

INVITATION FOR EXPRESSION OF INTEREST TO SUBMIT RESOLUTION PLAN FOR SHREE BHAWANI PAPER MILLS LIMITED

Shree Bhawani Paper Mills Limited (the “Company” / “Corporate Debtor”) was incorporated on 6th July, 1979, is a public listed entity listed on Bombay Stock Exchange having its registered office at 33 Dayanand Marg, Allahabad, Uttar Pradesh – 211002. The company has an integrated pulp and paper mill on a plot of land measuring 40 acres at Rae Bareli. The plant is located within a radius of 125 km from Kanpur, Lucknow and Allahabad, three major cities in Uttar Pradesh. The central location of the project facilitates the procurement of raw materials and also helps in marketing paper throughout Uttar Pradesh.

Details regarding the Company can be found on its website www.shbhawani.com. At present, the Company is undergoing a Corporate Insolvency Resolution Process (“CIRP”) in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 (“IBC”). The CIRP of the Company was initiated, by an Order dated 13th February 2018 of Hon’able National Company Law Tribunal (“NCLT”), Allahabad Bench. NCLT appointed Ms. Anju Agarwal as Interim Resolution Professional (“IRP”) for supervising the CIRP of the Company and her appointment as Resolution Professional (“RP”) was confirmed by the Committee of Creditors (“CoC”) subsequently. Ms. Anju Agarwal (“RP”) has constituted the CoC in accordance with the provisions of IBC and as per directions of the CoC is inviting the Expression of Interest (“EOI”) from Prospective Resolution Applicants (“RA”) to submit the Resolution Plan. Form G - Invitation of Resolution Plans (Under sub-regulation (5) of regulation 36A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016) for the attention of the Prospective Resolution Applicants is set out in the Website of the Corporate Debtor, Website of IBBI and also published in the newspaper “Business Standard” dated 29th May, 2018.

Complete process of EOI is mentioned below as:

1. Annexure One – Eligibility Criteria For Resolution Applicant
2. Annexure Two – Process to be followed for finalization of Resolution Plan
3. Annexure Three – Expression of Interest
4. Annexure Four – Supporting Documents to be attached with EOI
5. Annexure Five – Details/Profile of Resolution Applicant

Anju Agarwal
Resolution Professional
For Shree Bhawani Paper Mills Limited
IBBI Reg No. IBBI/IPA-001/IP-P00106/2017-2018/10213

SHREE BHAWANI PAPER MILLS LIMITED
Under CIRP

ELIGIBILITY CRITERIA FOR RESOLUTION APPLICANT

A. Categories of prospective Resolution Applicants:

1. **Category I** - In case of a private/ public limited company, Partnership Firm, LLP, Body Corporate whether incorporated in India or outside India and Individual whether in India or Outside India:

- i) Minimum Tangible Net worth (TNW) of **INR 10 Crores (Rupees Ten Crores only)** and above as on 31st March 2018 based on audited financial statements of the entity and as certified by a Chartered Accountant. If audited financial statements of the entity as on 31st March 2018 are not available, then it shall be as on 31st March 2017 based on audited financial statements of the entity **and**
- ii) Minimum availability of Surplus Funds in the form of Cash and Cash Equivalents of **INR 2 Crores (Rupees Two Crores only)** as on 31st March 2018 based on audited financial statements of the entity and as certified by a Chartered Accountant. If audited financial statements of the entity as on 31st March 2018 are not available, then it shall be as on 31st March 2017 based on audited financial statements of the entity

Note: In case of a consortium, all the members of the consortium, should together meet the eligibility criteria.

2. **Category II** - In case of Financial Institutional Investors (FIIs) / Financial Institutions (FIs)/ Mutual Funds / Private Equity Funds/ Venture Capital Funds, Domestic/ Foreign Investment Institutions, Non-Banking Financial Companies (NBFCs), Asset Reconstruction Companies (ARCs), Banks and similar entities:

- i) Assets Under Management (AUM) of at least **INR 100 Crores (Rupees Hundred Crores only)** as on 31st March 2018 based on audited financial statements of the entity and as certified by a Chartered Accountant. If audited financial statements of the entity as on 31st March 2018 are not available, then it shall be as on 31st March 2017 based on audited financial statement of the entity

- ii) Committed funds available for investment / deployment of at least **INR 10 Crores** (Rupees Ten Crores only) as on 31st March 2018 as certified by a Chartered Accountant.

In case of a consortium, all the members of the consortium, should together meet the eligibility criteria.

Notes:

- a. In case the prospective Resolution Applicant is a SPV/ LLP, the Eligibility Criteria of the parent entity/ promoters would be considered in proportion to their share in SPV/ LLP and necessary documents of the parent entity/ promoters needs to be provided.
- b. In case of a consortium, the eligibility criteria shall be required to be fulfilled in proportion to the share in the consortium and the threshold limits shall be accordingly considered.

