

PSL LIMITED

DOCUMENT INVITING EXPRESSIONS OF INTEREST

1. BRIEF PROFILE OF CORPORATE DEBTOR

(I) PSL Ltd. ('**PSL/Corporate Debtor**') incorporated on 24th August 1987, is a public limited company having its registered office at Kachigam, Daman, UT of Daman & Diu – 392610. The Corporate Debtor is one of the largest manufacturer of high-grade large diameter Helical Submerged Arc Welded (HSAW) pipes in India used for oil, gas and water transmission as well as structural and piling applications for both onshore and offshore sector;

(II) The Corporate Debtor has manufacturing plants at five strategically advantageous locations viz. Varsana, (Gujarat) Kanchipuram (Tamilnadu), Visakhapatnam (Andhra Pradesh), Daman (U.T. of Daman & Diu) and Jaipur (Rajsthan) with stated annual capacity of 11,75,000 MT per year;

(III) Major Products/Services offered by the CD are as stated below:

A. Pipe Manufacturing

- HSAW Pipe Manufacturing
- Helical Two Step Technology Pipe Manufacturing

B. High Performance Corrosion Protection Systems

PSL Limited also has facilities for providing a wide range of coating solutions for protection against corrosion. Coating solutions offered by the company to its customers are listed below:

- Polyethylene /Polypropylene Coating
- Coal Tar Enamel Coating
- Fusion Bonded Epoxy Coating
- Liquid Epoxy Coating
- External Polyurethane Coating
- Concrete Weight Coating
- Electrostatic and Field Joint Coating
- Cement Mortar Lining

C. Ancillary Services

- Induction Pipe Bending
- Reinforcement Bar Coating

(IV) The Corporate Debtor has total dues to its secured and unsecured (more than 20 in numbers) Financial Creditors amounting to Rs. 8500 Crores approx. In addition, the CD has dues to suppliers, statutory creditors, workers etc.

2. MSME Status

Provisions pertaining to corporate insolvency resolution process of micro, small and medium enterprises under the Insolvency & Bankruptcy Code, 2016 would not be applicable in this matter since the Corporate Debtor does not fall under any of the three categories.

3. INVITATION FOREXPRESSSION OF INTEREST TO SUBMIT A RESOLUTION PLAN FOR PSL LIMITED

The Corporate Debtor (PSL Limited) is currently undergoing Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC), pursuant to the order dated 15.02.2019 issued by Hon'ble NCLT, Ahmedabad Bench, Ahmedabad.

Mr. Nilesh Sharma, acting in his capacity as the Interim Resolution Professional (IRP) (as Resolution Professional is yet to be appointed by Hon'ble Adjudicating Authority) for the Corporate Debtor, hereby again invites Expressions of Interest (EOI) from prospective Resolution Applicants, under Sections 25(2)(h) of IBC, for submission of Resolution Plans in respect of the Corporate Debtor upon the instructions of the Committee of Creditors and decision taken in the meeting held on 23.05.2019. Accordingly, Form G was published again in the instant matter on 31.05.2019. In light of the same, please be informed that the **EOIs should reach the undersigned latest by 6:30 P.M. on 15.06.2019**. The said time line may be extended by the Committee of Creditors (COC), if it so decides. Meanwhile, it is reminded that Eols were called earlier also in the instant matter whereby the last date for submission of Eol was 10.05.2019.

4. ELIGIBILITY CRITERIA FOR QUALIFYING AS RESOLUTION APPLICANT

In the meeting of Committee of Creditors of PSL Limited held on 09.04.2019 the following eligibility criteria was prescribed by the members of CoC for the Prospective Resolution Applicant(s) in order to make them eligible to participate in the CIRP of the Corporate Debtor by submission of Resolution Plan.

4.1 Category A – In case of an individual

- Minimum tangible net-worth of INR 100 crores as per the Income Tax return for the three consecutive financial years- FY 2015-16, 2016-17 and 2017-18.

