

***INVITATION FOR EXPRESSION OF INTEREST FOR
SUBMISSION OF RESOLUTION PLAN***

FOR

***CAFÉ D LAKE PVT LIMITED
HYDERABAD***

DISCLAIMER NOTICE

This document is issued by the Resolution Professional, Café D Lake Pvt. Ltd (defined hereinafter) for general information only, without regard to any specific objectives, suitability, financial situations and needs of any particular Person and does not constitute any recommendation of an offer to buy, purchase or subscribe to any securities/assets mentioned therein. Neither this document nor anything contained herein shall form the basis of or be relied upon in connection with any contractor commitment whatsoever. This document does not solicit any action based on the material contained herein. Nothing contained herein is intended by Resolution Professional to be construed as legal, accounting, commercial, operational or tax advice.

This document is neither an agreement nor an offer by the Resolution Professional or the members of CoC (defined hereinafter) to the Prospective Resolution Applicants or any other Person. The purpose of this document is to provide interested parties with information that may be useful to them in making their Resolution Plan pursuant to this document.

No statement, fact, information (whether current or historical) or opinion contained herein should be construed as a representation or warranty, express or implied, of Resolution Professional including its advisors, Café D Lake Pvt. Ltd or the members of CoC; and none of the Resolution Professional, Café D Lake Pvt. Ltd, the members of the CoC or any other Persons/entities shall be held liable for the authenticity, correctness or completeness of any such statements, facts or opinions. This document may not be all inclusive and may not contain all the information that the recipient may consider material. Each Prospective Resolution Applicant should, conduct its own investigations, diligence, and analysis and should check the accuracy, adequacy, correctness, reliability and completeness of the assumptions, assessments, statements and information contained in this document and obtain independent advice from appropriate sources.

This document contains confidential, proprietary and/or legally privileged information and it must be kept confidential by the recipient.

By accepting a copy of this document, the recipient accepts the terms of this disclaimer notice, which forms an integral part of this document. Further, no Person shall be entitled under any law, statute, rules or regulations or tort, principles of restitution or unjust enrichment or otherwise to claim for any loss, damage, cost or expense which may arise from or be incurred or suffered on account of anything contained in this document or otherwise, including the accuracy, adequacy, authenticity, correctness,

completeness or reliability of the information or opinions contained in this document and any assessment, assumption, statement or information contained therein or deemed to form part of this document, and Resolution



Professional, Café D Lake Pvt. Ltd, members of CoC and representatives do not have any responsibility or liability for any such information or opinions and therefore, any liability or responsibility is expressly disclaimed.

Resolution Professional may in its absolute discretion, but without being under any obligation to do so, update, amend or supplement the information, assessment or assumptions contained in this document.

1. Background

Café D Lake Pvt Limited (CD) came under CIRP w.e.f. 18th March 2019 when NCLT vide its order dated 18th March 2019 appointed Mr. Vijay Bhaskar Rao as the IRP. He took immediate charge and held the first meeting of the Committee of creditors on 16th April 2019. Thereafter, upon his unwillingness to continue as the Resolution Professional (RP), TFCI Limited, the Financial Creditor who had commenced the CIRP against the CD, proposed the name of Mr. Mukesh Kumar Gupta to act as RP. NCLT vide its order posted on website on 2nd May 2019 appointed Mr. Mukesh Kumar Gupta as the RP, who took charge as the RP of the CD w.e.f 4th May 2019. In terms of the provisions of Regulation 36A of the Insolvency Resolution Regulations 2016, a public announcement inviting expression of interest was made on 31st May 2019 in the prescribed form G.

A. About the F&B Industry:

India is booming with food joints. New restaurants are constantly coming up. Whereas a decade ago, eating out had not been a prominent feature in an Indian's life, over the years, due to changing consumer patterns, eating out has gained momentum. Online ordering, home delivery, cashback facilities, reward points and heavy discounts summarize the current delights that restaurants offer to the consumers. By 2021, the restaurant sector will contribute almost 2.1% to the nation's GDP witnessing a CAGR of 10%. The top eight cities in India have been the center of development, especially for the organized Food Services. The two Mega Metros, Delhi and Mumbai, contribute a total of 22% (11% each) to the Food Services market. The 6 Mini Metros (Ahmedabad, Pune, Chennai, Kolkata, Bangalore, and Hyderabad) constitute around 20% of the Food Services market, while the rest of the contribution comes from the upcoming 21 cities along with the rest of India.





