

# INVITATION FOR EXPRESSION OF INTEREST FOR SUBMISSION OF RESOLUTION PLAN (“IEOI”)

**Published June 17, 2022**

**Corporate Debtor: National Steel and Agro Industries Limited  
(CIN L27100MH1985PLC14037)**

## A. BRIEF DETAILS OF THE CORPORATE DEBTOR

<b>Name</b>	National Steel and Agro Industries Limited (“NSAIL” or “Corporate Debtor”)
<b>CIN</b>	L27100MH1985PLC140379
<b>Date of Incorporation</b>	January 09, 1985
<b>Class of Company</b>	Public
<b>Whether Listed or not</b>	Listed
<b>Industry</b>	Manufacturing of Metal Sheet
<b>Registered Office</b>	621, Tulsiani Chambers, Nariman Point, Mumbai MH 400021 IN
<b>Location of Plant</b>	National Steel and Agro Industries Limited, village-Sejwaya, Mhow-Neemuch Road Distt. Dhar GHATABILLOD-454773(MP)
<b>Authorized Capital</b>	INR 1,150,000,000
<b>Paid-up Capital</b>	INR 995,102,210
<b>For More Details</b>	1. Visit <a href="http://www.nsail.com">www.nsail.com</a> and <a href="http://nsail.decoderesolvency.com">nsail.decoderesolvency.com</a> 2. Write to the Resolution Professional at the correspondence email address: <a href="mailto:cirp.nsail@decoderesolvency.com">cirp.nsail@decoderesolvency.com</a>

The Company is currently undergoing Corporate Insolvency Resolution Process (“**CIRP**”) as per the provisions of the Insolvency and Bankruptcy Code, 2016 (“**IBC**” or “**Code**”), pursuant to an order of Hon’ble NCLT, Mumbai dated April 11, 2022 (“**NCLT Order**”). A copy of this order is available on request.

Dushyant C Dave (IBBI/IPA-003/IP-N00061/2017-18/10502) (“**RP**”/“**Resolution Professional**”) was appointed as the Interim Resolution Professional (“**IRP**”) of the Company vide the NCLT Order dated April 11, 2022, and confirmed as the Resolution Professional on May 18, 2022, by the Committee of Creditors (“**CoC**”) in the exercise of its power under section 22(3) of the Code pursuant to the Meeting held on May 11, 2022

Pursuant to Section 25(2)(h) of the Code, read with Regulation 36A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (“**CIRP Regulations**”), the RP hereby invites Expression of Interest (“**EOI**”) from interested and eligible prospective resolution applicants (“**Potential Resolution Applicant**” or “**PRA**”) for the purpose of submission of Resolution Plan in

respect of the Company.

## **B. ELIGIBILITY CRITERIA UNDER SECTION 25 (2) (h)**

To be eligible to submit EOI, the PRAs must satisfy the following eligibility criteria, as approved by the CoC in accordance with Section 25 (2)(h) of the Code.

### **1. For PRAs that are Corporates- Private/ Public Limited Company, LLP, body corporate, individual consortium of investors, whether incorporated in India or outside India:**

- Minimum Tangible Net Worth (“**TNW**”) INR 250 Crore at the Group Level in the immediately preceding completed financial year; or
- Tangible Net Worth shall be computed as 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 expenditure and miscellaneous expenditure not written off, and does not include capital reserves including reserves created out of revaluation of assets, write back of depreciation and amalgamation.
- For fulfilling the Group criteria, the entities shown as part of Group either must have controlling interest or controlled by or under common control with the PRA. Control means at least 26% ownership. The entities must have been part of the Group for at least 3 years.

### **2. For PRAs that are Financial Investors- Foreign Investment Institutions (FII)**

**/ Mutual Funds / Private Equity/ Venture Capital Funds, Domestic/ Foreign Investment institutions, Non-Banking Finance Companies (NBFC), Asset Reconstruction Companies, Banks and similar entities**

- Minimum Asset Under Management (“**AUM**”) or funds deployed of INR 500 Crore in the immediately preceding completed financial year; o

### **3. For 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 for the Company.

Lead Member of Consortium PRA must satisfy eligibility criteria mentioned in Point “1” or “2” above, as applicable. In addition, Consortium should satisfy requirements set out in paragraph 6 below.

### **4. DISQUALIFICATION UNDER SECTION 29A OF THE CODE**

- (a) Please note that a PRA will not be eligible to submit the EOI if it or any person acting jointly or in concert with it is disqualified under Section 29A of the Code (as amended from time to time, including extant law/ regulations prevailing at the time of evaluation of eligibility criteria).
- (b) In case of a Consortium, each member of the Consortium should be eligible under Section 29A of the Code.
- (c) Each PRA, along with EOI, is required to furnish an undertaking as per Regulation 36A (7) of the CIRP Regulations in the form as set out in **Annexure 'A'** hereof confirming that it is not disqualified under Section 29A of the Code.

