

**Expression of Interest for Submission of Resolution Plan**

**CORPORATE INSOLVENCY RESOLUTION PROCESS  
FEEDBACK INFRA PRIVATE LIMITED (CORPORATE DEBTOR - CD)  
EXPRESSION OF INTEREST (EOI) AND  
ELIGIBILITY CRITERIA FOR POTENTIAL RESOLUTION APPLICANTS**

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Rajneesh Kumar Aggarwal

Resolution Professional

In the case of Feedback Infra Private Limited

IP Registration No. IBBI/IPA-001/IP-P00886/2017-18/11483

IP Registered Address: C-60, 3rd Floor, C-Block Community Centre, Janak Cinema Complex, Janak Puri, New Delhi-110058

AFA Valid Upto: 07/12/2024

Email: [feedbackinfra.cirp@gmail.com](mailto:feedbackinfra.cirp@gmail.com); [ca@arkadvisors.in](mailto:ca@arkadvisors.in)

**Expression of Interest for Submission of Resolution Plan****INVITATION FOR EOI FOR SUBMISSION OF RESOLUTION PLAN FOR****FEEDBACK INFRA PRIVATE LIMITED****[CIN: U74899DL1990PTC040630]****Registered Office: 311, 3rd Floor, Sector 12 Vardhaman Plaza, Pocket 7 Plot no. 6 Dwarka, New Delhi-110075****Corporate Office: First Floor, Tower East, 77A, Sector 18, IFFCO Road, Gurugram, Haryana - 122015,****BRIEF DETAILS OF THE CORPORATE DEBTOR**

This document is the invitation for EOI as per Regulation 36A (3) and (4) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ("CIRP Regulations").

**A. SNAPSHOT OF RELEVANT INFORMATION ABOUT THE CORPORATE DEBTOR**

Name	<b>Feedback Infra Private Limited</b>
ROC Code	RoC- New Delhi
CIN	U74899DL1990PTC040630
Registration No.	040630
Registered Office	311, 3rd Floor, Vardhaman Plaza Pocket 7, Plot No. 6, Sector 12, Dwarka NA New Delhi DL 110078 IN
Corporate Address	First Floor, Tower East, 77A, Sector 18, IFFCO Road, Gurugram, Haryana - 122015, INDIA
Website	<a href="https://www.feedbackinfra.com/">https://www.feedbackinfra.com/</a>
Email ID	<a href="mailto:Feedbackinfra.cirp@gmail.com">Feedbackinfra.cirp@gmail.com</a>
Date of Incorporation	27/06/1990
Company Category	Company limited by Shares
Company Sub Category	Non-govt company
Class of Company	Private Limited Company
Whether Listed or Not	Unlisted
Industry	Infrastructure
Activity	Providing Project Management Consultancy (PMC) Services
Directors (Powers suspended)	Mr. Anil Sharma Mr. Aftab Alam
Authorised Capital-Equity	Rs. 50 Crore
Paid Up Capital-Equity	Rs.41.36 Crore
Date of last AGM	27/12/2022
Date of last Balance Sheet	31/03/2022

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Company Status (for e-filing)	Active
Status under CIRP	Under Corporate Insolvency Resolution Process since January 11 <sup>th</sup> , 2024
<b>Activities</b>	<p>FIPL provides complete suite of Strategic, Project Advisory, Engineering and Project Management services across Transportation, Energy &amp; Social Infrastructure (water, waste management and Environment).</p> <p>FIPL Operates in all Indian States as well as with Central Govt agencies, Multi-lateral agencies like World Bank, Asian Development Bank, AIIB;</p> <p>FIPL is recognized as one of the top 3/5 of the independent and respected professional service providers in each of the three verticals that it operates in;</p> <p>FIPL is perhaps the only entity which can provide integrated Project services (excl legal and taxation) from policy and conceptualization to commissioning;</p> <p>FIPL also has a growing presence in the International Markets, primarily the developing markets in Africa and South-East Asia. Such experience spans across 40 countries; In Africa, the support is mainly through multi-lateral and bilateral funding agencies, where in many cases, the projects in question are the first of its kind in that country;</p>

“FIPL” is undergoing Corporate Insolvency Resolution Process (“CIRP”) under the provisions of the Insolvency and Bankruptcy Code, 2016 (The Code), pursuant to Order of the Hon’ble NCLT, New Delhi Bench, dated 11<sup>th</sup> January, 2024 whereby Rajneesh Kumar Aggarwal (IP Registration No.: IBBI/IPA-001/IP-P00886/2017-18/11483) has been appointed as the Interim Resolution Professional (“IRP”) of “FIPL” and subsequently he has been appointed as the Resolution Professional (“RP”) in the First CoC meeting held on 12<sup>th</sup> February, 2024.

