

## INVITATION FOR EXPRESSION OF INTEREST FOR ACQUISITION OF ASSETS OF “NICCO CORPORATION LIMITED – IN LIQUIDATION”

### 1. BACKGROUND

NICCO Corporation Limited (hereinafter referred to as “the Company”) is a company limited by shares incorporated on 24<sup>th</sup> March, 1942 under the name and style of ‘National Insulated Cable Company of India limited’ under the provisions of the Companies Act, 1956. Thereafter, pursuant to the merger of National Insulated Cable Company of India Limited with its various group companies, one Telelink Nicco Limited was incorporated in the year 1983 and thereafter the name of Telelink Nicco Limited was changed to NICCO Corporation Limited in due compliance of law with effect from 19th May, 1993.

On 17<sup>th</sup> October, 2017, the National Company Law Tribunal, Kolkata Bench, in Company Petition No. 03/KB/2017 ordered for liquidation of the Company. Mr Vinod Kumar Kothari holding IBBI registration No. IBBI/IPA-002/IP-N00019/2016-17/10033, has been appointed as the **Liquidator** of the Company.

Section 35 of the Insolvency and Bankruptcy Code, 2016 (“the Code”), *inter-alia*, empowers the Liquidator to sell the immovable and movable property and actionable claims of a company in liquidation by public auction or private contract, with power to transfer such property to any person or body corporate, or to sell the same in parcels in such manner as may be specified. Further, Chapter VI of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 (“the Regulations”) read with Schedule I annexed thereto provide for various matters relating to realisation of assets of a company in liquidation.

Accordingly, with a view to make an informed decision about the sale of assets on liquidation, the Liquidator does hereby invite Expressions of Interest (“**EoI**”) from potential Applicants to evince interest in the assets of Company. This Invitation is being made to allow the Liquidator to determine the mode of sale (that is, in parcels or by slump sale), short-list potential Applicants, and thereafter, conduct the sale of the assets of the Company on public auction with the short-listed Applicants as the bidders. The Invitation is for pre-bid qualification of potential Applicants for ensuing sale of the assets of the Company in accordance with Section 35 of the Code read with Chapter VI and Schedule I of the Regulations.

## 2. DISCLAIMER

The Invitation for Expression of Interest for Acquisition of the Assets of the Company, hereinafter referred to as “the Invitation”, which expression shall be deemed to include any kind of supplementary document(s) or annexure(s) or information(s) issued in pursuance/furtherance of the Invitation has been prepared by and being in the capacity of the Liquidator of the Company. The Invitation does not constitute a prospectus, or an offer document or a letter of offer for sale of assets of the Company or an official confirmation of any transaction entered into by the Company. The Invitation is only an invitation for submitting expressions of interest in accordance with and under the various provisions of the Insolvency and Bankruptcy Code, 2016 (“the Code”) read with rules and regulations issued thereunder to interested parties for submission of response to the Invitation (such parties herein referred to as “the Applicants”). **The Invitation purports to ascertain interest of potential Applicants and does not create any kind of binding obligation on the part of the Liquidator or the Company to effectuate the sale of the assets of the Company.**

The Information contained in the Invitation is substantially based on estimated information, opinions and information sourced from the Company, public domain and independent third parties. The Invitation does not amount to a recommendation, either expressly or by implication, with respect to the Company or other entities mentioned in the Invitation. Except where specifically mentioned otherwise, the Liquidator has not independently verified such information and the same is being provided by the Liquidator for information purpose only. The Liquidator does not make any representation or warranty as to the accuracy, reliability or completeness of such information and does not assume any undertaking to supplement such information as further information becomes available or in light of the changing circumstances. The Liquidator shall not have any liability under any law, statute, rules or regulations for any representations or warranties (express or implied) contained in, or any omissions from this Invitation or any other written or oral communication transmitted to the recipient in the course of its evaluation of the proposed financing or otherwise.

The Invitation may contain statements describing documents and agreements in summary form only, and such summaries are qualified in their entirety with reference to such documents and agreements. Some of the facts mentioned herein may be contested by parties in litigation; the Liquidator does not in any manner affirm/ deny or indicate any of the Liquidator’s views on these contested matters. The Liquidator expressly disclaims any and all liability, which is based on the information and statements or any part thereof contained in/ omitted from the Invitation.

The Invitation is not intended to be the sole or *prima facie* basis on which intending Applicants may submit their bids. The information contained in the Invitation has been prepared to assist interested Applicants in making their own evaluation for the purpose submission of bids, and for no

other purpose. The information does not purport to be all-inclusive or to contain all information that a prospective investor/ entity may require/desire.