B. Payment of Process Participation Fees:

Each prospective Resolution Applicant shall pay the process participation fees of **INR 25,000 (Rupees Twenty Five Thousand only)** plus applicable GST of 18% through NEFT/ RTGS to the following account along with the EOI application.

Bank Name	ICICI Bank
Branch	Greater Kailash Part-1, New Delhi-110048
A/c Name	Anju Agarwal
A/c No.	002901037568
IFSC	ICIC0000029

The proof of the payment of the same shall be submitted along with the EOI application and EOI document. The above fees are non-refundable in nature.

ANNEXURE 'TWO'

SHREE BHAWANI PAPER MILLS LIMITED Under CIRP

Process to be followed for finalization of Resolution Plan:

The transaction process for Corporate Insolvency Resolution Process ("CIRP") shall be completed in two steps, the broad contours of the same are as follows:

Step I

- (i) Submission of EOI(s) by interested prospective Resolution Applicants (RAs) along with payment of process participation fees – Last date for submission is 13th June, 2018 .
- (ii) Screening and shortlisting of prospective RAs by the Resolution Professional (RP) as and when the EOIs are received – Last date for screening and shortlisting is 20th June, 2018.

Step II

- (i) RP shall intimate only the shortlisted prospective RAs and shall forward the draft of the Non- Disclosure Agreement to be executed.
- (ii) After execution of the Non- Disclosure Agreement, the RP shall provide access to information memorandum and the evaluation matrix to the shortlisted prospective RAs.
- (iii) The prospective RAs shall submit Resolution Plan(s) prepared in compliance with IBC in a sealed envelope containing duly signed hard copy and soft copy in a pen drive along with Bid Bond of **INR 35 Lacs** (Rupees Thirty Five Lacs only). This Bid Bond must be paid through Demand Draft only drawn in Favour of **"SHREE BHAWANI PAPER MILLS LIMITED (under CIRP)"**, Payable at Allahabad. The same shall be refundable (without any interest) to the unsuccessful RAs on receipt of final approval of the Resolution Plan from the Adjudicating Authority. In case of successful RA, the Bid Bond amount will be appropriated to their total payment to be made under the Resolution Plan.
- (iv) The RAs who have submitted the Resolution Plan shall be examined by the RP for the compliance under Section 29A, Section 30(2) and other Regulations and provisions of the IBC. The RP shall submit all the compliant Resolution Plans to CoC for their evaluation as per the evaluation matrix.
- (v) The CoC may make modifications to the Resolution Plan and, may negotiate further on the Resolution Plan, as per relevant guidelines, before placing the Resolution Plan for voting as per Regulations and provisions under IBC Code (as amended from time to time) for approval.
- (vi) Based on CoC's approval, the RP shall submit the Resolution Plan to Adjudicating Authority for their final approval.

ANNEXURE 'THREE'

*Shree Bhawani Paper Mills Limited
Under CIRP*

[On the Letterhead of the Prospective Resolution Applicant Submitting the EOI]

EXPRESSION OF INTEREST

Date:[.....]

To

Ms. Anju Agarwal
(IP Registration No.: IBBI/IPA-001/IP-
P00106/2017-18/10213
Address: 166 SFS Apartment, Hauz Khas, New
Delhi, Delhi, 110016
Email: anju@ascgroup.in, sbpml@ascgroup.in

Subject: Expression of Interest ("EOI") for submitting
Resolution Plan for Shree Bhawani Paper Mills Limited
("Corporate Debtor") undergoing Corporate Insolvency
Resolution Process ("CIRP") under Insolvency and Bankruptcy
Code, 2016 (IBC).

Madam,

In response to the publishing Form G at IBBI Website and public advertisement in Business Standard dated 29th May, 2018 for inviting EOI for submission of resolution plans ("Resolution Plan") as per the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC"), we confirm that we have understood the eligibility criteria and meet the necessary threshold and criteria mentioned in „Annexure One“ to the EOI and accordingly submit our EOI for submission of a Resolution Plan for the Corporate Debtor.

Along with our EOI, we have also provided information as required in the prescribed format in „Annexure Four“ and „Annexure Five“.

We further undertake that the information furnished by us in this EOI and Annexures is true, correct, complete and accurate to the best of our knowledge. Based on this information, we understand you would be able to evaluate our preliminary proposal in order to pre-qualify for the abovementioned proposal. Further, we agree and acknowledge that:

- (A) the EOI will be evaluated by the Resolution Professional (RP) of Corporate Debtor based on the information provided in the Annexures and attached documents to determine whether we qualify to submit the proposal pursuant to EOI ;
- (B) the RP/ the Committee of Creditors (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/ without any liability 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 /or for any compliance under IBC and we shall comply with the same immediately without any delay. Failure to satisfy the queries of RP/ CoC may lead to rejection of our submission pursuant to EOI ;
- (D) Meeting the qualification criteria as set out in EOI / Annexure – One alone does not automatically entitle us to participate in the next stage of the bid process ;
- (E) We are not an ineligible person in terms of provisions of Section 29A of the IBC, 2016 read with its amendment as on the date of signing of this EOI. We are a „fit and proper“ person and not under any legal disability to be a promoter entity of the Corporate Debtor under the applicable laws including listing agreements, stock exchange requirements and SEBI regulations and guidelines.

