

EXPRESSION OF INTEREST – VICEROY HOTELS LIMITED

PROCESS DOCUMENT

1. Introduction

Expressions of Interest (EOI) are invited from investors/consortium of investors having adequate financial and technical capabilities to submit Resolution Plan(s) for **Viceroy Hotels Limited** (“VHL”, the “**Company**” or the “**Corporate Debtor**”) currently undergoing Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC).

Viceroy Hotels Limited (“the Company”) was incorporated in the year 1965 and the Registered Office of the Company is at Plot No.20, Sector-1, Survey No.64, 4th Floor, HUDA Techno Enclave, Madhapur, Hyderabad ,Telangana – 500 081. VHL is actively engaged in Hotels business and presently owns a 5 star and 4 Star category hotels viz. “Marriott Hotels” and “Courtyard Hotels” with rooms, convention center, extensive food & beverage (F & B) outlets and banquet/conference facilities in Hyderabad. The Company shares were listed with NSE and BSE.

1. Transaction Process

The transaction process for the Corporate Debtor as aforesaid shall be completed in two stages, brief of which is discussed hereunder

Stage I

- Submission of EOI by interested Resolution Applicant(s) (RAs)
- Short-listing of RAs by Committee of Creditors (CoC)

Stage II

- Provision of Request For Resolution Plan (RFRP) document to the shortlisted RAs and signing of Non-Disclosure Agreement (NDA)
- Access to Virtual Data Room for limited due diligence by RAs
- Submission of Resolution Plan by RA along with Earnest Money Deposit (EMD) of INR 1,00,00,000 (Indian Rupees One Crore) in the form of Electronic Transfer/Demand Draft/Bank Guarantee/Surety Bond. In case of Bank Guarantee/Demand Draft/Surety Bond, the same to be valid for a period as specified in the RFRP.

EOI needs to be submitted in a format provided herein.

Prospective investors may submit the EOI on or before **29th May, 2018 (Tuesday), 6:00 p.m.** by emailing it at **kkraoirp@gmail.com** or by hand delivering it in a sealed envelope to **CMA K. K. Rao, Resolution Professional, K.K.Rao & Associates, Cost Accountants, 2-B, Samrat Residential Complex, #5-9-12, Opp: A.G.Office, Saifabad, Hyderabad – 500 004, Phone No.040-66842359.**

Please note that the deadline for submission of **EOI** is presently 29th May, 2018 and shall be also mentioned in the RFRP document available on Company's website, as amended from time to time. For the avoidance of doubt, it is clarified that the date on which EOI is submitted by the RA shall be no ground for seeking an extension of Resolution Plan submission deadline.

3. Qualification for being a potential Resolution Applicant:

EOI would be subject to evaluation on various technical parameters e.g. Consolidated Group Revenues/Turnover and/or Assets under Management and various financial parameters e.g. Consolidated Group Net worth and/or Committed Funds available for deployment including the following:

✓

In case of Body Corporate:

- Private/Public Limited Company, LLP, Body Corporate whether incorporated in India or outside India, with a Tangible Net Worth (TNW) (as per the Companies Act, 2013) in the immediately preceding completed financial year.

Note: TNW to be certified by Auditor/ Chartered Accountant

OR

✓

In case of Financial Institutions (FI*)/ Funds / Private Equity(PE) Investors/Nonbanking financial company (NBFC)/Asset Reconstruction Company/Any other applicant:**

- Asset Under Management (AUM) in the immediately preceding completed financial year,
OR

* FI as defined under Section 45-I(c) of RBI Act

** NBFC as defined under Section 45-I(f) of RBI Act

Note: Management shall also certify the same in addition to submission of supporting documents.



In case of bidding as a consortium:

- In case the consortium is of Body Corporates, Tangible Net Worth (TNW) of consortium shall be calculated as weighted average of individual member's TNW (value of negative TNW members shall be considered as Nil).
- In case the consortium is of FIs/Funds/PE Investors/NBFCs/Any other applicants, the minimum AUM of consortium shall be calculated as weighted average of individual member's AUM OR Committed funds available for investment/deployment in Indian companies shall be calculated as weighted average of individual member's committed fund to investment/deployment in Indian companies.
- In case the consortium is of body Corporates/FIs/Funds/PE Investors/NBFCs/any other applicants, the qualification criteria for TNW/AUM/Committed Funds would be in proportion to their shareholding in the consortium. All the consortium members should satisfy the criteria independently.
- No change in lead member or any member whose financials have been used to meet the criteria set out herein shall be permitted after the last date for submission of EOIs.

Further conditions/criteria including evaluation matrix, control, lock-in restrictions and other eligibility conditions at the sole discretion of RP/CoC may be stipulated in the RFRP document to eligible RAs. The interested applicant may choose to submit a resolution plan through any special purpose vehicle designated for the purpose.

