

## Invitation for Expressions of Interest to submit Resolution Plan

for

### JVL Agro Industries Limited

#### A. BACKGROUND

JVL Agro Industries Limited (“**Corporate Debtor**”), is a public limited company incorporated in India and having its registered office at Village Tilmapur, Ghazipur Road, Ashapur, Varanasi, 221007, Uttar Pradesh and is listed on the National Stock Exchange Limited and Bombay Stock Exchange Limited. The Corporate Debtor is an India-based vegetable oil solution company, with manufacturing facilities located at Naupur, Dehri-on-Sone, Alwar, Haldia and Rohtas (Rice Mill).

The Hon’ble National Company Law Tribunal, Allahabad (“**NCLT**”) *vide* its order dated July 25, 2018, commenced the corporate insolvency resolution process (“**CIRP**”) of the Corporate Debtor as per the provisions of the Insolvency and Bankruptcy Code, 2016 (“**IBC**”). By its subsequent order dated September 10, 2018, the Hon’ble NCLT has appointed Mr. Supriyo Kumar Chaudhuri as the resolution professional (“**RP**”) for the Corporate Debtor.

In accordance with Section 25(2) (h) of the IBC, the RP hereby invites Expression of Interest (“**EoI**”) from interested and eligible potential resolution applicants (“**PRA**”) for the purposes of submission of resolution plan for the Corporate Debtor in terms of the provisions of the IBC.

Any PRA which is desirous of submitting a resolution plan for the Corporate Debtor may submit its EoI along with the relevant documents as listed below on or before 8 pm IST on December 19, 2018, either via e-mail to the following email id: [rpjvl@bdo.in](mailto:rpjvl@bdo.in), with a copy to (a) [adityasomani@bdo.in](mailto:adityasomani@bdo.in), (b) [sapnarao@bdo.in](mailto:sapnarao@bdo.in) and (c) [kiranchonkar@bdo.in](mailto:kiranchonkar@bdo.in), or through speed or registered post or hand delivery addressed to:

Mr. Supriyo Kumar Chaudhuri (Resolution Professional of JVL Agro Industries Limited),

BDO Restructuring Advisory LLP,

C/o BDO India LLP, Floor 4, Duckback House 41,

Shakespeare Sarani, Kolkata – 700017.

#### B. ELIGIBILITY CRITERIA

The eligibility criteria for PRAs as approved by the Committee of Creditors in accordance with the provisions of Section 25(2) (h) of the IBC is set out below-

1. **For Individuals/Firms/LLP/Body Corporates:** Consolidated Net Worth as per the latest audited financial statement (as at 31<sup>st</sup> March 2018 or as at 31<sup>st</sup> December 2017), should be at least INR. 150 Crore. Net Worth of the Body Corporates will be the total of Equity Share Capital and Reserves & Surplus / Other Equity excluding any revaluation reserve as at 31<sup>st</sup> March, 2018 or 31<sup>st</sup> December 2017, whichever is the latest available. With regard to the firms/LLP/Individuals, net worth shall be at least INR 150 Crore

2. **For Financial Institutions/ PE Funds/ Asset Reconstruction Companies/ NBFCs/ Other Financial Investors:** Assets under management (AUM) of at least Rs. 1000 crore in the immediately preceding completed financial year but not earlier than December 31, 2017.
3. **For Consortium of Investors:** The designated lead partner should meet any one of the above conditions (as applicable).

### **C. DISQUALIFICATIONS UNDER SECTION 29A**

The provisions of Section 29A will be applicable in determining the eligibility of a PRA at the EOI stage. The provisions of Section 29A are set out in **Annexure A** for ease of reference.

### **D. INSTRUCTION FOR SUBMISSION OF EOI**

1. The Expression of Interest, conforming to the conditions of this Invitation shall be submitted either electronically or physically along with all annexure(s) duly filled in and all the supporting documents (EOI) at the address provided above.
2. The EOI received after the appointed time and date will be rejected.
3. The submission of the EoI does not require payment of any fee or any non-refundable security deposit by a PRA.
4. The EOI should be unconditional and should be submitted in the format attached as **Annexure 'B'**. It should be accompanied with the following documents/ information:
  - (a) Executive Summary providing brief description of the PRA and (where appropriate) of each member in the consortium and key managerial personnel.
  - (b) Contact information of the PRA/ Consortium members including full name, address, telephone and facsimile numbers, e-mail address and the names and the titles of the persons who are the principal points of contact for each member and identifying lead member of the consortium.
  - (c) Basic document pertaining to incorporation and commencement of business such as a copy of Certificate of Incorporation/ Certificate of Commencement of Business/ Constitution Documents/Partnership Deed, etc. as may be applicable/SEBI Registration Certificate for Alternative Investment Funds or any Government issued identification proof.
  - (d) Latest available audited financial statement of the PRA, and/or its promoter/promoter group or any other group company as per eligibility criteria, with the closing period not earlier than December 31, 2017 or any other document evidencing eligibility as per criteria e.g.- Certificate by Chartered Accountant/Statutory Auditor or equivalent/similar, certifying the Net worth/Assets Under Management, as applicable. In case the eligibility criteria is being met on account of group companies, please

