

EXPRESSION OF INTEREST

WHITE METALS LIMITED

ELIGIBILITY CRITERIA

1. BACKGROUND

White Metals Limited (“WML” or “Corporate Debtor” or “Company”), is a public company incorporated under the provisions of the Companies Act, 1956 on 13th November, 1987 under the name “Midi Extrusions Ltd.”. The registered office of the Company is situated at 9009, D.B Gupta Road, Pahar Ganj, New Delhi-110055. The Company has recently changed its name to “White Metals Limited”

2. BRIEF PROFILE

The aluminium industry in India comprises of the majors in this field – the Primaries – the downstream actors, the intermediaries, the end-users, the specifiers and also those who promote the use of aluminium for various new applications, with almost religious fanaticism.

WML is proud to be in the last category, cited above. Riding on the strength of a three decade presence in aluminium trading activities – in rolled, extruded and foil products, WML had put up its maiden manufacturing facility through its extrusion plant at NOIDA, Uttar Pradesh in 1996. White Metals Limited started commercial operations in 1997 and is now a well-known source of quality aluminium extrusions. It caters to the stringent demands of many end-use sectors. The company's key emphasis lies in the automotive sector, closely followed by electronic, electrical, and architectural sectors of application.

The company obtained its Quality certification under ISO: 9001-2000, effective 6 March 2003 from BSI Management System Private Limited. Efforts are underway to achieve more stringent levels of Quality certification. Starting with a 900 T – force – Extrusion Press, WML has recently commissioned a 2500 T – force - Extrusion Press. This has enhanced its capacity, to supply 240 mm. wide sections. Current extrusion capabilities will thus cater to the needs of a large number of potential customers. For Automotive Heat Exchanger Tubes application, WML has an ongoing Technology Assistance Agreement with a leading European Consultancy firm, with high hands-on experience on such critical end-use automotive applications.

The Company is engaged in the business of manufacture of aluminum extruded products used in the architecture/real estate construction, automotive, electrical/engineering applications.

The Company is working on going concern basis under the supervision of a Resolution Professional.

Present Product Line

- Aluminium Extruded Products
- Precision Tubes
- Fabrication

Plant Location

WML has its production facility situated at A 23-26, A-1, Hosiery Complex, Phase- II, Extension, Noida (U.P.) – 201305. Currently, three inland container depots are operating as Dry Port in NCR region within a radius of 25 km from the plant. The location of the plant is highly strategic with seamless connectivity and gaining more prominence with expansion of Metro Rail.

Fixed assets owned by the corporate debtor:

S. No.	Location	Purpose
1.	A 23-26, A-1, Hosiery Complex, Phase-II Extension, Noida-201 305, Uttar Pradesh	Production facility
2.	9667/2, Sadar Thana Road, Gali No. 11, Pahar Ganj, New Delhi-55	Building not in use

3. CIRP PROCESS

The Corporate Debtor (WML) is currently under Corporate Insolvency Resolution Process (CIRP) as per the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC), pursuant to an order of Hon'ble NCLT, Principal Bench, New Delhi dated June 13, 2018.

Mr. Hemant Sharma, acting in his capacity as the Resolution Professional (RP) for the Corporate Debtor, hereby under Sections 25(2)(h) of IBC invites Expression of Interest (EOI) from prospective lenders, investors and any other persons (Prospective Resolution Applicant) for the purpose of submission of Resolution Plan in respect of the

Corporate Debtor within the time lines indicated under Regulation 36B of the Insolvency & Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

4. ELIGIBILITY CRITERIA

Please refer to Annexure 'B'

5. SUBMISSION OF EOI:

- a. Expression of Interest (EOI) is invited in a sealed envelope superscripted as "Expression of Interest for participating in CIRP of White Metals Limited", in the format as set out in Annexure 'A'.
- b. Applicants shall meet the Eligibility Criteria as set out in Annexure 'B'.
- c. Applicants shall submit the EOI along with the supporting documents set out in Annexure 'C'
- d. The details of the Applicant as set out in Annexure 'D'.
- e. 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 deliver in person:

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

- f. A soft copy of EOI along with annexures stated above should be mailed to **ip.whitemetalslimited@gmail.com**.