### **Expression of Interest for Submission of Resolution Plan**

Pursuant to Section 25(2) (h) of IBC, read with Regulation 36A of the CIRP Regulation, the acting RP hereby invites Expression of Interest (“EOI”) from interested and eligible Prospective Resolution Applicants (PRA) for submission of of the Corporate Debtor.

## **Expression of Interest for Submission of Resolution Plan**

### **B. PROCESS**

The resolution process is proposed to be completed in two stages, as described below:

#### **Stage I**

- PRAs to submit the Expressions of Interest (EOI) along with the necessary documents as detailed in this document.
- Shortlisting of eligible PRAs based on the Eligibility Criteria (as provided in Clause D) and other applicable requirements.

#### **Stage II**

- Documents access will be provided to the shortlisted eligible PRAs for due diligence. The Virtual Data Room (VDR) would contain:
  - Request for Resolution Plan (“RFRP”) outlining the next steps along with the evaluation criteria/matrix for the resolution plans.
  - The Information Memorandum prepared as per provisions of the Code.
  - Other data related to the Company.
- Submission of resolution plans by shortlisted PRAs in accordance with the provisions of the RFRP and the Code.

### **C. EXPRESSION OF INTEREST**

Expressions of Interest (EOI) are invited from Prospective Resolution Applicants-Lenders/Investors/Consortium of Investors or any other persons having adequate financial and technical capabilities, to submit resolution plan for **FEEDBACK INFRA PRIVATE LIMITED** in the format as per the **Annexure ‘A’**.

Also, the eligible Resolution Applicants shall be required to execute a Confidentiality Undertaking (“CU”) as per the requirements of the IBC and the CIRP Regulations as a condition for receiving the Information Memorandum (“IM”) and other relevant information in relation to the Corporate Debtor.

#### **Find below the Timeline of the activities with respect to EOI:**

Sr. No.	Description of Activity	Time Line
1.	Publish Form G	11-03-2024
2.	Last Date of Receipt of EOI	02-04-2024
3.	Issue of Provisional list of Prospective Resolution Applicants (PRAs)	05-04-2024
4.	Last date for submission of objection to Provisional list	10-04-2024
5.	Date of issue of final list of prospective resolution applicants	15-04-2024
6.	Issue of Request for Resolution Plan, including Evaluation	15-04-2024

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	Matrix and IM	
7.	Last date of submission of Resolution Plans	15-05-2024

#### D. ELIGIBILITY CRITERIA FOR PROSPECTIVE RESOLUTION APPLICANTS TO QUALIFY TO SUBMIT RESOLUTION PLAN UNDER SECTION 25 (2) (H) OF THE CODE

##### I. QUALIFICATION CRITERIA

Minimum qualifications for applicants to approach the Resolution Professional of the Feedback Infra Private Limited for the purpose of participating in the process is as under:

- a. The PRA being a Body Corporate/LLP/Partnership Firm should have minimum net worth (at individual or group level) of Rs. 25 Crores as per last audited Financial Statement as on March 31, 2023
- b. The PRA being a Private Equity funds/ Financial Institution/ NBFC/ARC/Other Financial Investors/Alternate Investment Funds should have minimum asset under management (AUM) of Rs 100 Crores or more as per latest audited Financial Statement i.e. March 31, 2023.
- c. The Prospective Resolution Applicant being an Individual should have net owned assets (at Cost or Market Value, whichever is less) of Rs. 15 Crores at the end of last financial year i.e. March 31, 2023. Net owned assets would mean all assets in the name of individual at Cost as reduced by all liabilities and a certificate of chartered Accountant would be required for such verification.
- d. The PRA being an Employee of Feedback Infra Private Limited, should be in employment with the Corporate Debtor as on January 11<sup>th</sup>, 2024 having net-worth of Rs. 10 Crore or more and shall have relevant experience of 10 years in the field in which the Corporate Debtor is working.
- e. In case of a joint venture or consortium, Trusts or SPV representing or including any of the participants from Category A, B or C, then either of the participants and/or jointly needs to qualify any one of the criteria i.e. either the minimum net-worth or minimum Assets under Management. In case of a joint venture or consortium, Trusts or SPV representing or including any of the participants from Category A, B, C or D with participant from Category D holding more than 20% in the shareholding, then either of the participants and/or jointly needs to qualify any one of the criteria i.e. either the minimum net-worth or minimum Assets under Management as well as the individual should have a relevant experience of 10 years in the field in which the Corporate Debtor is working. In case of a consortium of participants in Group D,

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atleast the lead member should have a relevant experience of 10 years in the field in which the Corporate Debtor is working.

