

E-AUCTION SALE NOTICE

[Sale of Pratibha Industries Limited (In Liquidation) as a Going Concern under Insolvency and Bankruptcy Code, 2016]

Sale of Pratibha Industries Limited (In Liquidation) ("Corporate Debtor") or its business as a going concern under Regulations 32A of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 ("**Liquidation Regulations**") by the Liquidator appointed by the Hon'ble Adjudicating Authority, National Company Law Tribunal, Mumbai Bench-I (NCLT) vide order dated 8th February 2021. The sale will be conducted by the Liquidator through e-auction platform provider which would be disclosed later. The E-auction will be live on the portal from 9th December 2021 from 11:00 am to 02:00 pm IST for qualified bidders.

Sale of the Corporate Debtor or its' business as a going concern	Reserve Price[#]	EMD Amount	Participation Fees	Minimum Incremental Bid
1. Relinquished assets	₹ 189 Crore	₹ 18.9 Crore	₹ 7.5 Lakh	₹ 10 Lakh
2. Non-relinquished assets*	₹ 115 Crore	₹ 11.5 Crore	₹ 7.5 Lakh	₹ 10 Lakh

Eligibility criteria to participate in the e-auction for sale of the Corporate Debtor or its' business as a going concern are as below:

Category 1:

- *Individuals/Proprietorship firm/Private Limited Company/ Public Limited Company/LLP/Body Corporate whether incorporated in India or outside India and involved into non-trading related business activities having positive Tangible Net worth of at least INR 50 crore at individual or group level in the immediately preceding financial year*

OR

Average revenue/ turnover of INR 200 crore at individual or group level as per the audited financial statements for FY 2018 - 2019, FY 2019 - 2020 & FY 2020 - 2021;

Category 2:

- *Individuals/Proprietorship firm/Private Limited Company/ Public Limited Company/LLP/Body Corporate whether incorporated in India or outside India and involved into Trading related business activities having positive Tangible Net worth of at least INR 50 crore at individual or group level in the immediately preceding financial year*

AND

Average revenue/ turnover of INR 200 crore at individual or group level as per the audited financial statements for FY 2018 - 2019, FY 2019 - 2020 & FY 2020 - 2021;

Category 3:

- *For Financial Investors- Foreign Investment Institutions (FII) / Mutual Funds / Private Equity/ Venture Capital Funds, Domestic/ foreign Investment institutions, Non-Banking Finance Companies (NBFC), Asset reconstruction Companies (ARC's), Banks and similar entities Minimum Asset Under Management (AUM) / Limited Partner (LP) Commitment or funds*

deployed of INR 200 crore in the immediately preceding completed financial year (not prior to 31 March 2021)

OR

Committed funds available for investment/ deployment in Indian companies or Indian assets of INR 200 crore in the immediately preceding completed financial year (not prior to 31 March 2021);

Category 4:

For bidders participating in Consortium: Bid may be submitted by a “Consortium”. “Consortium” shall mean any person acting together with another person as a consortium/joint bidder or joint venture (whether incorporated or not) for submission of the Bid for the CD. (Lead Member of Consortium must satisfy eligibility criteria mentioned in Category “1” or “2” above, as applicable).

Notes:

- *Net Worth shall be computed as per the last available audited financials (not older than 12 months) as aggregate value of paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, and does not include capital reserves including reserves created out of revaluation of assets, write back of depreciation and amalgamation.*
- *Group may comprise of entities either controlling or controlled by or under common control with the applicant. Control means at least 26% ownership. The entities must have been part of the Group for at least 3 years.*
- *In case of individuals, condition of minimum TNW will apply only.*
- *The Networth certificate should be certified by Practicing Chartered Accountant (“PCA”).*
- *The AUM certificate should be certified by a PCA.*
- *The business activity of the bidder will be considered as Trading activity if atleast 50% of the turnover of the said bidder is from Trading activity in the previous Financial year 2020-2021 or as per the last available audited Financial statement of the bidder.*

** The detailed process document will be shared with the qualified bidders which will provide the details and particulars of the non-relinquished assets and individual reserve prices. The non-relinquished assets have been included only for price discovery and the sale thereof shall take place only subject to consent and relinquishment of security interest by the concerned secured financial creditors under Section 52 of the IBC prior to confirmation of sale.*

The reserve prices mentioned are the reserve prices for all relinquished assets and all non-relinquished assets respectively as a whole.

Other terms and condition of the E-auction will be shared with qualified bidders:

1. E-auction will be conducted on "**AS IS WHERE IS**", "**WHATEVER THERE IS**" and "**NO RECOURSE**" basis through approved service provider which will be disclosed later. The relevant documents relating to eligibility including under Section 29A of the Insolvency and Bankruptcy Code, 2016 (hereinafter, “IBC”) , declarations and General Terms and condition of online auction sale as mentioned in this document.

