

Invitation for Expression of Interest to submit Resolution Plan for Hindustan Paper Corporation Limited

Hindustan Paper Corporation Limited (HPC) (“Corporate Debtor”) having CIN **U74899DL1970GOI005301**, is a Central PSU, is under the administrative control of Department of Heavy Industry, Ministry of Heavy Industry & Public Enterprises, Govt. of India. This is the only multi unit Central PSU, engaged in manufacturing and marketing of quality writing & printing paper (Bamboo based) with a capacity of approx. more than 2 lacs MT per annum and catering to the requirement of many prestigious Govt. and Educational Institutions directly and also to various consumers through its stockist network spread throughout the country. The Corporate Debtor have 2 paper manufacturing units situated in the State of Assam at Jagiroad and Panchgram respectively, each having a capacity of 1,00,000 MT per annum. The Corporate Debtor is currently undergoing a Corporate Insolvency Resolution Process pursuant to an order of Hon’ble National Company Law Tribunal, Delhi Bench (NCLT) dated 13 June 2018.

Mr. Kuldeep Verma, acting in his capacity as Resolution Professional (RP) appointed for Corporate Debtor, hereby invites Expression of Interest (“EOI”) from potential Resolution Applicants for the purpose of submission of Resolution Plan Debtor in accordance with provisions of Insolvency and Bankruptcy Code (IBC) 2016.

Minimum qualifications for applicants to approach the Resolution Professional of the Corporate Debtor for the purpose of participating in the process are as under:

A. For Companies and Strategic Investors including Limited Liability Partnerships (LLPs), Partnership Firms and Individuals

Consolidated net worth of Rs 100 crores or more at group level as on 31st March 2018.

B. Financial Institution/Funds/NBFCs/ARC/Banks/Others

Financial Investors include Mutual Funds, Private Equity / Venture Capital Funds, Domestic /Foreign Investment Institutions, Non-Banking Finance Companies, Assets Reconstruction Companies, Banks and similar entities. All need to be duly registered under applicable regulations in India and need to provide valid registration certificate copies along with the applicable constitutional documents, as a part of the response to this Expression of Interest.

Total Assets under Management (AUM) / Loan Portfolio shall be at least Rs. 750 Crores (Rupees Seven Hundred and Fifty Crores Only) as evidenced by latest Audited Annual Accounts as on 31 March 2018.

C. Proposals by Consortium of Investors for A

Proposals can also be made by /with the support of a consortium of investors.

In all consortium cases, proposal needs to be made by a nominated lead applicant who should meet the Net Worth / Investible Funds Criteria of a minimum of 51% of the total requirement.

Each member of the consortium will need to fulfil the Net Worth / Investible Funds criteria up to a minimum of 10%.

The Net Worth criteria will continue to be applicable on aggregate basis for the consortium.

The potential Resolution Applicants are required to submit their EOI in the prescribed format for submission of the EOI as uploaded on the website of the Corporate Debtor i.e. www.hindpaper.in and in accordance with terms and conditions mentioned therein.

A non-refundable Process participation fees of INR 20 lakhs plus applicable taxes (i.e; GST @ 18%) would be levied on the potential Resolution Applicant for the submission of the EOI (the details of which are provided in the format for submission of the EOI).

The Process participation fees will be refunded to Resolution Applicants who are not shortlisted.

A Refundable Bank Guarantee of INR 5.00 crores (Rupees Five Crores only), in favour of “Canara Bank, Prime Corporate Branch, 21 Camac Street, Kolkata.

Interested applicants may submit the EOI as per the format given in the process document by 5:00 p.m. till 08th October, 2018 by emailing it at cirp.hindpaper@gmail.com /kuverma@gmail.com , or hand delivering it in a sealed envelope to **Mr. Kuldeep Verma**, Resolution Professional, 3 Jagabandhu Modak Road, Shovabazaar, Kolkata-700 005. Phone: +91 98360 77900.

Advertisement:

The advertisement inviting EOI to submit Resolution plan is published on 24 September 2018 in all India edition of The Business Standard (English). The same is also annexed hereto.