4.2 Category B - In case of a private/public limited company, LLP, body corporate incorporated in India:

- Minimum tangible net worth (TNW) of INR 200 crores (at the Group Level) and minimum consolidated group revenue/turnover of INR 350 crores (excluding trading revenue) or minimum consolidated group revenue/turnover of INR 600 crores for trading companies, as per the audited balance sheet for the Financial Year 2017-18;
- Tangible Net Worth shall be aggregate value of paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred revenue expenditures and miscellaneous expenditure not written-off. The reserves do not include capital reserves created out of revaluation of assets and write back of depreciation and amalgamation;
- For fulfilling the group criteria, the entities shown as part of Group must have either the controlling interest over or controlled by or under common control with the Prospective Resolution Applicant (“PRA”). Control means at least 26% ownership. The entities must have been part of the Group for at least 3 years.

4.3 Category C - In case of Financial Investors (FI) / Mutual Funds / Private Equity / Venture Capital Funds / Domestic/ foreign Investment institutions, Non-Banking Finance Companies (NBFC), Asset Reconstruction Companies, Banks and similar entities:

- Total assets under Management (AUM) / Loan Portfolio shall be at least INR 1000 crores at the end of the Financial Year 2017-18;
- Committed funds available for investment /deployment in Indian companies or Indian assets of INR 500 Crore at the end of the Financial Year 2017-18;
- FI here means the FI as defined under Section 45 I (c) of RBI Act and NBFC here means the NBFC as defined under Section 45 I (f) of RBI Act.

4.4 Category D - In case of bidding as a consortium:

- PRA may be a “Consortium”. Consortium shall mean any person acting together with another person as a consortium/joint bidder or joint venture (whether incorporated or not) for the purpose of submission of the EoI and Resolution Plan in respect of the Corporate Debtor;
- Lead member must hold at least 20% equity in the consortium;

- All members of the Consortium shall have positive TNW at the end of FY 2017-18. In case any member has negative net worth as at 31.03.2018, the Consortium shall not be eligible;
- In case of consortium of individuals, TNW shall be calculated based on weighted average of their respective net worth i.e. the aggregates of such portions of their TNW, as is proportionate to their shareholding in the consortium, will count towards the qualification criteria of TNW under this EoI. The Consortium *per-se* should satisfy condition of category A;
- In case the consortium is of body corporates, TNW and turnover of consortium shall be calculated based on their weighted average i.e. the aggregates of such portions of their TNW and turnover, as is proportionate to their shareholding in the consortium, will count towards the qualification criteria of TNW and turnover under this EoI. The consortium *per-se* should satisfy condition of Category B;
- In case the consortium is of FIs/Funds/PE Investors/NBFCs/Any other applicants, AUM / Loan Portfolio of consortium shall be calculated based on their weighted average i.e. the aggregate of such portions of their AUM/Loan Portfolio as it proportionate to their shareholding in the consortium will count towards the qualification criteria of AUM/Loan Portfolio. Similarly, the committed funds available for investment/deployment in Indian companies or Indian assets shall be based on their weighted average i.e. the aggregate of such portion of their committed funds available for investment /deployments in Indian companies or Indian assets as is proportionate to their shareholding in the consortium will count towards the qualification criteria of committed funds. The consortium *per-se* should satisfy condition of Category C;
- If members are from Category A & B, the criterion applicable to the individual members will be the criterion as applicable to the category it belongs as recalculated based on its share in the consortium i.e. each consortium member will satisfy the criterion applicable to its category as multiplied by its share in the consortium;
- If members are from Category B & C, the criterion applicable to the individual members will be the criterion as applicable to the category it belongs as recalculated based on its share in the consortium i.e. each consortium member will satisfy the criterion applicable to its category as multiplied by its share in the consortium;
- If members are from Category A & C, the criterion applicable to the individual members will be the criterion as applicable to the category it belongs as recalculated based on its share in the consortium i.e. each consortium member will satisfy the criterion applicable to its category as multiplied by its share in the consortium;
- If members are from Category A, B & C, the criteria for TNW / Turnover / AUM would again be based on share of a particular member in the consortium i.e. it will be in

proportion to their shareholding in the consortium. The consortium members belonging to Category A, Category B and Category C should independently satisfy the criteria for Category A, Category B and Category C as recalculated bases on their share in the consortium;

- 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.

For all categories (except Individual applicants), the Prospective Resolution Applicant should be a profit making entity/company for last three financial years i.e. 2016-17, 2017-18 (both years- audited figures) and 2018-19 [for listed companies, quarterly results of first three quarters & for unlisted companies, provisional figures for the Financial Year would be considered unless their audited balance sheets for Financial Year 2018-19 are available].

Please note that a Prospective Resolution Applicant with negative tangible net-worth shall not be qualified under any category(ies) mentioned above.