6. LAST DATE OF SUBMISSION OF EOI:

The last date for submission of EOI is October 10, 2018 up to 6 P.M., which may be extended as may be decided by the CoC of WML.

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 A 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 accordance with the provisions of section 29A or any other provision of IBC, 2016. (Refer Annexure 'E')

NOTE

- 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 at <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 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 Resolution Applicant ("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.
- 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 EoI]

EXPRESSIONS OF INTEREST

Date: _____

To,

**HEMANT SHARMA
RESOLUTION PROFESSIONAL (“RP”)
IN THE MATTER OF WHITE METALS LIMITED
HOUSE NO. 263, BLOCK NO. 2,
SUBHASH NAGAR, NEW DELHI-110 027
E-mail ID: ip.whitemetalslimited@gmail.com**

Subject: Expression of Interest (“EoI”) for submitting Resolution Plan for White Metals Limited (WML) (“Corporate Debtor”) undergoing Corporate Insolvency Resolution Process (CIRP).

Dear Sir,

In response to the public advertisement in _____ dated September 25, 2018 (“**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 have understood the eligibility criteria mentioned in ‘Annexure B’ to this EoI and meet the necessary threshold and criteria mentioned therein and submit our EoI for submission of a Resolution Plan for the Corporate Debtor.

Along with our EoI, 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 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 preliminary proposal in order to pre-qualify 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 WML 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;

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 meeting of Committee of Creditors of WML held on 19/09/2018, the following eligibility criterion was decided by the members of CoC for a Prospective Resolution Applicant to participate in the CIRP of WML, for submission of Resolution Plan:

1) Category A - In case of a private/ public limited company, LLP, body corporate whether incorporated in India or outside India:

- Minimum tangible net worth (TNW) of Rs. 20 crores (as per Companies Act, 2013 or, in case of NBFCs, applicable RBI Regulations) at the end of the immediately preceding completed financial year, but not earlier than March 31, 2017

2) Category B - In case of Financial Investors (FI¹) / Mutual Funds / Private Equity/ Venture Capital Funds, Domestic/ foreign Investment institutions, Non-Banking Finance Companies (NBFC²), 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, 2017; OR
- ¹FI as defined under Section 45-1(c) of RBI Act
- ²NBFC as defined under Section- 45-1(f) of RBI Act

Shortlisted applicants based on the eligibility criteria shall be provided access to Virtual Data Room on signing of Non-Disclosure Agreement, which shall be shared separately.

Please be informed that all the Prospective Resolution Applicants, must not attract any of the in-eligibilities as per the provisions of Section 29A of IBC, 2016.

“ANNEXURE - C”

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) For all RAs - Audited financial statements for immediately preceding 3 (three) years of the RA and/or its promoter/promoter group or any other group company as per eligibility criteria
- 4) For Category B RAs - Relevant statement of funds availability of the RA and/or promoter/promoter group or any other group company, as per the eligibility criteria.
- 5) Certificate from Statutory Auditor or Chartered Accountant or Company Secretary or equivalent in the jurisdiction of incorporation of the Company certifying as at end of last 3 financial years
 - a. TNW for Category A
 - b. AUM for Category B
- 6) For all RAs - A notarized declaration from the RA in order to demonstrate that the promoter/promoter group or any other group company are part of the same group, in case the interested party is using such entities for meeting the eligibility criteria. Please note that the RA shall provide all relevant documents for its promoter/promoter group or any other group company, if required to meet the eligibility criteria.
- 7) A self declaration, stating that the Resolution Applicant is not disqualified as per section 29A or any other provision of IBC, 2016.

“ANNEXURE D”

1. Name and Address:

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

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

(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.