INVITATION FOR EXPRESSION OF INTEREST (EOI) TO SUBMIT RESOLUTION PLAN FOR M/s INNOVATIVE TYRES AND TUBES LIMITED

1. BRIEF DETAILS OF THE CORPORATE DEBTOR

M/s. Innovative Tyres and Tubes Limited ('ITTL', 'Corporate Debtor) was incorporated in the year 1995 with manufacturing of Tyres and Tubes at Halol, Gujarat, India. Since its inception, ITTL is manufacturer and exporter of tyres in India. ITTL offers a wide range of products (tyres and tubes) in various segments. The company has two manufacturing units- tyre plant and tube plant- which are located at GIDC –Halol, Gujarat, India. Presently the plant is not running.

The National Company Law Tribunal, Ahmedabad Bench (NCLT) (vide its order dated 28th March 2022) admitted application under Section 9 of Insolvency and Bankruptcy Code, 2016 ('IBC', 'Code') for initiating Corporate Insolvency Resolution Process (CIRP) of the Corporate Debtor. Mr. Abhishek Nagori (IBBI Reg. No. IBBI/IPA-001/IP-P00020/2016-17/10044) has been appointed as the Interim Resolution Professional (IRP) to conduct the Corporate Insolvency Resolution Process in accordance with the provisions of the Code.

Further, on 26th April 2022 Mr. Abhishek Nagori confirmed as Resolution Professional (RP) of M/s Innovative Tyres and Tubes Limited by the Committee of Creditors (CoC) in its first meeting.

The RP has floated invitation for Expression of Interest to submit Resolution Plan on 24th May, 2022 in the prescribed Form-G in accordance with the Section 25 of IBC read with sub-regulation (5) of regulation 36A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

Further, with the approval of COC, the RP has again floated invitation for Expression of Interest to submit Resolution Plan on 31st October 2022 in the prescribed Form-G in accordance with the Section 25 of IBC read with sub-regulation (5) of regulation 36A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

The initial period of 180 days from commencement of CIRP in respect of Corporate Debtor ends on 23.09.2022. Therefore, RP with the approval of CoC has filed an interlocutory application with the honourable National Company Law Tribunal, Ahmedabad Bench (NCLT) for the extension of 90 days in the CIRP period. The Honourable NCLT, Ahmedabad Bench has by order dated 27.09.2022 [in IA/775 (AHM) 2022 in C.P. (IB)/261(AHM)2021] granted extension of 90 days in the CIRP period with effect from 23.09.2022. Therefore, the extended period of CIRP in

respect of the Corporate Debtor will now end on 22.12.2022. This Expression of Interest (EOI) and Request for Resolution Plan (RFRP) and further process depends on the decision of the honourable NCLT of grant of further extension in CIRP period, if required.

It is clarified that the Request for Resolution plan (RFRP) detailing the procedure for submitting the Resolution Plan and criteria for evaluation of bids shall be disclosed at a later stage.

2. **SUBMISSION OF EOI:**

The EOI submitted by Prospective Resolution Plan (PRA) should meet the Eligibility Criteria as set out in "<u>Annexure–A</u>" hereto. EOI shall be submitted in the prescribed format as set out in "<u>Annexure – B</u>" hereto along with the supporting documents as set out in "<u>Annexure–C</u>" and the details of PRA as set out in "<u>Annexure–D</u>" hereto.

EOI in the prescribed format with annexure along with the demand draft as set out in point no. 3 below is required to reach in a sealed envelope through speed post / registered post / courier or by hand delivery at below mentioned address and by password protected file by email/online drive to cirp.ittl@ddip.in. The sealed envelope should be super scribed as "Expression of Interest for M/s. Innovative Tyres and Tubes Limited" in the name of Mr. Abhishek Nagori, Resolution Professional in the matter of CIRP of M/s Innovative Tyres and Tubes Limited at the address 330/348, Third Floor, Tower-A, Atlantis K-10, Opp. Vadodara Central, Sarabhai Main Road, Vadodara-390023, Gujarat- India.

3. REFUNDABLE DEPOSIT

Along with the EOI, all PRAs shall be required to provide a non-interest-bearing refundable depositthrough <u>Demand draft/RTGS/NEFT</u> of INR 10 Lacs ("Refundable Deposit").

The Refundable Deposit shall be paid through Demand draft/RTGS/NEFT in favor of "Innovative Tyres and Tubes Limited (in CIRP)" payable at Vadodara. The details of the Bank Account are as follows:

Account Name	M/s Innovative Tyres and Tubes Limited
Bank Name	State Bank of India
Branch Address	Specialized Commercial Branch, Vadodara
A/c No.	40911174533
Account Type	Current Account
IFSC Code	SBIN0004086

Subject to Clause (f) of Regulation 36A (7) of the CIRP Regulations ("an undertaking by the prospectiveresolution 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"), the Refundable Deposit shall be refunded (without interest) shall be returned within 30 days of the following:

- a) Rejection of EoI of such PRA and/or non-inclusion of the PRA in the final list of eligible PRAs;
- b) Withdrawal of the PRA from the resolution plan process (where such withdrawal is notified to theResolution Professional in writing) before submission of resolution plan;
- c) PRA failing to submit the resolution plan by the due date as specified by the RP for submission of resolution plan;
- Submission of resolution plan by the PRA, provided the Refundable Deposit is not adjusted against any deposit provided or to be provided at the time of submission of the resolution plan;
- e) The impact of any gains/ losses on account of foreign exchange fluctuation, if any shall be borne by PRAwithout any recourse to RP/ Innovative Tyres and Tubes Limited /CoC.

The non- interest bearing refundable deposit of Rs. 10 lacs (Rupee Ten Lacs) through Demand draft/RTGS/ NEFT, shall be paid on or before 19:00 Hours on 15th November, 2022.