The RFRP/other documents for the submission of a resolution plan would be issued to those resolution applicants which are shortlisted by the Committee of Creditors and will be required to submit the Resolution Plan within stipulated timelines along with a ***Refundable EMD of INR 1,00,00,000 (Rupees One crore)*** in the form of Electronic Transfer/Demand Draft/Bank Guarantee/Surety Bond. There would be a requirement of submission of a Performance Guarantee at a subsequent stage, the details of which shall be provided in the RFRP document.

The successful Resolution Applicant shall make a further deposit or provide financial bank guarantee of rupees **10% of bid amount** in favour of Viceroy Hotels Limited.

The CoC reserves the right to extend the last date of submission of EoI at its discretion.

RP/CoC reserves the right to cancel / modify the process without assigning any reason and without any liability whatsoever.

{ On the Letterhead of the Entity Submitting the EoI }

EXPRESSIONS OF INTEREST

Date: _____

To,

CMA K. K. Rao
Resolution Professional,
(Viceroy Hotels Limited)
M/s.K.K.Rao & Associates,
Cost Accountants,
2-B, Samrat Residential Complex,
#5-9-12, Opp: A.G.Office,
Saifabad, Hyderabad – 500 004,

Subject: Expressions of Interest (“EoI”) –for submission of Resolution Plan of “Viceroy Hotels Limited” or “Company” under Corporate Insolvency Resolution Process (CIRP)

Dear Sir/Madam,

In response to the advertisement in [*Business Standard and/or website*] dated _____ inviting expressions of interest as captioned above (“**Advertisement**”), we hereby submit an EOI for the submission of resolution plan of Viceroy Hotels Limited under CIRP.

We have set out the information required in the format prescribed as an Annexure to this EoI;

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

- (a) the EOI will be evaluated based on the information provided in the Annexures 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 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 within the given timelines may lead to rejection of our submission pursuant to EOI.
- (d) Submission of this EOI alone does not automatically entitle us to participate in the next stage of the bid process.
- (e) In case of consortium, we would comply with the eligibility criteria pertaining to equity holding and control i.e. we will hold equity in the Special Purpose Vehicle (SPV) that will also be incorporated in the Joint Bidding Agreement (undertaking to be signed by /on behalf of each member of consortium by authorized signatories.

(f) We are not an ineligible person in terms of the provisions of Section 29A of the IBC. Also, we are a 'fit and proper' person and not under any legal disability to be a promoter under the applicable laws.

Sincerely yours,

On behalf of [*Insert the name of the entity submitting the EOI*]^{1& 2}

Signature: _____

Name of Signatory:

Designation:

Company Seal/Stamp

¹ Note: The person signing the EoI and other supporting documents should be an authorised signatory supported by necessary board resolutions/authorization letter.

² In case of Consortium Applicant, each applicant should submit this.

Annexure A

[Note: In case of joint EOIs, the details set out below are to be provided for each of the entities / groups submitting each joint EOI.]

1. Name and Address:

- a. Name of the Firm/Company/Organization/ Other Applicant:
- b. Address:
- c. Telephone No:
- d. Fax:
- e. Email:
- f. PAN/CIN:

2. Date of Establishment (if any):

3. Nature of Establishment: *[Body Corporate OR Financial Institutions / Funds / PE Investors] (Please choose one)*

4. Core Area of Expertise:

5. Contact Person:

- a. Name:
- b. Designation:
- c. Telephone No:
- d. Mobile No:
- e. Email:

6. Company/FI Profile:

- a. Company Financial Profile (consolidated / standalone as applicable):

[Note: The Company profile should necessarily include 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 five years or the committed funds available as on March 31 2017, for investment.]

For Body Corporate *(if for group, give separately for each company)*

| <i>INR Crores</i> | <i>FY17</i> | <i>FY16</i> | <i>FY15</i> |
|-------------------|-------------|-------------|-------------|
| <i>Revenue</i> | | | |
| <i>Net Worth</i> | | | |

For Financial Institutions / Funds / PE Investors (if for group, give separately for each entity)

| <i>INR Crores</i> | <i>FY17</i> | <i>FY16</i> | <i>FY15</i> | <i>FY14</i> | <i>FY13</i> |
|--------------------------------|-------------|-------------|-------------|-------------|-------------|
| <i>Assets under management</i> | | | | | |

