

INVITATION FOR EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR SHIVAM CONTINENTAL PRIVATE LIMITED

1. INTRODUCTION:

Expression of Interest (EOI) are invited from investors/consortium of investors having adequate financial and technical capabilities to submit Resolution Plan(s) for **Shivam Continental Private Limited** ("Corporate Debtor") currently undergoing Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC"/ "Code").

Shivam Continental Private Limited is a company incorporated on 28/12/2011 vide Corporate Identification Number U16009PB2011PTC035792 with Registrar of Companies, Chandigarh under the provisions of the Companies Act, 1956.

The GSTIN is 03AARCS2098G2Z2.

Engaged in the manufacture & export of Quality Leather and Leather Articles, Shivam Continental Pvt Ltd offers a complete range of Leather & Leather Articles based on its skillful experience. The company has a state-of-the-art manufacturing facility, which produces finest leather on its Automated Machines.

Business activities:

- Leather further prepared after tanning or crusting, including parchment-dressed leather, of sheep or lamb, without wool on, whether or not split.
- Composition leather with a basis of leather or leather fiber, in slabs, sheets or strip, whether or not in rolls; parings and other waste of leather or of composition leather, not suitable for the manufacture of leather articles; leather dust, powder and flour.

Products:

- Finished Upholstery
- Shoe Upper Leather and Safety Shoe Leather
- Garment & Article leather including Bag Leather
- Sofa Seat Covers & Sofa.
- Leather Bags for ladies, Purse and all other Leather Articles.

Ms. Shalu Khanna (IP Registration No.: IBBI/IPA-001/IP-P00917/2017-2018/11523) ("**IP**"/"**Insolvency Professional**") was appointed as the Interim Resolution Professional ("**IRP**") of the Company vide the Hon'ble NCLT Order dated February 23, 2023.

In the 1st meeting of Committee of Creditors (COC) of Corporate Debtor held on March 23, 2023, the COC comprising Indian Overseas Bank as sole member with 100% voting had

proposed and passed a resolution for appointment of Mr. Rajiv Khurana as Resolution Professional replacing Ms. Shalu Khanna, Deemed Resolution Professional in the matter of CIRP of Corporate Debtor subject to approval from Hon'ble NCLT, Chandigarh.

The Hon'ble NCLT, Chandigarh vide order April 13, 2023 approved the appointment of Mr. Rajiv Khurana as Resolution Professional.

Pursuant to Section 25(2)(h) of the Code, read with Regulation 36A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ("CIRP Regulations"), the Resolution Professional hereby invites Expression of Interest ("EOI") from interested and eligible prospective resolution applicants ("Potential Resolution Applicant" or "PRA") for the purpose of submission of Resolution Plan in respect of the Corporate Debtor.

This is the detailed invitation for expression of interest referred in Regulation 36 A (3) and (4) of the CIRP Regulations.

2. SUBMISSION OF EXPRESSION OF INTEREST ("EOI")

- EOI needs to be submitted in a format provided in '**ANNEXURE A**'.
- Applicants should meet the Eligibility Criteria as set out in '**ANNEXURE B**'.
- Applicants should submit the EOI along with the supporting documents set out in '**ANNEXURE C, D & E**'
- Ineligibility Norms for prospective Resolution Applicants under Section 29A of Insolvency and Bankruptcy Code, 2016 (*as amended from time to time, including extant laws/regulations prevailing at the time of evaluation of eligibility criteria*) set out in '**ANNEXURE F**'. Applicants should submit a non-interest-bearing Refundable Deposit of Rs. **50,000/- (Rupees Fifty Thousand Only)** through Demand draft in favour of "**Shivam Continental Private Limited**" payable at Jalandhar.
- The last date for submission of EOI is **06.12.2023**.
- The EOI can be sent through E-mail- **SCPL.CIRP@GMAIL.COM** or by post or hand delivery in a sealed envelope to Rajiv Khurana, Resolution Professional, Shivam Continental Private Limited, 1299 Sector 15B, Chandigarh-160015.

