

EXPRESSION OF INTEREST SUBMISSION OF RESOLUTION PLAN FOR

EMC LIMITED

[CIN U70100WB2010PLC151197]

Registered Office: 51, Canal East Road

Kolkata WB 700085 IN

1. Introduction

EMC Ltd (Formerly known as Electrical Manufacturing Co. Limited) is the oldest company, established way back in 1953 and presently, it is the leading modern power system company in India. The company has grown into a large EPC (Engineering, Procurement & Construction) organization and has enviable record of completing large projects in time meeting stringent quality specification of prestigious customers in India and overseas countries.

The company offers complete turnkey solutions in the field of power transmission systems i.e. transmission lines and substations including gas insulated substations in all voltages up to Extra High Voltage (EHV) 765 Kv and is also active in rural electrification and distribution systems in India. The company made foray in to railway infrastructure, Over Head Electrification and traction substation and related civil engineering construction work.

The company has been overseas business since early 1970's and exported galvanized steel towers, conductors and hardware items but of late the company is taking up turnkey orders (EPC Projects) in power transmission and substation sectors in Europe, Africa, Middle east and south Asia and rapidly expanding its footprints globally in different continents.

SNAPSHOT OF RELEVANT INFORMATION ABOUT THE COMPANY

Name	EMC Limited
CIN	U70100WB2010PLC151197
Date of Incorporation	12/07/2010
Class of Company	Public Limited Company
Whether Listed or not	Not Listed
Industry	EPC (Engineering, Procurement & Construction) organization
Registered Office	51, Canal East Road Kolkata Kolkata WB 700085
Authorized Capital	INR 10,27,000,000
Paid- up Capital	INR 5,00,000

2. Insolvency Resolution Process

The Company is currently under Corporate Insolvency Resolution Process ("CIRP") as per the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC" or "Code"), pursuant to an order of Hon'ble NCLT, Kolkata dated November 12, 2018. CA Kannan Tiruvengadam, was re-appointed as the Resolution Professional ("RP") vide order of Hon'ble NCLT, Kolkata dated April 20, 2022 hereby invites Expression of Interest (EOI) from prospective lenders, investors

and any other persons ("Potential Resolution Applicant" or "PRA") under Section 25(2)(h) of IBC, 2016 for the purpose of submission of Resolution Plan in respect of the Company within the timelines indicated under Regulation 39(1) of the Insolvency & Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) CIRP Regulations, 2016.

3. Eligibility Criteria

Please refer to Annexure 'A'

4. Submission of EOI:

- a. Expression of Interest ("EOI") is invited in a sealed envelope superscripted as "Expression of Interest – EMC LIMITED (CIRP)" for participating in CIRP of the Company, in the format as set out in Annexure 'B'.
- b. Applicants should meet the Eligibility Criteria as set out in Annexure 'A'.
- c. Applicants shall submit the EOI along with the supporting documents set out in Annexure 'C'
- d. The details of the Prospective Resolution Applicant as set out in Annexure 'D'.
- e. Prospective Resolution Applicant shall submit the sealed envelope containing a complete set of the EOI in hard copy along with the Annexure stated above, to the following address by post or deliver in person:

CA KannanTiruvengadam

(IP Registration No.: IBBI/IPA-001/IP-P00253/2017-18/10482)

Address for Correspondence in this regard:

Regd. Office: "Netaji Subhas Villa", Flat 3C, 18, Karunamoyee Ghat Road,
Kolkata 700082, West Bengal, India

Registered email id with IBBI: calkannan@gmail.com

E-mail id: pra.emcltd@gmail.com

- f. A soft copy of EOI along with annexure stated above should be mailed to pra.emcltd@gmail.com.

5. Last Date of Submission of EOI:

The last date for submission of EOI is June 11th, 2022 up to 6 P.M., which may be extended at the sole discretion of RP.