None of the Prospective Resolution Applicant(s), should attract any of the in-eligibilities enlisted under provisions of Section 29A of IBC. (Text of Section 29A is reproduced under Annexure “I”).

5. SUBMISSION OF EOI:

- a) Expression of Interest (EOI) is invited in sealed envelope superscripted as “Expression of Interest for participating in CIRP of PSL Limited”, in the format as set out in Annexure ‘A’.
- b) Applicants shall submit the EOI along with the supporting documents set out in Annexure ‘B’
- c) The details of the Applicant shall be as set out in Annexure ‘C’.
- d) Applicant shall submit the sealed envelope containing a complete set of the EOI in hard copy along with the Annexures stated above, to the following address by post or by hand:

**NILESH SHARMA
INTERIM RESOLUTION PROFESSIONAL
IN THE MATTER OF PSL LIMITED,
(UNDERGOING CORPORATE INSOLVENCY RESOLUTION PROCESS)
REGN. NO. IBBI/IPA-002/IP-N00104/2017-18/10232
COMMUNICATION ADD.: C-124, GROUND FLOOR, LAJPAT NAGAR-1, NEW
DELHI-110024**

e) A soft-copy of EOI along with annexures stated above should also be mailed to ip.psllimited@gmail.com; nilesh.sharma@witworthipe.com.

6. LAST DATE FOR SUBMISSION OF EOI:

The last date for submission of EOI is 15th June, 2019 up to 6:30 P.M., which may be extended by the Committee of Creditors if it so decides.

The prospective Resolution Applicants submitting the EOI must ensure that they do not suffer from any ineligibility in accordance with the provisions of section 29A or any other provision of IBC, 2016. All the EOIs received shall be examined by the undersigned on the eligibility criterion specified and in accordance with the provisions of IBC 2016. The Information Memorandum and other relevant information including the details of the process and Evaluation Matrix will be shared with the eligible RAs upon their furnishing an undertaking of confidentiality in terms of the provisions of section 29(2) of the IBC, 2016 read with Regulation 36(4) of the Insolvency & Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016. The details of access to Virtual Data Room shall be provided upon signing an undertaking of confidentiality / Non-Disclosure Agreement.

NOTES:

- I. IRP/RP/the CoC has the right to cancel or modify the process without assigning any reason and without any liability. This is not an offer document and is issued with no commitment;
- II. IRP/RP/the CoC reserves the right to withdraw the invitation for EOIs and change or vary any part thereof at any stage and also reserves the right to disqualify any potential bidder, should it be so necessary at any stage;
- III. No oral conversations or agreements with the Interim Resolution Professional/ Resolution Professional or any official, agent or employee of the Resolution Professional, or any member of the COC shall affect or modify any terms of this invitation for EOIs;
- IV. Neither the RA nor any of representatives of the RA shall have any claims whatsoever against the Interim Resolution Professional/ Resolution Professional or any member of the COC or any of their directors, officials, agents or employees arising out of or relating to this invitation for EOIs;
- V. By submitting a proposal, each prospective Resolution Applicant/bidder shall be deemed to acknowledge that it has carefully read the entire invitation for EOIs and all the relevant documents/information/process, has fully informed itself as to all existing conditions and limitations.

Sd/-
Nilesh Sharma
Interim Resolution Professional
IBBI/IPA-002/IP-N00104/2017-2018/10232
C- 124, Lajpat Nagar-1, Ground Floor, New Delhi- 110024
Email:- nilesh.shharma@witworthipe.com, ip.psllimited@gmail.com
For PSL Limited

29A. Persons not eligible to be resolution applicant. -

A person shall not be eligible to submit a resolution plan, if such person, or any other person acting jointly or in concert with such person—

(a) is an undischarged insolvent;

(b) is a wilful defaulter in accordance with the guidelines of the Reserve Bank of India issued under the Banking Regulation Act, 1949 (10 of 1949);

(c) at the time of submission of the resolution plan has an account, or an account of a corporate debtor under the management or control of such person or of whom such person is a promoter, classified as non-performing asset in accordance with the guidelines of the Reserve Bank of India issued under the Banking Regulation Act, 1949 (10 of 1949) 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 one year has lapsed from the date of such classification till the date of commencement of the corporate insolvency resolution process of the corporate debtor:

Provided that the person shall be eligible to submit a resolution plan if such person makes payment of all overdue amounts with interest thereon and charges relating to non-performing asset accounts before submission of resolution plan:

Provided further that nothing in this clause shall apply to a resolution applicant where such applicant is a financial entity and is not a related party to the corporate debtor.

