

## **ELIGIBILITY CRITERIA**

Minimum qualifications for applicants to approach the Resolution Professional of the Presidium Educational Institution Private Limited for the purpose of participating in the process is as under:

- The Prospective Resolution Applicant (PRA) being a firm/body Corporate/Joint Venture/Consortium/SPV should have minimum net worth of Rs. 3 Crores as per last audited Financial Statement. The PRA or any member of the consortium should have audited financial statements for at least three financial years.
- The Prospective Resolution Applicant being Private Equity funds/Financial Institution/NBFC's/Alternate Investment Funds should have minimum asset under management (AUM) of Rs. 100 Crores or more as per latest audited Financial Statement.
- The Prospective Resolution Applicant being an Individual should have net owned assets (at Cost) of Rs. 3 Crores as at the end of last financial year. Net owned assets would mean all assets in the name of individual at Cost as reduced by all liabilities and a certificate of Chartered Accountant would be required for such verification.
- In case of a joint venture or consortium or SPV representing or including any of the participants from Category A, B or C above, then collectively sum total of all members should be equal to or more than the stipulated criteria above i.e. either the minimum net-worth or minimum Assets under Management. However, the number of members in a consortium shall not be more than 3 (three).

### A. EARNEST MONEY DEPOSIT:

- A refundable Earnest Money Deposit (**EMD-1**) of **INR 25 lakhs** shall be paid along with the application for EOI by way of Demand Draft/Bankers cheque/ NEFT/RTGS in the favour of Presidium Educational Institution Private Limited payable at par, **which will be refundable to all the PRAs within 1 month only:**

- a) *If the PRA is found to be ineligible to be a Resolution Applicant.*
- b) *If the PRA does not submit the Resolution Plan.*
- c) *If the Resolution Plan is rejected by the COC*

*Exception: Where the Resolution plan of the resolution applicant is approved by COC, the process participation deposit provided by the said "Successful Resolution Applicant" shall be adjusted towards the last payment due as per the approved Resolution Plan.*

The refundable process participation deposit shall not bear any interest.

**B. For qualification, it would be mandatory for the bidders to submit:**

- For all Bidders: Cover letter being the expression of interest with business profile.
- For Body Corporates / Individuals: Notarized Affidavit of "Net Worth certificate" along with supporting documents.
- For Body Corporates: Audited financial statements for the financial years (last three years) i.e. March 31, 2022, *(in case audited financial statements for financial year March 31, 2022 are not available, then provisional accounts certified by a Chartered Accountant will suffice)*, March 31, 2021, and March 31, 2020.
- For Individuals: Income Tax Returns for financial years i.e. March' 20, March' 2021, and March '2022. Copy of Form 16/26AS and also a CA certificate certifying the Net Worth of the Individual based on the Purchase Price of the Assets.
- For Financial Institutions/ Funds/ Trusts/ PE investors: "AUM or Committed funds certificate" from an independent reputed CA firm or their statutory auditors or equivalent (for jurisdictions outside India) along with supporting documents as on 31<sup>st</sup> March, 2021/31<sup>st</sup> March, 2022, as available.

**C. For all Bidders: Certificate or Undertaking from a director or duly authorized signatory (along with proof of authority) that:**

- i. to the best of its knowledge, every information and records provided in the expression of interest is true and correct;
- ii. subject to applicable laws, to forthwith notify the RP of any factor that may make the applicant ineligible to participate in the corporate insolvency resolution process;
- iii. and to furnish further information or documents to the RP as may be reasonably required to verify that the applicant meets the criteria set out in the EOI.

In case the financial year end is different from 31 March, 2022 then the applicant may provide financials of the immediately preceding financial year and provisional statements till March 31, 2022.

Board Resolution / letter of authority / power of attorney, as the case may be, authorizing the signatory to sign and submit the EoI documents.