Note: For investment in shares or securities of Actively traded instruments of listed companies, their closing price as on any date post publication of EOI but before submission of EoI shall be considered. For other shares or securities, their book value as per the investee companies audited balance sheet as on 31<sup>st</sup> March 2023 shall be considered. Book value shall be considered 0 if audited balance sheet for year ended 31.3.2023 is not available.

For qualification, it would be mandatory for the bidders to submit:

For Body Corporates: a) Notarized Affidavit of “Net Worth Certificate” along with supporting documents b) Audited financial statements for the financial years (last three years) i.e. March 31, 2023, March 31, 2022, and March 31, 2021. c) Board Resolution / letter of authority / power of attorney, as the case may be, authorizing the signatory to sign and submit the EoI documents.

For Firms/Partnership Firms: Audited financial statements for the financial years (last three years) i.e. March 31, 2023, March 31, 2022, and March 31, 2021.

For Financial Institutions/ Funds/ Trusts/ PE investors: a) "AUM or Committed funds Certificate from an independent CA firm or their statutory auditors or equivalent (for jurisdictions outside India) along with supporting documents as on 31<sup>st</sup> March, 2022/31<sup>st</sup> March, 2023, as available. b) Letter of authority / power of attorney, as the case may be, authorizing the signatory to sign and submit the EoI documents.

For Individuals: Notarized Affidavit of “Net Worth Certificate” along with supporting documents. Income Tax Returns for FY 2021-22 and 2022-23. Copy of Form 16/26AS and also a CA certificate certifying the Net Worth (not prior to 31/03/2023) of the Individual based on the Purchase Price of the Assets.

For all Bidders:

- a) Cover letter being the expression of interest with business profile.
- b) Certificate or Undertaking from a director or duly authorized signatory (along with proof of authority) that:
  - i. to the best of its knowledge, every information and records provided in the expression of interest is true and correct;
  - ii. subject to applicable laws, to forthwith notify the RP of any factor that may make the applicant ineligible to participate in the corporate insolvency resolution process;

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- iii. and to furnish further information or documents to the RP as may be reasonably required to verify that the applicant meets the criteria set out in the EOI.

In case audited financial statements for financial year March 31, 2023 are not available, then provisional Financials as on recent date as certified by a Chartered Accountant will suffice.

In case the financial year end is different from 31 March, 2023 then the applicant may provide financials of the immediately preceding financial year and provisional statements till March 31, 2023.

#### II. EARNEST MONEY DEPOSIT:

A refundable Earnest Money Deposit of Rs. 25 Lakhs for Company, Body Corporate, SPV, Joint Venture, Consortium, Firm, Private Equity funds/Financial Institutions/NBFC's/Other Financial Investors/Alternative Investment Funds, Individuals and for Employees EMD shall be of Rs. 5 Lakhs paid along with the application for EOI by way of Demand Draft/ NEFT/RTGS/BG in the favour of Feedback Infra Private Limited payable at par. The bank account details for direct deposit of the EMD are as mentioned below: -

Bank Name	-	Axis Bank Limited
Account Holder	-	Feedback Infra Private Limited
Account No.	-	924020006911055
IFSC Code	-	UTIB0004435

The EMD paid shall be refundable to all the PRAs within 90 days in case of any the following events:

- a) If the PRA is found to be ineligible to be a Resolution Applicant.
- b) If the PRA does not submit the Resolution Plan.
- c) If the Resolution Plan is rejected by the COC/Adjudicating Authority

#### III. OTHER TERMS AND CONDITIONS

If any false information or record has been submitted by the Prospective Resolution Applicant, it will render the Potential Resolution Applicant ineligible to participate in the process;

The fulfilment of eligibility conditions in the EoI does not automatically entitle the applicant to participate in the corporate insolvency resolution process which will be subject to applicable laws and further conditions stipulated by the RP or Committee of



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Creditors (CoC), in their sole discretion, including those in relation to access the Virtual Ddra Room (VDR) or as may be stipulated under the Request for Resolution Plan document. Further, RP and COC reserve the right to issue clarifications, amendments and modification to the EOI document or to waive or relax any term or condition or its application in any particular case, in each case as they may deem fit in their sole discretion. The RP and COC reserve the right to reject any and all applications in their sole discretion without assigning any reasons. There is no pending application before NCLT in this case.