All the EOIs received will be reviewed by RP and shortlisted bidders will be shared the Evaluation Matrix along with Information Memorandum of the Company, prepared as per provisions of the Code, after signing of undertaking of confidentiality. Such shortlisted Bidders will be informed about the other steps in the process to allow them to submit a Resolution Plan as per provisions of the Code.

NOTE

- 1) RP/COC has the right to cancel or modify the process without assigning any reason and without any liability. This is not an offer document and is issued with no commitment. Applicants should regularly visit the Company's website at www.emcpower.com to keep themselves updated regarding clarifications/ amendments/ time-extensions, if any.
- 2) It may be noted that the eligibility criteria for Prospective Resolution Applicant shall be based on the provisions of Section 29A read with Amended Regulation 36A of the IBC, 2016 and Insolvency and Bankruptcy Board of India (Insolvency resolution Process for Corporate Persons). In accordance with recent amendments, the existing promoters/guarantors for the Company and any person / entity with a continuing default in payment of dues to its lenders are disqualified from participating in formulation of a resolution plan for the Company.
- 3) RP/COC reserve the right to withdraw EOI and change or vary any part thereof at any stage and also reserve the right to disqualify any potential bidder, should it be so necessary at any stage.
- 4) No oral conversations or agreements with the Resolution Professional or any official, agent or employee of the Resolution Professional, or any member of the COC, or any official, agent or employee of the Corporate Debtors shall affect or modify any terms of this EOI.
- 5) Neither the PRA nor any of representatives of the PRA shall have any claims whatsoever against the Resolution Professional or any member of the COC or any of their directors, officials, agents or employees arising out of or relating to this EOI.
- 6) By submitting a proposal, each 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.
- 7) EOIs of only those interested parties who meet the eligibility criteria specified in Annexure 'A' will be considered. EOIs which do not meet the criteria shall be rejected.

CA KannanTiruvengadam

(IP Registration No.: IBBI/IPA-001/IP-P00253/2017-18/10482)

Address for Correspondence in this regard:

Regd. Office: "Netaji Subhas Villa", Flat 3C, 18, Karunamoyee Ghat Road,
Kolkata 700082, West Bengal, India

Registered email id with IBBI: calkannan@gmail.com

E-mail id: pra.emcltd@gmail.com

EXPRESSION OF INTEREST FOR INVESTMENT OPPORTUNITY IN EMC LIMITED

ANNEXURE A

EMC Limited (Formerly known as Electrical Manufacturing Company Limited) with over five decades of experience is one of India's fastest growing EPC companies and a world-class provider of end-to-end power systems solutions across the world.

Under the provisions of the Insolvency and Bankruptcy Code, 2016(IBC), the National Company Law Tribunal (NCLT), Kolkata has initiated the Corporate Insolvency Resolution Process (CIRP) for the Company vide its order dated November 12, 2018, and I, CA Kannan Tiruvengadam, have been re-appointed as the Resolution Professional by the Committee of Creditors formed in this regard vide NCLT order dated 20.04.2022.

In view thereof, and pursuant to the provisions of section 25(2)(h) read with amended regulation 36A (1) of the IBC, I hereby invite an Expression of Interest (Eoi) for EMC LIMITED from interested parties towards submission of a Resolution Plan for EMC Limited. Minimum Eligible conditions for prospective Resolution applicants to approach Resolution Professional are mentioned below:

Eligibility Criteria for Resolution Applicant:

1. For Body Corporates:

- i) Minimum Tangible Net worth (TNW) of **INR 100 Crores** as on 31st March 2022 based on audited financial statements of the entity and as certified by a Chartered Accountant. ; and
- ii) Source of Funds for investment in the corporate debtor needs to be specified.

Note: In case of a consortium, all the members of the consortium, should together meet the Eligibility criteria.

