

INVITATION FOR EXPRESSION OF INTEREST AND SUBMISSION OF RESOLUTION PLAN IN

VARANASI AUTO SALES LIMITED

under the provisions of

SECTION 25(2)(h) OF INSOLVENCY AND BANKRUPTCY CODE, 2016

and

Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

Re: Application C.P. [IB] 64 ALD 2017

Last Date of Submission	Date: Saturday, the 18th August, 2018	Time: 12 Noon [Indian Standard Time]
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Issued by:

YOGESH GUPTA - Resolution Professional for Varanasi Auto Sales Limited

Resolution Professional, IBBI Regn No.: IBBI/IPA-001/IP-P00349/2017-18/10650

Registered Address with IBBI: 256, Picnic Garden Road Garden Towers, 8 th Floor, Block A, Kolkata-700039	Correspondence Address: C/O, Motiwala Industrial Estate, PAC Thana Maduadih, Bhullanpur, Varanasi 221 108
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Email ID for Correspondence:

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IP.varanasiauto@gmail.com

Ph No 9831752939

1. INTRODUCTION TO VARANASI AUTO SALES LIMITED

Varanasi Auto sales Limited (CIN: U25112UP1977PLC004427) [hereinafter referred as “the Corporate Debtor”] was incorporated as a Private Limited company under the Companies Act, 1956 on 30th May, 1977 and was subsequently converted to a closely held (deemed) Public Limited company on 21st April, 2000. The Corporate Debtor is registered with Registrar of Companies, Kanpur (RoC). The Registered Office, Show Room and Workshop of the Corporate Debtor are located as under:

Particulars	Address	Contact Nos.
Registered Office	J-15/65C & J-15/65C-1A, Mohalla Alaipur, Ward Jaitpura, District Varanasi – 221 001, Uttar Pradesh	Mobile No- 9451125527 E mail id.- vijay@varanasiauto.com Tel no.- NA
City Show Room, Workshop and Service Station	J-15/65C & J-15/65C-1A, Mohalla Alaipur, Ward Jaitpura, District Varanasi – 221 001, Uttar Pradesh	Mobile No- 9451125527 E mail id. - vijay@varanasiauto.com Tel no.- NA
Babatpur Show Room, Workshop and Service Station	Arazi no 8, 9 & 774 Mauza Babatpur, Pargana- Athgawan, Tehsil-pindra, Varanasi. Uttar Pradesh	Mobile No- 9235632890 E mail id- vishwajit.chakravorty@varanasiauto.com Tel no- NA

2. The Corporate Debtor was primarily engaged in dealership of TATA MOTORS LIMITED. At present the corporate debtor is operating automobile workshop, service station at Alaipur and Babatpur, Varanasi.

The Corporate Debtor is currently undergoing a Corporate Insolvency Resolution Process (“CIRP”) that has been initiated as per the provisions of section 10 of the Insolvency and Bankruptcy Code, 2016 [IBC] by a Company Petition (IB) No 64 / ALD / 2017. By an Order dated 26 April, 2018 the National Company Law Tribunal (“NCLT”), Allahabad Bench, admitted such petition and CIRP commenced for the Corporate Debtor from such date of admission by NCLT. In the first meeting of the Committee of Creditors [COC] held on 30 May 2018, Mr Yogesh Gupta was appointed Resolution Professional [RP] which was confirmed by NCLT vide its Order dated 7 June 2018.

The RP is in process of inviting the Expression of Interest (“EOI”) from Prospective Resolution Applicants for submission of a resolution plan in respect of the Corporate Debtor in accordance with Section 25(2)(h) of the IBC, 2016. The Prospective Resolution Applicant shall be “fit and proper” person who is not barred under Section 29A of the IBC, nor under any legal disability.

3. ELIGIBILITY CRITERIA

The COC have approved the eligibility criteria for the Prospective Resolution Applicants, which is annexed hereto as **Annexure A**.

4. BID BOND

- i. The Shortlisted Bidders shall deposit a refundable or adjustable, Bid Bond of Rs Rs.2,00,00,000 [Rupees two Crores only] in the form of Demand Draft/ RTGS/ Telegraphic Transfer from Foreign Countries or in the form of Bank Guarantee of equivalent amount, alongwith Resolution Plan at the time of submission of Resolution Plan.
- ii. The Bid Bond will be adjusted against the upfront contribution to be made by the successful resolution applicant as per the Resolution Plan. However, the Bid Bond submitted by a successful resolution applicant may be returned to them if such successful resolution applicant (a) requests for such return and (b) simultaneously with such return of the Bid Bond, transfers an amount of INR 2,00,00,000 (INR Two Crores Only) by way of RTGS/NEFT to be applied towards the upfront contribution to be made by the successful resolution applicant as per the Resolution Plan. The Bid Bond will be refunded to the unsuccessful resolution applicant, without interest, as per the timeline specified in the RFRP.
- iii. The Bid Bond amount may be paid through a Demand Draft drawn in favour of **“Varanasi Auto Sales Limited ”** payable at Varanasi or by way of RTGS/ NEFT / telegraphic transfer from foreign countries or bank guarantee as per the details set out above.