The delivery of this Invitation at any time does not imply the information in it is correct as of any time after its date, or that there has been no change in the business/ operations, financial condition, prospects, creditworthiness, status or affairs of the Company or anyone else since that date. The Liquidator may in absolute discretion, but without being under any obligation to do so, update, amend or supplement the information in this Invitation. Any such update/amendment/supplement/corrigendum shall be communicated via the website of the Company at <http://www.niccogroup.com/> and no public notice thereof shall be issued.

It is understood that each recipient of this Invitation will perform its own independent investigation, due diligence and analysis of the proposed financing and the creditworthiness of the company, based on such information as it deems relevant and without reliance on the Liquidator and this Invitation. The Liquidator/Company shall endeavor to provide such cooperation as may be appropriate for carrying any due diligence at the cost and expense of the Applicant. No claim shall lie against the Liquidator with respect to the contents of this Invitation. The information contained herein is not a substitute for the recipient's investigation, due diligence and analysis. Recipients of this Invitation must check and observe all applicable legal requirements, and for the avoidance of doubt, receipt of this Invitation and the information contained herein may not be taken as discharging the regulatory or statutory responsibilities under applicable legislation (included but not limited to anti-money laundering legislation) of any such recipient.

The Liquidator is not committed either contractually or in any other way to the Applicants whose applications are accepted. The issue of this Invitation does not commit or otherwise oblige the Liquidator or the Company to proceed with the process or any part of it.

The terms of the Invitation are to be read subject to this Disclaimer. The provisions of this Disclaimer take precedence over any other provision of the Invitation, which is inconsistent with or otherwise conflicts with any provision of this Disclaimer.

### **3. SUMMARY OF STEPS OF THE PROPOSED AUCTION SALE**

The proposed sale of assets of the Company shall follow the following steps:

- (i) Invitation for Expressions of Interest on the website of the Company, and the Liquidator.

- (ii) Publication of public notices pertaining to the Invitation of Expression of Interest.
- (iii) Obtaining Information Sheet pertaining to the assets of the Company on payment of a Non-refundable Fee.
- (iv) Submission of Expression of Interest along with details, and affidavit verifying that the Applicant is not an Ineligible Applicant under Section 29A of the Code.
- (v) Confirmation of eligibility of the Applicant by the Liquidator, based on the information supplied by the Applicant.
- (vi) Conduct of e-auction.
- (vii) Declaration of results of e-auction.

#### **4. BRIEF INTRODUCTION OF THE BUSINESS OF THE COMPANY**

[Note: The paragraphs below pertain to the business of the Company while the Company was not in liquidation. The Company is presently in liquidation and the Liquidator is carrying on the business only to the extent required for beneficial liquidation.]

The Company is one of the oldest cable manufacturing companies in India engaged in the business of manufacturing and marketing various types of power, electrical and specialty cables to a large base of customers including power, railways, wind energy, defense, automotive, mining, material handling, process industries, OEMs and EPC Contractors. It is the flagship company of the very old industrial group that is, the NICCO Group in West Bengal & Odisha, operating for over 70 years.

The Company produces a wide variety of power cables. It has manufacturing units in Shyamnagar in West Bengal and Baripada in Odisha. A brief description of the manufacturing units has been provided hereinbelow –

- (i) The **Shyamnagar** manufacturing unit manufactures power cables, special cables, irradiated rubber cables, and defence cables. The property at Shyamnagar plant consists of land and buildings, factory sheds, plant and machinery. The freehold land area is approximately 15.03 acres. The Shyamnagar guesthouse is located nearby, on land approx. 723 sqm. Major customers of the products of this unit are entities engaged in utilities, railways, defence, refineries, steel, mining, power, among others.
- (ii) The **Baripada** manufacturing unit manufactures electrical XLPE Aluminium and Copper cable upto 66 KV. The products of Baripada unit are utilised in power distribution, mobile machines, material handling and cranes. The property at Baripada plant consists of land and

buildings, factory sheds, plant and machinery, and testing equipments. The leasehold land area is approximately 20.34 acres, while freehold land area is approximately 0.16 acres.

Detailed description of the business and the units of the Company have been provided in the Information Sheet. Interested Applicants can get a copy of the Information Sheet, on payment of a non-refundable fee of Rs. 5,00,000/- (Rupees Five Lakhs Only) RTGS/NEFT/Funds Transfer in favour of “Nicco Corporation Limited-in Liquidation” to the credit of Account No.: 1392201980308 Canara Bank, Kolkata Hare Street Branch, Branch Code - 1392, IFSC Code – CNRB001392 **or** by Demand Draft/Pay Order in favour of “Nicco Corporation Limited-in Liquidation”. It must be noted that the fee is non-refundable irrespective of subsequent cancellation or deferment of the proposed sale at the discretion of the Liquidator. However, in the event of cancellation of the proposed sale or failure of the proposed auction, if the Liquidator conducts a second auction sale, the Applicants furnishing the non-refundable fee shall be entitled to express their interests in the second auction sale, without re-furnishing the said amount.