B. Certain facts about the Company

Café d Lake Private Limited (CDPL) is engaged in food & beverage business since past 15 years. CDPL owns/operates seven restaurants under 'Minerva Coffee Shop', 'Blue Fox' and 'Water Front' brands, six small banquet halls and a food court with 22 outlets known as 'Eat Street' in the cities of Hyderabad and Vijayawada.

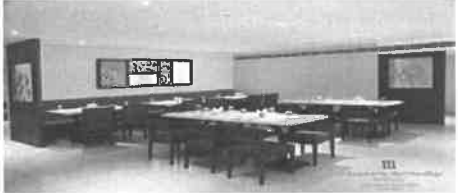


Minerva Coffee Shop is a vegetarian South Indian cuisine restaurant and Blue Fox and Water Front are multi-cuisine restaurants –cum-bar serving vegetarian and non-vegetarian Indian, Chinese & Continental cuisine & alcoholic beverage drinks. Further the company under the Minerva coffee shop under takes out door catering for various events.

C. Location:

CDPL operates, in leased premises, restaurants under 'Minerva Coffee Shop', 'Blue Fox' and 'Water Front' brands, small banquet halls and a food court with 22 outlets (5 self-operated & 17 leased) known as 'Eat Street' in the cities of Hyderabad and Vijayawada. The details of the facilities and approx. capacity of the outlet are as under :-

Location	F&B Outlet	Seating Capacity	Property Ownership	Out lets photos
Necklace Road, Hyderabad	Water Front Restaurant Food Courts (22 nos.)	160 700	State Government on BOT basis for a period 33 years w.ef2002. Remaining licence is for a period 16 years	 



<p>Huda Techno Enclave, Main Road, Hitech City, Madhapur, Hyderabad</p>	<p>Minerva Coffee Shop Blue Fox Restaurant Banquet Hall</p>	<p>144 126 300</p>	<p>Lease from private parties Lease period 15 year from 2015 Remaining unexpired lease period 11 years 10800 Sq.ft each in 1st and 4th floor</p>	
<p>Ameerpet, Hyderabad Plot No:3,Regency Plaza,Ameerpet, Hyderabad-500016,</p>	<p>Minerva Coffee Shop Blue Fox Restaurant Banquet Hall</p>	<p>145 150 200</p>	<p>Lease from private parties</p>	
<p>Governer Peta, Vijaywada</p>	<p>Minerva Coffee Shop Blue Fox Restaurant Banquet Hall</p>	<p>125 140 150</p>	<p>Lease from private parties</p>	

2. INVITATION FOR EXPRESSION OF INTEREST TO SUBMIT A RESOLUTION PLAN FOR CAFÉ D LAKE PVT LIMITED

The Corporate Debtor (CDPL) is currently undergoing Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC), pursuant to an order dated 08.01.2019 of the Hon'ble NCLT, New Delhi.

Mr. Mukesh Kumar Gupta, 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 June 16, 2019 upto 6 P.M. The time line may be extended as may be decided and instructed by the CoC. In case EOI is not submitted by the specified time period, then the RP shall have the right to reject the EOI.

3. Submission of EOI

- a) The prospective RAs should meet the Eligibility Criteria as set out as Annexure 'A'.
- b) EOI is invited in a **plain sealed envelope** superscripted as **"Expression of Interest for participating in the Corporate Insolvency Resolution Process of Café D Lake P Ltd in the format as set out in Annexure B"**
- c) The prospective RAs should submit the EOI along with the Supporting documents set out as Annexure 'C'.
- d) The details of the prospective RAs set out as Annexure 'D'.
- e) A soft copy of EOI along with annexures as stated above should also be mailed to cdplrp19@gmail.com or guptam11@gmail.com EOIs not fulfilling the above conditions are liable to be disqualified without any further communication.

Note:

1. RP/Committee of Creditors ("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. Applicants should regularly visit the CDPL website at www.cafedlake.com to keep themselves updated on clarifications/amendments/time-extensions, if any.
2. RP/CoC reserve the right to withdraw the invitation for EOI and change or vary any part thereof at any stage and also reserve the right to disqualify any prospective RA, should it be so necessary at any stage.
3. No oral conversations or agreements/arrangements with the RP or any official, agent or employee of the RP, the Company or any member of the CoC shall affect or modify any terms of this invitation for EOI.
4. Neither the RAs nor any of representatives of the RAs shall have any claims whatsoever against the RP or any member of the CoC or any of their directors, officials, agents or employees arising out of or relating to this invitation for EOI.