5. SUBMISSION OF EOI:

Expression of Interest (EOI) is invited in sealed envelopes superscripted as **<Expression of Interest for Participating in CIRP in Varanasi Auto Sales Limited >**, in the format as set out below:

- (i) EOI in the format as set out in **Annexure 'B'** hereto along with all documents required to be provided therewith;
- (ii) All the supporting documents set out in **Annexure 'C'** hereto; and
- (iii) The details of the Applicant shall be as set out in **Annexure 'D'** hereto.

The Prospective Resolution Applicant shall submit the above-mentioned documents in a sealed envelope in hard copy along with the Annexures stated above, to the following address by Speed post or deliver in person and email:

Mr. Yogesh Gupta

Resolution Professional –Varanasi Auto Sales Limited

Motiwala Industrial Estate, PAC Bhullanpur, Thana Maduadih

Varanasi-221108, Uttar Pradesh, India.

Additionally, a soft copy of EOI converted in pdf format along with above-mentioned documents should also be mailed to: yogeshgupta31@rediffmail.com and IP.varanasiauto@gmail.com.

6. LAST DATE FOR SUBMISSION OF EOI

The last date for submission of EOI is Saturday, August 18th, 2018, till 12 noon.

Note:

- A. All the EOIs received will be sorted out as per the criteria laid down in this document, and scrutiny under Section 25(2)(h) and 29A of IBC and a provisional list of prospective resolution applicant shall be prepared and issued on Monday, 27th August, 2018.*
- B. The Resolution Professional shall release a final list of prospective resolution applicant from the provisional list on Thursday, 6th September 2018.*
- C. The Resolution Professional shall provide Information Memorandum, Evaluation Matrix, request for Resolution Plan on Thursday, 6th September, 2018.*
- D. All eligible EOI applicants shall be allowed time to file Resolution Plan upto Monday, 8th October, 2018.*
- E. Neither the applicant who is providing response against this document for EOI nor any representatives of such applicant 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 the Corporate Debtor arising out of or relating to this EOI document.*

- F. This is not an offer document and is issued with no commitment. Applicants should regularly visit the VASL website at www.varanasiautosales.in to keep themselves updated regarding clarifications/ amendments/ time extensions, if any.*
- G. The Resolution Professional and or the Committee of Creditors 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 applicant, should it be so necessary at any stage.*
- H. No oral conversations or agreements with the Resolution Professional or any official, agent or employee of the Resolution Professional, the Corporate Debtor or any member of the CoC shall effect or modify any terms of this EOI.*
- I. By Submitting a proposal, each applicant shall be deemed to acknowledge that it has carefully read the entire EOI and has fully informed itself as to all existing conditions, limitations and provisions of the IBC.*
- J. Criteria for Qualification- Financial Proposals of only those interested parties who meet the eligibility criteria (Business and Financial) will be considered. EOIs which do not meet the eligibility criteria shall not be mentioned in the provisional list.*
- k. All Potential Resolution Applicants who are desirous of submitting a Resolution Plan in respect of the Corporate Debtor must read, understand and comply with all requirements under the IBC, the CIRP Regulations and any other applicable law that are in force now or which may come into force subsequently, in relation to the resolution plan and all matters under, pursuant to, in furtherance of or in relation to, this invitation.*
- l. Resolution Professional may seek additional information from the Potential Resolution Applicants, if required, or as may be directed by the CoC.*

m. Shortlisted Prospective Resolution Applicants based on the eligibility criteria shall be provided with Information Memorandum/ Evaluation Matrix and other relevant documents on signing of Non Disclosure Agreement which shall be shared separately.

[Yogesh Gupta],

Resolution Professional

[Varanasi Auto Sales Limited]

IBBI Registration No:IBBI/IPA-001/IP-P00349/2017-18/10650

Date: 3rd August, 2018,

Place: Kolkata

ANNEXURE A

ELIGIBILITY CRITERIA FOR RESOLUTION APPLICANT

A. Categories

i. Type I - In case of a private/ public limited company, limited liability partnership, body corporate whether incorporated in India or outside India:

- (a) Minimum Tangible Net worth (TNW) of INR 25 Crores and above as on March 31, 2018 based on audited financial statements of the entity and as certified by a chartered accountant.

