RATHI TMT SARIA PVT. LTD.
(In CIRP)

C.P. (I.B) No. 938(PB)/2018

REQUEST FOR RESOLUTION PLAN

AJIT KUMAR
RESOLUTION PROFESSIONAL
IP Reg. No: IBBI/IPA-003/IP-N00062/2017-18/10548

CoC dated 20th June, 2019

REQUEST FOR RESOLUTION PLAN

Pursuant to our proposed Newspaper Advertisement in Form G dated 25th June, 2019, inviting EOIs from prospective Resolution Applicants in accordance with the "Detailed Invitation for EOIs", this Request for Resolution Plan (RFRP) is made to all the eligible Resolution Applicants. It is expected that this RFRP document facilitates the prospective resolution applicants to submit resolution plans in accordance with all the relevant documents and as per Statute.

The information provided herewith is categorized into the following headings:

A. Details of Corporate Debtor

B. Details of ongoing CIRP

C. The Resolution Plan Process

D. Form G & Minimum Criteria

E. Detailed Invitation to EoI & Evaluation Matrix

F. Earnest Money Deposits (EMD)

G. Resolution Plans

H. Mandatory Provisions of Resolution Plans

I. Ineligibility Criteria of prospective Resolution Applicants under Section 29A to the extent applicable

J. Indicative List of Documents with the Resolution Plan

ENCLOSURES TO THE RFP

Enclosure – 1	***Form G***
Enclosure – 2	***Minimum Criteria***
Enclosure – 3	***Detailed Invitation for EOI***
Enclosure – 4	***Evaluation Matrix***
Enclosure – 5	***Mandatory Contents of Resolution Plans***
Enclosure – 6	***Information Memorandum with all the Enclosures to be provided on request by the Resolution Applicants satisfying the Minimum Eligibility Criteria***

A. DETAILS OF THE CORPORATE DEBTOR

Some details of the corporate debtor were provided in the Detailed Invitation for EOI. For more details on the Corporate Debtor, the prospective resolution applicant may refer the Information Memorandum of the Corporate Debtor provided in Enclosure – 6 of this RFRP document.

B. DETAILS OF ONGOING CIRP

The Chart of Activities till the date of this RFRP is given below:

The CIRP activities, mainly mandatory of nature, are provided herein below:

CHECK LIST OF ACTIVITIES – CIRP

Sr No.	CIRP Event	Days from CIRP / Event Date	
		Days from CIRP	Event date
1	CIRP Admission (Sec. 16 (1))	0	16-04-2019
2	Appointment of IRP & Moratorium	0	16-04-2019
3	Public Announcement Reg 6(1)	3	19-04-2019
4	Constitution of CoC - filing with AA	23	09-05-2019
5	List of Creditors - filing with AA	23	09-05-2019
6	Appointment of RP	29	15-05-2019
7	Appointment of Valuers	38	24-05-2019
8	2nd Meeting of CoC	29	15-05-2019
9	Form G Advertisement – Newspapers	67	25-06-2019
10	Detailed Invitation to EOI	67	25-06-2019
12	Last date of receipt of EOI	82	10-07-2019
13	Preliminary List of eligible RAs	88	16-07-2019
14	Date of receipt of Objections	93	18-07-2019
15	Request for Resolution Plan	93	21-07-2019
16	Provisioning of IM & EM	93	21-07-2019
17	Final List of eligible RAs	99	27-07-2019
18	Last date of receipt of Resolution Plans	124	21-08-2019

The last date of receipt of Resolution Plan will be 05th day of May 2019.

C. THE RESOLUTION PLAN PROCESS

The Resolution Plan Process is briefly stated below. **Inconsistencies, if any, of the contents in this document with the Insolvency and Bankruptcy Code, 2016(the Code) and the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations,**

2016 (the CIRP Regulations) as amended up to date, the provisions contained in the Code and Regulations shall prevail.