submit a declaration that the promoter/promoter group or any other group company are part of the same group along with the group structure and shareholding pattern. Please note that the PRA shall provide all relevant documents for its promoter/promoter group or any other group company, if required to meet the eligibility criteria.

- (e) A Declaration cum Undertaking in the format attached as **Annexure 'C'**.
  - (f) An Undertaking as set out in **Annexure 'D'** to be submitted in case of consortium.
  - (g) In case of a Consortium, the relevant documents will need to be provided by each member of the Consortium.
  - (h) Board Resolution/ Authorization letter authorizing the person signing the EOI document
5. Any additional document/information requested by Resolution Professional or CoC must be furnished by PRA.
  6. The Resolution Professional will issue the information memorandum to the PRA who are found eligible to participate in the next stage of the corporate insolvency resolution process in accordance with the provisions of the IBC.
  7. The Resolution Professional reserves the right to cancel or modify the process and / or not to accept and/ or disqualify any PRA without assigning any reason and without any liability. This is not an offer document.
  8. Applicants should regularly visit the website – [jvlagro.com](http://jvlagro.com) to keep themselves updated regarding clarifications, amendments, or -extensions of time, if any.

#### **E. CLARIFICATIONS**

Any queries or request for clarification/additional information concerning this EOI shall be submitted by way of email to [rpjvl@bdo.in](mailto:rpjvl@bdo.in), not later than December 18, 2018. The communications shall clearly bear the following identification/ title:

"Queries/ Request for Additional Information: EOI for JVL Agro Industries Limited."

Sd/-

Supriyo Kumar Chaudhuri  
(RP of JVL Agro Industries Limited)  
IP Registration no. IBBI/IPA-001/IP-  
P00644/2017-18/11098  
BDO Restructuring Advisory LLP  
C/O BDO India LLP  
Floor 4, Duckback House 41,  
Shakespeare Sarani,  
Kolkata – 700017 INDIA  
Email: [supriyochaudhuri@bdo.in](mailto:supriyochaudhuri@bdo.in)

## ANNEXURE 'A'

### SECTION 29A

A PRA will not be eligible to submit the EOI if she/it or any person acting jointly or in concert with her/it:

1. is an undischarged insolvent;
2. is a wilful defaulter in accordance with the guidelines of the Reserve Bank of India issued under the Banking Regulation Act, 1949;
3. 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 nonperforming 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 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 the 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 the Code;

4. 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 Code;

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.

5. Is disqualified to act as a director under Companies Act, 2013; Provided that this clause shall not apply in relation to a connected person referred to in clause (iii) of Explanation I.
6. Is prohibited by the Securities Exchange Board of India from trading in securities or accessing the securities market;
7. Has been a promoter or in the management or control of a the Company 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 the 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;

8. 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
9. Is subject to any disability, corresponding to clauses (a) to (h), under any law in a jurisdiction outside India; or
10. 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 ‘B’  
FORMAT OF EXPRESSION OF INTEREST**

*[On the letterhead of the Lead Member of the consortium/Prospective Resolution Applicant  
Submitting the EOI]*

Date: [●]

To

**Mr. Supriyo Kumar Chaudhuri**

Resolution Professional for JVL Agro Industries Limited

BDO Restructuring Advisory LLP

C/O BDO India LLP

Floor 4, Duckback House 41,

Shakespeare Sarani,

Kolkata – 700017

**Subject: Expression of Interest (“EOI”) for submitting Resolution Plan for JVL Agro Industries Limited (“Company”) undergoing Corporate Insolvency Resolution Process (“CIRP”).**

Dear Sir,

This is with reference to the invitation for submission of expression of interest dated December 5, 2018 inviting expression of interest (“**Invitation for EOI**”) for submission of resolution plans (“**Resolution Plan**”) for the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016 (“**Code**”).

Being duly authorized to represent and act on behalf of \_\_\_\_\_ (hereinafter referred to as the “PRA”), and having reviewed and fully understood all of the qualification requirements and information provided, the undersigned hereby expresses the PRA’s interest for submission of Resolution Plan for the Company.

