

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

**1. BACKGROUND:**

Xalta Food & Beverages Private Limited (“XFBPL” / “Corporate Debtor”) is a private limited company, carrying the business of manufacturing and distribution of non alcoholic beverages like soft drinks and juices.

At present, XFBPL is undergoing a Corporate Insolvency Resolution Process (“CIRP”) in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 (“IBC”). The CIRP of XFBPL was initiated, by an Order dated July 25, 2018 of Hon’ble National Company Law Tribunal (“NCLT”), New Delhi Bench.

**2. SUBMISSION OF EOI:**

RA submitting the EOI should meet the Eligibility Criteria as set out in **“Annexure – A”** hereto. EOI shall be submitted in the prescribed format as set out in **“Annexure – B”** hereto alongwith the documents as set out in **“Annexure – C”** hereto and the details of RA as set out in **“Annexure – D”** hereto alongwith the Confidentiality Undertaking as set out in **“Annexure – E”** and declaration by RA under section 29A of IBC as set out in **“Annexure – F”** hereto.

EOI in the prescribed format along with the annexures is required to be sent by emailing it at [rp.xalta@gmail.com](mailto:rp.xalta@gmail.com), and also through speed post / registered post / courier or hand delivering to **Naveen Kumar Jain, Resolution Professional of Xalta Food & Beverages Private Limited, F-1, Milap Nagar, Uttam Nagar, New Delhi-110059, India.**

**3. PROCESS POST RECEIPT OF EOI:**

EOIs received will be reviewed by RP and / or members of COC. Qualified and shortlisted RAs will be informed about the same. The Bid Process Memorandum containing the evaluation matrix and terms and conditions of submitting Resolution Plan would be issued to the shortlisted parties pursuant thereto. Access to Information Memorandum (IM), data room for DD and other relevant information will be provided to qualified and shortlisted RA.

The qualified and shortlisted RA will be given time to carry out further due-diligence (DD) and submit their Resolution Plan, in accordance with the provisions of the IBC, by 6.00 PM on or before 06<sup>th</sup> December, 2018. For any clarifications, please write to: [rp.xalta@gmail.com](mailto:rp.xalta@gmail.com) on or before 22nd October 2018.

**NOTES AND OTHER TERMS AND CONDITIONS:**

- (i) The EOI Process Memorandum is not an offer or invitation for sale or the solicitation of an offer to buy, purchase or subscribe to any securities, if any, of XFBPL.
- (ii) COC / RP reserve the right to withdraw this EOI Process Memorandum and / or cancel the Resolution Plan process at any stage. Mere submission of the EOI shall not create any rights in favour of the RA and the decision of the COC / RP regarding the resolution plan process shall be final and binding on all parties concerned including RAs. The COC / RP further reserves the right to (a) amend, extend, vary or modify the terms and conditions regarding submission of Resolution plan, including but not limited to Evaluation Matrix, timelines regarding submission of Resolution Plans; and (b) disqualify and / or reject any RA at any stage of the bid process without assigning any reason and without any liability, including any tortious liability.

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

- (iii) Amendments or Clarifications concerning submission of EOI and / or Information regarding extension, if any, of time for submission of Resolution Plan shall be uploaded on the XFBPL's website. All interested parties should visit XFBPL's website at [www.xalta.in](http://www.xalta.in) to keep themselves updated regarding the same.
- (iv) No agreements with RP or any official, representative, affiliates, associate, advisor, agent, director, partner or employee of the RP or XFBPL or any member of the CoC or verbal communication by them shall affect or modify any terms of this EOI.
- (v) No claims against or liability of the RP or XFBPL or any member of the CoC or any of their official, representative, affiliates, associate, advisor, agent, director, partner or employee would arise or be sustained out of this EOI.
- (vi) By submitting a proposal, each RA shall be deemed to acknowledge that it has carefully read the entire EOI, its terms and conditions and eligibility criteria and has fully informed itself as to all the existing terms, conditions and limitations.