2. For Financial Institutions / PE Funds / Asset Reconstruction Companies / NBFCs / other Financial Investors

- i) Assets Under Management (AUM) of at least **INR 500 crores** as on 31st March 2022 based on audited financial statements of the entity and as certified by a Chartered Accountant.
- or
- ii) Committed funds are available for investment/deployment of at least **INR 200 crores** as per the latest annual financial statements as Certified by a Chartered Accountant. In case of a consortium, all the members of the consortium should together meet the eligibility criteria.

Notes:

a) In case the prospective Resolution Applicant is an SPV/ LLP, the Eligibility Criteria of the parent Entity/promoters would be considered in proportion to their share in SPV/ LLP and Necessary documents of the parent entity/ promoters need to be provided.

b) In case of a consortium, at least one of the member must hold 26% total equity participation in the consortium who shall be designated as the lead member. All other members would need to have a minimum stake of 10% in the consortium. All the members of the consortium shall be jointly and severally responsible for compliance with the terms of the invitation of Eoi, the request for resolution plan and the resolution plan submitted by the consortium.

Interested parties should submit the EoI with the following:

- a) Audited Financial Statements for the last 5 years.
- b) Company's Profile including subsidiary (Wholly-Owned Subsidiary and Partly-Owned subsidiary if any), promoter and promoters' group, Key Managerial Personnel and Rationale for bidding for the Corporate Debtor.

It may be noted that the eligibility criteria for Resolution Applicant shall be based on the provisions of Section 29A read with Amended Regulation 36A of the IBC, 2016 and CIRP Regulations published in the Gazette of India. In accordance with recent amendments, the existing promoters/guarantors for the Company and any person/entity with a continuing default in the payment of dues to its lenders are disqualified from participating in the formulation of a resolution plan for the Company.

It may also be noted that eligibility criteria may be amended or changed at any stage. The committee of creditors reserves the right to cancel or modify the process and/or reject/disqualify any interested party/bid/ offer at any stage of the bid process without assigning any reason and without any liability.

More information about the process and the Company along with the evaluation matrix will be provided to the shortlisted parties upon signing of a non-disclosure agreement. Based on information provided during the EoI submission, bidders will be shortlisted.

The last date for submission of the above EoI along with necessary supporting documents, is on or before June 11th 2022 up to 1800 hours IST. EOI can be submitted only by hand or by post in a sealed envelope at the correspondence address of Resolution Professional. All Application only through hand or post should reach the under mentioned address of resolution professional on or before June 11th 2022 up to 1800 hours IST. Also, the bidders can collect the Evaluation Matrix physically from the correspondence address mentioned below:

CA Kannan Tiruvengadam

(IP Registration No is IBBI/IPA-001/IP-P00253/2017-18/10482)

"Netaji Subhas Villa", Flat 3 C,

18, Karunamoyee Ghat Road, Kolkata 700082 Registered

email id with IBBI: calkannan@gmail.com

E-mail id: pra.emcltd@gmail.com

Any terms & conditions of the EoI may be amended or changed at any stage by Resolution Professional.

ANNEXURE 'B'

[On the Letterhead of the Prospective Resolution Applicant Submitting the EOI]

EXPRESSION OF INTEREST

Date: [.]

To,

CA Kannan Tiruvengadam
(IP Registration No.: IBBI/IPA-001/IP-P00253/2017-18/10482)
Regd. Office: "Netaji Subhas Villa", Flat 3 C,
18, Karunamoyee Ghat Road, Kolkata 700082, West Bengal, India
E-mail id: pra.emcltd@gmail.com
Registered email id with IBBI: calkannan@gmail.com

Subject: Expression of Interest ("EOI") for submitting Resolution Plan for EMC Limited ("EMC" or "Company") undergoing Corporate Insolvency Resolution Process (CIRP).