LAST DATE OF SUBMISSION OF EOI:

- (i) The **last date for submission of EOI is 19:00 Hours on 15th November, 2022**. In case the designated day happens to be a holiday in Vadodara, 19:00 Hours on the next working day will be deemed as the last date for submission of EOI. Either the soft-copy or hardcopy of EOI shall reach before the designated time and date. Subsequently, the hardcopy or soft copy of EOI, as the case may be, shall also reach the RP.
- (ii) All the EOIs received on or before the last date of submission of EOI will be reviewed by RP. Qualified and shortlisted parties will be informed on or before 17th November, 2022 about the same. The Request for Resolution plan (RFRP) containing the evaluation matrix and terms and conditions of submitting ResolutionPlan would be issued to the shortlisted parties pursuant thereto.
- (iii) The qualified and shortlisted RA will be given 30 (Thirty) days from the date of issue of information memorandum, evaluation matrix and RFRP to prospective resolution applicants to

carry out further due-diligence (DD) and submit their Resolution Plan, in accordance with the provisions of the IBC, by 19.00 Hours on or before 22nd December, 2022.

- (iv) Access to Information Memorandum (IM), data room for due diligence and other relevant information will be provided to qualified and shortlisted RA after receiving a confidentiality undertaking as per section29 (2) of the IBC. The confidentiality undertaking to be submitted by RA is set out in "Annexure E" hereto.
- (v) RA to this invitation should satisfy the conditions as specified under section 29A of IBC. The declaration be submitted by RA under section 29A of IBC is set out in "Annexure—F" hereto.
- (vi) For any clarifications, please write to: cirp.ittl@ddip.in on or before 15th November, 2022 by 19:00 Hours.

4. **ADVERTISEMENT:**

The advertisement inviting EOI to submit Resolution plan was published on 31st October, 2022 by way of advertisement in the Business Standard (English) having circulation in all India and Divya Bhaskar (Gujarati) having circulation in Vadodara and the Free Press Journal, Mumbai. The same is also set out in **Annexure 'G'** hereto.

5. <u>IMPORTANT NOTES AND OTHER TERMS ANDCONDITIONS:</u>

- 1) The Invitation for EOI 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 ITTL.
- 2) RP and CoC, has the right to cancel or modify or withdraw the process of invitation of EOI or ResolutionPlans without assigning any reason and without any liability. This is not an offer document and is issued with no commitment.
- 3) RP and CoC has the right to amend this **Invitation for Expression of Interest** (hereinafter "**IEOI**") or issue further supplements to the EOI or right to require additional documents from the PRAs without assigning any reason and without any liability.
- 4) It may be noted that the eligibility criteria for PRAs has been evolved in accordance with the provisions of the Code and CIRP Regulations. EOIs of only those interested parties who meet the eligibility and othercriteria specified herein shall be considered. Resolution Professional/ CoC reserve their right to reject the EOI of any PRA and not include them in the provisional or final list of eligible PRAs incase:

ITTL/EOI/31st October, 2022

(a) The PRA does not meet the eligibility criteria set out herein;

(b) If the EOI submitted by the PRA is incomplete or the PRA does not submit the documents

as required under this EOI or does not submit such further documents or information as

requested by the Resolution Professional for conducting due diligence on the PRA;

(c) If any information/record provided is false, incorrect, inaccurate or misleading;

(d) If in the opinion of the CoC, the PRA is undesirable or not credible or if the PRA fails to

provide information, if requested, to establish its credibility, eligibility or ability to

implement a resolution plan.

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 Company shall affect or modify any terms of this EOI.

6) Neither the PRA nor any of representatives of the PRA shall have any claims whatsoever gains

the Resolution Professional 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.

7) By submitting its EOI, each PRA 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 notbe treated as any excuse.

The PRA acknowledges that the investment in the Company shall be made by the PRA on an "as

is, whereis" basis and the RP or the CoC will not be providing any representations or warranties

for the Company.

9) All the EOIs received will be reviewed by RP in consultation with its advisors and CoC and a

provisional list of eligible PRAs shall be shared in accordance with the Code and CIRP

Regulations.

10) For any clarifications on the process of submission of EOI, please contact on cirp.ittl@ddip.in

Attachments: Annexure – A to H

Issued by:

IP Abhishek Nagori

Resolution Professional for M/s Innovative Tyres and Tubes Limited

Registration No. IBBI/IPA-001/IP-P00020/2016-17/10044

E-mail: cirp.ittl@ddip.in

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"ANNEXURE - A"

ELIGIBILITY CRITERIA

The eligibility criteria for submission of resolution plan for ITTL are as follows:

- (a) Prospective Resolution Applicant must be a fit and proper person, should not suffer from any legal disability to act as Resolution Applicant under the provisions of the Insolvency and Bankruptcy Code, 2016 or to act as Promoter under any of the laws in force as applicable over him/it.
- (b) Potential Resolution Applicant's competence and capability are proposed to be established broadly by thefollowing parameters:
 - 1. Financial Capacity
 - 2. Provisions of section 29A of IBC

1. Financial Capacity Eligibility Criteria:

- a. Minimum Consolidated Net-Worth of INR 5 Crores (Rupees Five Crores) in the immediately preceding completed financial year for Investor(s)/ Company/LLP/Partnership Firms.
- b. Minimum Asset under Management (AUM) or funds deployed of INR 50 Cr (Rupees Fifty Crores) in the immediately preceding completed financial year for a Financial Institutions/investment companies/PE Investors/NBFCs.
- c. Consortium Potential Resolution Applicants must also have Minimum net worth of INR 5 Crores (Rupees Five crores) or more in the immediately preceding completed financial year of every individual and total net worth of consortium members shall be INR 15 Crores (Rupees fifteen crores) or more.

