

ANNEXURE II
UNDERTAKING

This is in relation to the ongoing corporate insolvency resolution process of Andhra Cements Limited ("**Corporate Debtor**") in terms of the Insolvency and Bankruptcy Code, 2016 ("**Code**"). In terms of Section 25(2)(h) of the Code and Regulation 36A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, the Resolution Professional of the Corporate Debtor ("**RP**") has issued an invitation for expression of interest dated [_____] for inviting expressions of interest from prospective resolution applicants ("**Invitation**"). One of the requirements of the Invitation is that the prospective resolution applicants are required to submit the undertakings contained herein at the time of submission of the expression of interest.

In furtherance of the foregoing, I, [*name of the chairman/managing director/director/authorized person of prospective resolution applicant*], son of [_____] , aged about [_____] years, currently residing at [*Address to be inserted*] and having Aadhaar / Passport number [_____] , on behalf of [*name of the prospective resolution applicant*] having registered office at [_____] ("**Applicant**", a term which also includes any person acting jointly or in concert with the Applicant) [pursuant to authorization of the Board of the Applicant dated [_____] (as enclosed herewith)]¹, do hereby undertake and confirm to the committee of creditors ("**CoC**") of the Corporate Debtor and the RP as follows:

- (a) the Applicant meets the eligibility criteria specified in the Invitation and that it shall provide all documents, representations and information as may be required by the RP or the CoC to substantiate to the satisfaction of the RP and the CoC that the Applicant is eligible in terms of the eligibility criteria set out in the Invitation and is also eligible under the Code and the rules and regulations thereunder to submit an expression of interest in respect of the Corporate Debtor;
- (b) the Applicant shall provide relevant information and records to enable an assessment of ineligibility in terms of the Code and that it shall intimate the Resolution Professional forthwith if it becomes ineligible at any time during the corporate insolvency resolution process; and
- (c) 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 for the Corporate Debtor, forfeit any refundable deposit, and attract penal action under the Code.

This undertaking shall be governed in accordance with the laws of India and the NCLT of Hyderabad, Amravati bench shall have the exclusive jurisdiction over any dispute arising under this undertaking.

Signed and Delivered by

[Insert name of Prospective Resolution Applicant]

(Name and Designation)
Authorised Signatory

¹ To be retained only for body corporates

Date:

Notes:

1. To be executed on a stamp paper of adequate amount, in the state where this document is executed.
2. Foreign companies submitting EOI are required to ensure that the documents submitted as part of the expression of interest are appropriately apostilled, and stamp duty is paid in India before submission to the Resolution Professional.
3. In case of submission of EOI by a consortium, the undertaking set out above is to be provided by each of the members of the consortium.
4. Each page of the undertaking 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