Sd/-

Mr. Naveen Kumar Jain,  
IBBI/IPA-001/IP-P00650/2017-2018/11097  
Resolution Professional for Xalta Food & Beverages Private  
Limited  
(Under Corporate Insolvency Resolution Process)

F-1, Milap Nagar, Uttam Nagar  
New Delhi-110059  
Email Id – [rp.xalta@gmail.com](mailto:rp.xalta@gmail.com)

Date: 08<sup>th</sup> October, 2018  
Place: New Delhi

**Attachments: Annexures – A to F**

*<<this space has been intentionally left blank>>*

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

**ANNEXURE A**  
**ELIGIBILITY CRITERIA**

The eligibility criteria for submission of Resolution Plan for Xalta Food & Beverages Private Limited are as follows:

- (a) Any person including private limited company or public limited company registered under the Companies Act, 1956 or 2013, Limited Liability Partnership (LLP) or SEBI registered Alternative Investment Fund (AIF) or a company incorporated outside India, which is eligible to invest in India under the laws of India either as a sole resolution applicant or as part of a consortium.
- (b) The shareholding of the special purpose vehicle incorporated by the consortium shall be same as the shareholding of members in consortium.
- (c) 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
- (d) Potential Resolution Applicant's competence and capability are proposed to be established broadly by the following parameters:
  1. Financial Capacity
  2. Relevant Industry Experience
  3. Provisions of Section 29A of IBC

**1. Financial Capacity Eligibility Criteria:**

**A. For Private / Public Limited Company / Limited Liability Partnership ("LLP") / Body Corporate / any other Potential Resolution Applicant:**

- Minimum Net Worth ("NW") of Indian National Rupee ("INR") **30 Crore** at the Group Level in the immediately preceding completed financial year.
- Group may comprise of entities either controlling or controlled by or under common control with the Potential Resolution Applicant. Control means at least 26% ownership.

**B. For Financial Institution / Investment Company / Fund House / Private Equity ("PE") Investor / Non-Banking Financial Company ("NBFC") / Asset Reconstruction Company ("ARC"):**

- Minimum Assets Under Management ("AUM") of Indian National Rupee ("INR") **100 Crore** in the immediately preceding completed financial year; or

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

**C. For Consortium Potential Resolution Applicant:**

- Consortium Potential Resolution Applicant must also satisfy eligibility criteria pertaining to minimum NW / AUM as applicable in addition to other conditions stipulated herein.
- In case the consortium is of Private / Public Limited Companies / LLPs / Body Corporate / any other Potential Resolution Applicants, NW of the consortium shall be calculated as weighted average of individual member's NW. Provided that only such portion of their NW as is proportionate to their shareholding in the consortium will count towards the eligibility criteria of NW (without any double counting).
- In case the consortium is comprised of Financial Institutions / Investment Companies / Fund Houses / PE Investors / NBFCs / ARCs / any other prospective Resolution Applicants, the minimum AUM of consortium shall be calculated as weighted average of individual member's AUM. Provided that only such portion of their AUM as is proportionate to their shareholding in the consortium will count towards the eligibility criteria of AUM (without double counting).

**2. Relevant Industry Experience**

The applicant should have relevant industry experience of minimum 3 years.

**3. Provisions of Section 29A of IBC**

Potential Resolution Applicant must be eligible to submit Resolution Plan in accordance with provision of Section 29A of IBC. For this purpose, the Potential Resolution Applicant should give a declaration supported by affidavit as set out in "**Annexure – F**" hereto stating that it does not suffer from any disqualification provided in Section 29A of IBC. In case of Resolution Applicants submitting the Resolution Plan jointly, the declaration and affidavit needs to be submitted by each such Resolution Applicant. However, a Resolution Applicant(s) suffering from a disqualification under Section 29A (c) may submit a resolution plan, provided that it undertakes that it will make payment of all overdue amounts with interest thereon and charges relating to non-performing asset accounts before submission of resolution plan and that it will submit a written acknowledgement of such payment at least one day before the last day of submission of resolution plan.