C-1. INTERACTION BETWEEN THE RESOLUTION PROFESSIONAL & PROSPECTIVE RESOLUTION APPLICANTS*:*

The registered official address of the Resolution Professional is provided herein below:

Name of Resolution Professional	:	AJIT KUMAR
IP Reg. No.	:	IBBI/IPA-003/IP-N00062/2017-18/10548
Address	:	1A, Sanskriti Apartment GH-22, Sector 56, Gurugram, Haryana122 011
Email-Id	:	cmaajitjha@gmail.com
Mobile	:	9818228882

The Resolution Professional may be contacted for any query related to the above corporate insolvency resolution process at the above address / contact email id.

C-2 IMPORTANT DATES - RESOLUTION PLAN PROCESS*:*

The important dates in the Resolution Plan process are as under:

- 25-06-2019: Newspaper advertisement in Form G
- 25-06-2019: Detailed Invitation for EOI will be made available in the website of the Corporate Debtor: rathitmtsaria.in
- 10-07-2019: Last date of receiving EOI at the office of the Resolution Professional – within 6 PM of 10-07-2019
- 16-07-2019: Preparation of Provisional list of eligible prospective resolution applicants
- 21-07-2019: Last date of receipt of Objection, if any, to the Provisional list of prospective resolution applicants
- 27-07-2019: Date of issue final list of prospective resolution applicant.
- 21-07-2019: Issuance of RFRP (Request for Resolution Plans)
- 21-07-2019: Issue of Information Memorandum & Evaluation Matrix
- Briefing session (Pre-bidding session) – will be arranged at a suitable place convenient to all the prospective eligible resolution applicants on receipt of a request on this behalf from any of the eligible prospective resolution applicants. The exact date and timing will be informed.
- 21-08-2019: Last date of receipt of Resolution Plans

C-3 **ISSUE OF INFORMATION MEMORANDUM& EVALUATION MATRIX*:***

The resolution professional will be issuing the INFORMATION MEMORANDUM and the EVALUATION MATRIX along with the Request for Resolution Plan (RFRP) 5 days after the issue of provisional list as stated in C-2 above. That is the Information Memorandum and the Evaluation Matrix will be provided on 21-07-2019 to the prospective resolution applicants as per the provisions contained in the Code and CIRP Regulations. The RFRP will be issued to every prospective resolution applicant in the provisional list; and to every prospective resolution applicant who has contested the decision of the resolution professional against its non-inclusion in the provisional list.

The Information Memorandum and the Evaluation Matrix will be provided to the email id provided by the prospective resolution applicants.

C-4 **MANNER OF INTERACTION BETWEEN THE RESOLUTION PROFESSIONAL AND PROSPECTIVE RESOLUTION APPLICANTS:**

a. Communication to the Resolution Professional may be made by email or by post to the communication address provided in Form G and in this document. The communicator shall however ensure the communication is actually delivered to the Resolution Professional.

b. The prospective resolution applicants will be informed to their email ids, material changes, if any, affecting the Information Memorandum of the corporate debtor and the process of CIRP. If necessitated, the Resolution Professional may, with the approval of the Committee of Creditors, extent the timeline for submission of the Resolution Plans and the revised timeline will be communicated to the email ids of the prospective resolution applicants.

c. Pre-bid Session / Briefing Session – A pre-bid briefing session will be arranged if necessitated in order that the queries of the prospective resolution applicants are answered and clarifications on matters requiring clarifications by prospective resolution applicants are provided. The exact date and timing will be informed soon. All the prospective resolution applicants are requested to present themselves to seek clarification during the briefing session. Points for clarifications, if any, if sent in advance of the Pre-bid Session, the Resolution Professional will be able to provide the information on the subject to the maximum extent. Besides the briefing session, if the prospective resolution applicants desire, a visit of the Factory and Office of the corporate debtor, inspection of books of accounts, premises, etc. the same can also be arranged on any day as per mutual convenience.

d. Communication on Approval / Rejection of Resolution Plans: All Resolution Applicants will be informed by the Resolution Professional on the decision of the Committee of Creditors. The communication will be made to the email id of the Resolution Applicants provided to the Resolution Professional.

C-4 **MANNER & LAST DATE OF SUBMISSION OF RESOLUTION PLANS:**

A prospective Resolution Applicant in the final list may submit the resolution plan prepared in accordance with the Code and Regulations thereto, to the resolution professional within the time given in the request for resolution plan, that is, within 6 PM on 21-08-2019.