**iv. Other Terms and Conditions**

- If any false information or record has been submitted by the Prospective Resolution Applicant, it will render the Potential Resolution Applicant ineligible to participate in the process;
- The fulfillment of eligibility conditions in the EoI does not automatically entitle the applicant to participate in the corporate insolvency resolution process which will be subject to applicable laws and further conditions stipulated by RP or Committee of Creditors (“COC”), in their sole discretion, including those in relation to access to Virtual Data Room (“VDR”) or as may be stipulated under the Request for Resolution Plan document. Further, RP and COC reserve the right to issue clarifications, amendments and modification to the EOI document or to waive or relax any term or condition or its application in any particular case, in each

case as they may deem fit in their sole discretion. The RP and COC reserve the right to reject any and all applications in their sole discretion without assigning any reasons. Further, the expression of interest is subject to the outcome of the pending application before the Hon'ble National Company Law Appellate Tribunal, Delhi and may be cancelled, amended or changed at any stage based on the said proceedings.

- A Potential Resolution Applicant (RA) must be eligible to submit a Resolution Plan in accordance with the provision of Section 29A of IBC. For this purpose, the Potential RA should give a declaration supported by an affidavit hereto stating that it does not suffer from any of the disqualifications provided under Section 29A of IBC. In case of any Resolution Applicants submitting a joint Resolution Plan, 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) of IBC may submit a resolution plan, provided that it undertakes to 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 three days before the last day for submission of resolution plan
- A 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.
- No oral conversations or agreements with the RP or any official, agent or employee of the RP, or any member of the COC shall affect or modify any terms of this EoI.
- Neither the Potential Resolution Applicant nor any of representatives of the Potential Resolution Applicant shall have any claims whatsoever against the RP or its advisors or any member of the COC or any of their directors, officials, agents or employees arising out of or relating to this EoI.

- By submitting a proposal, each prospective Potential Resolution Applicant 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.
- The Potential Resolution Applicant acknowledges that the investment in the Corporate Debtor shall be made by the Potential Resolution Applicant on an “as in, where is” basis and the RP or the COC will not be providing any representations or warranties for the Corporate Debtor.
- All the EOIs received will be reviewed by RP in consultation with its advisors and COC and a provisional list of eligible Potential Resolution Applicants shall be shared in accordance with IBC and CIRP Regulations.

**Joint Investors:**

Where the EoI is being submitted by a Joint Investors of joint bidders (“Joint Investors”), the EoI, along with all undertakings submitted shall be signed by each member of the Joint Investors. Please further note that:

a) A Person cannot be part of more than 1 (one) Joint Investors submitting the EoI for the Company. Further a Person shall submit only 1 (one) EOI, either individually as a Prospective Resolution Applicant or as a constituent of a Joint Investors;

b) The Joint Investors shall submit the copy of Joint Investors agreement/MOU, if any, entered into between the Joint Investors members, setting out the respective obligations of the Joint Investors members;

c) Each member of the Joint Investors shall nominate and authorize a Lead Partner to represent and act on behalf of the members of the Joint Investors. Such Lead Partner shall be the single point of contact on behalf of the Joint

Investors with the Resolution Professional and the CoC, their representative and advisors in connection with all matters pertaining to the Joint Investors;

d) The members of the Joint Investors shall be jointly and severally liable in respect of obligations under the EOI/ undertakings given to the Resolution Professional;

e) If any 1 (one) member of the Joint Investors is disqualified under Section 29A of the Code, then the entire Joint Investors; i.e., all the members of such Joint Investors shall stand disqualified;

f) The EOI must detail the members of the Joint Investors, the Lead Member and the proposed percentage holding of each member;

g) Lead Member of the Joint Investors shall be identified at the time of submission of EOI and shall hold at least 26%; and

h) No change of Lead Member or any member whose financials have been considered towards the eligibility criteria may be permitted post submission of EOI (except with approval of the COC).

**SD/-**

**Ganga Ram Agarwal**

**(IBBI/IPA-002/IP-N00874/2019-2020/12777)**

**Interim Resolution Professional**

**In the matter of Presidium Educational Institution Private Limited**

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