**Exchange Rate:**

For the purpose of evaluation of the EOI, the exchange rate to be used for conversion into INR (Indian Rupees) shall be RBI Reference rate on the last working day that precedes the date of the EOI.

*<<this space has been intentionally left blank>>*

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

**“ANNEXURE – B”**

**FORMAT OF EXPRESSION OF INTEREST (EOI)**

**(On the Letterhead of the Potential Resolution Applicant Submitting EOI)**

To,

Mr. Naveen Kumar Jain,  
Resolution Professional for Xalta Food & Beverages Private  
Limited  
F-1, Milap Nagar, Uttam Nagar  
New Delhi-110059

**Subject: Expression of Interest ("EOI") for submitting Resolution Plan for Xalta Food & Beverages Private Limited ("Corporate Debtor").**

Dear Sir,

1. In response to the advertisement in The <Name of Newspaper> dated <Date>, 2018 ("Advertisement") / Notice on Website of Corporate Debtor / Insolvency & Bankruptcy Board of India inviting EOI for submission of Resolution Plans ("Resolution Plan") as per the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code"), we confirm that we have understood the eligibility criteria mentioned in the EOI / Invitation for Submission Resolution Plan for Xalta Food & Beverages Private Limited as was uploaded on the website of the Corporate Debtor at [www.xalta.in](http://www.xalta.in) and meet the necessary thresholds mentioned therein and submit our EOI for submission of a Resolution Plan for the Corporate Debtor.
2. I, \_\_\_\_\_, [insert name of the signatory] confirm that I am duly authorized to submit this EOI on behalf of \_\_\_\_\_ [insert the name of the entity submitting the EOI].
3. The information furnished by us in this EOI including documentary proofs, is true, correct, complete, accurate in all material respects. Further, we acknowledge or confirm (as applicable) that:
  - a. The Resolution Professional ("RP") may, on the approval of the Committee of Creditors (constituted under the Code) ("COC"), have the right to cancel the process without any prior intimation to us or modify or vary the terms without assigning any reason, whatsoever and without any liability. Any clarifications, amendment or extensions of time, etc. in relation to the process would be updated on the website of the Corporate Debtor and the RP is not required to separately intimate us in this respect. We are aware that the timelines for diligence and other processes will not be extended without prior approval of the RP, which approval may be provided by the RP at its sole discretion. No financial obligation shall accrue to the RP or the Corporate Debtor in such an event;
  - b. The Corporate Debtor is on an "as is where is" basis and the RP, COC, the current shareholders or promoters of the Corporate Debtor will not be providing any representations or warranties;

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

- c. We have read and understood the terms and conditions stipulated in the advertisement and acknowledge that the RP reserves the right to accept or reject any EOI without assigning any reason whatsoever and without any liability to the applicant.
- d. The RP reserves the right to request for additional information or clarification, as it deems fit, from us for the purposes of the EOI;
- e. We will continue to meet the eligibility criteria throughout the process, and will intimate the RP of any change in the information provided by us along with our EOI, which may impact our ability to participate in this process, within 3 (three) business days of such change;
- f. We have read and understood the provisions of the Code and the rules and regulations issued there under. We are aware that our submission of the EOI does not give us the right to be a part of the COC;
- g. We are aware that the current promoters or shareholders of the Corporate Debtor may also be eligible to submit EOI;
- h. The RP and the Corporate Debtor shall, in no circumstances, be responsible to bear or reimburse any expenses or costs incurred by us in respect of submission of this EOI; and
- i. Information Memorandum will be provided to the qualified and shortlisted Resolution Applicants as per the provisions of Code;
- j. If we are shortlisted, we will submit the Resolution Plan complying the provisions of the Insolvency & Bankruptcy Code, 2016 within the timelines laid down;
- k. We have attached the supporting documents required to be submitted with EOI as published on the website of Xalta Food & Beverages Private Limited at [www.xalta.in](http://www.xalta.in)