The Resolution Plan shall be accompanied, among other documents, the mandatory documents as stated in the ENCLOSURE – 5 of this RFRP. The Resolution Plan shall also contain the Mandatory Particulars / Provisioning as specified in the Code and Regulations; ENCLOSURE – 5 provides only

the indicative provisions contained in Code and Regulations. A resolution plan which does not contain these provisions / contents / documents shall be rejected.

The Resolution Plans received after the last date and time for receiving the Resolution Plans will not be accepted for any reason. However, if the last day happens to be a holiday for the office of the Resolution Professional, the next working day shall be considered as the last date of receiving the Resolution Plan. Kindly be informed that the office of the Resolution Professional follows bank holidays except the second and fourth Saturdays followed by Banks as holidays unless these Saturdays are holidays other than by virtue of 2nd and 4th Saturdays.

The Resolution Plan completed in all respects with all documents attached thereto shall be send in Person or by Post. The envelope containing the Resolution Plan and documents shall be securely closed and sealed and shall be addressed to the Resolution Professional with complete address written thereon and also writing at the top of the envelope in capital letters, **"RESOLUTION PLAN FOR RATHI TMT SARIA PRIVATE LIMITED (IN CIRP)."**

The resolution plan, if the prospective resolution applicant desires, may also be submitted in electronic form, in which case the original documents and the demand draft / pay order that are required to be provided along with the resolution plan shall have to be submitted in physical form.

C-5. COMPARISON & APPROVAL / REJECTION OF RESOLUTION PLANS:

1. The Resolution Plans received from all the eligible prospective Resolution Applicants will be subjected to evaluation as per the Evaluation Matrix approved by the Committee of Creditors. The Committee of Creditors reserves its' right to reject the highest bid or all bids received, if the bids do not meet the viability and other criteria as per the opinion of the Committee. The Committee of Creditors also reserves the right to re-fix the Minimum Criteria and Evaluation Matrix at their meeting without assigning any reasons thereof if according to the Committee of Creditors, sufficient cause exists to do so and the decision of the Committee of Creditors shall be final.

2. A Comparative Statement of bids received will be made as per the Evaluation Matrix approved by the Committee of Creditors. The Comparative Statements shall be for financial and other criteria, evaluated in accordance with the Evaluation Matrix. The Committee of Creditors may call one or more or all the prospective Resolution Applicants who meet all the criteria as to resolution plan, for a presentation of the resolution plan submitted by them.

3. The resolution professional may, if asked to do by the Committee, re-issue RFRP, if the resolution plans received in response to an earlier request are not satisfactory; in such an event, the request will be made to all the prospective resolution applicants in the final list. In case of re-issue a time period of minimum 5 days will be provided to the prospective resolution applicants to respond to such re-issued RFRP. The re-issued RFRP will be communicated to the email ids provided by the prospective resolution applicants.

4. Notwithstanding what has been stated above or elsewhere, the Committee of Creditors, reserves its' rights to reject a Resolution Plan, for reasons to be stated, even if the same meets the Minimum Criteria and that the Bid Price Points of an Applicant is the highest among all the Resolution Applicants.

C-6. OTHER TERMS AND CONDITIONS OF EOI / RESOLUTION PLANS:

1. Lodgment of an EOI and Resolution Plan is evidence of a Resolution Applicant's consent to comply with the terms and conditions of RFRP. If the Applicant fails to comply with any of the terms, the Resolution Plan may be summarily rejected.

2. All Prospective Resolution Applicants shall be deemed to have:

a. examined the EOI / RFRP document and all subsequent changes communicated, if any for the purpose of responding to it;

b. examined all circumstances and contingencies, having an effect on their EOI / Resolution Plans and which is obtainable by the making of reasonable enquiries;

c. satisfied themselves as to the correctness and sufficiency of their EOI / Resolution Plan applications and if any discrepancy, error or omission is noticed in the EOI / Resolution Plans the applicants shall notify the Resolution Professional immediately and in any case before the meeting of the Committee of Creditors convened to discuss the EOI / Resolution Plans.