A Potential Resolution Applicant (RA) must be eligible to submit a Resolution Plan in accordance with the provision of Section 29A of IBC. For this purpose, the Potential RA should give a declaration supported by an affidavit hereto stating that it does not suffer from any of the disqualifications provided under Section 29A of IBC. In case of any Resolution Applicants submitting a joint Resolution Plan, the declaration and affidavit needs to be submitted by each such Resolution Applicant. However, a Resolution submitted Applicant(s) suffering from a disqualification under Section 29A(c) of IBC may submit a resolution plan, provided that it undertakes to make payment of all overdue amounts with interest thereon and charges relating to nonperforming asset accounts before submission of resolution plan and that it will submit a written acknowledgement of such payment at least three days before the last day for submission of resolution plan.

A Prospective Resolution Applicant must be a fit and proper person, should not suffer from any legal disability to be a promoter under the applicable laws.

No oral conversations or agreements with the RP or any official, agent or employee of the RP, or any member of the COC shall affect or modify any terms of this EoI.

Neither the Potential Resolution Applicant nor any of representatives of the Potential Resolution Applicant shall have any claims whatsoever against the RP or its advisors or any member of the COC or any of their directors, officials, agents or employees arising out of or relating to this EoI.

By submitting a proposal, each prospective Potential Resolution Applicant bidder shall be deemed to acknowledge that it has carefully read the entire EoI and has fully informed itself as to all existing conditions and limitations. Ignorance of law/s will not be treated as any excuse.

The Potential Resolution Applicant acknowledges that the investment in the Corporate Debtor shall be made by the Potential Resolution Applicant on an "as in, where is" basis and the RP or COC will not be providing any representations or warranties for the Corporate Debtor.

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All the EOIs received will be reviewed by RP in consultation with its advisors and COC and a provisional list of eligible Potential Resolution Applicants shall be shared in accordance with IBC and CIRP Regulations.

#### **IV. JOINT INVESTORS:**

Where the EOI is being submitted by a Joint Venture of joint bidders (“Consortium Members”), the EOI, along with all undertakings submitted shall be signed by each member of the Joint Investors. Furthermore, separate undertaking must be submitted by each member of a joint investor setup. Please further note that:

- a) A Person cannot be part of more than 1 (one) Consortium Member submitting the EoI for the Company. Further a Person shall submit only 1 (one) EOI, either individually as a Prospective Resolution Applicant or as a constituent of a Consortium Members;
- b) The Consortium Members shall submit the copy of Consortium agreement/MOU, if any, entered into between the Consortium Members, setting out the respective obligations of the Consortium Members;
- c) Each member of the Consortium Members shall nominate and authorize a Lead Partner to represent and act on behalf of the members of the Consortium Members. Such Lead Partner shall be the single point of contact on behalf of the Consortium Members with the Resolution Professional and the CoC, their representative and advisors in connection with all matters pertaining to the Joint Investors;
- d) The members of the Consortium Members shall be jointly and severally liable in respect of obligations under the EOI/ undertakings given to the Resolution Professional;
- e) If any 1 (one) member of the Consortium Members is disqualified under Section 29A of the Code, then the entire Joint Investors; i.e., all the members of such Joint Investors shall stand disqualified;
- f) The EOI must detail the members of the Consortium Members, the Lead Member and the proposed percentage holding of each member;
- g) Lead Member of the Consortium Members shall be identified at the time of submission of EOI and shall hold at least 26%; and
- h) No change of Lead Member or any member whose financials have been considered towards the eligibility criteria may be permitted post submission of EOI (except with approval of the COC).
- i) Any individual/employee who has submitted the EOI document may, if he wishes to, may submit a Resolution Plan in Consortium any other eligible PRA provided the condition mentioned herein from ‘a’ to ‘i’ is complied by them.

#### **DISQUALIFICATIONS UNDER SECTION 29A OF THE CODE**

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The provisions of Section 29A will be applicable in determining the eligibility of a PRA at the EOI stage. The provisions of Section 29A are set out in **Annexure 'D'** for ease of reference.