The Information Sheet, inter-alia, shall contain the following details –

- (i) Description of the Company
- (ii) Description of the business carried on by the Company, prior to the liquidation
- (iii) Details of the Sale Assets
- (iv) Persons designated by the Liquidator for inspection of Sale Assets
- (v) Other matters, as the Liquidator may include.

The requisition of Information Sheet shall be sent to [niccoliquidation@gmail.com](mailto:niccoliquidation@gmail.com) disclosing the identity of the Applicant and along with the proof of payment of the non-refundable fee as stated above. The Applicant obtaining the Information Sheet shall not share or distribute the Information Sheet with any other person(s). A breach of this condition shall be deemed to be a breach of terms of conditions stated herein and shall be liable to be dealt with accordingly.

The payment of the non-refundable fee as above will entitle the Applicant to the following:

- (a) A copy of the Information Sheet;
- (b) The right to submit an EoI in terms herein;

Additionally, the Applicant may carry such due diligence as the Applicant prefers to carry, and the Liquidator's office or the retained staff of the Company will provide cooperation feasible at their end.

Please note that only the Applicants obtaining a copy of the Information Sheet from the Liquidator shall be entitled to submit EoI and participate in the auction sale of Sale Assets.

## **5. SALE ASSETS**

The Invitation seeks to invite EoI for acquisition of the following properties and assets (hereinafter referred to as "Sale Assets") of the Company together forming the liquidation estate of the Company, comprehensively described in the Information Sheet –

- i. Manufacturing unit in Shyamnagar, West Bengal
- ii. Manufacturing unit in Baripada, Odisha;
- iii. Office space admeasuring 62,838 sq. ft approx. in Nicco House, 2 Hare Street, Kolkata (NICCO House);
- iv. Office Space admeasuring 1176 sq.ft, in Vikhroli, Mumbai
- v. Guest House admeasuring 990 st ft. in Powai, Mumbai.
- vi. Investments in 1,17,00,000 no. of Equity Shares comprising of 25% share of NICCO Parks and Resorts Ltd (NPRL Shares), subject to the rights of West Bengal Tourism Development Corporation Limited (WBTDC) and West Bengal Industrial Development Corporation Limited (WBIDC) under the JV Agreement dated 23.02.1990 and the provisions of the Code.
- vii. Investment in 18,33,392 no. of Equity Shares comprising of 23.56% of shares of Nicco Engineering Services Limited.
- viii. Investment in Nicco Ventures Limited and other entities

ix. 14 Cars

x. All other assets of the Company as comprised in the Liquidation Estate of the Company.

Please note that certain properties of the Company have been leased out for various tenures, including long term leases and may have deposits or security deposits against them. Relevant details have been included in the Information Sheet.

As noted above, the sale of NPRL Shares is subject to the rights of WBTDC and WBIDC under the JV Agreement dated 23.02.1990.

Accordingly, an Applicant may be bid for –

(a) All the assets of the Company including NPRL Shares (subject to the rights as above, for which further details are contained in the Information Sheet); **or**

(b) All the assets of the Company excluding NPRL Shares.

## **6. MODE OF SALE**

Regulation 32 of the Regulations permit the Liquidator to sell the assets of the Company in a slump sale. Further, Regulation 33 requires that the Liquidator shall ordinarily sell the assets of the Company through an auction in the manner specified in Schedule I. Pursuant to and in accordance with the aforesaid provisions of law, the Liquidator invites EoI for the acquisition of the Sale Assets, by way of slump sale. It is to be expected that the Applicants acquiring the assets of the Company will endeavour to run the concern/business of Company after acquisition of the Sale Assets.

## **7. MANNER AND PROCEDURE OF SALE**

The Sale Assets shall be sold through electronic auction platform “BankAuctions.In” (hereinafter referred to as “E-auction Platform”), a unit of M/s 4 Closure, at the website <https://bankauctions.in>. A brief manual on participating in the e-auction is given in [Annexure IV](#).

