

INVITATION TO SUBMIT EXPRESSION OF INTEREST
FOR LAVASA CORPORATION LIMITED
(UNDERGOING CORPORATE INSOLVENCY RESOLUTION PROCESS,
UNDER INSOLVENCY & BANKRUPTCY CODE, 2016)

Lavasa Corporation Limited (“**Lavasa**” or “**Corporate Debtor**”) is in the business of “Comprehensive Urban Development and Management”.

It was incorporated on February 11, 2000. It is classified as a non-govt. public limited company and is registered at the Registrar of Companies, Mumbai.

The corporate insolvency resolution process (“**CIRP**”) in respect of Lavasa was commenced under the provisions of the Insolvency and Bankruptcy Code, 2016 (“**IBC**”) by order dated August 30, 2018 (“**CIRP Order**”) passed by the Hon'ble National Company Law Tribunal, Mumbai bench (“**NCLT**”). The NCLT had appointed Mr. Devendra Prasad as the interim resolution professional for the Corporate Debtor vide the CIRP Order.

Subsequently, the committee of creditors (“**CoC**”) of the Corporate Debtor, in its meeting held on September 27, 2018 and in terms of Section 22 (2) of the IBC, decided to replace the existing interim resolution professional, i.e. Mr. Devendra Prasad with the undersigned i.e. Mr. Shailesh Verma as the resolution professional (“**RP**”) for the Corporate Debtor. Thereafter, pursuant to the application filed by the CoC, the NCLT has appointed the undersigned i.e., Mr. Shailesh Verma as the RP for the Corporate Debtor vide its order dated October 15, 2018, which was published on October 22, 2018.

Pursuant to the provisions of the IBC and the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (“**CIRP Regulations**”), prospective resolution applicants are invited to submit resolution plan for Lavasa.

Eligibility criteria for the prospective resolution applicants to submit resolution plans are mentioned below:

1. For Body Corporates/Individuals: Minimum Net worth of INR 500 Crores at individual level in case of individuals and at the Body Corporate's level in case of Body Corporates in the immediately preceding completed financial year. Provided that Body Corporate's may prove eligibility at Promoter's level if Promoter holds beneficial interest of 51% at the Promoter level and the Promoter has provided a board resolution agreeing for use of the Promoter's credentials to evidence eligibility of the Body Corporate.
2. For Financial Institutions/PE Funds/Asset Reconstruction Companies/NBFCs/Other Financial Investors/AIF:
 - (a) Assets Under Management (AUM) of at least INR 500 Crores in the immediately preceding completed financial year; OR
 - (b) Committed funds available for investment/deployment in Indian companies or Indian assets of at least INR 500 crores as on March 31, 2018.
3. For Consortium Bidders:
 - (a) Lead member must hold at least 26% equity in the consortium and other members must hold not less than 10%
 - (b) In case the consortium is of body corporates and/or individuals, minimum weighted average net worth of INR 500 Crores at the consortium level. The consortium's minimum weighted average net worth will be calculated for the relevant member's at individual level in case of individuals and at the Body Corporate's level in case of Body Corporates in the immediately preceding completed financial year. Provided that Body Corporate's eligibility may include it's Promoter's level if Promoter holds beneficial interest of 100% at the Promoter level and the Promoter has provided a

board resolution agreeing for use of the Promoter's credentials to evidence eligibility of the Body Corporate.

(c) In case the consortium is of FIs/PE/NBFCs/ARC/AIF any other financial investor, the minimum weighted average AUM of at least INR 500 Crores in the immediately preceding completed financial year; or weighted average committed funds available for investment/deployment in Indian companies or Indian assets of at least INR 500 crores as on March 31, 2018 at the consortium level.

4. In case the consortium is a combination of body corporates/individuals and FIs/PE/NBFCs, either;
- (a) The lead member of the consortium satisfies the eligibility criteria as mentioned above for body corporates/individuals or FIs/PE/NBFCs as applicable; or
 - (b) Each of the individual members satisfies the weighted proportion of the eligibility criteria mentioned for body corporates/individuals and FI/PE/NBFCs as applicable

Weighted Average: $[(\% \text{ holding of member 1} \times \text{AUM/Net worth/Committed funds of member 1}) + (\% \text{ holding of member 2} \times \text{AUM/Net worth/Committed funds of member 2}) + \dots \text{ member n}]$

Weighted Proportion: $(\% \text{ holding of member} \times \text{AUM/Net worth/Committed funds of member})$.

5. The prospective resolution applicants must not be ineligible under Section 29A of the IBC. Following are the ineligibility norms as per Section 29A of the IBC, as applicable on the date of issuance of invitation to submit expression of interest for the Corporate Debtor:

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;
- c. at the time of submission of the resolution plan has an account, or an account of the 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 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 the ineligibility under para (c) herein, shall not apply to a resolution applicant where such applicant is a financial entity and is not a related party (*as defined under IBC*) to the Corporate Debtor.