Thanking you,

Yours truly,

On behalf of the Firm / Company / Organization:

Signature:

Name of

Signatory:

Designation:

Company Seal / Stamp

Place: Date:

Enclosures: Annexures

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

**“ANNEXURE – C”**

**DOCUMENTS REQUIRED TO BE SUBMITTED WITH EOI**

1. Profile of Resolution Applicant
2. **Legal Documents:** Copies of Certificate of Registration / Incorporation and Constitutional Documents (Memorandum and Articles of Association, etc.) of Resolution Applicant and information / details required as per Regulation 38(3) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2017.
3. **For NW / AUM:** Certified true copies of Audited financial statements of immediately preceding 3 (three) years of RA and / or its promoter / promoter group or any other group company as per eligibility criteria.
4. A notarized declaration from RA in order to demonstrate that the promoter / promoter group or any other group company are part of the same group, in case the interested party is using such entities for meeting the eligibility criteria. Please note that RA shall provide all relevant documents for its promoter / promoter group or any other group company, if required to meet the eligibility criteria.
5. An undertaking by the prospective resolution applicant that it meets the criteria specified by the committee under clause (h) of sub-section (2) of section 25;
6. An undertaking by the prospective resolution applicant that it does not suffer from any ineligibility under section 29A to the extent applicable along with relevant information and records to enable an assessment of ineligibility.
7. An undertaking by the prospective resolution applicant that it shall intimate the resolution professional forthwith if it becomes ineligible at any time during the corporate insolvency resolution process;
8. An undertaking by the prospective resolution applicant that every information and records provided in expression of interest is true and correct and discovery of any false information or record at any time will render the applicant ineligible to submit resolution plan, forfeit any refundable deposit, and attract penal action under the Code; and
9. An undertaking by the prospective resolution applicant to the effect that it shall maintain confidentiality of the information and shall not use such information to cause an undue gain or undue loss to itself or any other person and comply with the requirements under sub-section (2) of section 29.
10. Any other documents / information which Potential Resolution Applicant finds necessary to share or as may be notified by the RP from time to time.

Note: In case of consortium, each member of consortium needs to submit the documents set out herein.

*<<this space has been intentionally left blank>>*

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

**“ANNEXURE – D”**

**DETAILS OF THE POTENTIAL RESOLUTION APPLICANT**

**1. Name and address:**

Name:  
Address (with proof):  
Telephone No.:  
Fax No.:  
Email:

**2. Name and address (with proof) of the Firm / Company / Organization:**

**3. Date of establishment of Resolution Applicant / Promoter Group and copies of documents:**

**4. Core area of expertise of Resolution Applicant:**

**5. Contact Person:**

Name:  
Designation:  
Telephone No:  
Mobile No.:  
Email:

**6. PAN No. and / or CIN No. and / or Aadhaar No. or equivalent details of Resolution Applicant and copies of documents:**

**7. Company / FI Profile:**

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

(Note: The Company profile should necessarily include tangible net worth of the preceding three years. Where the entity submitting the EOI is a financial investor / fund entity, please provide details pertaining to “assets under management” and / or “committed funds” for the preceding three years or the committed funds available as on March 31, 2018 for investment. Further the fulfillment of eligibility criteria must be clearly identified / certified herein)

(ii) Experience of the Company in the relevant sector(s).

(iii) History, if any, of the Company or affiliates of the Company being declared a ‘wilful defaulter’ or ‘non-cooperative borrower’ or ‘non-impaired asset’ or ‘non-performing asset’.