2. The intending participants are required to deposit refundable Participation Fees as mentioned in the table above in the following account:
 - (a) Beneficiary Name: Pratibha Industries Limited
 - (b) Name and address of the Bank: Bank of Baroda, Branch CFS, Fort, Mumbai
 - (c) Bank Account No.: 29100 200000 343
 - (d) IFSC Code: BARB0CFSBAL

The details of deposit of the Participation Fees amount shall be intimated by the participants to the Liquidator by way of an email at ip.pil@rbsa.in. No interest shall be payable on the Participation Fees. The Participation fees of the ineligible participants shall be refunded within 15 days from the date of declaration of eligible participants

3. The eligible bidders will be later required to deposit refundable Earnest Money Deposit (“EMD”) as detailed in the Process Document which will be issued to eligible bidders later.
4. The eligible bidders cannot bid for any value below the reserve price. The eligible bidders can increase their bid amount by minimum incremental amount of Rs. 10 Lakh or in multiples of this amount.
5. The eligible bidders, prior to submitting their bid, should make their independent inquiries/ due diligence regarding the encumbrances, title of property, claims/ rights/ dues/ affecting the property, inspect the property at their own expenses and satisfy themselves.
6. The eligible bidders shall be provided with the login ID and Password for e-auction portal so as to enable the Bidder to bid for the asset/business, only after deposit of EMD and declaration as per the format provided in the Process Document which shall be shared to the eligible bidder.
7. Name of the eligible bidders will be notified by the Liquidator for participation in online e-auction through the e-auction platform provider which would be disclosed later. The Liquidator will provide User ID and password by email to the eligible bidders after due verification of KYC of the eligible bidders and submission of EMD by such eligible bidders.
8. The bidder who submits the highest bid amount (not below the reserve price) on closure of E-auction process shall be declared as H1 Bidder and a communication to that effect will be issued through electronic mode which shall be subject to approval by the Liquidator.
The Participation fees of the non-successful Bidders (excluding H2 Bidder) shall be refunded within 30 days from the date of e-auction.
9. The EMD of the H1 Bidder shall be retained towards part sale consideration and the EMD of unsuccessful bidders, (excluding H2 Bidder), shall be refunded within 30 days from the date of e-auction. The EMD shall not bear any interest. The H1 Bidder shall have to deposit the balance consideration of the sale price within 90 days from issuance of Letter of Intent i.e. acceptance of bid by the Liquidator.
 - a. Provided that payments made after thirty days shall attract interest at the rate of 12%:
 - b. Provided further that the sale shall be cancelled if the payment is not received within 90 days.
 - c. Default in deposit of balance amount by the H1 bidder would entail forfeiture of the EMD.
 - d. In case, H1 Bidder is found ineligible under Section 29A of the IBC then subject to fulfilling eligibility under Section 29A of the IBC, H2 Bidder will be declared as Successful Bidder.
10. The successful bidder shall bear the applicable stamp duties/ transfer charge, fees etc. and all the statutory dues, taxes, rates, assessment charges, fees etc., in respect of purchase of the property through auction.

11. The Liquidator has the absolute right to accept or reject any or all offer(s) or adjourn/postpone/cancel the e-auction or withdraw any property or part thereof from the auction proceeding at any stage without assigning any reason there for.
12. The details of non-relinquished assets will be mentioned in the Process Document which will be shared with the eligible bidders. Such non-relinquished assets are assets on which the secured financial creditor have not relinquished their security interest under Section 52 of the IBC. Based on price discovered for non-relinquished assets, the Liquidator will negotiate with the concerned secured financial creditors for relinquishment of such assets under Section 52 of the IBC. In case the secured financial creditor do not consent to relinquish the non-relinquished assets then the same shall not be included as part of sale. The Liquidator reserves the right to extend the timeline of the e-auction.
13. The sale certificate/agreement will be issued in the name of the Successful Bidder only and will not be issued in any other name.
14. The sale shall be subject to provisions of the IBC and the regulations made thereunder.
15. a) Submission of application form along with Participation fees :03rd November 2021
b) Declaration of eligible participant :10th November 2021
c) Last Date for submission of EMD :17th November 2021
d) Last date for due diligence (VDR access) :03rd December 2021
e) Date of Auction :09th December 2021
(11:00 am – 2:00 pm IST)

The Participants shall submit the required documents in hard copy in a sealed envelope to the following address by post or deliver in person:

Mr. Anil Mehta,
Liquidator - Pratibha Industries Limited (In Liquidation)
Office No. 1607/1608, 16th Floor, Cyberone Building,
Behind Odisha Bhawan, Plot Nos. 4 & 6, Sector- 30A,
Vashi, Navi Mumbai - 400705

The Participants shall also be required to submit a soft copy of Eligibility Documents along with requisite annexures/ documents by way of an email at ip.pil@rbsa.in.

#The timeline for payment of final sale consideration may be extended at the sole discretion of Liquidator, to the extent permissible under the applicable laws and regulations. In case the participant is not found to be eligible, the Liquidator shall refund the Participation Fee to the said participant.

All further updates and modifications to this would be notified on Pratibha Industries Limited website page <https://www.pratibhagroup.com/pages/liquidation.html>

Anil Mehta
Liquidator, Pratibha Industries Limited

Address: 1607/1608, 16th Floor, Cyber One, Behind Odisha Bhawan, Sector-30A, Vashi, Navi Mumbai-400703

Email Id: anil.mehta@rbsa-advisors.com

Registration Number: IBBI/IPA-001/IP-P00749/2017-2018/11282

Email Id: ip.pil@rbsa.in

Anil Mehta has been granted a certificate of registration to inter alia act as Liquidator by the Insolvency and Bankruptcy Board of India. The affairs, business and property of Pratibha Industries Limited are being managed by the Liquidator, Anil Mehta, who acts as agent of Pratibha Industries Limited only and without personal liability.

Place: Mumbai

Date: 23rd October 2021