However, Prospective Resolution Applicants need to share CA Certified Net Worth Certificate for the immediately preceding completed financial year.

2. 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 an Undertaking 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 amountswith 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 beforethe 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 (IndianRupees) shall be RBI Reference rate on the last working day that precedes the date of the EOI.

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ANNEXURE 'B'

FORMAT OF EXPRESSION OF INTEREST

[On the Letterhead of the Lead Member/Prospective Resolution Applicant Submitting the EOI]

Date:

To,

Abhishek Nagori

Resolution Professional (RP) for M/s Innovative Tyres and Tubes Limited

(Under Corporate Insolvency Resolution Process)

Registration No. IBBI/IPA-001/IP-P00020/2016-17/10044

E-mail: cirp.ittl@ddip.in

Subject: Expression of Interest ("EOI") for submitting Resolution Plan for M/s Innovative Tyres and Tubes Limited ("Company") undergoing Corporate Insolvency Resolution Process ("CIRP").

Dear Sir,

In response to the invitation for submission of expression of interest dated 31st October, 2022 ("IEOI")inviting expression of interest ("EOI") for submission of resolution plans ("Resolution Plan") for the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code"), we confirm that we have understood the eligibility and other criteria mentioned in the IEOI and meet the necessary threshold and criteria mentioned there in and are submitting our EOI for submission of a Resolution Planfor the Company.

We understand and confirm that:

- (a) the EOI will be evaluated by the Resolution Professional of M/s Innovative Tyres and Tubes Limited along with the CoC, based on the information provided by us in this EoI and attached documents to determine whether we qualify to submit the Resolution Plan for the Company;
- (b) the RP/ CoC reserve the right to determine at their sole discretion, whether or not we qualify for the submission of the Resolution Plan for the Company and may reject the EOI submitted by us and not include us in the provisional or final list of eligible prospective resolution applicants;
- (c) The RP/ the CoC reserve the right to conduct due-diligence on us and/or 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 Eol;

Company Seal/Stamp

- (d) meeting the qualification criteria set out in EOI alone does not automatically entitle us to participate in the next stage of the bid process;
- (e) Along with our EoI, we have also enclosed information/documents as required in the IEOI.

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"ANNEXURE - C"

SUPPORTING DOCUMENTS REQUIRED TO BE SUBMITTED WITH EOI

- 1. Profile of Resolution Applicant
- 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 ResolutionProcess for Corporate Persons) Regulations, 2017.
- 3. **For Turnover/ Net-worth:** Certified true copies of Audited financial statements of immediately preceding 3 (three) financial 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 / promotergroup or any other group company, if required to meet the eligibility criteria.
- 5. Any other documents/ information which Potential Resolution Applicant finds necessary to share or as may be notified by the RP from time to time.
- 6. Name and Address:
 - a Name of the Firm/Company/Organisation:
 - b Address:
 - c Telephone No:
 - d Fax:
 - e Email:
 - f PAN No. or equivalent details (with a copy thereof):
 - g GST No. or equivalent details (with a copy thereof):
- 7. Date of Establishment
- 8. Nature of Establishment: [Body Corporate OR Financial Institutions/ Funds/ Investors.
- 9. Nature of Activity

10.	Experience in manufacturing of tyres and tubes and other manufacturing industry/ other business
	experience

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- i Designation:
- j Telephone No.:
- k Email:

12. Details of Bank Account for Refund of Deposit:

Name of Account holder:	
Account Number:	
Account Type:	
IFS Code:	
Bank name and Branch:	

NOTE: Please provide copy of cancelled cheque of bank account.

13. Group/ Company Profile:

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

[Note: The Group / Company profile should necessarily include net worth and revenue numbers of the preceding three years. Where the entity/Investors submitting the EOI is a financial investor / fund Manager, please additionally provide details pertaining to "assets under management" for the immediatelypreceding four years and the committed funds available as on March 31, 2022 for investment in Indian assets.]

For Body Corporate/Investors

INR Crores	FY 21-22	FY 20-21	FY 19-20	FY 18-19
Revenue/ Turnover				
Net Worth				

For Financial Institutions / Funds

INR Crores	FY 21-22	FY 20-21	FY 19-20	FY 18-19
Assets under				
management				

- 14. Please furnish details, if any on the following:
 - a. conviction for any offence, if any, during the preceding five years;
 - b. criminal proceedings pending, if any;
 - c. disqualification, if any, under Companies Act, 2013, to act as a director;
 - d. identification as a willful defaulter, if any, by any bank or financial institution or consortium thereof in accordance with the guidelines of the Reserve Bank of India;
 - e. debarment, if any, from accessing to, or trading in, securities markets under any order or directions of the Securities and Exchange Board of India; and
 - f. transactions, if any, with the corporate debtor in the preceding two years.
 - g. History, if any, of the Company or affiliates of the Company being declared a 'willful defaulter' or 'non-cooperative borrower' or 'non-impaired asset' or 'non-performing asset'.