(Note: In case of consortium, the details set out above are to be provided for each of the member of the consortium)

*<<this space has been intentionally left blank>>*



**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

**“ANNEXURE – E”**

**CONFIDENTIALITY UNDERTAKING**

**(To be executed on stamp paper )**

To,  
Mr. Naveen Kumar Jain,  
Resolution Professional for Xalta Food & Beverages Private  
Limited  
F-1, Milap Nagar, Uttam Nagar  
New Delhi-110059

**Subject: Undertaking Under Section 29 of the Insolvency And Bankruptcy Code, 2016 (IBC) and Regulation 36 (4) of the Insolvency And Bankruptcy Board of India (Insolvency Resolution Process For Corporate Persons) Regulations, 2016 (CIRP Regulations) to maintain Confidentiality**

This confidentiality undertaking has been signed by \_\_\_\_\_,  
a Potential Resolution Applicant (as per Section 5(25) of Insolvency & Bankruptcy Code, 2016 (“Code”)), having its office at \_\_\_\_\_  
acting through Mr. / Ms. \_\_\_\_\_, the authorized signatory /  
authorized representative (“**Resolution Applicant**”, which expression shall, unless repugnant to  
the context, include its successors, legal representatives, permitted assigns and administrators in  
business) in favour of Mr. Naveen Kumar Jain, Resolution Professional for Xalta Food &  
Beverages Private Limited having registration no. IBBI/IPA-001/IP-P00650/2017-2018/11097  
on \_\_\_\_\_ day of \_\_\_\_\_,  
2018.

WHEREAS Xalta Food & Beverages Private Limited, a company registered under Companies,  
Act, 2013 (hereafter referred as “Corporate Debtor”) is under corporate insolvency resolution  
process vide NCLT, New Delhi order dated July, 25 2018 and Mr. Naveen Kumar Jain having  
registration no. IBBI/IPA-001/IP-P00650/2017-2018/11097 was appointed as the Resolution  
Professional for the Corporate Debtor in the meeting of the Committee of Creditors (“COC”)  
dated August 24, 2018 in accordance with Section 22 of the Insolvency & Bankruptcy Code,  
2016 (“Code”) (“Resolution Professional”).

WHEREAS the Resolution Professional has prepared information memorandum as per Section  
29 (1) of the Code and Regulation 36 of the Insolvency and Bankruptcy Board of India  
(Insolvency Resolution Process for Corporate Persons) Regulations, 2016 in respect of the  
Corporate Debtor (“**Information Memorandum**”).

WHEREAS the Resolution Professional is required to share the information memorandum and  
any other information with a potential resolution applicant after receiving an undertaking from  
the Resolution Applicant to the effect that the Resolution Applicant shall maintain confidentiality  
of the information contained in the Information Memorandum and shall not use such information  
to cause an undue gain or undue loss to themselves or any other person and comply with the  
requirements under Section 29(2) of the Code.

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

**THEREFORE, the Resolution Applicant hereby declares and undertakes as follows:**

1. The Resolution Applicant declares and undertakes that it will not divulge to anyone in any manner (whether through oral or written communication or through any other mode of communication), any information concerning the Corporate Debtor, including but not limited to the existence, business, operations, financial position, disputes by or against the corporate debtor, or the day to day activities of the Corporate Debtor, disclosed to it through oral or written communication or through any other mode, whether by the Resolution Professional (or any other person on behalf of the Resolution Professional), and / or any part of the information contained in the Information Memorandum, , and all such information shall be hereinafter referred to as “**Confidential Information**”. Any information or documents generated or derived by the recipients of Confidential Information that contains, reflects or is derived from any Confidential Information shall also become Confidential Information.
2. The Resolution Applicant further unconditionally and irrevocably undertakes and declares that
  - a) the Confidential Information shall be kept confidential by the Resolution Applicant and shall be used solely for the purpose as allowed under the Code;
  - b) the Resolution Applicant shall not use the Confidential Information to cause any undue gain or undue loss to itself or any other person;
  - c) the Resolution Applicant shall comply with all provisions of law for the time being in force relating to confidentiality and insider trading;
  - d) the Resolution Applicant shall protect any intellectual property of the corporate debtor which it may have access to;
  - e) the Confidential Information may only be disclosed to and shared with its employees or third parties by the Resolution Applicant, in accordance with applicable laws, including in relation to confidentiality and insider trading, and terms of this confidentiality undertaking on a strict need-to-know basis and only to the extent necessary for and in relation to the corporate insolvency resolution process of the corporate debtor, provided that the Resolution Applicant binds such employees and third parties, by way of an undertaking / agreements, to terms at least as restrictive as those stated in this confidentiality undertaking;
  - f) the Resolution Applicant shall ensure that all Confidential Information is kept safe and secured at all times and is protected from any theft or leakage;
  - g) the Resolution Applicant shall immediately destroy and permanently erase all Confidential Information upon the approval of a resolution plan by the National Company Law Tribunal (“NCLT”) under Section 31(1) of the Code or upon an order for liquidation of the corporate debtor being passed by the NCLT under Section 33 of the Code, unless otherwise waived by the (i) Corporate Debtor in writing in the event of approval of resolution plan by the NCLT; or (ii) liquidator in writing in the event of an order for liquidation of the Corporate Debtor being passed by the NCLT under Section 33 of the Code;
  - h) the Resolution Applicant shall take all necessary steps to safeguard the privacy and confidentiality of the Confidential Information and shall use its best endeavors to secure that no person acting on its behalf divulges or discloses or uses any part of the Confidential Information, including but not limited to the financial position of the corporate debtor, all information related to disputes by or against the corporate debtor and any other matter pertaining to the corporate debtor as may be specified in the Information Memorandum; and
  - i) The Resolution Applicant shall be responsible for any breach of obligations under