Yours Sincerely,

On behalf of [Insert the name of the entity submitting the EOI]

Signature:

Name of Signatory:

Designation:

Company Seal /Stamp

Notes : The person signing the EOI and other supporting documents should be an authorized signatory supported by necessary board resolutions/ authorization letter.

Shree Bhawani Paper Mills Limited

SUPPORTING DOCUMENTS TO BE ATTACHED WITH EOI

- 1) For all **prospective Resolution Applicants (RAs)** - Profile of RA including subsidiary (wholly owned subsidiary and partly owned subsidiary, if any), promoter and promoters group, Key Managerial Personnel and Rationale for bidding for the Corporate Debtor.
- 2) For all prospective RAs - Copies of Certificate of Incorporation/ Registration and Constitutional Documents (MoA, AoA). Copy of PAN card or equivalent documents.
- 3) For all prospective RAs - Audited financial statements for the year ending 31ST March 2016, 31st March 2017 and 31st March 2018 of the prospective RA and/or its parent entity/ promoter so as to establish the eligibility criteria. If audited financial statements for the year ending 31st March 2018 are not available then the provisional may be provided alongwith the audited financial statements for the year ending 31st March 2016 and 31st March 2017.
- 4) For Category I prospective RA:
 - (a) A Chartered Accountant's certificate for the Tangible Net Worth of the prospective RA as on 31st March 2018 based on the audited financial statement of the entity. If audited financial statements of the entity as on 31st March 2018 are not available, then it shall be as on 31st March 2017 based on audited financial statements of the entity and
 - (b) A Chartered Accountant's certificate for the amount of availability of Surplus Funds with the prospective RA in the form of Cash and Cash Equivalents as on 31st March 2018 based on audited financial statements of the entity. If audited financial statement of the entity as on 31st March 2018 are not available, then it shall be as on 31st March 2017 based on audited financial statements of the entity.
- 5) For Category II prospective RA:
 - (a) A Chartered Accountant's certificate for the Assets Under Management (AUM) as on 31st March 2108 based on audited financial statements of the entity. If audited financial statements of the entity as on 31st March 2018 are not available, then it shall be as on 31st March 2017 based on audited financial statements of the entity
 - (b) A Chartered Accountant's certificate for amount of committed funds available for investment / deployment as on 31st March 2018.

6) For all prospective RAs

A notarized declaration from the prospective RA in order to demonstrate that the promoter/ promoter group or any other group company are part of the same group, in case the interested party is using such entities for meeting the eligibility criteria. Please note that the prospective RA shall provide all relevant documents for its promoter/ promoter group or any other group company, if required to meet the eligibility criteria.

7) Proof of payment of non-refundable process participation fee of INR 25,000 (plus applicable GST of 18%) to the following Account :

Bank Name	ICICI Bank
Branch	Greater Kailash Part-1, New Delhi-110048
A/c Name	Anju Agarwal
A/c No.	002901037568
IFSC	ICIC0000029

ANNEXURE 'FIVE'

Shree Bhawani Paper Mills Limited

[Note: The details set out below are to be provided for each of the members]

1. Name and Address:
 - a. Name of the Firm/Company/Organization:
 - b. Address:
 - c. Telephone No:
 - d. Fax :
 - e. Email:
2. Date of Establishment :
3. Core Area of Expertise :
4. Contact Person :
 - a. Name :
 - b. Designation:
 - c. Telephone No:
 - d. Fax :
 - e. Email :
5. Prospective Resolution Applicant Profile :
 - a. Prospective Resolution Applicant Financial Profile (consolidated / standalone as applicable) :

[Note: The Company profile should necessarily include tangible net worth and revenue numbers for FY 2018, FY 2017 and FY 2016 (if audited of FY 2018 are not available, then provisional for FY 2018 and audited for FY 2017 and FY 2016). Where the entity submitting the EOI is a financial investor /fund/ NBFC/ ARC entity, please provide details pertaining to "assets under management" for FY 2018, FY 2017 and FY 2016 (if audited of FY 2018 are not available, then provisional for FY 2018 and audited for FY 2017 and FY 2016) or the committed funds available as on March 31, 2018, for investment. Further the fulfillment of qualification criteria must be clearly identified/ certified herein.]

- b. Experience of the Company in the relevant sector and the rationale for bidding.
- c. History, if any, of the prospective RA or affiliates of the prospective RA. Whether RAs have been declared a „willful defaulter“, „non-cooperative borrower“, or „non-performing asset“ in the past?