3. The Prospective Resolution Applicant(s)may be asked to enter into an agreement with the Resolution Professional in order to give formal shape to all decisions in the meeting of the Committee of Creditors, during the course of negotiations / discussions, on the resolution plans mutually agreed between the prospective resolution applicant and the Committee of Creditors.

D. **FORM G & MINIMUM CRITERA**

A copy of the Form G is annexed as ***Enclosure – 1*** and the Minimum Criteria approved by the Committee of Creditors is annexed herewith as ***Enclosure – 2*** to this RFRP. The Minimum Criteria is mandatory and the Resolution Applicant(s) shall ensure that the Criteria stated therein are met and / or will be met, as the case may be.

E. **DETAILED INVITATION TO EOI & EVALUATION MATRIX**

The Detailed Invitation to Expression of Interest is Enclosure herewith as **Enclosure – 3.**
The Evaluation Matrix approved by the Committee of Creditors is annexed herewith as **Enclosure – 4** to this RFRP.

F. **EARNEST MONEY DEPOSITS:**

If a Resolution Plan of a prospective Resolution Applicant is approved by the Committee of Creditors the Earnest Money Deposits submitted along with the Resolution Plan of the Resolution Applicant will be retained till such time the Adjudicating Authority passes orders in this connection. The Earnest Money Deposit so retained shall not earn any interest. When the Resolution Plan is approved by the Adjudicating Authority the Earnest Money Deposits of the Resolution Applicant will be adjusted towards the implementation of the Resolution Plan. On the other hand, if a Resolution Plan approved by the Committee of Creditors, for any reason, is rejected by the Adjudicating Authority, the Earnest Money Deposits received from the Resolution Applicant will be returned within 7 working days of the order of the Adjudicating Authority.

If a Resolution Plan submitted by the prospective resolution applicant is not approved by the Committee of Creditors the Earnest Money Deposits submitted by the Resolution Applicant will be refunded / returned to the resolution applicant. The Earnest Money Deposit will not earn any interest and the prospective Resolution Applicant shall not be eligible for any interest, whatsoever, on the Earnest Money Deposits.

In case withdrawal of Resolution Plan after CoC approval, the EMD will be forfeited.

G. **RESOLUTION PLANS:**

G-1 **FORM AND CONTENTS OF RESOLUTION PLANS*:***

The Resolution Plan shall be specific and clear as to the offer amount, source of funds, timing and mode of payment etc. If a Resolution Plan is ambiguous with respect to the amount of offer and / or the terms of implementation / other aspects, the Committee of Creditors may, at its' discretion, reject such Plans without any further processing. It is therefore advised that the Resolution Plans are expressed in definite and unambiguous terms.

The Resolution Plan shall contain the mandatory provisioning of priorities to the stakeholders of the corporate debtor. Besides, the Resolution Plan shall be sufficiently detailed as to show the generation, sources and uses of funds during the entire period of implementation of the Resolution Plan.

G-2 **PROJECTION FOR SOURCES OF CASH:**

The projections on the sources of funds shall not be confined to the catering of the immediate requirements. It shall span over an estimated comfortable period when the proposed plan leads to the revival of the corporate debtor and till such time the entire commitments are projected to be made. The Resolution Plan shall demonstrate with sufficient workings the projections of cash flow from different sources, including but not limited to the following:

- Internal business operations – cash generations from continuing business of resolved entity;
- Upfront cash infusion proposed by the prospective Resolution Applicant;
- Future / periodic cash infusion proposed by the prospective Resolution Applicant;
- Asset Sale / Business divestment of the resolved entity envisaged as part of the resolution plan and amount of cash generated;
- Other sources of funds.

G-3 **PROJECTED PAYOUT PLANS:**

The Resolution Plan shall be specific as to the nature of payout, present and future payments, among others; the following shall be distinguished / disclosed:

- Distinguish upfront and deferred cash payments.
- Present Value of deferred cash payment with the discount factors specified in evaluation matrix.
- Present value of payouts as % of admitted claims across categories at the specified discounted rate as per evaluation matrix.