Explanation I.- For the purposes of this proviso, the expression "related party" shall not include a financial entity, regulated by a financial sector regulator, if it is a financial creditor of the corporate debtor and is a related party of the corporate debtor solely on account of conversion or substitution of debt into equity shares or instruments convertible into equity shares, prior to the insolvency commencement date.

Explanation II.— For the purposes of this clause, where a resolution applicant has an account, or an account of a corporate debtor under the management or control of such person or of whom such person is a promoter, classified as non-performing asset and such account was acquired pursuant to a prior resolution plan approved under this Code, then, the provisions of this clause shall not apply to such resolution applicant for a period of three years from the date of approval of such resolution plan by the Adjudicating Authority under this Code;

(d) has been convicted for any offence punishable with imprisonment –

(i) for two years or more under any Act specified under the Twelfth Schedule; or

(ii) for seven years or more under any law for the time being in force:

Provided that this clause shall not apply to a person after the expiry of a period of two years from the date of his release from imprisonment:

Provided further that this clause shall not apply in relation to a connected person referred to in clause(iii) of *Explanation I*;

(e) is disqualified to act as a director under the Companies Act, 2013 (18 of 2013):

3[Provided that this clause shall not apply in relation to a connected person referred to in clause (iii) of *Explanation I*;

(f) is prohibited by the Securities and Exchange Board of India 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 this Code:

Provided that this clause shall not apply if a preferential transaction, undervalued transaction, extortionate credit transaction or fraudulent transaction has taken place prior to the acquisition of the corporate debtor by the resolution applicant pursuant to a resolution plan approved under this Code or pursuant to a scheme or plan approved by a financial sector regulator or a court, and such resolution applicant has not otherwise contributed to the preferential transaction, undervalued transaction, extortionate credit transaction or fraudulent transaction;

(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 this Code and such guarantee has been invoked by the creditor and remains unpaid in full or part;

(i) is subject to any disability, corresponding to clauses (a) to (h), under any law in a jurisdiction outside India; or

(j) has a connected person not eligible under clauses (a) to (i).

Explanation I. — For the purposes of this clause, the expression "connected person" means—

(i) any person who is the promoter or in the management or control of the resolution applicant; or

(ii) any person who shall be the promoter or in management or control of the business of the corporate debtor during the implementation of the resolution plan; or

(iii) the holding company, subsidiary company, associate company or related party of a person referred to in clauses (i) and (ii):

Provided that nothing in clause (iii) of *Explanation I* shall apply to a resolution applicant where such applicant is a financial entity and is not a related party of the corporate debtor:

Provided further that the expression "related party" shall not include a financial entity, regulated by a financial sector regulator, if it is a financial creditor of the corporate debtor and is a related party of the corporate debtor solely on account of conversion or substitution of debt into equity shares or instruments convertible into equity shares, prior to the insolvency commencement date;

Explanation II—For the purposes of this section, "financial entity" shall mean the following entities which meet such criteria or conditions as the Central Government may, in consultation with the financial sector regulator, notify in this behalf, namely:—

(a) a scheduled bank;

(b) any entity regulated by a foreign central bank or a securities market regulator or other financial sector regulator of a jurisdiction outside India which jurisdiction is compliant with the Financial Action Task Force Standards and is a signatory to the International Organisation of Securities Commissions Multilateral Memorandum of Understanding;

(c) any investment vehicle, registered foreign institutional investor, registered foreign portfolio investor or a foreign venture capital investor, where the terms shall have the meaning assigned to them in regulation 2 of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 made under the Foreign Exchange Management Act, 1999 (42 of 1999);

(d) an asset reconstruction company register with the Reserve Bank of India under section 3 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (54 of 2002);

(e) an Alternate Investment Fund registered with Securities and Exchange Board of India;

(f) such categories of persons as may be notified by the Central Government.

