

Punj Lloyd Limited

INVITATION FOR EXPRESSIONS OF INTEREST

(Investment opportunity under Corporate Insolvency Resolution process)

Introduction

Pursuant to an order dated 8th March 2019, Corporate Insolvency Resolution Process ('CIRP') has been initiated in the matter of Punj Lloyd Limited ('Corporate Debtor' or 'Company' or PLL) as per the provisions of Insolvency and Bankruptcy Code, 2016 ('IBC').

As per the provisions of section 25(2)(h) of the IBC, the Interim Resolution Professional hereby invites Expressions of Interest ('EoI') from all interested ('Prospective Resolution Applicants') to submit resolution plans for the Corporate Debtor.

Punj Lloyd Limited was incorporated in 1988 and is a well-diversified business conglomerate, both in terms of geographic presence offering services in Energy and Infrastructure along with engineering and manufacturing capabilities in the defence sector.

Interested applicants are required to submit an unconditional undertaking along with the EoI to confirm their 'eligibility' to submit a resolution plan under Section 29A of the IBC. Prospective Resolution Applicant (RA) shall be also required to execute a Non-Disclosure Agreement ("NDA") as per the requirements of the IBC and the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ("CIRP Regulations") as a condition for receiving the information memorandum ("IM") and other relevant information in relation to the Corporate Debtor.

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(s) by interested prospective Resolution Applicants ("RAs")
- Screening and shortlisting of prospective RAs by Committee of Creditors ("CoC")

Stage II

- Under Section 25 (2) (h) of IBC, issue of the Request/Invitation for Resolution Plan ("RfRP") document to shortlisted prospective RAs upon execution of the NDA
- Access to virtual data room (VDR) for due diligence by the shortlisted prospective RAs
- Submission of Resolution Plan(s) by RAs along with Bid Bond etc. within the timelines specified in the RfRP. Timeline for submission of the Resolution Plan would be one month from the date of access to VDR is given to prospective RA

EoI needs to be submitted in a format provided herein and should be submitted by hand or post in a sealed envelope and by email at the communication address below.

Communication address for submission:

Mr. Gaurav Gupta, Interim Resolution Professional – Punj Lloyd Limited
C/o Mr. Surendra Raj Gang, GT Restructuring Services LLP, L-41 Connaught Circus, New Delhi - 110001
Email: IP.Punj@IN.GT.COM

Qualification for the Prospective RAs:

EoIs would be subject to evaluation on the financial parameters as under:

Prospective RA should comply with Net worth criteria as under:

In case of Body Corporate/Non-banking financial company (NBFC):

Private/ Public Ltd. Company, LLP, NBFC, Body Corporate whether incorporated in India or outside with minimum Tangible net worth (TNW) / Net owned Funds (for NBFCs) of Rs. 200 Crore and annual Turnover of Rs. 300 Crore (as per Companies Act, 2013 or, in case of NBFCs, applicable RBI Regulations) in the immediately preceding completed financial year. The metrics to be relied upon will be from the last available (no earlier than FY18) audited financials of the standalone entity

In case of Financial Institutions (FI)/ Funds / Private Equity (PE) Investors/Any other applicant:

Minimum Asset Under Management (AUM) of Rs.1000 Crore in the immediately preceding completed financial year, OR; Committed funds available for investment/deployment in Indian companies or Indian assets of Rs. 1000 Crore or more in the immediately preceding completed financial year.

In case of bidding as a Consortium:

- Consortium should not consist of more than 4 members and a Lead member must be identified at the time of submission of the EoI and no member should have a stake lower than 10% in the consortium.
- In case the consortium is of body corporates, TNW of consortium shall be calculated as weighted average of individual member's TNW (value of negative TNW members shall be considered as Nil). Provided that only such portion of their TNW as is proportionate to their shareholding in the consortium will count towards the qualification criteria of TNW under this EOI.
- 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. Provided that only such portion

of their AUM/Committed Funds as is proportionate to their shareholding in the consortium will count towards the qualification criteria of AUM/Committed Funds under this EOI.

- 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 EOI."

Upon execution of the NDA, the shortlisted prospective RAs will be provided the RfRP documents containing further details and timelines related to the process. Further conditions/criteria including control, lock-in restrictions and other eligibility conditions at the sole discretion of RP/CoC may be stipulated in the RfRP document.

Prior to access being granted to the virtual data room, the shortlisted prospective RAs will also be required to submit an unconditional undertaking to confirm their 'eligibility' to submit a resolution plan under Section 29A of the IBC.

RAs will be required to submit the resolution plan within timelines as stipulated in the RfRP along with a bid bond etc. in accordance with the IBC and the CIRP Regulations.

All prospective RAs who are desirous of submitting a resolution plan in respect of the Corporate Debtor must read, understand and comply with all requirements under the IBC, the CIRP Regulations and any other applicable law that are in force now or which may come into force subsequently, in relation to the resolution plan and all matters incidental thereto.

[On the Letterhead of the Entity Submitting the EoI]

EXPRESSIONS OF INTEREST

Date: _____

To,

<p>Mr Gaurav Gupta Interim Resolution Professional – Punj Lloyd Limited C/o Mr. Surendra Raj Gang GT Restructuring Services LLP, L-41 Connaught Circus, New Delhi 110001 India</p>

Subject: Submission of Expression of Interest (“EoI”) for Punj Lloyd Limited (“Corporate Debtor”) under Corporate Insolvency Resolution Process (“CIRP”).

Dear Sir,

In response to the advertisement in [*Insert the names of the newspaper and/or website*] dated [•] inviting expressions of interest as captioned above (“**Advertisement**”), we hereby submit an EoI for the submission of resolution plan under CIRP initiated with regard to the Corporate Debtor.

We have also 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 the enclosed Annexure is true, correct, complete, and accurate. Further, we agree and acknowledge that:

- (a) the EoI will be evaluated by the Resolution Professional (RP)/the Committee of Creditors (“**CoC**”) of the Corporate Debtor based on the information provided in the Annexure to determine whether we qualify to receive a Request / Invitation for Resolution Plan (“**RfRP**”)
- (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 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) the eligibility criteria under the Insolvency and Bankruptcy Code, 2016 (“**IBC**”) shall be continued to be complied with throughout the bid process, any changes in the details provided under the EoI or any material adverse change affecting the EoI or ability to submit a resolution plan shall be intimated within 3 (three) business days to the CoC and RP.

[I/We] represent and confirm that [I/we], and no other person acting jointly or in concert with [me/us] is disqualified under the provisions of Section 29A of the IBC to submit a resolution plan as on the date of this Undertaking.

Sincerely yours,

On behalf of [*Insert the name of the entity submitting the EoI*] ¹

Signature: _____

Name of Signatory:

Designation:

Company Seal/Stamp

¹ [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.]

Annexure

1. Name and Address:

- a. Name of the Firm/Company/Organisation:
- b. Address:
- c. Telephone No:
- d. Email:
- e. PAN/CIN:

2. Date of Establishment:

3. Core Area of Expertise:

4. Contact Person:

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

5. 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 completed financial 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, 2019, for investment.]

- 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 'non-performing asset'.
- f. Any other relevant details which would be useful for the RP to be aware of in respect of the EoI including but not limited to their eligibility/ineligibility pursuant to conditions prescribed under Section 29A of the IBC.