

ANNEXURE 'E'

[On the stamp paper of adequate amount as applicable for declaration, affidavit and indemnity, in the state where this document is executed with minimum stamp duty being Rs. 100 and notarised]¹

[Note: Foreign companies submitting expression of interest are required to ensure that the documents submitted as part of the expression of interest are appropriately apostilled, and stamp duty is paid as per local laws in India before submission to the Administrator.

The execution of this affidavit 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) in the event the prospective resolution applicant is a company and in case of an LLP / partnership firm / other eligible entity, the authorisation from the body vested with similar powers of management.

Each page of the affidavit is required to be signed by the prospective resolution applicant at the bottom of the page and on the execution page, the deponent must affix his/her full signature and additionally affix the rubber stamp seal (if any) of the prospective resolution applicant.

Where the resolution applicant is a consortium, the affidavit set out below is to be provided by each member of the consortium.]

AFFIDAVIT REGARDING SECTION 29A OF THE INSOLVENCY AND BANKRUPTCY CODE, 2016

I/We, [], [Please insert as applicable - incorporation details including corporate identification number and registered office details in case of companies / identification information including date of birth,, PAN number and AADHAAR number in case of individuals][under authorization given to me vide resolution of the Board of Directors/ power of attorney of (name of the Applicant)² dated [] (“**Applicant**” or “**Prospective Resolution Applicant**”), do hereby solemnly affirm and irrevocably and unconditionally state, in relation to submission by the Applicant of an expression of interest in respect of Srei Equipment Finance Limited (“**SEFL**”) & Srei Infrastructure Finance Limited (“**SIFL**”) (both SIFL and SEFL, collectively referred to as the “**Corporate Debtors**”), as follows

1. I/We say that pursuant to the provisions of Section 25(2)(h) of the Insolvency and Bankruptcy Code, 2016, as amended from time to time (“**IBC**”), Mr. Rajneesh Sharma, the administrator for SEFL & SIFL (the “**Administrator**”) had invited expressions of interest from interested parties/ resolution applicants vide the advertisement dated 25th February 2022 for the purposes of seeking resolution plans for SEFL & SIFL during the corporate insolvency resolution process (“**CIRP**”) of SEFL & SIFL (“**Invitation for EOI**”). Pursuant to the above, we propose to submit our expression of interest within the timelines prescribed under the Invitation for EOI dated 25th February 2022.

¹ **THE PROSPECTIVE RESOLUTION APPLICANTS SHOULD NOTE THAT THIS AFFIDAVIT IS IN ADDITION TO AND NOT IN SUBSTITUTION OF THE AFFIDAVIT TO BE PROVIDED, IN RESPECT OF SECTION 29A OF THE IBC, AT THE TIME OF SUBMISSION OF THE RESOLUTION PLAN**

² Not applicable if the Applicant is an individual

2. I/We hereby unconditionally state, submit and confirm that we are not disqualified from submitting expressions of interest in respect of the Corporate Debtor, pursuant to the provisions of Section 29A of the IBC and/or otherwise.
3. I/We say that in terms of Section 29A of IBC, certain persons/category of persons have been specified as ineligible for the purposes of submission of resolution plan.
4. I / We hereby state, submit and declare that none of (a) us being the Prospective Resolution Applicant; (b) any other person acting jointly or in concert with us:³
 - a) is an undischarged insolvent;
 - b) is a wilful defaulter in accordance with the guidelines of the Reserve Bank of India (“RBI”) issued under the Banking Regulation Act, 1949 (the “BR Act”);
 - c) at the time of submission of the resolution plan, has an account or an account of a corporate debtor which is 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 least a 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 2 (two) years or more under any Act specified under the Twelfth Schedule of the IBC; or
 - (ii) for 7 (seven) years or more under any law for the time being in force.
 - e) is disqualified to act as a director under the Companies Act, 2013;
 - f) is prohibited by the Securities and Exchange Board of India (“SEBI”) from trading in securities or accessing the securities markets;
 - g) has been a promoter or in the management or control of a corporate debtor in which a preferential transaction, undervalued transaction, extortionate credit transaction or fraudulent transaction has taken place and in respect of which an order has been made by the Adjudicating Authority under the IBC;
 - 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 abovementioned clauses (a) to (h) above, under any law in a jurisdiction outside India;

³ In case any proviso / exclusions / explanations, as stipulated under Section 29A of IBC, are applicable in relation to a Prospective Resolution Applicant, to such extent, the format of this affidavit may be revised by such Prospective Resolution Applicant to provide for the same as indicated in this format.