G-4 **CREDENTIALS OF PROJECTIONS FOR BUSINESS OPERATIONS OF THE RESOLVED ENTITY:**

The following are illustrative list of aspects that are relevant for consideration of the Resolution Plan:

- Drivers of Revenue and Cost for number of years of Plan;
- Projected Cash Flows and Balance Sheet for such number of relevant years;
- Projection of capital structure leading to target capital structure and sustainable debt; and
- Planned sources and usage of cash for number of relevant years.

G-6. **PROVISIONING OF PERFORMANCE SECURITY**

If the Resolution Plan of a prospective Resolution Applicant is approved by the Committee of Creditors as per the provisions contained in section 30 (4) of the Code, the Resolution Applicant will be called upon to provide a Performance Security in accordance with the provisions contained in Regulation 36B (4A) within 15 days of the said approval by the Committee of Creditors. The Performance Security shall stand forfeited if the resolution applicant of such plan, after its approval by the Adjudicating Authority, fails to implement or contributes to the failure of implementation of the plan in accordance with the terms of the plan and its implementation schedule.

The Performance Security shall be in the form of a bank guarantee, unconditional and irrevocable, guaranteeing to pay the commitments as per the resolution plan. In case of default in meeting the commitments, the guarantees shall be revoked towards the satisfaction of the pending commitments to be made as per the approved resolution plan.

H. **MANDATORY CONTENTS OF RESOLUTION PLANS**

As ***Enclosure – 5*** to this RFRP, the mandatory contents of resolution plans contained in few of the sections of the Code are stated. All Resolution Plans shall contain the Mandatory Contents as stated in the Code and Regulations. It should, however, be noted that the mandatory contents stated in the enclosure are only indicative and shall not to be interpreted as all inclusive. The Resolution Professional or the Committee of Creditors will not be responsible for any non-inclusion of any of the provisions of the Law in the Enclosure.

I. **INELIGIBILITY CRITERIA OF PROSPECTIVE RESOLUTION APPLICANTS UNDER SECTION 29 A TO THE EXTENT APPLICABLE**

The mandatory ineligibility criteria of resolution applicants as contained in Section 29A of the Insolvency and Bankruptcy Code, 2016 is provided in Enclosure – 3 "Detailed Invitation to EOI" of this RFRP. As the said enclosure too form part of this Request for Resolution Plan, the same is not again stated here. The prospective Resolution Applicant shall while submitting the resolution plan under Section 30 (1) of the Code, shall along with that provide the required Affidavit as per the provisions contained therein.

J. **INDICATIVE LIST OF DOCUMENTS WITH THE RESOLUTION PLAN**

An indicative list of documents that shall form part of the Resolution Plan is given below, which shall not be considered as to include all the documents that form part of the Resolution Plan.

1. A covering letter signed by all the Resolution Applicants or by the person authorized to submit the Resolution Plan on behalf of the Resolution Applicant(s);

2. The binding Resolution Plan;

3. Notarized Affidavit(s) by the prospective Resolution Applicant(s) stating that they are not ineligible under Section 29A of the Insolvency and Bankruptcy Code, 2016;

4. Undertaking(s) by the prospective Resolution Applicant(s) that every information and records provided in connection with or in the resolution plan is true and correct and that discovery of false information and record at any time will render the applicant ineligible to continue in the corporate insolvency resolution process, forfeit any refundable deposit, and attract penal action under the Code;

5. The resolution plans shall include a statement as to how it has dealt with the interests of all stakeholders, including financial creditors and operational creditors, of the corporate debtor;

6. A resolution plan shall include a statement giving details if the resolution applicant or any of its related parties has failed to implement or contributed to the failure of implementation of any other resolution plan approved by the Adjudicating Authority at any time in the past;

7. The prospective Resolution Applicants shall provide an undertaking that in case their Resolution Plan is approved by the Committee of Creditors under sub-section (4) of section 30, they will provide a performance security within 7 days of that approval and that they undertake to agree the forfeiture of such performance security if the resolution applicant of such plan, after its approval by the Adjudicating Authority, fails to implement or contributes to the failure of implementation of that plan in accordance with the terms of the plan and its implementation schedule.