Post submission of the EOI by potential Resolution Applicants in accordance with the terms and conditions stipulated herein, the potential Resolution Applicants would be shortlisted by the Resolution Professional for their participation in the next stage of the process upon (i) signing a non-disclosure agreement for purpose of sharing of Information Memorandum in accordance with the Code; and (ii) providing any other information as may be required by the Resolution Professional.

Note: The RP may on the direction of committee of creditors of Corporate Debtor have the right to cancel or modify the process and/or disqualify any interested party without assigning any reason and without any liability. This is not an offering document. Applicants should regularly visit the website referred to above to keep themselves updated regarding clarifications, amendments or extension of time, if any.

Sd/-

Kuldeep Verma

Resolution Professional for Hindustan Paper Corporation Limited

IBBI Regn No IBBI/IPA-001/IP-P00014 /2016-17/10038

3, Jagabandhu Modak Road

4th Floor, Shovabazaar

Kolkata 700005

E: kuverma@gmail.com

Ph: +91 98360 77900.

[On the Letterhead of the Entity Submitting the EOI]

EXPRESSION OF INTEREST

Date: _____

To,

Mr. Kuldeep Verma

Resolution Professional for Hindustan Paper Corporation Limited

IBBI Regn No IBBI/IPA-001/IP-P00014 /2016-17/10038

3 JagabandhuModak Road

Shovabazaar, Kolkata 700005

Subject: Expression of Interest (“EOI”) for submitting Resolution Plan for Hindustan Paper Corporation Limited Ltd (“Corporate Debtor”).

Dear Sir,

In response to the advertisement in The Business Standard (All India Edition) dated 24 September, 2018 (“**Advertisement**”) inviting EOI for submission of resolution plans (“**Resolution Plan**”) as per the provisions of the Insolvency and Bankruptcy Code, 2016 (“**Code**”), we confirm that we have understood the eligibility criteria mentioned in Annexure A to this EOI and meet the necessary thresholds mentioned therein and submit our EOI for submission of a Resolution Plan for the Corporate Debtor.

Along with our EOI, we have also provided the following:

1. Information as required in the prescribed format in Annexures B and C.
2. Proof of payment made vide RTGS of the non-refundable Process Participating Fees of Rs. (Rupees 20,00,000 only) (plus applicable taxes, GST @ 18%) made to the following account:
 - a. Name of Account: Hindustan Paper Corporation Limited
 - b. Account Number: 2560201000314
 - c. IFS Code: CNRB0002560

I, *[insert name of the signatory]* confirm that I am duly authorized to submit this EOI on behalf of *[Insert the name of the entity submitting the EOI]*.

The information furnished by us in this EOI and the Annexures, including documentary proofs, is true, correct, complete, accurate in all material respects. Further, we acknowledge or confirm (as applicable) that:

- (a) the Resolution Professional (“**RP**”) may, on the directions of the committee of creditors (constituted under the Code) (“**CoC**”), have the right to cancel the process without any prior intimation to us or modify or vary the terms without assigning any reason, whatsoever and without any liability. Any clarifications, amendment or extensions of time etc. in relation to the process would be updated on the website of the Corporate Debtor and the RP is not required to separately intimate us in this respect. We are aware that the timelines for diligence and other processes will not be extended without prior approval of the RP, which approval may be provided by the RP at its sole discretion. No financial obligation shall accrue to the RP or the Corporate Debtor in such an event;
- (b) the Corporate Debtor is on an “as in, where is” basis and the RP, CoC, the current shareholders or promoters of the Corporate Debtor will not be providing any representations or warranties;
- (c) we have read and understood the terms and conditions stipulated in the Advertisement and acknowledge that the RP reserves the right to accept or reject any EOI without assigning any reason whatsoever and without any liability to the Applicant. We are aware that the evaluation criteria will be at the sole discretion of the CoC and may not be made publicly available;
- (d) the RP reserves the right to request for additional information or clarification, as it deems fit, from us for the purposes of the EOI;

- (e) we will continue to meet the eligibility criteria mentioned in Annexure A to this EOI throughout the process, and will intimate the RP of any change in the information provided by us along with our EOI, which may impact our ability to participate in this process, within 3(three) business days of such change;
- (f) we have read and understood the provisions of the Code and the rules and regulations issued thereunder. We are aware that our submission of the EOI does not give us the right to be a part of the CoC;
- (g) we are aware that the current promoters or shareholders of the Corporate Debtor may also be eligible to submit EOI;
- (h) The RP and the Corporate Debtor shall, in no circumstances, be responsible to bear or reimburse any expenses or costs incurred by us in respect of submission of this EOI; and
- (i) Information Memorandum will be provided after submission of non-disclosure agreement as per the provisions of Code.