**Expression of Interest for Submission of Resolution Plan****E. INSTRUCTION FOR SUBMISSION OF EOI**

The EOI conforming to the conditions of this Invitation shall be submitted **electronically and physically or by post in a sealed envelope** along with all annexure(s) duly filled in and all the supporting documents as per clause E.4 at the communication address below;

To,

Rajneesh Kumar Aggarwal

Resolution Professional

In the case of Feedback Infra Private Limited

IP Registration No. IBBI/IPA-001/IP-P00886/2017-18/11483

IP Registered Address: C-60, 3rd Floor, C-Block Community Centre, Janak Cinema Complex, Janak Puri, New Delhi-110058

AFA Valid Upto: 07/12/2024

Subject matter of Email should clearly specify: "Submission of EOI in the matter of CIRP of FEEDBACK INFRA PRIVATE LIMITED by M/s.....>name of the applicant>"

1. All the documents submitted through email should be clearly legible and properly signed & stamped.
2. EOI received after the prescribed time and date will not be considered.
3. The submission of EOI does not require payment of any fee or any non-refundable security deposit by a PRA.
4. The EOI should be unconditional and should be submitted in the format attached as Annexure 'A'. It should be accompanied with the following documents/ information:
  - (a) Executive Summary providing brief description of the PRA and (where appropriate) of each member in the consortium and key managerial personnel.
  - (b) Contact information of the PRA/ Consortium members including full name, address, telephone and facsimile numbers, e-mail address and the names and the titles of the persons who are the principal points of contact for each member and identifying lead member of the consortium.
  - (c) Basic document pertaining to incorporation and commencement of business such as a copy of Certificate of Incorporation/ Certificate of Commencement of Business/ Constitution Documents/Partnership Deed, etc. as may be

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applicable/SEBI Registration Certificate for Alternative Investment Funds or any Government issued identification proof.

- (d) Latest available audited financial statement of the PRA, and/or its promoter/promoter group or any other group company as per eligibility criteria or any other document evidencing eligibility as per criteria e.g.- Certificate by Chartered Accountant/Statutory Auditor or equivalent/similar, certifying the Net worth/Assets Under Management, as applicable. In case the eligibility criterion is being met on account of group companies, please submit a declaration that the promoter/promoter group or any other group company are part of the same group along with the group structure and shareholding pattern. Please note that the PRA shall provide all relevant documents for its promoter/promoter group or any other group company, if required to meet the eligibility criteria.
  - (e) A Declaration cum Undertaking in the format attached as Annexure 'E'.
  - (f) In case of a Consortium, the relevant documents will need to be provided by each member of the Consortium.
  - (g) Board Resolution/ Authorization letter authorizing the person signing the EOI documents.
5. Any additional document/information requested by Interim Resolution Professional / Resolution Professional or CoC must be furnished by PRA.
  6. The Resolution Professional will issue the information memorandum to the PRA who are found eligible to participate in the next stage of the Corporate Insolvency Resolution Process (CIRP) in accordance with the provisions of the IBC.
  7. The Resolution Professional reserves the right to cancel or modify the process and / or not to accept and/ or disqualify any PRA without assigning any reason and without any liability.
  8. This is not an offer document.
  9. PRAs should contact the acting Resolution Professional by emailing at: [feedbackinfra.cirp@gmail.com](mailto:feedbackinfra.cirp@gmail.com); [ca@arkadvisors.in](mailto:ca@arkadvisors.in), to keep themselves updated regarding clarifications, amendments or extensions of time, if any.

The last date for submission of EOI is **02-04-2024** ("Last Date") as per the Form G attached.

*Note: Any EOI submitted after the Last Date shall not be considered.*

Provided that the acting Resolution Professional may extend the Last Date, with the approval of the CoC.

**Expression of Interest for Submission of Resolution Plan****F. CHANGES/MODIFICATIONS IN THE EOI/RESOLUTION PLAN PROCESS:**

If due to any reasons, changes in the bid process including the time fixed for each process / event are necessitated, the Resolution Professional, with the approval of the Members of the Committee of Creditor(s), reserves the right to change/ modify the timelines, process, conditions specified in the RFRP documents without assigning any reasons thereto. If changes are made, necessary corrigendum will be issued.

**G. CLARIFICATIONS**

Any queries or request for clarification/additional information concerning this EOI shall be submitted by way of email to [feedbackinfra.cirp@gmail.com](mailto:feedbackinfra.cirp@gmail.com), [ca@arkadvisors.in](mailto:ca@arkadvisors.in). The communications shall clearly bear the following identification/ title:

"Queries/ Request for Additional Information: EOI for FEEDBACK INFRA PRIVATE LIMITED."