Note:

1. All the EOIs received will be reviewed by the Resolution Professional and the CoC; and
2. CoC has the right to cancel or modify or withdraw the process of invitation of EOI or Resolution Plans without assigning any reason and without any liability. This is not an offer document and is issued with no commitment.

3. Shortlisted RAs shall be shared the Information Memorandum, Evaluation matrix and a request for resolution plan prepared as per provisions of the Code, after signing of undertaking of confidentiality.
4. Such shortlisted RAs shall be informed about other steps in the process to allow them to submit a Resolution Plan as per provisions of the Code.
5. Such shortlisted RAs will be required to submit a refundable earnest money deposit (EMD) of Rs 10,00,000/- (Rupees Ten Lakh only) through Demand draft in favour of "**Shivam Continental Private Limited**" payable at Jalandhar, alongwith the resolution plan and such EMD shall be adjusted towards upfront payment proposed in the Resolution Plan of the successful Resolution Applicant and that of the unsuccessful Resolution Applicants shall be refunded within 15 days of the date of rejection of their Resolution Plans by the CoC.
6. No interest shall be payable in respect of the aforementioned deposits.

ANNEXURE-A

**FORMAT FOR EXPRESSION OF INTEREST FOR RESOLUTION PLAN OF SHIVAM
CONTINENTAL PRIVATE LIMITED**

(On the letter head of the Resolution Applicant)

Date: ____ _

To,

Sh Rajiv Khurana

Resolution Professional, Shivam Continental Private Limited (Under CIRP)

1299, Sector 15B,

Chandigarh-160015

Email: SCPL.CIRP@GMAIL.COM

Sub: Expression of Interest ("EOI") for Resolution Plan

Dear Sir,

In response to your public notice in [Insert the names of the newspaper] on [Insert date of the advertisement] inviting EOs for Resolution Plan for Shivam Continental Private Limited, we hereby submit our EOI.

We have attached necessary information and documents as per the prescribed formats, without any deviations, conditions and without any assumptions or notes, published on [Insert the names of the newspaper]. Based on this information we understand you would be able to evaluate our preliminary proposal in order to pre-qualify for the above-mentioned proposal.

We understand that the selection of the resolution applicant is the sole discretion of the Committee of Creditors and that we shall not be entitled to question the selection, selection criteria, nor shall we be entitled to seek details of the manner of selection.

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}

ANNEXURE B

As per section 25(2) (h) of the Code Resolution Professional shall invite prospective resolution applicants, who fulfil such criteria as may be laid down by her with the approval of committee of creditors, having regard to the complexity and scale of operations of the business of the corporate debtor and such other conditions as may be specified by the Board, to submit a resolution plan or plans.

Accordingly, the following eligibility criteria has been fixed for prospective resolution applicants:

1. Net worth Criteria

Category	Net worth	Amount (Rs.)
A- Body Corporate* /Partnership Firm*/ Individual Investor	Minimum net worth	Twenty Lac only
8- Investment Companies/ FIs/ Fund houses / PE Investors	Minimum Assets Under Management	Not required
C- Consortium	Lead member must hold atleast 51% equity in the consortium. All other Members would need to have a minimum stake of 20 % each, in the consortium.	Each member must hold at least 25% share/equity in the consortium. Each member must have A net worth of minimum Rs 10 Lac

*It shall include private/ public limited company, LLP, body corporate whether incorporated in India or outside India

- Prospective Resolution Applicant shall not be an ineligible person as prescribed under Section 29A of the IBC.

ANNEXURE-C

SUPPORTING DOCUMENTS TO BE ATTACHED WITH EOI

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', '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;

5) Power of Attorney (Duly stamped as per state laws & Notarised/ Authorisation/ Board Resolution;

6) Undertaking by the Resolution Applicant (Duly stamped as per State Laws & Notarised (*Format is provided in Annexure- D*);

7) Declaration (Duly stamped as per state laws & Notarised) (*Format is provided in Annexure-E*); and

8) Proof of payment of refundable deposit of Rs. 50,000/- (Rupees Fifty Thousand Only).