Note:

- (i) In case of consortium, each member of consortium needs to submit the documents set out herein. Also, if any SPV is proposed to be formed by consortium members, it shall be formed before submitting the resolution plan. The ownership of consortium member shall remain same in SPV, as per the ratio given in consortium.
- (ii) The name of Resolution Applicant in EOI and Resolution Plan shall be same. No change is allowed under any circumstances.
- 15. Applicant shall submit the following documentary proofs as a part of this Annexure:
 - a. Applicable to Body Corporate/Firms: Audited financial statements for last 3 financial years and Audited/Un-Audited Financial Statements (self- certified by two directors/partners) for the financial year ending on 31.03.2022.
 - b. Certificate regarding net worth as on 31.03.2022, issued by Practicing Chartered Accountant
 - c. Applicable to Financial Institutions / Funds /Investors (i) Audited financial statements for last 3 financial years and Audited/Un-Audited Financial Statements (self- certified by two directors) for the financial year ending on 31.03.2022; and (ii) Certificate regarding Assets Under Management (AUM) as on 31.03.2022, issued by Practicing Chartered Accountant.
- 16. Details of Consortium Members, if any (being Resolution Applicant):

Name of the Member	% of share in the Consortium	Nominated as Lead (Y/N)

ANNEXURE - 'D'

DETAILS OF THE PROSPECTIVE RESOLUTION APPLICANT

Name	and	add	lress:
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Name: Address (with proof):

Telephone No.: Fax No.: Email:

- 1. Name and address (with proof) of the Firm / Company/Organization:
- 2. Date of establishment of Resolution Applicant / Promoter Group and copies of documents:
- 3. Core area of expertise of Resolution Applicant:
- 4. Contact Person:

Name:

Designation:

Telephone No:

Mobile No.:

Email:

- 5. PAN No. and / or CIN No. and / or Aadhaar No. or equivalent details of Resolution Applicant andcopies of documents:
- 6. Company / FI Profile:
- (i) Company Financial Profile (consolidated / standalone as applicable):

(Note: The Company profile should necessarily include tangible net worth and revenue numbers 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 31 March 2022 for investment. Further the fulfilment 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 'willful 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	со	nsortium)													

ITTL/EOI/31st October, 2022

ANNEXURE- 'E'

CONFIDENTIALITY UNDERTAKING

[To be on non-judicial stamp paper of Rs. 300. The stamp duty will depend on the state of

execution of the confidentiality undertaking. In case the confidentiality undertaking is executed

outside India, such confidentiality undertaking is required to be apostilled/consularized (as may

be applicable) and stamped at the place of receipt of the undertaking within India before

submission to RP.

The execution of the confidentiality undertaking must be authorized by a duly passed resolution

of the board of directors of the prospective resolution applicant or any sub-committee of the

board (if so authorized by the board).

Each page of the confidentiality undertaking is required to be signed by the prospective

resolution applicant at the bottom of the page and on the execution page, the authorized

signatory must affix his/herfull signature and additionally affix the rubber stamp seal of the

prospective resolution applicant.

Where the Resolution Applicant is a consortium, said undertaking shall be furnished by each

member of the consortium.

Dated [●]

To,

CA. Abhishek Nagori

Resolution Professional for M/s Innovative Tyres and Tubes Limited

(Under Corporate Insolvency Resolution Process)

Registration No. IBBI/IPA-001/IP-P00020/2016-17/10044

E-mail: cirp.ittl@ddip.in

330/348, Third Floor, Tower-A, Atlantis K-10

Opp. Vadodara Central, Sarabhai Main Road

Vadodara-390023, Gujarat- India

15 | P a g e

UNDERTAKING UNDER SECTION 29 OF THE INSOLVENCY AND BANKRUPTCY CODE 2016 AND REGULATION 36(4) OF THE INSOLVENCY AND BANKRUPTCY BOARD OF INDIA (INSOLVENCY RESOLUTION PROCESS FOR CORPORATE PERSONS) REGULATIONS, 2016 TO MAINTAIN CONFIDENTIALITY

- 1. On 28th March 2022, Ahmedabad Bench of National Company Law Tribunal ("NCLT") has directed commencement of Corporate Insolvency Resolution Process ("CIRP") against Innovative Tyres and Tubes Limited under the Insolvency and Bankruptcy Code, 2016 ("IBC"). Abhishek Nagori, an Insolvency Professional, was appointed as Interim Resolution Professional by the NCLT by order dated 28th March 2022. Subsequently, Abhishek Nagori, an Insolvency Professional, was appointed as Resolution Professionalof Innovative Tyres and Tubes Limited by passing unanimous resolution in the 1st Committee of Creditors meeting dated 26th April, 2022.
- On passing of the order dated 28th March 2022, the powers of the Board of Directors of M/s
 Innovative Tyres and Tubes Limited stood suspended & now vest in Insolvency Resolution
 Professional/ Resolution Professional.
- 3. It is the duty of the Resolution Professional under the IBC to prepare an Information Memorandum ("IM") of the corporate debtor and invite the resolution applicants to submit a resolution plan.
- 4. Pursuant to the invitation for resolution plans from potential resolution applicants by the Resolution Professional, we are interested in submitting a resolution plan for Innovative Tyres and Tubes Limited to the Resolution Professional.
- 5. We require a copy of the IM of Innovative Tyres and Tubes Limited and other additional information relating to Innovative Tyres and Tubes Limited and its subsidiaries that may be necessary to prepare a resolution plan of Innovative Tyres and Tubes Limited by us, either directly or through our affiliates, for submission to the Resolution Professional.

We note, understand and acknowledge that:

(i) You have prepared an IM of Innovative Tyres and Tubes Limited in terms of Section 29 of the IBC read with the relevant regulations framed under the IBC. We further note and understand that the information contained in the IM is confidential information and can be made available to a resolution applicant only after obtaining an undertaking of confidentiality as required under Section 29 of the IBC and Regulation 36 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ("CIRP Regulations") only for the purpose of submitting the resolution

plan for Innovative Tyres and Tubes Limited;