## **5. REFUNDABLE DEPOSIT/ BANK GUARANTEE**

Along with the EOI, all PRAs shall be required to provide a non-interest-bearing refundable deposit/bank guarantee or through such other instrument acceptable to the CoC of INR 5,00,000 (INR 5 lakhs) ("**Refundable Deposit/BG**"). The Refundable Deposit shall be paid through Demand draft/RTGS/NEFT in favour of National Steel and Agro Industries Limited payable at Mumbai. The details of the Bank Account are as follows:

NAME: **NATIONAL STEEL AND AGRO INDUSTRIES LIMITED**  
BANK: **KOTAK MAHINDRA BANK**  
BRANCH: **MITTAL COURT**  
ACCOUNT: **CURRENT ACCOUNT**  
ACCOUNT NO: **8546453991**  
IFSC CODE: **KKBK0000958**

In case of BG, an unconditional and irrevocable BG from a bank should be issued in favour of National Steel and Agro Industries Limited with the validity of one (1) year, which may be extended for such additional time period as the CoC/RP may decide. There will also be a 30 day claim period subsequent to last date of BG, allowed for invocation of the BG. The BG must be from a Scheduled Commercial Bank or a financial institution in India. The format of bank guarantee is attached as **Annexure 'B'**.

Note: In case of entities with no domestic presence in India, i.e. overseas entities, mode of deposit shall only be through Bank Guarantee as stated above.

Subject to Clause (f) of Regulation 36A (7) of the CIRP Regulations ("*an undertaking by the prospective resolution applicant 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 the applicant ineligible to submit resolution plan,*

*forfeit any refundable deposit, and attract penal action under the Code”), the Refundable Deposit shall be refunded (without interest)/ the BG shall be returned within 30 days of the following:*

- a. Rejection of EOI of such PRA and/or non-inclusion of the PRA in the final list of eligible PRAs;
- b. Withdrawal of the PRA from the resolution plan process (where such withdrawal is notified to the Resolution Professional in writing) before submission of resolution plan;
- c. PRA failing to submit the resolution plan by the due date as specified by the RP for submission of resolution plan;
- d. Submission of resolution plan by the PRA, provided the Refundable Deposit/ BG is not adjusted against any deposit/ guarantee provided/ to be provided at the time of submission of the resolution plan;
- e. The impact of any gains/ losses on account of foreign exchange fluctuation, if any shall be borne by PRA without any recourse to RP/NSAIL/CoC.

## **6. LAST DATE OF SUBMISSION OF EOI**

The last date for submission of EOI is July 04, 2022 (“**Last Date**”).

***Note: Any EOI submitted after the Last Date shall be rejected.***

Provided that the Resolution Professional may extend the Last Date, with approval of the CoC (at its sole discretion).

## **7. SUBMISSION OF EOI**

The EOI should be unconditional and should contain the following submissions:

<b>Item</b>	<b>Description</b>
EMD	Proof of paying EMD as per the terms of this IEOI
Annexure A	Eligibility under Section 29A of I&B Code
Annexure B	If paying EMD by way of Bank Guarantee
Annexure C	Expression of Interest Format to be executed by PRA
Annexure D	Undertaking-cum-declaration

Annexure E	Non-disclosure and Confidentiality Agreement
Additional Information	i. Name of the Firm/Company/Organization: ii. Authorized Representative Name, Designation, Number and email: iii. Address: iv. Telephone No: v. Fax: vi. Email: vii. CIN:
Ownership and Control Structure	1. Profile of PRA including subsidiaries (wholly-owned subsidiary and partly-owned subsidiary if any), promoter and promoter group, parent company and ultimate parent company and key managerial personnel. 2. List of all connected persons of the PRA (and consortium members if applicable) with nature of relationship. 3. Names & DIN of Directors including Independent Directors 4. Names of key lenders, if any, to the Company or its affiliates. 5. 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'.
Constitution Documents	Copies of Certificate of Incorporation/ Registration and Constitutional Documents (MoA, AoA) or other equivalent organizational documents. Copy of PAN card, GST number or equivalent documents as applicable.
Investment Rationale	1. Rationale for bidding for the Corporate Debtor 2. Audited financial statements of the PRA for Financial Year 2019-2020, Financial Year 2020-21, Financial Year 2021-22 and/or its promoter/promoter group or any other group company as per eligibility criteria. 3. A statement showing how the PRA meets the conditions laid down in the eligibility criteria along-with documents to substantiate the same including statement of disclosure giving details if the PRA or any of its related parties has failed to implement or contributed to the failure of implementation of any other resolution plan

	approved by the adjudicating authority at any time in the past under the Code
Consortium	All members of the consortium are required to submit each of the above requirements.