Rajneesh Kumar Aggarwal

Resolution Professional

In the case of Feedback Infra Private Limited

IP Registration No. IBBI/IPA-001/IP-P00886/2017-18/11483

IP Registered Address: C-60, 3rd Floor, C-Block Community Centre, Janak Cinema Complex, Janak Puri, New Delhi-110058

AFA Valid Upto: 07/12/2024

**Expression of Interest for Submission of Resolution Plan****“ANNEXURE - A”****FORMAT OF EOI FOR RESOLUTION PLAN - FEEDBACK INFRA PRIVATE LIMITED  
(‘COMPANY/CORPORATE DEBTOR’)****(On the letter head of the Resolution Applicant)**

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

To,  
**Mr. Rajneesh Kumar Aggarwal**  
**Resolution Professional,**  
**FEEDBACK INFRA PRIVATE LIMITED**

Sub: Expression of Interest (“EOI”) for Resolution Plan

Dear Sir,

This is with reference to the invitation for submission of EOI dated \_\_\_ inviting expression of interest (“Invitation for EOI”) for submission of resolution plans (“Resolution Plan”) for the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016 (“Code”).

Being duly authorized to represent and act on behalf of \_\_\_\_\_ (hereinafter referred to as the “PRA”) and having reviewed and fully understood all of the qualification requirements and information provided, the undersigned hereby expresses the PRA’s interest for submission of Resolution Plan for the Company.

We further undertake that the information furnished by us in this EOI and its annexure is true, correct, complete and accurate. We further understand and confirm that:

- (a) the EOI will be evaluated by the acting Resolution Professional of the Company along with the Committee of Creditors (“CoC”), based on the information provided by us in this EOI and attached documents to determine whether we qualify to submit the Resolution Plan for the Company;
- (b) the acting Resolution Professional/ CoC reserve the right to determine at their sole discretion, whether or not we qualify for the submission of the Resolution Plan for the Company and may reject the EOI submitted by us and not include us in the provisional or final list of eligible prospective resolution applicants without assigning any reason and without any liability whatsoever;
- (c) the acting Resolution Professional/ CoC reserve the right to conduct due diligence on us and/or 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 the Resolution Professional/ CoC may lead to rejection of our EOI;

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- (d) meeting the qualification criteria set out in Invitation for EOI alone does not automatically entitle us to participate in the next stage of the bid process;
- (e) in case of consortium, we would comply with the eligibility criteria pertaining to equity holding i.e. the lead member must hold maximum equity or should have at least 26% total equity participation in the consortium and a maximum of 10 members shall form such a consortium; and Lead Consortium member shall not withdraw from consortium till such time the plan is successfully implemented save and otherwise by the approval of CoC
- (f) along with our EOI, we have also enclosed information/ documents as required in the Invitation for EOI.

The details of the contact person for the purposes of this Resolution Plan are provided below:

Name:

Designation:

Address:

Phone Nos:

E-mail address:

Sincerely yours,

On behalf of the firm/company/organization:

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

Name of signatory:

Designation:

Company Seal/stamp

Enclosures: (Annexures)

**NOTE:**

1. In case of Consortium Applicant, the EOI shall be signed by each member.
2. The person signing the EOI and other supporting documents should be authorized signatory supported by necessary board resolutions/authorization letter.



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**“ANNEXURE - ‘B’**

**DETAILS OF THE POTENTIAL INVESTOR / APPLICANT**

- 1.1 Name and address Name of the Investor/Applicant: Address: Telephone No: Fax:  
Email:
- 1.2 Date of establishment of Investor/ Applicant:
- 1.3 Core area of expertise of the Investor / Applicant:
- 1.4 Contact Person: Name: Designation: Telephone No: Email:
- 1.5 PAN No. or equivalent details of Investor/ Applicant
- 1.6 Details of experience of the PRA / consortium in the relevant sector.