- (ii) IM is prepared on the basis of information provided by the management of Innovative Tyres and Tubes Limited and its creditors. No representation or warranty, express or implied, is given by the Resolution Professional or the advisors appointed by the Resolution Professional or any of its partners, directors, officers, affiliates, employees, advisors or agents (unless specifically mentioned under the provisions of the IBC) as to the accuracy or completeness of the contents of this IM or any other document or information supplied, or which may be supplied at any time or any opinions or projections expressed herein or therein;
- (iii) The IM is a dynamic document and may be updated from time to time till a resolution plan is approved by the CoC;
- (iv) Other additional information relating to M/s Innovative Tyres and Tubes Limited and its subsidiary company, if any, may be necessary for preparing the resolution plan;
- (v) Any additional or supplementary information or clarification besides the IM, including those provided byway of emails or on telephone or in meetings provided to us by the Resolution Professional or his team members, including legal advisors are also confidential in nature and shall be construed as a part of theIM.
- 6. The IM, together with any other information, material, document or clarification provided to us, whetheras part of the virtual data room or otherwise, including that provided by way of emails or on telephone orin meetings by the Resolution Professional or his team members, including advisors is referred to as "Confidential Information".
- 7. We are executing this undertaking of confidentiality to maintain confidentiality in respect of the Confidential Information as mandated by the IBC and CIRP Regulations.
- 8. In terms of Section 29 of the IBC and Regulation 36 of the CIRP Regulations we unconditionally and irrevocably agree and undertake:
 - (i) To maintain confidentiality of the Confidential Information and not to use such Confidential Information to cause an undue gain or undue loss to ourselves or any other person.
 - (ii) in terms of Section 29(2) of the IBC, to
 - (a) comply with provisions of law for time being in force relating to confidentiality and insider trading in relation to such Confidential Information;
 - (b) protect any intellectual property of M/s Innovative Tyres and Tubes Limited and its subsidiary companies which we may have access to;
 - (c) not share this information with any third party unless it is shared on a strict need-to-

- (iii) Except as provided herein, we will not disclose the contents of Confidential Information, as updated from time to time, to any person other than to our affiliates, including, for avoidance of any doubt, our and their directors, officers, employees, agents or advisors, including, without limitation, financial advisors, attorneys, bankers, consultants and accountants, and potential financing sources (collectively, our "Representatives") who need to know such information for the purpose of the Transaction, provided that such Representatives are also bound by the same confidentiality obligations as us. We will be solely responsible for any breach of the provisions of this undertaking of confidentiality by any of ourRepresentatives.
- 9. We accept and acknowledge that the Confidential Information has been developed or obtained by Innovative Tyres and Tubes Limited through investment of significant time, effort and expense, and that the Confidential Information is valuable, special and unique asset of Innovative Tyres and Tubes Limited, which provides Innovative Tyres and Tubes Limited, with a significant competitive advantage, and needs to be protected from improper disclosures. We further understand and accept that the information contained in the Confidential Information, as updated from time to time, cannot be used for any purpose other than for the Transaction. Accordingly, we unconditionally and irrevocably agree and undertake to ensure that our Representatives agree to:
 - (i) maintain confidentiality of the Confidential Information, as provided from time to time, and not to use such Confidential Information to cause an undue gain to themselves / us or undue loss to any other personincluding Innovative Tyres and Tubes Limited or any of its creditors and stakeholders;
 - (ii) Keep the Confidential Information safe in a secure place and protected against theft, damage, loss and unauthorized access and undertake to keep all documents and other materials reproducing or incorporating confidential information separate from its own confidential information.
 - (iii) protect any intellectual property of Innovative Tyres and Tubes Limited that they may have access to; and
 - (iv) Use Confidential Information solely for the purpose of the Transaction and not for any other purpose.
- 10. Notwithstanding anything to the contrary contained herein, the following information shall however not be construed as Confidential Information:
 - (i) information is or becomes publicly available to us or our Representatives without breach

- (ii) prior to its disclosure in connection with the Transaction, was already in our or our Representatives' possession (other than such information made available by the Resolution Professional at any time during the CIRP of Innovative Tyres and Tubes Limited, which information shall be construed as Confidential Information and shall be bound by the terms of this confidentiality undertaking); or
- (iii) is or has been developed independently by us or our Representatives without reference to or reliance on the Confidential Information disclosed under this undertaking of confidentiality; or
- (iv) information was or becomes available on a non-confidential basis from a source that is not known by us or our Representatives to be prohibited from disclosing such information by any contractual, legal, or fiduciary obligation; or
- (v) prior consent by the Resolution Professional is provided for disclosure in writing; or
- (vi) information that is required to be disclosed by us (to the extent required to be disclosed) by any applicable aw for the time being in force or by any applicable regulatory authority or regulation or professional standard or judicial process, order of a judicial, regulatory or administrative authority (including by deposition, interrogatory, request for documents, subpoena, civil investigative demand, or similar process) or the guidelines of regulatory/ administrative authority or stock exchange.
- 11. This undertaking also applies to Confidential Information accessed through the electronic data room and supersedes any 'click through' acknowledgement or agreement associated with any such electronic data room.
- 12. We agree to keep the Confidential Information safe in a secure place and protected against theft, damage, loss and unauthorized access and undertake to keep all documents and other materials reproducing or incorporating Confidential Information separate from our own confidential information.
- 13. We understand and undertake, in the event of abandonment of the resolution plan submission process and non-submission of the resolution plan; or not being shortlisted for the submission of the resolution plan; or our resolution plan not qualifying for being placed before the CoC; or the CoC rejecting our resolution plan; or the NCLT not approving our resolution plan; or in the event the Resolution Professional calls upon us in writing to do so, we shall immediately return or destroy the Confidential Information including the IM and other information provided by the Resolution Professional or its representatives, without retaining a copy thereof, in electronic or

any other form.

Notwithstanding anything stated therein, we are permitted to retain information pursuant to our automaticarchiving and back-up procedures; provided however, that the copy/information retained by us shall not be used by us in any manner to cause an undue gain to us or undue loss to any other person including Innovative Tyres and Tubes Limited or any of its creditors and stakeholders and shall be bound to the confidentialityobligations under this undertaking.