Dear Sir,

In response to the public advertisement dated [Insert the names of the newspaper and/or website] on [Insert date of the advertisement] ("**Advertisement**") inviting EOI for submission of resolution plans ("**Resolution Plan**") as per the provisions of the Insolvency and Bankruptcy Code, 2016 ("**IBC**"), we confirm that we have understood the eligibility criteria mentioned in 'Annexure A' to the EOI and meet the necessary threshold and criteria mentioned therein and submit our EOI for submission of a Resolution Plan for the Company.

Along with our EOI, we have also provided information as required in the prescribed format in 'Annexure C' and 'Annexure D'.

We further undertake that the information furnished by us in this EOI and Annexures is true, correct, complete, and accurate to the best of our knowledge. 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. Further, we agree and acknowledge that:

- (a) the EOI will be evaluated by the RP of EMC based on the information provided in the Annexures and attached documents to determine whether we qualify to submit a proposal for the proposed transaction;
- (b) the RP/ 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 EOI submitted by us without assigning any reason/without any liability whatsoever;

- (c) the RP/ the COC reserve the right to request for additional information or clarification from us for the purposes of the EOI and we shall promptly comply with such requirements. Failure to satisfy the queries of RP/ COC may lead to rejection of our submission pursuant to EOI;
- (d) Meeting the qualification criteria set out in EOI / Annexure – A alone does not automatically entitle us to participate in the next stage of the bid process;
- (e) We are not an ineligible person in terms of provisions of Section 29A of the IBC,2016 read with its amendment as on the date of signing of this EOI. We are a 'fit and proper' person and not under any legal disability to be a promoter entity of the Company under the applicable laws including listing agreements, stock exchange requirements and SEBI regulations and guidelines.
- (f) We met the criteria as specified by the committee under clause (h) of sub-section (2) of section 25;
- (g) relevant records in evidence of meeting the criteria under clause (f) have been furnished by us along with this EOI
- (h) relevant information and records to enable an assessment of ineligibility under clause (e) is being furnished by us along with this EOI;
- (i) we shall intimate the resolution professional forthwith if it becomes ineligible at any time during the corporate insolvency resolution process;
- (j) every information and records provided in the 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;
- (k) we shall maintain the 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.

Yours Sincerely,

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

Signature:_____

Name of Signatory:

Designation:

Company Seal/Stamp

Notes: The person signing the EOI and other supporting documents should be an authorized signatory supported by necessary board resolutions/authorization letter.

ANNEXURE 'C'

SUPPORTING DOCUMENTS TO BE ATTACHED WITH EOI

- 1) For all PRAs - Profile of PRA including subsidiary (Wholly-Owned Subsidiary and Partly-Owned subsidiary if any), promoter and promoters group, Key Managerial Personnel and Rationale for bidding for the Corporate Debtor
- 2) For all PRAs - Copies of Certificate of Incorporation/ Registration and Constitutional Documents (MoA, AoA). Copy of PAN card or equivalent documents.
- 3) For all PRAs - Audited financial statements for immediately preceding 5 (five) years of the PRA and/or its promoter/promoter group or any other group company as per eligibility criteria
- 4) For Category B PRAs - Relevant statement of funds availability of the PRA and/or promoter/promoter group or any other group company, as per the eligibility criteria.
- 5) Certificate from Statutory Auditor (for companies incorporated in India, if any) or equivalent (for the Company incorporated outside India, if any) certifying as at end of last 3 financial years. In case the audited financial statements are not available at the time of making the application, resolution applicant may submit the Provisional Financial statement. However in this case an undertaking needs to be provided for timely completion and submission of audited financial statement certified by statutory auditor or equivalent
 - a. Tangible Net worth for Category A
 - b. Assets Under Management for Category B
- 6) For all PRAs
 - a. A notarized declaration from the PRA in order to demonstrate that the promoter/promoter group or any other group company are part of the same group, in case the interested party is using such entities for meeting the eligibility criteria. Please note that the PRA shall provide all relevant documents for its promoter/promoter group or any other group company, if required to meet the eligibility criteria.