“ANNEXURE A

[On the Letterhead of the Entity Submitting the EoI]

EXPRESSION OF INTEREST

Date:

To

**THE INTERIM RESOLUTION PROFESSIONAL / RESOLUTION PROFESSIONAL,
(IN THE MATTER OF PSL LIMITED)**

Subject: Expression of Interest (“EOI”) for submitting Resolution Plan for PSL LIMITED (“Corporate Debtor”) undergoing Corporate Insolvency Resolution Process (CIRP)

Dear Sir,

In response to the public advertisement in _____ dated _____ (“**Advertisement**”) 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 fulfill the eligibility criteria and qualify for submission of the Resolution Plan, and have understood the requirements and the terms and conditions for filing of this EOI and make our EOI for submission of a Resolution Plan in respect of the Corporate Debtor.

Along with our EOI, we have also provided information as required in the prescribed format/specified in ‘Annexure B’ and ‘Annexure C’.

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 eligibility in order to shortlist us for the above-mentioned proposal. Further, we agree and acknowledge that:

- (a) the EOI will be evaluated by the IRP/RP, as the case may be, on behalf of the Committee of Creditors (“CoC”) of PSL Limited based on the information provided in the Annexures and attached documents to determine whether or not we are not ineligible to submit a proposal for the proposed transaction;
- (b) the IRP/RP/the CoC reserve the right to determine at their sole discretion, whether we are eligible / not ineligible for the submission of the proposal and may reject the EOI submitted by us without assigning any reason/without any liability whatsoever;
- (c) the IRP/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 IRP/RP/the CoC may lead to rejection of our submission pursuant to EOI;

- (d) Any change in consortium other than lead / qualifying member or any material change affecting the consortium members' ability to perform in consortium shall be intimated within 3 (three) business days to the IRP/RP/the CoC;
- (e) We are eligible person in terms of provisions of Section 29A of the IBC. We are a 'fit and proper' person and not under any legal disability to be a promoter entity of the Company under the applicable laws including listing agreements, stock exchange requirements and SEBI regulations and guidelines;
- (f) I/We shall intimate the Resolution Professional forthwith if I/We become ineligible under section 29A of the IBC at any time during the corporate insolvency resolution process;
- (g) I/We undertake 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 our EOI ineligible for further processing and/or ineligible to submit resolution plan, forfeit any refundable deposit, and attract penal action under the Code.
- (h) I/We undertake that I/We shall maintain confidentiality of the information and shall not use such information to cause an undue gain or undue loss to itself or any other person and comply with the requirements under sub-section (2) of section 29.

Yours Sincerely,

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

Signature: _____

Name of Signatory:

Designation:

Company Seal/Stamp

1: In case of Consortium Applicant the Eoi shall be signed by each member.

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

SUPPORTING DOCUMENTS TO BE ATTACHED WITH EOI

- 1) For all RAs - Profiles of RAs
- 2) For all RAs (other than individuals) - Copies of Certificate of Incorporation/ Registration and Constitutional Documents (MOA, AOA), PAN Card.
For RAs who are individuals: Copies of Aadhar Card or Passport and PAN Card.
- 3) Copies of audited financial statements for the last three financial years (i.e. F.Y. 2015-16 till F.Y. 2017-18), Quarterly results for first three quarters of F.Y. 2018-19 in respect of listed companies and for unlisted companies, provisional balance sheet for the F.Y. 2018-19 (in case audited balance sheet for 2018-19 is available in respect of unlisted /listed companies, a copy of the same) and other relevant information and records in support of its/their meeting the eligibility criterion (i.e. copies of Income Tax Returns, GST Returns etc if so required by the IRP/RP).
- 4) In case of consortiums, the above documents are required to be given in respect of all the consortiums members.
- 5) For the entities filing the EOIs based on their fulfilling the Group Criteria, the above documents should be filed in respect of all the Group entities and all other documents demonstrating that all the said entities are part of a Group.
- 6) A Certificate from the auditors of the entities or in case of individuals, from a practicing Chartered Accountant (if available) or a self-declaration, certifying the revenue /Turnover/Tangible net worth/AUM/Size of the Loan Portfolio/funds available for investment/deployment in India, as the case may be, during the relevant period/periods.

“ANNEXURE C”

[Note: In case of consortium, 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. Email:

5. Company/FI Profile:

- a. Company Financial Profile (consolidated / standalone as applicable):

[Note: 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 three years or the committed funds available as on March 31, 2019 (if available) or else as on March 31, 2018, for investment].

- b. Experience of the Company in the relevant sector.
- c. 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’.