

# पंजाब एण्ड सिंध बैंक

(भारत सरकार का उपक्रम)

प्र. का. विधि एवं वसूली विभाग

Corporate Office, Block -3, NBCC

East Kidwai Nagar, Delhi- 110023.

ई-मेल: ho.lr@psb.co.in

१९ श्री दण्डिगुरु नो बी इडरि



# Punjab & Sind Bank

(A Government Of India Undertaking)

H.O. Law & Recovery Department

Corporate Office, Block -3, NBCC East

Kidwai Nagar, Delhi- 110023.

E-mail: ho.lr@psb.co.in

Date: 09.01.2024

## PROPOSAL DOCUMENT

To

ARCs/ Banks/ NBFCs/ FIs/ Permitted Transferees

Sir/ Madam,

### Proposal for sale/ transfer of financial assets to ARCs/ Permitted Transferees

Punjab & Sind Bank (PSB or Bank) intend to place the following Non-Performing Assets/ Financial Assets for sale/ transfer under Swiss Challenge Method, only on 100% cash basis to ARCs/ Permitted Transferees, on the terms and conditions stipulated in the Bank's Policy, in line with the RBI guidelines. In this respect, Bank invites Expression of Interest (EOI) from eligible ARCs/ Permitted Transferees. Please note that the sale will be subject to the final approval by the Competent Authority of the Bank.

### Brief details of financial assets showcased:

(Rs. in Cr.)

Deptt.	Account Name	Book O/s	Cash : SR Ratio	Reserve price on 100% Cash Basis	Aggregate Reserve Price
HO SAM Vertical	M/s KSK Mahanadi Power Company Ltd	110.50	100:00	60.72	84.00
	M/s KSK Water Infrastructure Pvt. Ltd.	45.61		23.28	

(Accounts are placed for sale/ transfer jointly. As such, Expression of Interest jointly for both the accounts will only be considered. )

## **Proposal for sale of financial assets to ARCs/ Permitted Transferees**

1. Besides the amount outstanding, Bank shall notify the Purchaser details of any un-devolved LCs/ BGs yet to be invoked/ installments of DPGs, which are not yet due, if any, in respect of the NPA account being offered for sale by the Bank. The Bank shall retain pari-passu charge on the securities relating to un-crystallized non-funded facilities. In case of crystallization of non-funded facilities after the sale, that portion (converted into funded) will also be sold by the Bank to the same ARC/ Buyer in the same proportion as the fund based facility who will give acceptance for the same through offer letter/ supplementary agreement/ assignment agreement. However, the un-devolved LC and un-invoked BG limits backed by 100% margin by way of FDs, if any will not be offered for sale to ARCs, etc.
2. ECGC/DICGC claim received/to be received, if any shall be retained by the Bank, subject to sharing of sale proceeds proportionately in terms of extant guidelines i.e. the claim amount will be given the same treatment as in case of recovery/OTS. Pro-rata shares shall be refunded to the corporation on account of recoveries.
3. The Reserve Price fixed are only indicative and factor of efflux of time to be borne in mind by the Prospective buyers, while submitting the Expression of Interest.
4. The sale of financial assets is being considered by the bank as a commercial decision and shall have no bearing whatsoever on the ongoing criminal case/investigation if any being carried out by the CBI/Police/any other agency and the same shall proceed as per law.
5. Guidelines provided by RBI vide Circular DOR.STR.REC.51/ 21.04.048/ 2021-22 dated 24.09.2021 (updated as on 05.12.2022) in respect of assignment of NPA accounts classified as Fraud is applicable and to be complied by the ARCs acquiring such fraud accounts. Consequently, the responsibilities of the transferor with respect to continuous reporting, monitoring, filing of complaints with law enforcement agencies and proceedings related to such complaints shall also be transferred to ARCs.

## Proposal for sale of financial assets to ARCs/ Permitted Transferees

6. The interested ARCs/ Banks/ NBFCs/ FIs/ Permitted Transferees can conduct due diligence of these assets with immediate effect, after submitting expression of interest and executing a Non-Disclosure Agreement (NDA) with the Bank at “The AGM, Punjab Sind Bank, HO Law & Recovery Department, Corporate Office, Block -3, 1<sup>st</sup> Floor, NBCC East Kidwai Nagar, Delhi– 110023; E-mail: [subhash.chand@psb.co.in](mailto:subhash.chand@psb.co.in)”, if not already executed.
7. Further details of the accounts will be sent in the form of PIMs (Preliminary Information Memorandum) on execution of NDA, if not already executed, on the email IDs provided with the Expression of Interest (EOI).
8. The Sale shall be made on the following broad terms & conditions, on 100% cash basis.
9. Sale will be made on **“As is where is”, “As is what is”, “Whatever there is” and “Without any recourse”** basis.
10. For aforementioned purpose, “Expression of Interest (EOI)” is invited from the interested “buyers” of this asset. The EOI should have an undertaking that all the Terms & Conditions specified in this Proposal Document dated 09.01.2024 are binding on the prospective buyer and the prospective buyer shall abide with the same.
11. If a prospective buyer is having any share in the account M/s KSK Mahanadi Power Company Ltd. and/or M/s KSK Water Infrastructure Pvt. Ltd., then respective share % must be revealed to Bank while submitting EOI.
12. In case any prospective buyer submits “Offer Price” alongwith “Expression of Interest”; Highest Offer, acceptable to the Bank will be treated as Binding Offer/ Anchor Bid for counter-bidding under Swiss Challenge Method.
13. Submission of offer by a prospective buyer shall be deemed to constitute unconditional acceptance of all the terms and conditions of this document by the prospective purchaser. Offer Price submitted below reserve price will not be accepted.
14. The participants shall not be entitled to withdraw or cancel their offer once submitted.
15. The sale/ transfer will be subject to final approval by the competent authority.