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- 1) Profile of the Resolution Applicant:
  - a. General Profile: Provide a summary of the business, history and current status of the Resolution Applicant;
  - b. Financial Profile (consolidated/standalone as applicable);
  - c. History, if any, of the Resolution Applicant or affiliates being declared a 'wilful defaulter', non-cooperative borrower', 'non-impaired asset' or 'non-performing asset' (Self- Declaration);
  - d. 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.
- 2) Legal Documents: Copies of Certificate of Registration and/ or Constitutional Documents of the Resolution Applicant;
- 3) Turnover: Last audited financial results of the Resolution Applicant(s) as per the qualification criteria;
- 4) Net worth/ assets under management (last 3 years);
- 5) Power of Attorney/ Authorisation/ Board Resolution;
- 6) Bankers certificate for confirming the ability of the applicant for making the proposed investments in the Resolution Plan.
- 7) Undertaking by the Resolution Applicant (Format is provided below as Annexure- E);
- 8) Anotarized declaration from the applicant in order to demonstrate that the promoter/promoter group or any other group company are part of the same group, in case the applicant is using such entities for submitting EOI. (Format is provided below as Annexure E)
- 9) Please note that the applicant must be 'fit and proper' person not under any legal disability to be promoter under the applicable laws including listing agreement and SEBI regulations and guidelines and shall provide all relevant documents for its promoter/promoter group or any other group company (Format is provided below as Annexure E)

**Expression of Interest for Submission of Resolution Plan****ANNEXURE 'D'****SECTION 29A**

A PRA will not be eligible to submit the EOI if she/it or any person acting jointly or in concert with her/it:

1. is an undischarged insolvent;
2. is a wilful defaulter in accordance with the guidelines of the Reserve Bank of India issued under the Banking Regulation Act, 1949;
3. 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 nonperforming asset in accordance with the guidelines of the Reserve Bank of India issued under the Banking Regulation Act, 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 the 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;

4. 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 Code;

**Expression of Interest for Submission of Resolution Plan**

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.

5. Is disqualified to act as a director under Companies Act, 2013; Provided that this clause shall not apply in relation to a connected person referred to in clause (iii) of Explanation I.
6. Is prohibited by the Securities and Exchange Board of India from trading in securities or accessing the securities market;
7. 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;

8. 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
9. Is subject to any disability, corresponding to clauses (a) to (h), under any law in a jurisdiction outside India; or
10. 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):

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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.

**Expression of Interest for Submission of Resolution Plan****ANNEXURE 'E'****UNDERTAKING****DECLARATION CUM UNDERTAKING UNDER SECTION 29A OF THE INSOLVENCY AND BANKRUPTCY CODE, 2016 AND REGULATION 36A (7) OF IBBI (INSOLVENCY RESOLUTION FOR CORPORATE PERSONS) REGULATION, 2016**

Date: [●]

To

Rajneesh Kumar Aggarwal

Resolution Professional

In the case of Feedback Infra Private Limited

IP Registration No. IBBI/IPA-001/IP-P00886/2017-18/11483

IP Registered Address: C-60, 3rd Floor, C-Block Community Centre, Janak Cinema Complex, Janak Puri, New Delhi-110058

AFA Valid Upto: 07/12/2024

**Subject: Undertaking in relation to submission of the EOI for FEEDBACK INFRA PRIVATE LIMITED ("Company") undergoing Corporate Insolvency Resolution Process ("CIRP").**

Dear Sir,

We, the undersigned ("[●]") are submitting our expression of interest ("EOI") in respect of Invitation for submission of EOI issued by the Resolution Professional of the Company on \_\_\_\_ ("Invitation for EOI") and in this connection we hereby solemnly affirm, declare and undertake as follows:

- (a) We have examined in detail and have understood the eligibility and other criteria mentioned in Invitation for EOI;
- (b) We meet the necessary threshold and criteria mentioned in the EOI;
- (c) We understand the eligibility criteria provided in Section 29A of the Insolvency and Bankruptcy Code, 2016 ("Code") and confirm that we are not an ineligible/disqualified person in terms of provisions of Section 29A of the Code. If, at any time after the submission of this EOI, we become ineligible to be a resolution applicant as per the provisions of the Code (including but not limited to the provisions of Section 29A of the Code), the fact of such ineligibility shall be immediately and in any event within 24 hours of such ineligibility, be informed to the Resolution Professional;
- (d) We understand that the applicant must be 'fit and proper' person not under any legal disability to be promoter under the applicable laws including listing agreement and

### Expression of Interest for Submission of Resolution Plan

SEBI regulations and guidelines. We confirm that we are fit and proper as per this requirement and shall provide all relevant documents for its promoter/promoter group or any other group company.