14. This undertaking of confidentiality, except for the provisions stated in the clause 8 above, shall remain valid for a period of two (2) years after it is executed, notwithstanding whether the resolution plan submitted by us is placed before the CoC or not or whether it is approved by the CoC or not and even after completion of the corporate insolvency resolution process of Innovative Tyres and Tubes Limited.

15. We understand that if we or our Representatives disclose (or threaten to disclose) Confidential Information in violation of this undertaking of confidentiality, the Resolution Professional or Innovative Tyres and Tubes Limited shall be entitled to pursue remedies including legal recourse to safeguard its interest under undertaking ofconfidentiality. We further hereby acknowledge and agree that in the event of breach or threatened breachof the terms of this confidentiality undertaking, the Resolution Professional shall be entitled to all remedies available under law or equity.

16. Nothing in this confidentiality undertaking shall have the effect of limiting or restricting any liability arising as a result of fraud or willful default.

17. We hereby represent and warrant that we have the requisite power and authority to execute, deliver and perform our obligations under this confidentiality undertaking.

18. This confidentiality undertaking and any dispute, claim or obligation arising out of or in connection withit shall be governed by and construed in accordance with Indian laws and the courts at Vadodara shall have exclusive jurisdiction over matters arising out of or relating to this confidentiality undertaking.

Signed for and on behalf of [insert name of entity]

Signature and official stamp								
Name:								
Designation:								
Date:								
Place:								

ANNEXURE 'F'

ELIGIBILITY AS PER SECTION 29A

Execution instructions:

[To be on non-judicial stamp paper of Rs. 300. The stamp duty will depend on the state of execution of the eligibility as per Section 29A. Foreign companies submitting expression of interest / resolution plan are required to follow the applicable law in their country and ensure that the documents submitted as part of the expression of interest / resolution plan are appropriately apostilled, and stamp duty paid in India before submission to the resolution professional.]

The execution of this undertaking must be authorized by a duly passed resolution of the board of directors of the prospective resolution applicant or any sub-committee of the board (if so authorized by the board).

Each page of the undertaking is required to be signed by the prospective resolution applicant at the bottomof the page and on the execution page, the deponent must affix his/her full signature and additionally affixthe rubber stamp seal of the prospective resolution applicant.

Where the resolution applicant is a consortium, said undertaking shall be furnished by each member of the consortium.

Kindly fill in the requisite details in each of the items where information is left blank or has been sought.]

UNDERTAKING

I, [name of the chairman/ managing director/ director/ authorized person of resolution applicant, authorized by the Board of the resolution applicant for giving such undertaking], son of [], aged about [] years, currently residing at [Address to be inserted] and having Aadhaar/ Passport number [___], on behalf of [name ofthe resolution applicant] having registered office at [] ("Resolution Applicant", a term which also includes any person acting jointly with the Resolution Applicant), do solemnly affirm and state to the Committee of Creditors ("CoC") of M/s Innovative Tyres and Tubes Limited ("Company") and the resolution professional of the Company ("RP") as follows:

- 1. That I am duly authorized and competent to make and affirm the instant undertaking for and on behalf of the Resolution Applicant in terms of the [resolution of its board of directors/ power of attorney- to provide other necessary details of such authorization]. The said document is true, valid and genuine to the best of my knowledge, information and belief.
- 2. That neither the Resolution Applicant, nor any other person acting jointly or in concert with the Resolution Applicant, nor any 'connected person' (as defined under Section 29A of the Insolvency and Bankruptcy Code, 2016, as amended from time to time ("Code")) and nor any other person covered under Section 29A of the Code:
- (a) is an undischarged insolvent;
- (b) is a willful defaulter in accordance with the guidelines of the Reserve Bank of India issued under the Banking Regulation Act, 1949[10 of 1949];
- (c) at the time of submission of the resolution plan, has an account or an account of a corporate debtor whichis under management or control of such person(s) or of whom such person(s) is a promoter classified as non-performing asset in accordance with the guidelines of the RBI issued under the BR Act or the guidelines of a financial sector regulator issued under any other law for the time being in force and at leasta period of 1 (one) year has lapsed from the date of such classification till the date of commencement of CIRP of the corporate debtor;
- (d) has been convicted for any offence punishable with imprisonment-
 - (i) for two years or more under any statute specified under the Twelfth Schedule of the Code and two years have not passed from the date of release from such imprisonment; or
 - (ii) for seven years or more under any law for the time being in force and two years have not passed from the date of release from such imprisonment;
- (e) is disqualified to act as a director under the Companies Act, 2013 [18 of 2013];
- (f) is prohibited by the Securities and Exchange Board of India from trading in securities or accessing the securities markets;
- (g) has been a promoter or in the management of or control of a corporate debtor in which any preferential transaction or undervalued transaction or extortionate credit transaction or fraudulent transaction has takenplace and in respect of which an order has been made by the Adjudicating Authority viz. Hon'ble NationalCompany Law Tribunal (or its appellate tribunal / court) under the Code (other than a preferential transaction, undervalued transaction, extortionate credit transaction or fraudulent transaction which has taken place without any contribution by the Resolution Applicant in an entity acquired by the Resolution Applicant, prior