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

this confidentiality undertaking and shall indemnify the Resolution Professional for any loss, damages and costs incurred by the Resolution Professional due to such breach of obligations by the Resolution Applicant or any person acting on its behalf.

3. Notwithstanding anything to the contrary contained herein, the following information shall however not be construed as Confidential Information
  - a) information which, at the time of disclosure to the Resolution Applicant was already in the public domain without violation of any provisions of applicable laws;
  - b) information which, after disclosure to the Resolution Applicant becomes publicly available and accessible without violation of applicable laws or a breach of this confidentiality undertaking;
  - c) information which was in the possession of the Resolution Applicant prior to its disclosure, as evidenced by the records of the Resolution Applicant;
  - d) information that is received by the Resolution Applicant from a third party which is not in breach of its confidentiality obligations hereunder; and
  - e) information that is required to be disclosed by the Resolution Applicant (and to the extent required to be disclosed) pursuant to the requirements of applicable laws, or order of a judicial, regulatory or administrative authority, provided however the Resolution Applicant should use its best endeavors to provide prior intimation of such requirement to disclose to the Resolution Professional and cooperate in all manner required with the Resolution Professional if the Resolution Professional wishes to obtain an injunction or similar order against such requirement of disclosure.
4. No representation or warranty has been provided by the Resolution Professional in relation to the authenticity or adequacy of the information provided to the Resolution Applicant, including Confidential Information, and the Resolution Applicant would not have any claim against the Resolution Professional or any person acting on its behalf or the Corporate Debtor in relation to any information provided in the Information Memorandum.
5. Nothing contained herein shall be construed as granting or implying any transfer of rights (including license rights) to the Resolution Applicant pertaining to the Confidential Information, or any patents or other intellectual property protecting or relating to the Confidential Information.
6. Resolution Applicant agrees that it shall take reasonable measures to protect the secrecy of, and avoid disclosure and unauthorized use, destruction of the Confidential Information. Without limiting the foregoing, the Resolution Applicant shall take at least those measures to protect the Confidential Information that it takes to protect its own most highly confidential information.
7. Nothing in this confidentiality undertaking shall have the effect of limiting or restricting any liability arising as a result of fraud or willful default.
8. Resolution Applicant shall immediately notify the Resolution Professional of any known or suspected breaches of this undertaking and shall give the Resolution Professional full co- operation in any search or scrutiny or investigation or legal actions that the Resolution Professional may decide to undertake.
9. Damages may not be an adequate remedy for a breach of this confidentiality undertaking and the Resolution Professional shall be entitled to the remedies of injunction, specific performance and other equitable relief for a threatened or actual breach of this confidentiality undertaking. The rights and remedies herein provided shall be cumulative

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

and not exclusive of any rights or remedies provided by law, and the Resolution Professional shall be entitled to seek all or any one or more of such remedies against the Resolution Applicant.