Sincerely yours,

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

Signature: _____

Name of Signatory:

Designation:

¹ Note: In case of Consortium Applicant the EOI shall be signed by the nominated lead

Annexure A
Eligibility Criteria*

<u>S.No.</u>	<u>Eligibility</u>	<u>Criteria</u>
<u>A) For Body Corporate</u>		
1.	<i>**Consolidated networth</i>	Rs. 100 crores or more at group level as on 31 March 2018
<u>B) For Financial Institutions / Funds / PE Investors</u>		
1.	<i>Assets under Management</i>	Rs. 750 crores or more as on 31 March 2018

**In case of consortium applicant, the nominated lead shall be required to fulfill 50% of prescribed eligibility criteria*

*** For the purpose of calculation of consolidated net-worth, the consolidated net-worth of all entities as mentioned in the latest audited consolidated financial statements of the potential Resolution Applicant (prepared in accordance with the provisions of the Companies Act, 2013 and the rules/regulations issued thereunder) shall be considered, along with the net-worth of associate companies (if not already a part of the said consolidated financial statements). The term 'associate company' shall have the same meaning as ascribed to it under the Companies Act, 2013.*

**** For the purpose of calculation of consolidated revenues/turnover, the consolidated revenues/turnover of all entities as mentioned in the latest audited consolidated financial statements of the potential Resolution Applicant (prepared in accordance with the provisions of the Companies Act, 2013 and the rules/regulations issued thereunder) shall be considered along with the revenues/turnover of associate companies (if not already a part of the said consolidated financial statements). The term 'associate company' shall have the same meaning as ascribed to it under the Companies Act, 2013.*

Annexure B

[Note: In case of Consortium Applicant, the details set out below are to be provided for each member of the Consortium]

1. Name and Address:

- a. Name of the Firm/Company/Organisation:
- b. Address:
- c. Telephone No:
- d. Fax:
- e. Email:
- f. PAN No. or equivalent details:
- g. GST No. or equivalent details:

2. Date of Establishment:

3. Nature of Establishment: *[Body Corporate OR Financial Institutions / Funds / PE Investors]*

4. Experience in steel sector/ core sector:

5. Contact Person:

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

6. Group / Company Profile:

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

[Note: The Group / Company profile should necessarily include net worth and revenue numbers of the preceding three years. Where the entity submitting the EOI is a financial investor / fund entity, please additionally provide details pertaining to “assets under management” for the preceding three years and the committed funds available as on 30 June, 2017 for investment in Indian assets.]²

For Body Corporate

<i>INR Crores</i>	<i>FY18</i>	<i>FY17</i>	<i>FY16</i>
<i>Revenue</i>			
<i>Networth</i>			

² RBI reference rate as on the date of financial statements shall be used for conversion into Indian Rupees. Immediately available preceding date rate shall be considered if rate for that particular date is unavailable.

For Financial Institutions / Funds / PE Investors

<i>INR Crores</i>	<i>FY18</i>	<i>FY17</i>	<i>FY16</i>
<i>Assets under management</i>			

- b. History if any, of the Company or affiliates of the Company being declared a ‘wilful defaulter’, ‘non-cooperative borrower’, ‘non-impaired asset’ or ‘non-performing asset’:

Note: Applicant shall submit the following documentary proofs as a part of this Annexure B:

1. Applicable to Body Corporate

- a. Audited financial statements for last 3 financial years or certificate from statutory auditor or chartered accountant or equivalent in the jurisdiction of incorporation of the Company certifying net-worth and turnover of the last 3 financial years

2. Applicable to Financial Institutions / Funds / PE Investors

- a. Certificate from statutory auditor or chartered accountant or equivalent in the jurisdiction of incorporation certifying Assets under management as on end of last three financial years;
b. Documentary evidence for Funds available for deployment as on 30 June, 2017.

