this document.

*“ 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):*

*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
- (iv) 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."*