## Proposal for sale of financial assets to ARCs/ Permitted Transferees

16. **Bank at its sole discretion may withdraw the account offered for sale, without assigning any reasons. The decision of the Bank in this regard will be final and binding**
17. The Time Schedule in this connection is given below, which shall be adhered to, as no further extension will be made in the schedule:

<b>S. No.</b>	<b>Particulars</b>	<b>Last Date</b>
i.	Submission of Non-Disclosure Agreement (NDA) (If not already executed or if expired, access to due diligence will be subject to submission of NDA)	29.01.2024
ii.	Completion of Due Diligence Exercise	
iii.	Last date of Submission of Expression of Interest	

18. Bank will conduct counter bidding under Swiss Challenge Method keeping the highest offer price received by Bank which is acceptable to the competent authority of Bank as Anchor Bid/ Binding Bid.
19. The date of auction and further process to be followed under Swiss Challenge Method will be communicated in future.
20. Please ensure to provide the copy of Non-Disclosure Agreement (NDA) executed with PSB to the Nodal Centre before starting the Due Diligence Exercise (if not already submitted). If NDA has not been executed, please ensure to execute the NDA before Due Diligence Exercise.
21. The Due Diligence Exercise (DDE) will be carried out at the following Nodal Center, for which you may contact the dealing officials of the concerned Nodal Centre, as per details given below:

<b>Sr. No.</b>	<b>Contact Details of Officials for Fixation of Dates of DDE</b>	<b>Nodal Centre Allocated For DDE</b>
<b>Documents relating to post NCLT admission i.e. 03.10.2019</b>		
i.	G Parthiban, Asstt. General Manager; Mob. No.9940068757	Punjab & Sind Bank, HO SAM Vertical, Corporate

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ii.	Sonal Srivastava, Chief Manager, Mob. No.8527415773	Office, Block -3, 1 <sup>st</sup> Floor, NBCC East Kidwai Nagar, Delhi - 110023.
iii.	Prasanta Kumar Sahoo, Senior Manager; Mob. No.7978395310	
<b>Documents prior to NCLT admission i.e. 03.10.2019</b>		
iv.	Harleen Kaur, Chief Manager, Mob. No.9885352979	Punjab & Sind Bank, Corporate Banking Branch, P 18/90 Connaught Place, New Delhi - 110001
v.	Rajeev Kumar, Senior Manager, Mob. No. 6306099410	

### Other Terms & Conditions

1. Representative of the ARC/ Permitted Transferee is required to carry a Letter of Authority for participating due diligence exercise.
2. Authorized personnel of the firm or organization must sign the "Expression of Interest (EOI)". The designated personnel should be authorized by a senior official of the Organization having such authority to do so.
3. The Offer Price proposed by prospective buyer would be binding on the prospective buyer. Authorized personnel of the firm or organization must sign the Bid. The designated personnel should be authorized by a senior official of the Organization having such authority to do so.
4. Any effort by the prospective buyer to influence the Bank in evaluation of his offer, comparison of offer or contract award decision would result in the rejection of the said offer. The Bank's decision in this case would be final and without prejudice and will be binding on all parties.
5. The Bank expects the prospective buyer to carefully examine all instructions, terms and conditions mentioned in this Proposal document before submitting its unconditional compliance as part of the transfer process.

### Late submission of EOI

1. Bank may, at its discretion, extend this deadline for submission of EOI by amending the proposal document, in which case all rights and obligations of

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the Bank and the prospective buyer, previously subject to the deadline, will thereafter be subject to the deadline extended.

### **Modifications and/ or Withdrawal of EOI:**

1. EOI or Offer Price once submitted will be treated, as final and no modification will be permitted. No correspondence in this regard will be entertained. Further; the EOI should contain no alterations, erasures or overwriting. The prospective buyer is expected to examine all instructions, forms, terms and specifications in the proposal documents. Failure to furnish all information required by the proposal documents or submission of EOI not substantially / conclusively responsive to the proposal documents in every respect will be at the prospective buyers risk and may result in rejection of the EOI. Withdrawal of EOI after the deadline for submission of EOI is not permitted.
2. **Bank reserves the right to reject any or all offers received in response to this process at any stage without assigning any reason whatsoever. The decision of Punjab & Sind Bank shall be final, conclusive and binding on all the prospective buyer.**
3. All realization/recoveries made before the cut-off date i.e. the date for final transfer of financial asset to the buyer finalized by the competent authority, shall be retained by the bank.
4. All expenses in connection with transaction including stamp duty etc. shall be borne by the purchaser.
5. RBI guidelines applicable to the purchaser shall be strictly complied with.
6. That, the object clause of Memorandum of Association of Prospective Buyer i.e. SC/RC Bank/FIs/ NBFCs etc. registered with RBI, provides for the acquisition of financial assets.
7. **This is only an invitation by the Bank to the interested parties for submission of EOI and is neither an agreement nor an offer to sale. No contractual obligation whatsoever shall arise until the acceptance by the selected purchaser of Letter of Offer issued by the Bank or a formal**

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**agreement is executed by the duly authorized signatory of the Bank and the prospective buyer whichever is earlier.**

8. Bank may in its absolute discretion, but without being under any obligation to do so, update, amend or supplement the information provided hereinabove.

Thanks & Regards,

**Parveen Mongia**

**General Manager**