Note: Net worth shall be calculated as per Companies Act, 2013.

- (b) Minimum availability of Surplus Funds in the form of Cash and Cash Equivalents as on the latest date of Rs 10 Crores, certified by the Chartered Accountant.

- (c) In case of a consortium, all the members of the consortium, should together meet the above eligibility criteria.

- (d) In case of SPV/LLP the eligibility Criteria of the Promoters would be considered in proportion to their share in SPV/LLP.

ii. Type II - 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:

- (a) Assets Under Management (AUM) of at least INR 500 crores as on March 31, 2018 based on audited financial statements of the entity and as certified by a Chartered Accountant.
- (b) Committed funds available for investment / deployment of at least INR 50 crores as on the latest date, as certified by a chartered accountant. In case of a consortium, all the members of the consortium, should together meet the above eligibility criteria

ANNEXURE B

FORMAT OF EOI

[On the Letterhead of the Prospective RA]

EXPRESSION OF INTEREST- VARANASI AUTO SALES LIMITED

Date:

To,

Mr. YOGESH GUPTA

Resolution Professional – Varanasi Auto Sales Limited

Motiwala industrial Estate, PAC Bhullanpur Thana

Maduadih, Varanasi- 221108

Uttar Pradesh

**Subject: Submission of Expression of Interest (“EOI”) for submitting Resolution Plan for
Varanasi Auto Sales Limited (“Company”) undergoing Corporate Insolvency
Resolution Process (“CIRP”).**

Dear Sir,

In response to the advertisement in Newspaper Financial Express and Rashtrya Sahara on.....and.....respectively and website www.varanasiautosales.in (“**Advertisement**”) inviting expression of interest for submission of resolution plans (“**Resolution Plan**”) as per the provisions of the Insolvency and Bankruptcy Code, 2016 (“**IBC**”), we hereby submit an expression of interest (“**EOI**”) for the submission of resolution

plan under CIRP initiated in relation to the Company.

We confirm that we have understood the requirements and the terms and conditions for filing of this EOI for submission of a resolution plan in respect of the Company.

Along with our EOI, we have also enclosed the information required as per “**Annexure C**” and “**Annexure D**” of your letter dated 03.08.2018 (“**Detailed Invitation Letter**”) and the undertakings required in the format set out in “**Annexure F**” and “**Annexure G**” of the Detailed Invitation Letter.

We further undertake that the information furnished by us in this EOI and Annexures hereto is true, correct, complete, and accurate. We understand you would be able to evaluate our preliminary proposal and eligibility based on this information provided herein in order to shortlist us for the above- mentioned proposal.

Further, we agree, acknowledge and confirm as follows:

- (a) This EOI will be evaluated by the RP on behalf of the Committee of Creditors (“**CoC**”) of the Company based on the information provided in this EOI and the Annexures and other documents attached herewith to determine eligibility to receive a request or invitation for submission of a resolution plan in relation to the Company under the CIRP (“**Resolution Plan**”) and to submit a Resolution Plan;
- (b) The RP and/ or the CoC reserve the right to determine, at their sole discretion, eligibility for the submission of the proposal and may reject the EOI submitted by us without assigning any reason and without any liability whatsoever;

- (c) The RP and/ or 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 and/ or CoC may lead to rejection of our submission pursuant to EOI;
- (d) Any change in consortium or any material change affecting the consortium members' ability to perform in consortium shall be intimated within 3 (three) business days (means a day (other than a Saturday or Sunday) on which banks are open for general business in Varanasi) of such change to the CoC and / or the RP. Allowing such change will be at the sole discretion of the CoC and / or the RP, however any change to the lead member of the consortium will not be allowed;
- (e) Meeting the qualification / Eligibility criteria set out in "**Annexure A**" of the Detailed Invitation Letter alone does not automatically entitle us to participate in the next state of the bid process;
- (f) We are not an ineligible in terms of provisions of Section 29A of the IBC. We are enclosing herewith an undertaking in a form set out in "**Annexure F**" of the Detailed Invitation Letter in connection with

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.