We further undertake that the information furnished by us in this EOI and its annexures is true, correct, complete and accurate. We further understand and confirm that:

- (a) the EOI will be evaluated by the Resolution Professional of the Company along with the Committee of Creditors (“**CoC**”), based on the information provided by us in this EOI and attached documents to determine whether we qualify to submit the Resolution Plan for the Company;
- (b) the Resolution Professional/ CoC reserve the right to determine at their sole discretion, whether or not we qualify for the submission of the Resolution Plan for the Company and may reject the EOI submitted by us and not include us in the provisional or final list of eligible prospective resolution applicants without assigning any reason and without any liability whatsoever;
- (c) the Resolution Professional/ CoC reserve the right to conduct due diligence on us and/or 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 the Resolution Professional/ CoC may lead to rejection of our EOI;

- (d) meeting the qualification criteria set out in Invitation for EOI alone does not automatically entitle us to participate in the next stage of the bid process;
- (e) in case of consortium, we would comply with the eligibility criteria pertaining to equity holding i.e. the lead member must hold at least 26% total equity participation in the consortium who shall be designated as the lead member. All other members would need to have a minimum stake of 10% each in the consortium and a maximum of 4 members shall form such a consortium;
- (f) along with our EOI, we have also enclosed information/documents as required in the Invitation for EOI.

Yours Sincerely,

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

**Signature:** \_\_\_\_\_

**Name of Signatory:**

**Designation:**

**Company Seal/Stamp**

**NOTE:**

1. In case of Consortium Applicant, the EOI shall be signed by each member.

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



## ANNEXURE 'C'

### DECLARATION CUM UNDERTAKING UNDER REGULATION 36A (7) OF IBBI (INSOLVENCY RESOLUTION FOR CORPORATE PERSONS) REGULATION, 2016

Date: [●]

To  
Mr. Supriyo Kumar Chaudhuri  
Resolution Professional for JVL Agro Industries Limited  
BDO Restructuring Advisory LLP  
C/O BDO India LLP  
Floor 4, Duckback House 41,  
Shakespeare Sarani,  
Kolkata – 700017

**Subject: Undertaking in relation to submission of the EOI for JVL Agro Industries Limited  
("Company") undergoing Corporate Insolvency Resolution Process ("CIRP").**

Dear Sir,

We, the undersigned ("[●]") are submitting our expression of interest ("EOI") in respect of Invitation for submission of EOI issued by the Resolution Professional of the Company on December 5, 2018 ("**Invitation for EOI**") and in this connection we hereby solemnly affirm, declare and undertake as follows:

- (a) We have examined in details and have understood the eligibility and other criteria mentioned in Invitation for EOI;
- (b) We meet the necessary threshold and criteria mentioned in the EOI;
- (c) We understand the eligibility criterion provided in Section 29A of the Insolvency and Bankruptcy Code, 2016 ("**Code**") and confirm that we are not an ineligible/disqualified person in terms of provisions of Section 29A of the Code. If, at any time after the submission of this EOI, we become ineligible to be a resolution applicant as per the provisions of the Code (including but not limited to the provisions of Section 29A of the Code), the fact of such ineligibility shall be immediately and in any event within 24 hours of such ineligibility, be informed to the Resolution Professional;
- (d) We confirm and represent that we have the requisite corporate authorisation to submit the EOI.
- (e) All information and records provided by us to the Resolution Professional in the EOI or otherwise are correct, accurate, complete and true and no such information, data or statement provided by us is inaccurate or misleading in any manner. We shall be solely responsible for any errors or omissions therein.

- (f) We will hold in trust and in confidence the Confidential Information provided to us by the Resolution Professional/Committee of Creditors of the Company (“CoC”)/ Company and will not, directly or indirectly use the Confidential Information for any purpose other than for submission of resolution plan or for causing an undue gain or undue loss to itself or any other person. We will not disclose or reveal (or permit the disclosure or revelation of) any Confidential Information to any person or party whatsoever (save and except as provided below) without the prior consent of the Resolution Professional. We will disclose the Confidential Information to its employees, advisors, directors and/or its Affiliates (together the “**Representatives**”), strictly on a need to know basis and solely for the Purpose, provided always that, each of these Representatives shall, in the course of their duties be required to receive, observe and consider the confidentiality obligations set out hereunder when working towards the preparation/submission of the Resolution Plan and shall be bound by confidentiality obligations that are at least as stringent as the obligations agreed by us in this undertaking. We will use the same degree of care to protect the Confidential Information as we use to protect its own confidential information but no less than a reasonable degree of care to prevent the unauthorised access, use, dissemination, copying, theft and/or republication of the Confidential Information. We will promptly notify the Resolution Professional of any Confidential Information which has been used by any unauthorised third party provided that such notification shall not relieve us from any liability arising from its breach of this undertaking.