- (e) We confirm and represent that we have the requisite corporate authorisation to submit the EOI;
- (f) All information and records provided by us to the Resolution Professional in the EOI or otherwise are correct, accurate, complete and true and no such information, data or statement provided by us is inaccurate or misleading in any manner. We shall be solely responsible for any errors or omissions therein;
- (g) We will hold in trust and in confidence the Confidential Information provided to us by the acting Resolution Professional/Committee of Creditors of the Company ("CoC")/Company and will not, directly or indirectly use the Confidential Information for causing an undue gain or undue loss to itself or any other person or for any purpose other than for submission of resolution plan. We will not disclose or reveal (or permit the disclosure or revelation of) any Confidential Information to any person or party whatsoever (save and except as provided below) without the prior consent of the Resolution Professional. We will disclose the Confidential Information to our employees, advisors, directors and/or our affiliates (together the "Representatives"), strictly on a need to know basis and solely for the purpose of preparation, finalization and submission of the resolution plan for the Company, provided always that, each of these Representatives shall, in the course of their duties be required to receive, observe and consider the confidentiality obligations set out hereunder when working towards the preparation/submission of the Resolution Plan and shall be bound by confidentiality obligations that are at least as stringent as the obligations agreed by us in this undertaking. We will use the same degree of care to protect the Confidential Information as we use to protect its own confidential information but no less than a reasonable degree of care to prevent the unauthorised access, use, dissemination, copying, theft and/or republication of the Confidential Information. We will promptly notify the Resolution Professional of any Confidential Information which has been used by any unauthorised third party provided that such notification shall not relieve us from any liability arising from its breach of this undertaking.

For purposes of this Undertaking, the term "Confidential Information shall mean and include any and all facts, knowledge, information, documents and materials whether written or otherwise, concerning the business, operations, prospects, finances, or other affairs of the Company, its affiliates, associates or subsidiaries (which includes, without limitation, documents delivered in connection with due diligence, investigation, information relating to the existing business of the Company, market and companyspecific data, agreements related to its business including knowhow and technology agreements, agreements relating to licence to use intellectual property rights, graphs, drawing, past,

**Expression of Interest for Submission of Resolution Plan**

current, and planned research and development, current and planned marketing or distribution methods and processes, customer lists, current and anticipated customer requirements, price lists and other end-user pricing related information, market studies, computer software and programs, database technologies, systems, structures and architectures, historical financial statements, activities, products, specifications, data, know-how, compositions, designs, sketches, photographs, business plans, financial projections and budgets, historical and projected sales, capital spending budgets and plans, current or prospective financing sources, the names and backgrounds of personnel, personnel training techniques and materials, reports relating to the Company's operations prepared by external consultants which are proprietary to the Company, and any information memorandum / draft /final offer document, request for proposal, or other materials prepared in connection with submission of Resolution Plan, howsoever documented, that has been or may hereafter be provided or shown to us by the Company/Resolution Professional/CoC or is otherwise obtained from review of the Company's documents or property or discussions with the Company/Resolution Professional/CoC irrespective of the form of the communication, and also includes all notes, analyses, compilations, studies, summaries, and other material prepared by us containing or based, in whole or in part, on any information included in the foregoing. Notwithstanding the foregoing, the following information will not constitute "Confidential Information" for purposes of this undertaking:

- (a) information which we can prove was already in our possession and was available to us on a non-confidential basis prior to its disclosure to us by the Company/Resolution Professional/CoC;
- (b) information which is obtained by us from a third Person who, insofar as is known to us, is not prohibited from disclosing the information to us under a contractual, legal or fiduciary obligation to the Company/acting Resolution Professional/CoC; and
- (c) information which is or becomes generally available to the public otherwise than as a result of a breach of this undertaking by us.

The decision of the acting Resolution Professional and/or the CoC on whether any information qualifies within the exceptions in (a), (b) and (c) above shall be final, conclusive and binding;

(d) Further, we agree and acknowledge that in case any information/record provided by interest is false, incorrect, inaccurate or misleading, we shall become ineligible to submit the Resolution Plan and we shall also attract penal action under the Code.

Yours Sincerely,

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

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



**Expression of Interest for Submission of Resolution Plan**

Name of Signatory:

Designation:

Company Seal/Stamp

**NOTE:**

1. The Undertaking should be stamped on a stamp paper of INR 100 and duly notarized.
2. The person signing the Undertaking should be authorized signatory supported by necessary board resolutions/authorization letter.
3. For PRAs who are not Indian Residents, the undertaking can be submitted on their letter heads instead of stamp paper.