## 8. ELIGIBILITY CRITERIA FOR APPLICANTS

- 8.1. The Applicant must be legally competent to enter into contracts as per prevailing laws.
- 8.2. The Applicant must be lawfully organised and carrying business in India or having permission to carry business in India.
- 8.3. The Applicant may be a single bidder or may be a consortium consisting of not more than 4 members.
- 8.4. The Applicant shall file an affidavit (as per format set out in [Annexure I](#)) with the EoI that the Applicant is not an ineligible person as per Section 29A of the Code nor does he have any contract or understanding with any such person in relation to the Sale Assets being acquired. The submission of such affidavit is without prejudice to the right of the Liquidator to conduct such enquiry as the Liquidator may deem appropriate for ascertaining, and forming a view, on the eligibility of the Applicant in terms of Section 29A.

## 9. TIMELINES

- 9.1. The cut-off dates have been specified in the table below. The timelines shall be strictly adhered to by the Applicants. Please note that there is no separate time limit on obtaining a copy of the Information Sheet. However, the EoI must be submitted within 3<sup>rd</sup> April, 2018; therefore, it is advisable that the Information Sheet may be obtained well-in advance.

Seeking of Information Sheet on payment of Non-refundable Fee	Upto the last date for submission of EoI
Submission of EoI along with EMD	3 <sup>rd</sup> April, 2018
Intimation of eligibility/ineligibility to participate in auction	8 <sup>th</sup> April, 2018
Conduct of auction bids	13 <sup>th</sup> April, 2018



9.2. The Liquidator reserves the right to alter/extend the timelines as per the sole discretion of the Liquidator. Any information about alteration/extension of any of the timelines above shall be published on the website of the Company at <http://www.niccogroup.com/> and no public notice thereof shall be published.

## **10. TERMS AND CONDITIONS OF PROPOSED SALE**

- 10.1. The proposed sale will be conducted on “AS A WHOLE ON AS IS WHERE IS AND WHATEVER THERE IS BASIS”.
- 10.2. The proposed sale shall be conducted through E-auction Platform to be managed by M/s. 4 Closure, represented through Mr. Amaresh Samantasinghar, having contact no. 8142000030/e-mail address: [amaresh@bankauctions.in](mailto:amaresh@bankauctions.in) under the supervision of Authorized Officer(s) (AO) of the Liquidator.
- 10.3. The reserve price of the Sale Assets “AS A WHOLE”, *exclusive* of all taxes, levies, duties or any registration fees or any other fees/charges is as follows –
- (i) Where the bid pertains to the Sale Assets excluding the NPRL Shares, the reserve price shall be Rs. 184.98 crores;
  - (ii) Where the bid pertains to the Sale Assets including NPRL Shares, the reserve price shall be Rs. 231.48 crores.
- 10.4. Only the Applicant(s) who obtains Information Sheet from the Liquidator, and who has been held as not being an ineligible Applicant in terms of section 29A, shall proceed with the submission of the EoI and a bid in accordance with the Invitation.
- 10.5. The Applicant shall fulfil the eligibility criteria described in Paragraph 8 of this Invitation at the time of submission of EoI.
- 10.6. The Applicant shall submit the EoI in the format prescribed in [Annexure II](#), along with the documents stated thereunder.
- 10.7. The Applicant is required to register its name at the E-auction Platform and get user ID and password free of cost and get training / on-line training on electronic auction from M/s 4 Closure, whereupon it would be allowed to participate in the auction sale. For any support and queries, please contact Mr. Amaresh Samantasinghar, the contact details being provided hereinabove.

- 10.8. As a pre-requisite for submission of a bid, the Applicant has to deposit a refundable earnest money deposit (EMD) of 10% of reserve price as stated under option (i) or option (ii), as the case may be, under Paragraph 10.3 of this Invitation by RTGS/NEFT/Funds Transfer/Bank Guarantee/Surety Bonds in favour of “Nicco Corporation Limited-in Liquidation” to the credit of Account No. : 1392201980308 Canara Bank, Kolkata Hare Street Branch, Branch Code - 1392, IFSC Code – CNRB001392 **or** by Demand Draft/Pay Order in favour of “Nicco Corporation Limited-in Liquidation”.
- 10.9. The Applicant shall submit the Bid Form (as set out in [Annexure –III](#)) through the E-auction Platform only in the format prescribed along with a scanned copy of the Applicant’s Identity Proof and PAN Card. The Bid Form can be downloaded from <http://www.niccogroup.com/>.
- 10.10. The date and time for bidding will be intimated to the eligible Applicants at least 5 days prior to the scheduled auction date.
- 10.11. The EoI shall be submitted, duly filled and signed by the Applicant or an authorised signatory of the Applicant along with EMD, by 12:00 P.M of 3<sup>rd</sup> April, 2018.
- 10.12. It shall be presumed that all the facts were taken into account by the Applicant while submitting its bid. Even if the Applicant chooses not to inspect or conduct due diligence on the Sale Assets, it shall be presumed that the Applicant has made himself aware of the physical condition, market value, etc., of the assets and therefore, no complaint/ claim against the same shall be entertained in this regard by the Liquidator after the submission of the bid.
- 10.13. The Applicant should thoroughly satisfy itself about the nature, conditions and quality of the assets. The Liquidator gives no guarantee or warranty as to title of assets or the conditions of the assets/material or/its quality for any specific purpose or use. It should be clearly understood that no claim/complaint about the quality /conditions /fitness for use will be entertained by the Liquidator.
- 10.14. The submission of the bid means and implies that the Applicant has read carefully and unconditionally and irrevocably agreed to and accepted all the terms and conditions laid herein.
- 10.15. Bids once submitted cannot be withdrawn or revised.