Annexure C

1. Details of Consortium Members:

Name of the Member	% of share in the Consortium	Nominated as Lead (Y/N)

Note: The money will be refunded to the Resolution Applicants who are not shortlisted.

PLAN FOR HINDUSTAN PAPER CORPORATION LIMITED

HINDUSTAN PAPER CORPORATION LIMITED (HPC) ("Corporate Debtor") having CIN U74899DL1970GOI005301, is a Central PSU, is under the administrative control of Department of Heavy Industry, Ministry of Heavy Industry & Public Enterprises, Govt. of India. This is the only multi unit Central PSU, engaged in manufacturing and marketing of quality writing & printing paper (Bamboo based) with a capacity of approx. more than 2 lacs MT per annum and catering to the requirement of many prestigious Govt. and Educational Institutions directly and also to various consumers through its stockist network spread throughout the country. The Corporate Debtor have 2 paper manufacturing units situated in the State of Assam at Jagiroad and Panchgram respectively, each having a capacity of 1,00,000 MT per annum. The Corporate Debtor is currently undergoing a Corporate Insolvency Resolution Process pursuant to an order of Hon'ble National Company Law Tribunal, Delhi Bench (NCLT) dated 13 June 2018.

Mr. Kuldeep Verma, acting in his capacity as Resolution Professional (RP) appointed for Corporate Debtor, hereby invites Expression of Interest ("EOI") from potential Resolution Applicants for the purpose of submission of Resolution Plan Debtor in accordance with provisions of Insolvency and Bankruptcy Code (IBC) 2016.

Minimum qualifications for applicants to approach the Resolution Professional of the Corporate Debtor for the purpose of participating in the process are as under:

A. For Companies and Strategic Investors including Limited Liability Partnerships (LLPs), Partnership Firms and Individuals

Consolidated net worth of Rs 100 crores or more at group level as on 31st March 2018.

B. Financial Institution/Funds/NBFCs/ARC/Banks/Others

Financial Investors include Mutual Funds, Private Equity / Venture Capital Funds, Domestic /Foreign Investment Institutions, Non-Banking Finance Companies, Assets Reconstruction Companies, Banks and similar entities. All need to be duly registered under applicable regulations in India and need to provide valid registration certificate copies along with the applicable constitutional documents, as a part of the response to this Expression of Interest.

Total Assets under Management (AUM) / Loan Portfolio shall be at least Rs. 750 Crores (Rupees Seven Hundred and Fifty Crores Only) as evidenced by latest Audited Annual Accounts as on 31 March 2018.

C. Proposals by Consortium of Investors for A

Proposals can also be made by /with the support of a consortium of investors.

In all consortium cases, proposal needs to be made by a nominated lead applicant who should meet the Net Worth / Investible Funds Criteria of a minimum of 51% of the total requirement.

Each member of the consortium will need to fulfil the Net Worth / Investible Funds criteria up to a minimum of 10%.

The Net Worth criteria will continue to be applicable on aggregate basis for the consortium.

The potential Resolution Applicants are required to submit their EOI in the prescribed format for submission of the EOI as uploaded on the website of the Corporate Debtor i.e.

www.hindpaper.in and in accordance with terms and conditions mentioned therein.

A non-refundable Process participation fees of INR 20 lakhs plus applicable taxes (i.e; GST @ 18%) would be levied on the potential Resolution Applicant for the submission of the EOI (the details of which are provided in the format for submission of the EOI).

A Refundable Bank Guarantee of INR 5.00 crores (Rupees Five Crores only), in favour of "Canara Bank, Prime Corporate Branch, 21 Camac Street, Kolkata.

Interested applicants may submit the EOI as per the format given in the process document by 5:00 p.m. till 08th October, 2018 by emailing it at **cirp.hindpaper@gmail.com/kuverma@gmail.com**, or hand delivering it in a sealed envelope to **Mr. Kuldeep Verma**, Resolution Professional, 3 Jagabandhu Modak Road, Shovabazaar, Kolkata-700 005. Phone: +91 98360 77900.