- to such acquisition by way of a resolution plan approved under the Code or pursuant to ascheme or plan approved by a financial sector regulator or court);
- (h) has executed a guarantee in favour of a creditor in respect of a corporate debtor against which an application for insolvency resolution made by such creditor has been admitted under the IBC and such guarantee has been invoked by the creditor and remains unpaid in full or part;
- (i) is subject to any disability, corresponding to the aforesaid conditions under any law in a jurisdiction outside India;
- (j) Has a connected person not eligible under clause (a) to (g) hereinabove.
- 3. That the Resolution Applicant unconditionally and irrevocably agrees and undertakes that it shall make full disclosure in respect of itself and all its connected persons as required under Regulation 38 (3) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, as applicable to the corporate insolvency resolution process of the Corporate Debtor.
- 4. That neither the Resolution Applicant, nor any other person acting jointly or in concert with the ResolutionApplicant, nor any 'connected person' (as defined under Section 29A of the Code) has:
- (a) withdrawn or sought any deviation to its resolution plan in any corporate insolvency resolution process, or avoided or delayed or defaulted in the implementation of the resolution plan approved by the Committee of Creditors/ Adjudicating Authority; or delayed or failed to implement any conditions as contained in the process document/ note issued under any corporate insolvency resolution process (including the submission of any guarantee/ security documents as envisaged under the process document/ note of any corporate insolvency resolution process);
- (b) had any resolution plan filed by it withdrawn/ rejected or applied to be withdrawn/ rejected from the Adjudicating Authority/ Committee of Creditors owing to any non- compliance/ default by it;
- (c) failed to implement its resolution plan approved by Committee of Creditors/ Adjudicating Authority in accordance with its terms; or
- (d) in order to avoid the obligations under its resolution plan approved by Committee of Creditors/ Adjudicating Authority, challenged the process document/ note or process there under issued by a resolution professional/ Committee of Creditors with respect to a corporate insolvency resolution process, in any court of law or sought any deviation from the resolution plan submitted

by it which is not acceptable to the Committee of Creditors of the relevant matter.

- 5. That Resolution Applicant unconditionally and irrevocably agrees and undertakes that it meets the criteriaspecified by the committee under clause (h) of sub-section (2) of section 25 and that it shall intimate the resolution professional forthwith if it becomes ineligible at any time during the CIRP of the Innovative Tyres and Tubes Limited.
- 6. That Resolution Applicant unconditionally and irrevocably agrees and undertakes that it 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/invoked any refundable deposit/BG, and attract penal action under the Code as per Regulation 36A (7) (f) of the CIRP Regulations, 2016.
- 7. Any amounts accrued on account of forfeiture/ invocation above shall not form part of assets of Company, and shall be available to Creditors for appropriation in accordance with waterfall set out in the successful resolution plan or in accordance with Section 53 of IBC, as the case may be, at the end of moratorium.
- 8. That the Resolution Applicant unconditionally and irrevocably represents, warrants and confirms that it is eligible under the terms and provisions of the Code (read with the relevant regulations framed there under) to submit an expression of interest and a resolution plan and it shall provide all documents, representations and information as may be required by the RP or the CoC to substantiate that the Resolution Applicant is eligible under the applicable provisions of the Code and the rules and regulations there under to submit are solution plan in respect of the Company.
- That the Resolution Applicant unconditionally and irrevocably undertakes that it shall provide all data, documents and information as may be required to verify the statements made under this undertaking.
- 10. That the Resolution Applicant understands that the RP and the CoC may evaluate the expression of interest and/ or resolution plan to be submitted by the Resolution Applicant or any other person acting jointly with it and such evaluation shall be on the basis of the confirmations, representations and warrantiesprovided by the Resolution Applicant under this undertaking.
- 11. That the Resolution Applicant agrees that each member of the CoC and the RP are entitled to rely on the statements and affirmations made in this undertaking for the purposes of determining the eligibility and assessing, agreeing and approving the resolution plan submitted by the Resolution Applicant.
- 12. That in the event any of the statements contained herein are found to be untrue or incorrect, then the Resolution Applicant unconditionally agrees to indemnify and hold harmless the RP and

each member of the CoC against any losses, claims or damages incurred by the RP and/ or the members of the CoC on account of such ineligibility of the Resolution Applicant.

- 13. That the Resolution Applicant agrees and undertakes to disclose/ inform forthwith, to the RP and the members of the CoC, if the Resolution Applicant becomes aware of any change in factual information inrelation to it or its connected person (as defined under the Code) which would make it ineligible under any of the provisions of Section 29A of the Code at any stage of the corporate insolvency resolution process of the Company, after the submission of this undertaking.
- 14. That if, at any time after the submission of this undertaking and before the approval of the Resolution Applicant's resolution plan by the Adjudicating Authority i.e. Hon'ble National Company Law Tribunalunder the Code, the Resolution Applicant becomes ineligible to be a Resolution Applicant as per theprovisions of the Code (and in particular Section 29A of the Code), the fact of such ineligibility shall beforthwith brought to the attention of the RP and the CoC.
- 15. That this undertaking shall be governed in accordance with the laws of India and the National Company Law Tribunal, Ahmedabad/ National Company Law Appellate Tribunal/ Courts of Vadodara shall have the exclusive jurisdiction over any dispute arising under this undertaking.

SOLEMNLY AFFIRMED AT	
ON THIS THE [] DAY OF [] 2022	
	DEPONENT

Before me, Notary/ Oath Commissioner

VERIFICATION:

I, [name of the chairman/ managing director/ director/ authorized person	of resol	ution
applicant, authorized by the Board of the resolution applicant company (in case of	of a comp	oany)
for giving such affidavit], the deponent above named, on behalf of [name of	the resol	ution
applicant], having registered office at [],	do
herebyverify and state that the contents of the above affidavit are true to the best of my knowledge and nothing material has been concealed therein.		
Verified at [], on this the [] day of 2022.		