- b. Names & DIN of Directors including Independent Directors:
- c. Experience of the Company in the relevant sector:
- d. Names of key lenders, if any, to the Company or its affiliates.
- e. History, if any, of the Company or affiliates of the Company being declared a 'willful defaulter', 'non-cooperative borrower', 'non-impaired asset' or 'nonperforming asset'.
- f. Any other relevant details which would be useful for the RP to evaluate the bid and help to shortlist for the next stage in the process.
- g. Ownership Details:
- h. Proof of Identity and Address:

Note: Applicant shall submit the following documentary proofs as a part of this Annexure A:

1. Applicable to Body Corporate

- a. Audited financial statements for last 3 financial years;
- b. Certificate from Statutory Auditor or Chartered Accountant or Company Secretary or equivalent in the jurisdiction of incorporation of the Company certifying *net worth and turnover* of the last 3 financial years;
- c. Copy of Certificate of Registration/Incorporation and latest Constitutional Documents (Articles and Memorandum of Association) of the Applicant.

2. Applicable to Financial Institutions / Funds / PE Investors

- a. Audited financial statements for last 3 financial years;
- b. Certificate from Statutory Auditor or Chartered Accountant or Company Secretary or equivalent in the jurisdiction of incorporation of the Company certifying *Assets under management* as at end of last 3 financial years;
- c. Copy of Certificate of Registration/Incorporation and latest Constitutional Documents (Articles and Memorandum of Association) of the Applicant;
- d. Documentary evidence for Funds available for deployment as on March 31, 2017.**

[Note A: In case of Consortium Applicant, the details set out above are to be provided for each member of the Consortium]

[Note B: In case of EOIs, the details set out above are to be provided for each of the entities / groups submitting each joint EOI.]

Annexure B

1. Details of Consortium Members:

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

TERMS & CONDITIONS

A. Preliminary terms & conditions for submission of EOI:

1. Expression of Interest ("EOI") needs to be submitted in the format of Application provided along with the required Annexures.
2. Prospective Resolution Applicant shall along with Expression of Interest submit (a) certified true copies of their Audited Financial Statements of last 3 years, i.e. _____ or since inception if incorporated in the immediately preceding three years along with Income tax return and computation of total income (b) Proof of address, (c) copy of PAN card (d) certified true copies of Constitutional documents and (e) certified true copy of Board resolution in case of Corporate Person. Prospective Resolution Applicant shall also submit relevant KYC details applicable as the case may be (Individual/Corporate/Financial Institution/Funds/PE Funds).
3. Prospective Resolution Applicant shall not be an ineligible person as prescribed under Section 29A of the IBC

B. Terms & Conditions applicable after the Applications for EOI(s) submitted by the prospective Resolution Applicant(s) get shortlisted by the Committee of Creditors:

1. The prospective resolution applicant shall submit resolution plan(s) prepared along with Earnest Money Deposit of Rs.1,00,00,000/- (Rs. One crore only) in favour of Viceroy Hotels Limited, which shall be refundable in case the resolution plan is not approved by the Committee of Creditors.
2. The Earnest Money deposit of Rs.1,00,00,000/- (Rs. One crores only) shall be forfeited in the event the successful Resolution Applicant withdraws out of the resolution process.
3. The prospective resolution applicants shall be required to submit a detailed undertaking that they are eligible to submit resolution plan(s) as per section 29A of Insolvency and Bankruptcy Code, 2016.
4. The prospective resolution applicants shall prepare resolution plan(s) in accordance with the Insolvency and Bankruptcy Code, 2016 and Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 and any other applicable laws, and it shall contain all the mandatory contents as specified in regulation 38 of Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016. And shall be required to submit a declaration-cum-undertaking to that effect.

(On the Letterhead of the Bank/ Entity Issuing the Certificate)
Private & Confidential

Ref no: *[Insert reference number]*

Date:

To,

CMA K. K. Rao
Resolution Professional,
(Viceroy Hotels Limited)
M/s.K.K.Rao & Associates,
Cost Accountants,
2-B, Samrat Residential Complex,
#5-9-12, Opp: A.G.Office,
Saifabad, Hyderabad – 500 004,

QUALIFICATION CERTIFICATE

We the *[insert name of the issuing entity]* do hereby certify that *[insert name of the relevant entity]* incorporated in *[insert jurisdiction of incorporation of entity]* having their registered office at *[insert registered address of the entity]* (“Resolution Applicant”)² are meeting the qualification criteria as required for submission of EOI vide advertisement dated as disclosed by the information and records with us.

It is further notified that this certificate is being issued at the request of the Resolution Applicant without attaching any risk and responsibility to us in any respect whatsoever whether as guarantor or otherwise.

For [Name of Entity issuing certificate]³

Authorised Signatory

² To be provided for each entity involved in the joint bid, if any.

³ To be provided by the bank or statutory auditor or chartered accountant or company secretary or equivalent in the jurisdiction of incorporation of the Company.