We are enclosing herewith:

- (a) an undertaking in form set out in “**Annexure G**” of the Detailed Invitation Letter;
- (b) the relevant records and documents in evidence of meeting the eligibility criteria, information and records to enable an assessment of ineligibility under Section 29A of IBC; and
- (c) *[Add details of any other documents enclosed]*

[I/ We] represent and confirm that [I/ we], and no other person acting jointly or in concert with [me/ us] is disqualified under the provisions of Section 29A of the IB Code to submit a resolution plan as on the date of this EOI.

Yours Sincerely, On behalf of

[Insert the name of the entity submitting the EOI]

Name of Signatory:

Designation:

Company Seal/Stamp

Note:

- (a) *In case of Consortium Applicant the EOI shall be signed by each member.*
- (b) *The person signing the EOI and other supporting documents should be an authorised signatory supported by necessary board resolutions/ authorization letter.*

ANNEXURE C

SUPPORTING DOCUMENTS TO BE ATTACHED WITH EOI

[Note: In case of joint EOIs, the details set out below are to be provided for each of the entities / groups Submitting each joint EOI.]

1. For all Prospective RAs:

- (a) Profile of the Prospective RAs including subsidiary (wholly-owned subsidiary, partly-owned subsidiary (if any)), associates, affiliates, joint ventures, promoter and promoters group and key managerial personnel.
- (b) Rationale for bidding for the Company.
- (c) Copies of Certificate of Incorporation/ Registration and Constitutional Documents (including memorandum and articles of association or equivalent document).
- (d) Copy of PAN card or equivalent documents.
- (e) Audited financial statements for immediately 3 (three) preceding financial years ending 31st March, 2018, 2017 and 2016 of the Prospective RA and/ or its promoter/promoter group or any other group company as per eligibility criteria.
- (f) A notarized declaration from the Prospective 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 Prospective RA shall provide all relevant documents for its promoter/ promoter group or any other group company, if required to meet the eligibility criteria.
- (g) Certificate from the Chartered Accountant (for Prospective RAs incorporated in India, if any) or equivalent (for Prospective RAs incorporated outside India, if any)

certifying;

(i) In case of a private/ public limited company, limited liability partnership, body corporate whether incorporated in India or outside India:

(a) Net worth certificate,

(b) Cash and Cash equivalent certificate and ;

(ii) 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:

(a) Assets under management Certificate and

(b) Committed funds available Certificate

ANNEXURE D

REQUIRED INFORMATION

[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/Organisation:

(b) Address:

(c) Telephone No:

(d) Fax:

(e) Email:

(f) PAN/CIN:

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 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” and/or “committed funds” for the preceding three years or the committed funds available as on March 31, 2018, for investment.

(b) Names & DIN of Directors including Independent Directors

(c) Experience of the Company in the relevant sector.

(d) Names of key lenders, if any, to the Company or its affiliates

(e) 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’.

6. Miscellaneous

- (a) Any other relevant details which would be useful for the RP to be aware of in respect of the EOI including but not limited to their eligibility/ineligibility pursuant to conditions prescribed under Section 29A of the IBC.
- (b) Any other relevant details which would be useful for the RP to evaluate the bid and help to shortlist for the next stage in the process.

ANNEXURE E

PERSONS NOT ELIGIBLE TO BE RESOLUTION APPLICANT UNDER SECTION 29A OF IBC

Please see Section 29A extracted from the IBC setting out the ineligibility criteria of the a resolution applicant under the IBC:

“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 nonperforming 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.”

ANNEXURE F

UNDERTAKING FOR NO DISQUALIFICATION UNDER SECTION 29A OF THE IBC

[On the letter head of the Resolution Applicant]

To,
Mr. Yogesh Gupta
Resolution Professional – Varanasi Auto Sales Limited (“**RP**”)
Motiwala Industrial Estate,
PAC Bhullanpur,
Thana Maduadih
Varanasi- 221108
Uttar Pradesh

Dear Sir,

Sub: **Resolution Applicant’s undertaking under the Insolvency and Bankruptcy Code, 2016 (“IBC”) and the rules and regulations prescribed there under confirming no disqualification under Section 29A of the IBC.**

We refer to the expression of dated 03.08.2018 (“**Expression of Interest**”) in relation to the corporate insolvency resolution process of Varanasi Auto Sales Limited (“**Company**”). In furtherance of the Expression of Interest, [I/ We], [Insert name], the proposed resolution applicant (“**Resolution Applicant**”) hereby confirm that we are not ineligible under Section 29A of the IBC.