**Notes:**

1. Any additional document/information asked by Resolution Professional or CoC which would be useful for the resolution professional or the CoC to evaluate the EOI and help to shortlist for the next stage in the process must be furnished by the PRA as and when requested.
2. **EOI shall be submitted in following manner:**
  - a. **Electronically by email to:**
    - a. cirp.nsail@decoderesolvency.com
  - b. **Physical Submission:**
    - a. Dushyant C Dave, 1101 Dalamal Towers, Nariman Point, Mumbai - 400021

## **8. CONSORTIUMS**

Where the EOI is being submitted by a consortium of joint bidders ("**Consortium**"), the EOI, along with all undertakings submitted pursuant to this EOI shall be signed by each member of the Consortium. Please further note that:

- a. a Person cannot be part of more than 1 (one) consortium submitting the EOI. Further a Person shall submit only 1 (one) EOI, either individually as a PRA or as a constituent of a Consortium;
- b. the Consortium shall submit the copy of duly notarized consortium agreement/MOU, if any, entered into between the Consortium members, setting out the respective obligations of the Consortium members;
- c. each member of the Consortium shall nominate and authorize a Lead Partner to represent and act on behalf of the members of the Consortium. Such Lead Partner shall be the single point of contact on behalf of the Consortium with the Resolution Professional and the CoC, their representative and advisors in connection with all matters pertaining to the Consortium;

- d. the members of the Consortium shall be jointly and severally liable in respect of obligations under the EOI/ undertakings given to the Resolution Professional;
- e. if any 1 (one) member of the Consortium is disqualified under Section 29A of the Code, then the entire Consortium; i.e., all the members of such Consortium shall stand disqualified;
- f. The EOI must detail the members of the Consortium, the Lead Member and the proposed percentage holding of each member;
- g. Lead Member of the Consortium shall be identified at the time of submission of EOI and shall hold at least 51% stake in consortium with individual members not less than 20%;
- h. No change of Lead Member or any member whose financials have been considered towards the eligibility criteria shall be permitted post submission of EOI (except with approval of the CoC).

## 9. IMPORTANT NOTICES

- 1) CoC has the right to cancel or modify or withdraw the process of invitation of EOI or Resolution Plans without assigning any reason and without any liability. This is not an offer document and is issued with no commitment.
- 2) CoC has the right to amend this **Invitation for Expression of Interest** (hereinafter “**IEOI**”) or issue further supplements to the EOI or right to require additional documents from the PRAs without assigning any reason and without any liability. PRAs should regularly visit the Company’s web site at [nsail.decoderesolvency.com](http://nsail.decoderesolvency.com) to keep themselves updated regarding clarifications/ amendments/ time-extensions if any.
- 3) The costs and expenses in connection with submission of the expression of interest shall be solely borne by the PRAs.
- 4) Upon submission to the RP, all documents submitted by the PRAs will be the property of the RP and the RP will be entitled to use and deal with them in such manner as the RP may in its sole discretion consider reasonable.
- 5) All PRA’s must read, understand and comply with all requirements under the

Code or any other applicable regulations that are in force now or that may come into force subsequently, for resolution plans and all matters thereunder in relation to this invitation.

- 6) It may be noted that the eligibility criteria for PRAs has been evolved in accordance with the provisions of the Code and CIRP Regulations. EOIs of only those interested parties who meet the eligibility and other criteria specified herein shall be considered. The decision of the Resolution Professional regarding eligibility of the PRA shall be final and binding and the Resolution Professional/ CoC reserve their right to reject the EOI of any PRA and not include them in the provisional or final list of eligible PRAs in case:
  - (a) The PRA does not meet the eligibility criteria set out herein;
  - (b) If the EOI submitted by the PRA is incomplete or the PRA does not submit the documents as required under this IEOI or does not submit such further documents or information as requested by the Resolution Professional for conducting due diligence on the PRA;
  - (c) If any information/record provided is false, incorrect, inaccurate or misleading;
  - (d) If in the opinion of the COC, the PRA is undesirable or not credible or if the PRA fails to provide information, if requested, to establish its credibility, eligibility or ability to implement a resolution plan.
- 7) No oral conversations or agreements with the Resolution Professional or any official, agent or employee of the Resolution Professional, or any member of the COC, or any official, agent or employee of the Company shall affect or modify any terms of this EOI.
- 8) Neither the PRA nor any of representatives of the PRA shall have any claims whatsoever against the Resolution Professional or its advisors or any member of the COC or any of their directors, officials, agents or employees arising out of or relating to this EOI.
- 9) By submitting its EOI, each PRA shall be deemed to acknowledge that it has carefully read the entire **IEOI** and has fully informed itself as to all existing conditions and limitations. Ignorance of law/s will not be treated as any excuse.

- 10) The PRA acknowledges that the investment in the Company shall be made by the PRA on an “as is, where is” basis and the RP or the COC will not be providing any representations or warranties for the Company.
- 11) All the EOIs received will be reviewed by RP in consultation with its advisors and CoC and a provisional list of eligible PRAs shall be shared in accordance with the Code and CIRP Regulations.
- 12) For any clarifications on the process of submission of EOI, please write to: [cirp.nsail@decoderesolvency.com](mailto:cirp.nsail@decoderesolvency.com)

**Issued by:**

**Mr. Dushyant C Dave**

IBBI Registration Number: IBBI/IPA-003/IP-N00061/2017-18/10502

Address for Correspondence in this regard:

Email ID: [cirp.nsail@decoderesolvency.com](mailto:cirp.nsail@decoderesolvency.com)

**Registered email ID with IBBI: [dushyant.dave@decoderesolvency.com](mailto:dushyant.dave@decoderesolvency.com)**