For purposes of this Undertaking, the term “Confidential Information shall mean and include any and all facts, knowledge, information, documents and materials whether written or otherwise, concerning the business, operations, prospects, finances, or other affairs of the Company, its affiliates, associates or subsidiaries (which includes, without limitation, documents delivered in connection with due diligence, investigation, information relating to the existing business of the Company, market and company-specific data, agreements related to its business including knowhow and technology agreements, agreements relating to licence to use intellectual property rights, graphs, drawing, past, current, and planned research and development, current and planned marketing or distribution methods and processes, customer lists, current and anticipated customer requirements, price lists and other end-user pricing related information, market studies, computer software and programs, database technologies, systems, structures and architectures, historical financial statements, activities, products, specifications, data, know- how, compositions, designs, sketches, photographs, business plans, financial projections and budgets, historical and projected sales, capital spending budgets and plans, current or prospective financing sources, the names and backgrounds of personnel, personnel training techniques and materials, reports relating to the Company's operations prepared by external consultants which are proprietary to the Company), and any information memorandum /or draft /final offer document, request for proposal, or other materials prepared in connection with submission of Resolution Plan, howsoever documented, that that has been or may hereafter be provided or shown to the potential resolution applicant by the Company/Resolution Professional/CoC or is otherwise obtained from review of the Company's documents or property or discussions with the Company/Resolution Professional/CoC by the

potential resolution applicant irrespective of the form of the communication, and also includes all notes, analyses, compilations, studies, summaries, and other material prepared by the potential resolution applicant containing or based, in whole or in part, on any information included in the foregoing. Notwithstanding the foregoing, the following information will not constitute "Confidential Information" for purposes of this Undertaking: (a) Information which the potential resolution applicant can prove was already in its possession and was available to it on a non-confidential basis prior to its disclosure to it by the Company/Resolution Professional/CoC; (b) Information which is obtained by the potential resolution applicant from a third Person who, insofar as is known to the potential resolution applicant, is not prohibited from disclosing the information to the potential resolution applicant under a contractual, legal or fiduciary obligation to the Company/Resolution Professional/CoC; and (c) Information which is or becomes generally available to the public otherwise than as a result of a breach of this Undertaking by the potential resolution applicant.

The decision of the Resolution Professional and/or the CoC on whether any information qualifies within the exceptions in (a), (b) and (c) above shall be final, conclusive and binding;

- (g) Further, we agree and acknowledge that in case any information/record provided by interest is false, incorrect, inaccurate or misleading, we shall become ineligible to submit the Resolution Plan and we shall also attract penal action under the Code.

Yours Sincerely,

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

Signature: \_\_\_\_\_

Name of Signatory:

Designation:

Company Seal/Stamp

NOTE:

1. The Undertaking should be stamped on a stamp paper of INR 100.
2. The person signing the Undertaking should be authorized signatory supported by necessary board resolutions/authorization letter.
3. For PRAs who are not Indian Residents, the undertaking can be submitted on their letter heads instead of stamp paper.

## ANNEXURE D

### UNDERTAKING BY CONSORTIUM

[To be executed on stamp paper]

To  
Mr. Supriyo Kumar Chaudhuri  
Resolution Professional for JVL Agro Industries Limited  
BDO Restructuring Advisory LLP  
C/O BDO India LLP  
Floor 4, Duckback House 41,  
Shakespeare Sarani,  
Kolkata – 700017

Subject: Undertaking for Equity Participation.

Dear Sir,

This is in relation to the corporate insolvency resolution process of JVL Agro Industries Limited (“Company”) as per the provisions of the Insolvency and Bankruptcy Code, 2016 (“IBC”). In response to the public advertisement in [●] and [●] dated [●] 2018 (“Advertisement”) inviting expressions of interest (EOI) for submission of resolution plans (“Resolution Plan”) for the Company, we have submitted an expression of interest as a consortium. The members of the consortium are as follows:

[Insert names of the members of the consortium, their equity participation in the consortium and indicate the lead member]

As required in terms of the EOI, we agree and undertake that we will continue to hold at least [26% / 10% (lead member to choose 26% and other to choose 10%)] equity participation in the consortium till [●]. We further agree and undertake that all the members of the consortium shall be jointly and severally responsible for compliance with the terms of the invitation for submission of EOI, the request for resolution plan and the Resolution Plan submitted by the consortium.

SIGNED AND DELIVERED

by [Lead Member/other members of the consortium]