10. The Resolution Applicant hereby represents and warrants that it has the requisite power and authority to execute, deliver and perform its obligations under this Agreement.
11. The terms of this confidentiality undertaking may be modified or waived only by a separate instrument in writing signed by the Resolution Applicant with the prior written consent of the Resolution Professional that expressly modifies or waives any such term.
12. If any provision of this undertaking is determined to be invalid, void or unenforceable for any reason, then the remaining provisions hereof shall remain unaffected and in full force and effect.
13. This confidentiality undertaking and any dispute claim or obligation arising out of or in connection with it shall be governed by and construed in accordance with Indian laws and the courts at Mumbai shall have exclusive jurisdiction over matters arising out of or relating to this confidentiality undertaking.

Signed on behalf of

\_\_\_\_\_

by Mr. \_\_\_\_\_

(Name and  
Designation)  
Authorised Signatory

*<<this space has been intentionally left blank>>*

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

---

**“ANNEXURE – F”**

**DECLARATION UNDER SECTION 29A OF IBC**

**(To be notarized on stamp paper)**

**In the matter of Corporate Insolvency Resolution Process of Xalta Food & Beverages  
Private Limited under the provisions of the Insolvency and Bankruptcy Code, 2016**

**AFFIDAVIT**

I, [Name of Deponent], son of / daughter of [Name of Deponent’s father] aged [Age of Deponent] resident of [Address of Deponent], the Deponent, do hereby solemnly affirm, state and declare as under:

1. That I am fully conversant with the facts and circumstances of the matter and am also duly empowered and competent to swear and affirm this affidavit.
2. That I have understood the provisions of section 29A of the Insolvency and Bankruptcy Code, 2016 (“IBC”). I confirm that neither [name of the resolution applicant] nor any person acting jointly or in concert with [name of the resolution applicant] is ineligible under Section 29A of IBC to submit resolution plan (s) in the Corporate Insolvency Resolution Process of Xalta Food & Beverages Private Limited under the provisions of the Insolvency and Bankruptcy Code, 2016.
3. That [name of resolution applicant] has not been rendered ineligible under the provisions of Section 29A of the Insolvency and Bankruptcy Code, 2016.
4. That I therefore, confirm that [name of the applicant] is eligible under Section 29A of the Insolvency and Bankruptcy Code, 2016 to submit a resolution plan for Xalta Food & Beverages Private Limited.
5. That I confirm that the said declaration and disclosure is true and correct.
6. That I am duly authorised to submit this declaration by virtue of [state where the authority is drawn from]

**Deponent**

**Verification**

Verified at [Place] at this [Date] day of [Month] 2018, that the content of the above affidavit are true and correct to my personal knowledge, nothing is false in it and no material facts have been concealed therefrom.

**Deponent**

*<<this space has been intentionally left blank>>*

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

**“ANNEXURE – G”**

**FORM G**

**INVITATION FOR EXPRESSION OF INTEREST**

(Under Regulation 36A (1) of the Insolvency and Bankruptcy (Insolvency Resolution Process for Corporate Persons) Regulations, 2016