DEPONENT

Annexure G

FORM G

INVITATION FOR EXPRESSION OF INTEREST FOR M/s INNOVATIVE TYRES AND TUBES LIMITED OPERATING IN MANUFACTURING OF TYRES AND TUBES AT HALOL, PANCHMAHAL, GUJARAT, INDIA

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

	RELEVANT PARTICULARS		
1.	Name of the corporate debtor along with PAN/ CIN/ LLP No.	M/s Innovative Tyres and Tubes Limited CIN- L25112GJ1995PLC086579 PAN- AAACI1236R	
2.	Address of the registered office	1201,1202, 1203 - GIDC Halol, Panchmahal, Gujarat- 389350, India	
3.	URL of website	http://www.innovativetyres.com	
4.	Details of place where majority of fixed assets are located	1201,1202, 1203 - GIDC Halol, Panchmahal, Gujarat- 389350, India	
5.	Installed capacity of main products/ services	The installed capacity is production of Automobile Tyres/ Tubes/ Flaps of 50/60 Tons per day based on product mix	
6.	Quantity and value of main products/ services sold in last financial year	Financial Year: 2020-21 / 2021-22 Product: Tyres / Tubes / Flaps / etc. Sales (Quantity): Not available Sales (Value) (in Rs. Crores): 134.29 / 46.84	
7.	Number of employees/ workmen	Currently 7	
8.	Further details including last available financial statements (with schedules) of two years, lists of creditors, relevant dates for subsequent events of the process are available at:	http://www.innovativetyres.com	
9.	Eligibility for resolution applicants under section 25(2)(h) of the Code is available at:	Expression of Interest (EOI) document available at http://www.innovativetyres.com Details can be obtained by sending an email to: cirp.ittl@ddip.in	
10.	Last date for receipt of expression of interest	15 th November, 2022	
11.	Date of issue of provisional list of prospective resolution applicants	17 th November, 2022	
12.	Last date for submission of objections to provisional list	22 nd November, 2022	
13.	Process email id to submit EOI	cirp.ittl@ddip.in	

Mr. Abhishek Nagori

Resolution Professional for M/s Innovative Tyres and Tubes Limited IBBI Registration No.: IBBI/IPA-001/IP-P00020/2016-17/10044 330/348, Third Floor, Tower-A, Atlantis K-10, Opp. Vadodara Central, Sarabhai Main Road,

Date: 31st October, 2022 Opp. Vadodara Central, Sarabhai Main Road, Place: Vadodara Vadodara Vadodara-390023, Gujarat- India; email id- jlnusb@gmail.com

"ANNEXURE - 'H'

THE ADVERTISEMENT INVITING EXPRESSION OF INTEREST (EOI) TO SUBMIT RESOLUTION PLAN PUBLISHED ON 31st October. 2022

INVITATION FOR EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLANFOR M/S INNOVATIVE TYRES AND TUBES LIMITED

M/s Innovative Tyres and Tubes Limited ('ITTL', 'Corporate Debtor) was incorporated in the year 1995 with manufacturing of Tyres and Tubes at Halol, Gujarat (INDIA). Since its inception, ITTL is manufacturer and exporter of tyres in India. ITTL offers a wide range of products (tyres and tubes) in various segments. The company has two manufacturing units- tyre plant and tube plant- which are located at GIDC-Halol, Gujarat, India. Presently the plant is not running.

The National Company Law Tribunal, Ahmedabad Bench (NCLT) (vide its order dated 28th March 2022) admitted application under Section 9 of Insolvency and Bankruptcy Code, 2016 ('IBC', 'Code') for initiating Corporate Insolvency Resolution Process (CIRP) of the Corporate Debtor. Mr. Abhishek Nagori (IBBI Reg. No. IBBI/IPA-001/IP-P00020/2016-17/10044) has been appointed as the Interim Resolution Professional (IRP) to conduct the Corporate Insolvency Resolution Process in accordance with the provisions of the Code.

Further, on 26th April, 2022 Mr. Abhishek Nagori confirmed as Resolution Professional (RP) of M/s Innovative Tyres and Tubes Limited by the Committee of Creditors (CoC) in its first meeting.

Expression of Interest is hereby invited from Potential Resolution Applicants for submission of a Resolution Plan in accordance with the provisions of the IBC. The eligibility criteria for the Potential Resolution Applicant, format for submission of the Expression of Interest, supporting documents and details required to be submitted with the Expression of Interest, associated detailed terms and conditions and Form G for participating in the process can be asked through email to RP.

Expression of Interest in the prescribed format with annexure as referred in Invitation of EOI document is required to reach by 19.00 Hours on or before 15th November, 2022 in a sealed envelope through speed post/ Courier/ registered post or by hand delivery at below mentioned address and password protected file by email/online drive to cirp.ittl@ddip.in. It should be super scribed as "Expression of Interest for M/s Innovative Tyres and Tubes Limited." in the name of

ITTL/EOI/31st October 2022

Abhishek Nagori, Resolution Professional for M/s Innovative Tyres and Tubes Limited, 330/348,

Third Floor, Tower A, Atlantis K-10, Opp. Vadodara Central, Sarabhai Main Road, Baroda- 390023,

Gujarat, India. Either the soft-copy or hardcopy of EOI shall reach before the designated time and

date. Subsequently, the hardcopy or soft copy of EOI, as the case may be, shall also reach the RP.

For any clarifications, please write to: cirp.ittl@ddip.in on or before 15th November, 2022 by 19.00

Hours.

It may be noted that the terms and conditions for inviting Resolution Plan is determined with the

approval of Committee of Creditors of M/s Innovative Tyres and Tubes Limited and may be changed

or amended at any stage. Committee of Creditors/ Resolution Professional reserves the right to

cancel or extend or modify the process &/ or reject/ disqualify any Resolution Applicant/ Expression

of Interest/ bid/ offer at any stage of the bid process without assigning any reason and without any

liability.

Sd/-

Mr. Abhishek Nagori Resolution Professional

Mesonation Trees and Tubes Limited

M/s Innovative Tyres and Tubes Limited Registration No. IBBI/IPA-001/IP-P00020/2016-17/10044

Date: 31st October, 2022

Place: Vadodara