Post submission of the EOI by potential Resolution Applicants in accordance with the terms and conditions stipulated herein, the potential Resolution Applicants would be shortlisted by the Resolution Professional for their participation in the next stage of the process upon (i) signing a non- disclosure agreement for purpose of sharing of Information Memorandum in accordance with the Code; and (ii) providing any other information as may be required by the Resolution Professional.

Note: The RP may on the direction of committee of creditors of Corporate Debtor have the right to cancel or modify the process and/or disqualify any interested party without assigning any reason and without any liability. This is not an offering document. Applicants should regularly visit the website referred to above to keep themselves updated regarding clarifications, amendments or extension of time, if any.

FORMAT FOR PERFORMANCE BANK GUARANTEE

(Bank Guarantee to be submitted along with submitting Expression of Interest to Resolution Professional))

(To be executed on non-judicial stamp paper of appropriate stamp duty value relevant to the place of execution)

Beneficiary Name: Canara Bank, Prime Corporate Branch, 21 Camac Street, Kolkata.

1. In consideration of[*Insert name of the Applicant with address*] (hereinafter called the "**Applicant**") agreeing to undertake the obligations under the Expression of Interest published on The Business Standard (hereinafter called "**EOI**") dated 24 September 2018 and any other required documents, issued by Kuldeep Verma, Resolution Professional for Hindustan Paper Corporation Limited (without any person liability) (on behalf of the Committee of Creditors) in respect of the Resolution Plan for Hindustan Paper Corporation Limited (hereinafter called the "**Company**") the [*Insert name and address of the bank issuing the guarantee and address of the head office*] (hereinafter called the "**Guarantor Bank**") hereby agrees unequivocally, irrevocably and unconditionally to pay to _____ [*Insert name of the Applicant with address*] (hereinafter referred to as "**the Bank**") forthwith on demand in writing from any officer authorised by it in this behalf, any amount up to and not exceeding INR 5,00,00,000 [Rupees Five Crore only] on behalf of [*Insert name of the Applicant*] (hereinafter called "**Performance Bank Guarantee**") against any and all loss and/or damage caused to or suffered by or would be caused to or suffered by the Company by reasons of any breach by the said Resolution Applicant of any of the terms and conditions contained in the EOI.
2. We, [*Insert name of bank*] do hereby undertake to pay the amounts due and payable under this Performance Bank Guarantee without any demur, merely on a demand from the Canara Bank, Prime Corporate Branch, 21 Camac Street, Kolkata including from any officer authorized by it in this behalf. Any such demand made on the Bank, shall be conclusive as regards the amount due and payable by the Bank under this Performance Bank Guarantee. However, our liability under this Bank Guarantee shall be restricted to an amount not exceeding INR 5,00,00,000 (Rupees Five Crore only).
3. We undertake to pay to the Company any money so demanded notwithstanding any dispute or disputes raised by the Resolution Applicant in any suit or proceeding pending before any Court or Tribunal relating thereto our liability under this present being absolute and unequivocal.
4. The Guarantor Bank shall make payment hereunder on first demand without restriction or conditions and notwithstanding any objection by,..... [*Insert name of the Applicant*] and / or any other person. The Guarantor Bank shall not require the Bank to justify the invocation of this Bank Guarantee, nor shall the Guarantor Bank have any recourse against the procurer(s) in respect of any payment made hereunder.

1. Our Liability under this Bank Guarantee shall not exceed Rs. 500,00,000 (Rupees Five Crores Only)

2. This Bank Guarantee shall be valid till 7th April 2019; and

3. We are liable to pay the guaranteed amount or any part thereof under this Bank Guarantee only and only if you serve upon us a written claim or demand on or before the 7th April 2019.

All claims under this Performance Bank Guarantee shall be payable at Kolkata.

This Performance Bank Guarantee will be returned to us as soon as the purpose for which it is issued is fulfilled.

In witness whereof the Guarantor Bank, through its authorised officer, has set its hand and stamp on this day of at

Witness :

1. Signature

Name and Address. Name:

2. Designation with Bank Stamp

Name and Address

Attorney as per power of attorney No

For:

..... [Insert Name of the Bank]

Banker's Stamp and Full Address:

Dated this day of 20.....

Notes:

The stamp paper should be in the name of the guarantor bank.