- j) has a connected person⁴ not eligible under the abovementioned clauses (a) to (i). A list of all the connected persons is set out in **Annexure I** hereto.
5. I/We irrevocably and unconditionally submit to the Administrator, that the list of the connected persons set out in Annexure I hereto is exhaustive in all respects and the names of all the connected persons have been set out thereunder without any omission whatsoever.
 6. I/We submit to the Administrator that, the Applicant unconditionally and irrevocably agrees and undertakes that it has made and shall continue to make full disclosure in respect of itself and all its connected persons.
 7. I/We, submit that, till the approval of the resolution plan / plans by National Company Law Tribunal, as and when any of the statements made hereunder are invalid, incorrect or misrepresented by us/ any other person acting in jointly or in concert with us, I/we agree that such an event shall be considered to be a breach of the terms of the Invitation for EOI and hold the Applicant ineligible from participating in the process of CIRP of SEFL& SIFL.
 8. I/We agree and acknowledge that Administrator and/or the Consolidated CoC for SEFL & SIFL (“**Consolidated COC**” or “**COC**”) is entitled to rely on the statements and affirmations made in this affidavit for the purposes of determining the eligibility and assessing, agreeing and approving the EOI submitted by the Applicant.
 9. I/We unconditionally and irrevocably represent, warrant and confirm that the Applicant is eligible under the terms and provisions of the IBC and the rules and regulations framed thereunder to submit a resolution plan for SEFL& SIFL. I/We unconditionally and irrevocably undertake that I/We shall provide all data, documents and information as may be required to verify the statements made under this affidavit, to the satisfaction of the Administrator and COC.
 10. I/We understand and agree that the Administrator and/or the COC may evaluate the EOI to be submitted by the Applicant or any other person acting jointly with it and such evaluation shall be on the basis of the confirmations, representations and warranties provided under this affidavit.
 11. I/We agree and undertake to disclose/inform forthwith, to the Administrator and/or the COC, if the Applicant becomes aware of any change in factual information in relation to it or its connected persons which would make it ineligible under any of the provisions of Section 29A of the IBC at any stage of the CIRP, after the submission of this affidavit.
 12. I/We agree that in the event any of the above statements are found to be untrue or incorrect, then the Applicant unconditionally agrees to indemnify and hold harmless the Administrator and/or the COC against any losses, claims or damages incurred by the Administrator and/or the COC, as the case may be, on account of such ineligibility of the Applicants.
 13. This affidavit shall be governed in accordance with the laws of India and the courts of [Kolkata] shall have the exclusive jurisdiction over any dispute arising under this affidavit.
 14. I/We submit that, the contents of this Affidavit, as provided above are correct, true, valid and genuine.
 15. I/We submit that, no information/details, have been concealed while signing this Affidavit and there are no further facts to be disclosed to determine the eligibility of *[name of the Applicant]* in terms of Section 29A of the IBC.

⁴ The meaning of “connected person” is as provided under Section 29A (j).

Solemnly, affirmed at [] on [], [202].

Before me,
Notary

Deponent's signature

VERIFICATION

I, the Deponent hereinabove [on behalf of [*name of the Applicant*]]⁵, do hereby verify and affirm that the contents of paragraph ___ to ___ of this affidavit are true and correct to my knowledge and belief and no material facts have been concealed therefrom.

Verified at [] on this [], 2022.

Deponent's signature

⁵ Not applicable if the Applicant is an individual

ANNEXURE I

**LIST OF THE CONNECTED PERSONS AS DEFINED UNDER SECTION 29A (j) OF THE
CODE**

[Note: please list down the names of all the connected persons.]