8. Power of Attorney / Board Resolution, as applicable, to submit binding Resolution Plan in the format specified in appendices;

9. Earnest Money Deposit to be submitted along the Resolution Plan;

10. The Resolution Applicant(s) to provide a brief overview about itself / themselves.

11. Corporate structure of the Resolution Applicant(s), and Group Companies, affiliates, Parent Company and the Ultimate Parent Company of the Resolution Applicant(s);

12. Creditworthiness and financial capability of the Resolution Applicant(s) - Resolution Applicant(s) to provide the credit rating, documents from credit rating agencies (CIBIL, CARE, CRISIL, Others) and other documents evidencing the creditworthiness of the Resolution Applicant(s) or other obligors under the Resolution Plan to infuse funds in the Corporate Debtor.

13. Previous Experience of prospective Resolution Applicant(s) - to provide the details of investments in steel sector;

14. Documents evidencing the qualitative factors specified in the Evaluation Matrix to enable the evaluation of the resolution plans;

15. The financial projections for the corporate debtor during the number of years during which the resolution plan implementation is being projected;

16. Details as to how it proposes to supervise the implementation of the Resolution Plan;

17. Evidence with respect to the source of funding of the Resolution Plans;

18. Alternative plans / arrangements in case deviations happens to the projections which have a material impact on the resolution plan being considered;

19. If any of the documents (KYC, Undertakings, Declarations) specified in the Detailed Invitation to EOI were not submitted with the Expression of Interest, those documents shall form part of the Resolution Plan;

20. A copy of the RFRP and all ENCLOSURES signed and stamped by the Resolution Applicants as a token of acceptance of the provisions contained therein; and

21. Any other documents evidencing other credentials relevant to the resolution plan being considered.

22. The Resolution Plan shall include the statement as to how to be dealt with performance guarantee as per requirement in regulation 36B (4A)

DISCLAIMER TO THE REQUEST FOR RESOLUTION PLAN

This document named *"Request for Resolution Plan"* (*RFRP*) and the Enclosures thereto are formulated by the Resolution Professional. The purpose of these documents is to assist the recipient in deciding whether they wish to proceed with participating in the EOI process, having regard to the nature and size of the business and other considerations. Then there are eligibility criteria and evaluation matrix fixed by the Committee of Creditors of the Corporate Debtor and there are also ineligibility and other criteria as per the provisions of the Code and the CIRP Regulations. These provisions are provided in order to assist the recipient to examine the meeting of eligibility criteria before taking a decision on the participation in the EOI process and subsequently in the Resolution Plan process.

The information contained herein is not intended to form the sole basis of any investment decision by a prospective Resolution Applicant. Interested parties should carry out their own investigations and analysis of the Corporate Debtor and of the data referred to in this RFRP and supporting enclosures. Neither this document, nor anything contained herein, should form the basis of, or be relied upon in connection with any contract, agreement, undertaking, understanding or any commitment or investment decision whatsoever.

The information contained/disclosed in the RFRP and supporting documents are as provided by the Corporate Debtor and the stake-holders of the Corporate Debtor. No representation or warranty, express or implied, is given by the Corporate Debtor or the stake-holders, any of its officers, employees or its agents to the Resolution Professional as to the accuracy, authenticity or completeness of the contents of this RFRP and supporting documents or information supplied, nor is any such party under any obligation to update the information or correct any inaccuracies or omissions in it which may exist or become apparent. This document should not be considered as a recommendation by the Corporate Debtor or any stake-holders, any of its officers, employees or its agents, or the Resolution Professional to invest in the Corporate Debtor and each prospective applicant must make its own independent assessment of the merits or otherwise of investing in the corporate debtor.

No responsibility or liability is accepted for any loss or damage arising whatsoever that you may suffer as a result of the information contained herein and any and all responsibility and liability is expressly disclaimed by the Resolution Professional and its officers and employees.

Date: 25-06-2019
Place: Gurgaon

Ajit Kumar
Resolution Professional
IP Reg. No: IBBI/IPA-003/IP-N00062/2017-18/10548