Without prejudice to the generality of the foregoing, we hereby unconditionally certify and confirm as follows:

1. [I/ We] are not disqualified from submitting a resolution plan in respect of the Company under the IBC and rules and regulations framed thereunder, each, as amended from time to time;
2. [I/ We] hereby state, submit and declare that neither the Resolution Applicant nor any other person acting jointly or in concert with us:
 - (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;

[Note: (1) A 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 nonperforming asset accounts before submission of resolution plan. If that is the case please provide details of the NPAs and undertaking in relation to payment of all overdue amounts prior to submission of the resolution plan. This clause shall not apply to a resolution applicant where such applicant is a financial entity and is not a related party to the corporate debtor.]

(2) For the purposes of this clause,

- (i) 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; and*
- (ii) 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 IBC, 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 IBC.]*

- (d) has been convicted for any offence punishable with imprisonment:
 - (i) for two years or more under any Act specified under the Twelfth Schedule of the IBC; or
 - (ii) for seven years or more under any law for the time being in force;

[Note: This clause shall not apply:

- (i) to a person after the expiry of a period of two years from the date of his release from imprisonment: or*
- (ii) in relation to a connected person referred to in clause(iii) of the definition of connected person.]*

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

[Note: This clause shall not apply in relation to a connected person referred to in clause (iii) of the definition of connected persons.]

- (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 IBC;

[Note: 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 IBC 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 IBC

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) above, under any law in a jurisdiction outside India; or

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

3. Unless a contrary intention appears, the terms used herein shall have the meaning assigned to such terms under the IBC. Additionally, the following terms used herein shall have the following meaning:

(a) "**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: (a) nothing in clause (iii) of this definition shall apply to a resolution applicant where such applicant is a financial entity and is not a related party of the corporate debtor; and

(b) 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.

(b) "**financial entity**" means 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:

- (i) a scheduled bank;
- (ii) 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;
- (iii) 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);

- (iv) an asset reconstruction company registered 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);
- (v) an Alternate Investment Fund registered with Securities and Exchange Board of India;
- (vi) such categories of persons as may be notified by the Central Government.

Yours Sincerely, On behalf of

[Insert the name of the entity submitting the EOI]

Name of Signatory:

Designation:

Company Seal/Stamp

Note:

(a) In case of Consortium applicant this undertaking shall be signed by each member.

(b) The person signing this undertaking and other supporting documents should be an authorised signatory supported by necessary board resolutions/ authorization letter.

ANNEXURE G

FORM OF UNDERTAKING TO BE PROVIDED BY RESOLUTION APPLICANT

[On the letter head of the Resolution Applicant]

Resolution Applicant's Undertaking

To,
Mr.Yogesh Gupta
Resolution Professional – Varanasi Auto Sales Limited ("RP")
Motiwala Industrial Estate, PAC Bhullanpur
Thana Maduadih
Varanasi-221108
Uttar Pradesh

Dear Sir,

**Sub: Resolution Applicant's undertaking in relation to the Expression of Interest in in
the corporate insolvency resolution process of Varanasi Auto Sales Limited
("Company").**

1. We, [Insert name of the Resolution Applicant] ("**Resolution Applicant**"), refer to the expression of interest dated 03.08.2018 ("**EOI**") submitted by us in relation to the captioned matter.
2. We hereby undertake, agree, acknowledge and confirm that:
 - (a) the Resolution Applicant meets the criteria specified by the Committee of

Creditors of the Company under clause (h) of sub-section (2) of section 25 of the Insolvency and Bankruptcy Code, 2016 (“IBC”), relevant records in evidence of meeting the said criteria is attached herewith as Exhibit A;

- (b) the Resolution Applicant does not suffer from any ineligibility under section 29A of the IBC (to the extent applicable), relevant information and records to enable an assessment of our ineligibility are enclosed herewith as Exhibit B;
- (c) the Resolution Applicant shall intimate the resolution professional forthwith if we become ineligible at any time during the corporate insolvency resolution process;
- (d) all the 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 the applicant ineligible to submit resolution plan and attract penal action under the IBC; and
- (e) the Resolution Applicant 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 of the IBC.
- (f) The Resolution Applicant shall not assign in any manner its commitment to make investment in the Corporate Debtor by this EoI to any other entity whatsoever.

3. We further undertake and confirm that the EOI submitted by us is unconditional.

Yours Sincerely, On behalf of

[Insert the name of the entity submitting the EOI]

Name of Signatory: Designation:

Company Seal/Stamp

Date:

Place:

Note:

(a) In case of Consortium applicant this undertaking shall be signed by each member.

(b) The person signing this undertaking and other supporting documents should be an authorised signatory supported by necessary board resolutions/ authorization letter.