Explanation I.- 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— 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 the IBC, then, the provisions of paragraph (c) above 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 (*as defined under the IBC*) under the IBC.

- d. has been convicted for any offence punishable with imprisonment –
 - (i) for two years or more under any Act specified under the Twelfth Schedule of the IBC;
 - (ii) for seven years or more under any law for the time being in force:

Provided that the aforementioned point (d) 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 aforementioned point (d) shall not apply in relation to a connected person referred to in clause (iii) of *Explanation I* of Section 29A(j) of the IBC.

- e. is disqualified to act as a director under the Companies Act, 2013;

Provided further that aforementioned point (e) shall not apply in relation to a connected person referred to in clause (iii) of *Explanation I* of Section 29A(j) of the IBC.

- 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 the 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 (*as defined under the IBC*) under the IBC:

Provided that the aforesaid point (g) 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 the IBC 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 the Corporate Debtor against which an application for insolvency resolution made by such creditor has been admitted under the IBC and such guarantee has been invoked by the creditor and remains unpaid in full or part;
- i. is subject to any disability, corresponding to points (a) to (h), under any law in a jurisdiction outside India; or
- j. has a connected person (*as defined in Section 29A of the IBC*) not eligible under aforementioned points (a) to (i).

Note: The aforementioned ineligibility criteria is set out based on the Section 29A as applicable on the date of issuance of the invitation for expression of interest and are subject to changes pursuant to the amendments in the IBC from time to time. The prospective resolution applicants are required to stay updated on the amendments to the IBC from time to time and any modifications to the ineligibility norms set out under Section 29A of IBC shall also apply to this invitation, without the requirement of any further communication to be issued to the prospective resolution applicants.

It would be mandatory for prospective resolution applicants to submit the following along with the expression of interest, in sealed envelope by 18:00 hours on or before December 08, 2018 at below mentioned address through speed/registered post or by hand delivery. Also request you to send soft copy on email id at inlavasaip@deloitte.com. For any details contact at inlavasaip@deloitte.com. The envelope should be superscripted as " Expression of Interest For Lavasa Corporation Limited" in the name of Mr.

Shailesh Verma, Resolution Professional for Lavasa at Deloitte Touche Tohmatsu India LLP, Indiabulls Finance Centre, Tower 3, 27th Floor, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400013. The expression of interest received after the time specified above shall be rejected.

- (a) an undertaking in the format set out as Annexure 1, by the prospective resolution applicants undertaking the following:
 - (i) it meets the criteria specified by the committee under clause (h) of sub-section (2) of section 25 of the IBC; and
 - (ii) 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, forfeit any refundable deposit, and attract penal action under the IBC.
- (b) an undertaking in the format set out as Annexure 2, by the prospective resolution applicants undertaking the following:
 - (i) it does not suffer from any ineligibility under section 29A of the IBC, to the extent applicable; and
 - (ii) it shall intimate the resolution professional forthwith if it becomes ineligible at any time during the corporate insolvency resolution process.
- (c) an undertaking in the format set out as Annexure 3, by the prospective resolution applicants undertaking that it 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 of the IBC.
- (d) relevant records in evidence of meeting the criteria under the aforementioned point (a)(i);
- (e) relevant information and records to enable an assessment of ineligibility under the aforementioned point (b)(i);
- (f) Other evidences to establish the credentials of the prospective resolution applicants including but not limited to financial statements for last 3 financial years, proof of address, copy of PAN card, company profile and details of KMP/Promoters/Board of Directors and rationale for bidding for the Corporate Debtor.

The eligibility criteria has been determined with the approval of the CoC of Lavasa and may be amended or changed at any stage at the discretion of CoC. The Resolution Professional / CoC reserve the right to cancel or modify the process and/or reject/disqualify any interested party / bid / offer at any stage of the CIRP without assigning any reason and without any liability whatsoever.

Further detailed information about the process, access to the information memorandum, evaluation matrix, virtual data room & process document/ request for resolution plan, will be provided to the shortlisted prospective resolution applicants who are determined to be eligible as per the aforementioned eligibility criteria and upon the submission of the documents, as required to be submitted with the expression of interest.

Note: This is not an offer document. Prospective resolution applicants should regularly visit website of Lavasa Corporation Limited i.e. <http://www.lavasa.com> to keep themselves updated regarding clarifications, amendments or extensions of time, if any.

Sd/-
Shailesh Verma
Resolution Professional of Lavasa Corporation Limited
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November 13, 2018, Mumbai

Annexure 1
Undertaking

Annexure 2
Section 29A Undertaking

Annexure 3
Confidentiality Undertaking