- 10.16. The Liquidator reserves the right to accept or reject any/or all the bids or adjourn, postpone or cancel the auction sale anytime without assigning any reason thereon. Any notice of such adjournment/postponement/cancellation of the auction sale shall be published on the website of the Company at <http://www.niccogroup.com/> and no public notice thereof shall be published.
- 10.17. The Applicant who submits the highest bid shall be declared successful bidder. The Liquidator shall issue Letter of Acceptance of Offer to the successful bidder.
- 10.18. Letter of Acceptance of Offer *per se* does not confirm sale in favour of the Applicant making the highest bid. Confirmation of sale is subject to the fulfilment of conditions stated hereunder and approval of the Liquidator.
- 10.19. The successful bidder shall have to deposit 25% of the sale price, within 24 hours of issue of the Letter of Acceptance of Offer.
- 10.20. The balance 75 % of sale price shall be paid on or before 15<sup>th</sup> day of issuing Letter of Acceptance.
- 10.21. The EMD by the successful bidder against accepted bid shall be adjusted towards the amount deposited under paragraph 10.19 above.
- 10.22. In the event of default of payment within the stipulated period, as mentioned above, the deposit as well as the EMD shall be forfeited and the assets shall forthwith be sold again and such defaulting bidder shall forfeit all claims to the assets or to any part of the amount for which it may be subsequently sold.
- 10.23. The EMDs of the unsuccessful Applicants shall be refunded within 15 days from the date of issue of Letter of Acceptance of Offer by the Liquidator to the successful bidder. However, the Liquidator may retain EMD of the top 2 Applicants for up to 15 days from the date of opening of the auction in order to consider the bid submitted by the second highest Applicant in the event the successful bidder fails to pay the bid amount within the stipulated period. In case of cancellation of the auction sale, the EMDs of the Applicants shall be refunded within 15 days of the date of cancellation of the auction sale.

- 10.24. On full and final payment of the sale price by the successful bidder and confirmation of sale by the Liquidator, the Liquidator shall execute a Certificate of Sale of the Sale Assets in favour of the successful bidder.
- 10.25. The Purchaser will be required to bear all the necessary expenses for transfer of assets in his/her/its name. It is expressly stipulated that there are no implied obligations on the part of the Liquidator and it shall be solely the obligation of the Purchaser, at his/her cost, to do all acts, things and deeds whatsoever for the completion of the sale. The Liquidator does not take any responsibility to provide information on the same.
- 10.26. The Purchaser shall take the Sale Assets subject to any statutory liabilities like arrear of property tax, outstanding electricity charges, etc.
- 10.27. Any taxes that may be arising out of the present transaction shall be payable by the Purchaser.
- 10.28. Any adverse change in a material fact/information about any Applicant/Purchaser as submitted with the bid, which may affect its capacity to participate in the proposed sale in the opinion of the Liquidator, shall disqualify the Applicant/Purchaser from participating further in the proposed sale. In such an event, if the Purchaser has already been identified, any amount paid by the Purchaser shall be forfeited without providing any notice or intimation to the Purchaser.
- 10.29. The Invitation is valid till the last date for submission of EoIs. In case no EoI is received within the specified period, the auction shall be deemed to have failed, without prejudice to the rights of the Liquidator to proceed with a second auction sale of the Sale Assets either on going concern basis or piecemeal basis.

## **11. INSPECTION OF ASSETS-ON-SALE**

The Applicants may, prior to submitting their bids, but only after obtaining Information Sheet from the Liquidator, visit and inspect the Sale Assets between 12:00 AM to 2:00 PM from Monday to Friday by taking prior appointment of the persons designated by the Liquidator. The details of concerned designated persons have been provided in the Information Sheet.

Please also refer to *Disclaimer Clause* of this Invitation wherein the Applicants have been encouraged to conduct their own due diligence on the Sale Assets.