ANNEXURE-D

(To be provided on Stamp paper of appropriate value as per applicable state laws)

UNDERTAKING

We, _____, authorised person for (Name of the Resolution Applicant]

("Resolution Applicant"), undertake that the information furnished by the Resolution Applicant in the EOI for Resolution Plan for Shivam Continental Private Limited("Company") and the Annexures are true, correct, complete, and accurate. Further, the Resolution Applicant undertakes, agrees and acknowledges that:

- (a) Resolution Applicant shall keep all information set out in the Information Memorandum and/or furnished pursuant to the same as confidential;
- (b) Resolution Applicant shall not use any such information to cause an undue gain or undue loss to the Company or any other person;
- (c) Resolution Applicant shall comply with the requirements under Section 29(2) of the Insolvency and Bankruptcy Code, 2016;
- (d) Resolution Applicant shall protect the intellectual property rights of the Company in relation to all such information;
- (e) Resolution Applicant shall not share any such information with any third party including any representatives, without first ensuring that our obligations under this undertaking is complied with;
- (f) Resolution Applicant shall provide a performance security within the specified time and in case he fails to implement or contribute to the failure of implementation of approved plan in accordance with the terms of the plan and its implementation schedule, then such security shall stand forfeited.
- (g) The Expression of Interest will be evaluated by the RP and the Committee of Creditors ("CoC") of the Company based on the information provided in the Annexure to determine whether we qualify to submit a proposal for the proposed transaction;
- (h) The RP and the CoC reserve the right to determine at their sole discretion, whether or not we qualify for the submission of the proposal and may reject the Expression of Interest submitted by us without assigning any reason whatsoever;
- (i) The RP and the CoC reserve the right to request for additional information or clarification from us for the purposes of the Expression of Interest and we shall promptly comply with such requirements. Failure to satisfy the queries of RP and the CoC may lead to rejection of our submission pursuant to Expression of Interest; and

j) Submission of Expression of Interest alone does not automatically entitle us to participate in the next stage of the bid process.

Date:

Place:

Signature:

ANNEXURE-E

DECLARATION

(To be provided by way of duly notarised affidavit on Stamp paper of appropriate value as per applicable state laws)

I, __ __, S/o __ __, residing at __ __ do hereby declare that:

1. I have been authorised to submit the Expression of Interest for Resolution Plan on behalf of _____ vide Board Resolution dated __ __, copy of which is enclosed;
2. I have read and understood all the terms and conditions relating to the formulation of the Expression of Interest for Resolution Plan and hereby express my interest in the submission of Resolution Plan for **Shivam Continental Private Limited;**
3. The Resolution Applicant shall provide a performance security within the specified time and in case he fails to implement or contribute to the failure of implementation of approved plan in accordance with the terms of the plan and its implementation schedule, then such security shall stand forfeited.
4. The Resolution Applicant complies with the eligibility criteria as required for submission of Expression of Interest as mentioned in the detailed Expression of Interest dated 30.07.2023;
5. There are no proceedings pending or threatened, and there has been no penalty or fine imposed, by the Securities and Exchange Board of India, against the Resolution Applicant or the promoters or the directors of the Resolution Applicant;
6. There are no criminal proceedings pending or decreed against the Resolution Applicant;
7. There has been no action against the Resolution Applicant or promoters or directors of the Resolution Applicant by a Regulatory or Governmental Authority;
8. Neither the Resolution Applicant nor a subsidiary, affiliate, or holding company of, or any other person related to the Resolution Applicant is an existing promoter or belongs to the existing promoter group; and
9. The Resolution Applicant is 'fit and proper' person not under any legal disability or barred under Section 29A in the Insolvency and Bankruptcy Code, 2016 or any other provisions of any other law for the time being in force.

Signature:

Date:

Place:

Norms of ineligibility applicable under section 29A are:

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 or completion of such transactions as may be prescribed], 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):

(For definition of related party, please read Section 5 of the Insolvency & Bankruptcy Code, 2016, as amended till date)

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 or completion of such transactions as may be prescribed, 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.