5. By submitting a proposal, each prospective RA shall be deemed to acknowledge that it has carefully read and understood the entire invitation for EOI and has fully informed itself as to all existing conditions and limitations and implications thereof.
6. Criteria for Eligibility-EOIs of only those interested parties whom the eligibility criteria specified in Annexure 'A' will be considered. EOIs which do not meet the criteria shall be rejected with or without any further communication to the rejected applicants.
7. The prospective RAs shall submit the sealed envelope containing a complete set of the EOI in hard copy along with the Annexures as stated above, to the following address by post or deliver in person:



MUKESH KUMAR GUPTA
RESOLUTION PROFESSIONAL
IN THE MATTER OF CAFÉ D LAKE PVT LTD.
C/O WITWORTH INSOLVENCY PROFESSIONALS P LTD
C-124, LAJPATNAGAR -1, NEW DELHI -110024
Email ids: cdplrp19@gmail.com; guptam11@gmail.com



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"

Eligibility Criteria For Qualifying As Resolution Applicant

The eligibility criteria, as decided by CoC in its 2nd meeting dated 23rd May 2019 that the Prospective Resolution Applicants shall approach the RP of the Company for the purpose of participation in the CIRP shall be as follows:

1. **Category A – In case of a private/ public limited company, LLP, body corporate whether incorporated in India or outside India, non-corporate entities like individuals, partnership firms, Consortium etc.**

Minimum tangible net worth (TNW) of Rs. 5 Crore (as per Companies Act, 2013) as per the latest audited Financial Statements which shall not be older than 31.03.2018 from the date of issue of Invitation for Expression of Interest and on the basis of Provisional Financial Statements as on 31.03.2019. Applicant should have net profit for last 3 financial years.

2. **Category B– In case of Financial Institutions (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 atleast Rs. 100 crores as per the latest audited Financial Statements which shall not be older than 31.03.2018 from the date of issue of Invitation for Expression of Interest and on the basis of Provisional Financial Statements as on 31.03.2019.

Notes:

*FI as defined under Section 45I(c) of RBI Act

NBFC as defined under Section 45I(f) of RBI Act

-In case of consortium, any one of the members shall meet the aforesaid criteria mentioned for either Category A or Category B.



"Annexure B"
**[Format of Expression of Interest
Submitting the EOI]**

[In the letter Head of the Entity Submitting the EOI]

Date; _____

To,

RESOLUTIONPROFESSIONAL
MUKESH KUMAR GUPTA
INTHEMATTERCAFÉ D LAKE PVT LTD.
C/O WITWORTH INSOLVENCY PROFESSIONALS P LTD
C-124, LAJPATNAGAR -1, NEW DELHI -110024
E-mailID: cdplrp19@gmail.com or guptam11@gmail.com

Subject: Expression of Interest ("Eoi") for submitting Resolution Plan for Café D Lake P Ltd ("Corporate Debtor" undergoing Corporate Insolvency Resolution Process ("CIRP")).

Dear Sir,

In response to the public advertisement in [Insertnameofnewspaper], dated[] and/or [Insertnameofnewspaper.], dated[] ("**Advertisement**") inviting Eoi for submission of resolution plans ("**ResolutionPlan**") for the Corporate Debtor undergoing corporate insolvency resolution process as per the provisions of the Insolvency and Bankruptcy Code, 2016 ("**IBC**"), I / we confirm that we have understood the eligibility criteria mentioned in Annexure A to the Eoi and furtherconfirm that we meet the necessary thresholds and criteria mentioned therein, and present our Eoi for submission of a Resolution Plan for the Corporate Debtor.

Alongwith our Eoi, we have also provided information as required in the prescribed format in Annexure C and Annexure D.

I/We further undertake that the information furnished by us in this Eoi and Annexures is true, correct, complete, and accurate. Based on this information we understand you would be able to evaluate our preliminary proposal in order to qualify us for the above-mentioned proposal i.e. for submission of the Resolution Plan for the Corporate Debtor. Further, we agree and acknowledge that:

- a) the Eoi will be evaluated by the RP (on behalf of the Committee of Creditors ("CoC") ofCafé D Lake Pvt Ltd. based on the informationprovided in the Annexures and attached documents to determine whether we qualify to submit a Resolution Plan for the Corporate Debtor;