FOR THE ATTENTION OF PROSPECTIVE RESOLUTION APPLICANTS OF

**XALTA FOOD & BEVERAGES PRIVATE LIMITED**

<b>RELEVANT PARTICULARS</b>	
1.	Name of the corporate debtor <b>XALTA FOOD &amp; BEVERAGES PRIVATE LIMITED</b>
2.	Date of incorporation of corporate debtor 09.02.2015
3.	Authority under which corporate debtor is incorporated / registered <b>Registrar of Companies – Delhi Registration No. – 276479</b>
4.	Corporate identity number / limited liability identification number of corporate debtor U15122DL2015PTC276479
5.	Address of the registered office and principal office (if any) of corporate debtor <b>Registered Office :</b> XALTA FOOD & BEVERAGES PRIVATE LIMITED RZ-37A, Naya Bazar, Rati Ram Park, Najafgarh, New Delhi -110043  <b>Principal Office:</b> 161, B/4, 4th Floor Gulmohar House, Gautam Nagar, Yusuf Sarai New Delhi 110049
6.	Insolvency commencement date of the corporate debtor 25.07.2018 (Order of Hon’ble NCLT New Delhi Bench received on 27.07.2018)
7.	Date of invitation of expression of interest 08.10.2018
8.	Eligibility for resolution applicants under section 25(2)(h) of the Code is available at: <a href="http://www.xalta.in">http://www.xalta.in</a> or can be obtained by emailing at <a href="mailto:rp.xalta@gmail.com">rp.xalta@gmail.com</a>
9.	Norms of ineligibility applicable under section 29A are available at: <a href="http://www.xalta.in">http://www.xalta.in</a> or can be obtained by emailing at <a href="mailto:rp.xalta@gmail.com">rp.xalta@gmail.com</a>
10.	Last date for receipt of expression of interest 22.10.2018
11.	Date of issue of provisional list of prospective resolution applicants 01.11.2018
12.	Last date for submission of objections to provisional list 06.11.2018
13.	Date of issue of final list of prospective resolution applicants 16.11.2018

**EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR  
XALTA FOOD & BEVERAGES PRIVATE LIMITED**

14.	Date of issue of information memorandum, evaluation matrix and request for resolution plans to prospective resolution applicants	06.11.2018
15.	Manner of obtaining request for resolution plan, evaluation matrix, information memorandum and further information	The Resolution professional will share the request for resolution plan/ evaluation Matrix/ Information Memorandum in the electronic form / physical form to potential resolution applicants meeting the eligibility criteria as set out by the committee of creditors after receiving a confidentiality undertaking as per Section 29(2) of the Code and eligibility norms under section 29A and other requirements of IBC, 2016, and CIRP regulations.
16.	Last date for submission of resolution plans	06.12.2018
17.	Manner of submitting resolution plans to resolution professional	Sealed Envelope by Post / by hand to RP at the correspondence address and electronic copy by email at <a href="mailto:rp.xalta@gmail.com">rp.xalta@gmail.com</a>
18.	Estimated date for submission of resolution plan to the Adjudicating Authority for approval	05.01.2019
19.	Name and registration number of the resolution professional	Naveen Kumar Jain IBBI/IPA-001/IP-P00650/2017-2018/11097
20.	Name, Address and e-mail of the resolution professional, as registered with the Board	Naveen Kumar Jain F-1, Milap Nagar, Uttam Nagar, New Delhi- 110059 <a href="mailto:insolvencyprofessional@rediffmail.com">insolvencyprofessional@rediffmail.com</a> .
21.	Address and email to be used for correspondence with the resolution professional	Naveen Kumar Jain NK & Partners Law Offices F-1, Milap Nagar, Uttam Nagar, New Delhi-110059 <a href="mailto:rp.xalta@gmail.com">rp.xalta@gmail.com</a>
22.	Further Details are available at or with	<a href="http://www.xalta.in">http://www.xalta.in</a>
23.	Date of publication of Form G	08.10.2018

**Note :** Please note that RP reserve the right to amend or modify the invitation without assigning any reason and without incurring any liability of whatsoever nature. Any amendment or modification shall be posted on the website of the corporate debtor [www.xalta.in](http://www.xalta.in). **Potential Resolution Applicants are requested to regularly visit the aforesaid website for regular updates.**

Sd/-

Naveen Kumar Jain

**Resolution Professional in the matter of Xalta Food & Beverages Private Limited**

IBBI/IPA-001/IP-P00650/2017-2018/11097

**Date: 08/10/2018**

**Place: New Delhi**