- b) the RP/ the CoC reserve the right to determine at their sole discretion, whether or not we qualify for the submission of the Resolution Plan for the Corporate Debtor and may reject the Eol submitted by us with or without assigning any reason/without any liability whatsoever;
- c) the RP/ the CoC reserve the right to request for additional information or clarification(s) from us for the purposes of the Eol and we shall promptly comply with such requirements. Failure to satisfy the queries of RP/CoC may lead to rejection of our Eol;
- d) Meeting the qualification criteria set out in Eol alone does not automatically entitle us to participate in the next stage of the process;
- e) We will continue to meet the eligibility criteria throughout the bid/resolution plan process, and any material adverse change affecting the consortium members ability to perform in consortium shall be intimated within 3(three) business days to the CoC/RP;
- f) In case of consortium, we would comply with the eligibility criteria pertaining to equity holding i.e. the lead member must hold atleast 51% total equity participation in the consortium who shall be designated as the lead member. All other members would need to have a minimum stake of 20% each in the consortium;
- g) We are eligible person in terms of provisions of Section 29 A of the IBC. We area ' fit and proper' person and not under any legal disability to be a promoter entity of the Company under the applicable law including listing agreements, stock exchange requirements and SEBI regulations and guidelines.

Yours Sincerely,

On behalf of *[Insert the name of the entity submitting the Eol]* 1&2

Signature:

Nam of Signatory:

Designation:

Company Seal/Stamp

1: In case of Consortium applicant the Eol shall be signed by each member.

2: The person signing the Eol and other supporting documents should be an authorised signatory supported by necessary board resolutions/authorization letter/power of attorney, as applicable.



"ANNEXURE – C"

Supporting Documents to be submitted with EOI

S.No	Public / Private Limited Company / LLP/ Body Corporate / NBFC/	Financial Institutions (FIs)/ Mutual Funds (MFs) / Private Equity (PE) Investors / Any other person	Sole Individual Investor
1	Profile of the RA (AsperAnnexureD)	Profile of the RA (AsperAnnexureD)	Profile of the RA (AsperAnnexureD)
2	Copies of Certificate of Incorporation/Registration and Constitutional Documents (MoA,AoA)	Copies of Certificate of Incorporation/Registration and Constitutional Documents (MoA,AoA)	Government ID proofs (AADHAAR/PAN and Voters'id/Driving Licence/Passport)
3	Audited financial statements for immediately preceding 2 (two) years and Provisional Financials for the FY 2018-19	Audited financial statements for immediately preceding 2 (two) years and Provisional Financials for the FY 2018-19	Income tax returns for immediately preceding 3 (three) years.
4	Certificate from Statutory Auditor or Chartered Accountant or Company Secretary or equivalent in the jurisdiction of incorporation of the Company certifying TNW as at end of last 3 financial years, 2018-19 provisional	Certificate from Statutory Auditor or Chartered Accountant or Company Secretary or equivalent in the jurisdiction of incorporation of the Company certifying AUM as at end of last 3 financial years and Committed funds at 31 Mar 19.	Certificate from Statutory Auditor or Chartered Accountant or Company Secretary or equivalent certifying networth as at end of last 3 financial years.



5	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.-	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.-	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.--
---	---	---	--

Note:

In case of a consortium:

- ❖ The above documents including certificates are required for each of the Consortium members.
- ❖ The relevant documents of the consortium and the consortium agreement shall also be provided.



ANNEXURE 'D'

1. Details of Projective Resolution Applicant

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

2. Name and Address:

- Name of the Firm/Company/Organization/ Sole Individual:
- Address:
- Telephone No:
- Fax:
- Email:

3. Date of Establishment/ Date of Birth (for individual):

4. Core Area of Expertise:

5. Contact Person:

- Name:
- Designation:
- Telephone No:
- Email:

6. Company/FI Profile:

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

Financial Year	Public /Private Limited Company / LLP/Body Corporate / NBFC/ Financial Institutions (FIs)/Mutual Funds / Private Equity	Financial Institutions (FIs)/Mutual Funds (MFs) /Private Equity (PE) Investors / Any other person Financial Institutions (FIs)/Mutual Funds /Private Equity	Sole Individual investor
At 31 Mar 17	TNW in crores	AUM in Crores	Networth in Crores
At 31 Mar 18	TNW in crores	AUM in Crores	Networth in Crores
At 31 Mar 19 Provisional	TNW in crores	AUM in Crores and committed funds in crores	Networth in Crores



(Note: Where the entity submitting the EoI is a financial investor/fund equity, 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, 2019, 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’

