

CORRIGENDUM TO THE PROCESS DOCUMENT FOR E-AUCTION – LANCO KONDAPALLI POWER LIMITED (IN LIQUIDATION) AS A GOING CONCERN AND /OR VARIOUS SET(S) OF ASSETS

This corrigendum dated October 21, 2022 (“**Corrigendum**”) to the Process Document dated September 29, 2022, as amended from time to time and read with any information, clarifications issued from time to time (“**Process Document**”) through uploading on the Virtual Data Room (VDR) or the website of the Lanco Kondapalli Power Limited (“**Corporate Debtor**” / “**LKPL**” / “**Company**”), is being issued to amend the e-auction process and such other changes as specified herein. The Process Document dated September 29, 2022, as amended from time to time, is to be read in conjunction with the following amendments and Bids are to be submitted in accordance with the Process Document dated September 29, 2022 and the corrigendum. All other terms, conditions and instructions provided in the Process Document shall continue to apply.

Capitalized terms, not defined herein, shall have the meaning given to them in the Process Document, as amended from time to time.

1. Clause 3.1 stands amended and restated as below:-

“

- I. Last date for submission of Bid Documents including EOI along with the Supporting Documents and EMD as required under Process Document
- II. Declaration of Qualified Bidders
- III. Last date of registration on E-Auction portal by the Qualified Bidders and Site visit
- IV. Participation of Qualified Bidders in the E-Auction process on the Auction Date
- V. Declaration of Successful Bidder(s) by the Liquidator
- VI. Submission of Performance Security by Successful Bidder(s)
- VII. Issuance of LOI(s) to the Successful Bidder(s)
- VIII. Payment of Final Consideration by the Successful Bidder(s)
- IX. Issuance of Certificate(s) of Sale.”

2. Clause 3.2 stands amended and restated as below:

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Particulars	Indicative Timeline *
Public Announcement for submission of EOI (Expression of Interest)	23-09-2022
Last date for submission of Bid Documents including EOI along with the Supporting Documents and EMD as required under Process Document	17-10-2022
Last date of registration on E-Auction portal by the Qualified Bidders and Site visit	21-10-2022
Auction Date and last date of accessing Data Room by Qualified Bidders	27-10-2022
Declaration of Successful Bidder(s) through email and communication of submission of performance security	28-10-2022
Submission of Performance Security by Successful Bidder(s)	04-11-2022

Particulars	Indicative Timeline *
Issuance of LOI(s) by Liquidator to the Successful Bidder(s)	08-11-2022
Payment of Final Consideration by Successful Bidder(s) for acquisition under Category A or Category B	Payment of Final Consideration within 30 (thirty) days from Issuance of Lol(s). In case the payment is not made within 30 days from Issuance of Lol(s), unpaid sums shall carry an interest of 12% per annum, but, in any case the entire Final Consideration shall need to be paid on or before 90 (ninety) days from the Issuance of the Lol(s).
Issuance of Certificate (s) of Sale for Category A or Category B	Within 7 (seven) working days from payment of Final Consideration.

***Please note that the following timelines are indicative and subject to change**

Qualified Bidders can commence site visits and access the Data Room as and when the Bid Documents are submitted & verified to the satisfaction of the Liquidator.

The Liquidator may extend/ modify the timelines as set out in this Clause or amend/include such steps in the process as the Liquidator deems fit, at any time without giving reasons by way of a public announcement and/or uploading on the website of Corporate Debtor and/or by email, without incurring any obligation or the need to provide any reasons. In any case, it is assumed that each Bidder takes cognizance of any such extension. The Liquidator is also entitled to postpone the Auction Date and such revised Auction Date will be notified to the Bidders and shall be published on the website of the Corporate Debtor.”

3. Clause 3.4 (VI)(i) shall be amended and restated as below:

“(i) The Successful Bidder(s) for the Parcel 1 under Category A and/ or any or all of the Parcel(s) under Category B shall be finalized by the Liquidator based on the Bid(s) submitted by the Qualified Bidders on the Portal for the Parcel under Category A and/ or each of the Parcel(s) under Category B, in accordance with the provisions contained in Clause 3.3. It is clarified that the decision for selection of the Successful Bidder(s) will be solely at the discretion of the Liquidator, with the aim of maximizing the value received for the Company through the Bid Process, without any requirement to provide any reasoning or justification to any Bidder(s). **Thereafter, the Liquidator shall declare the Successful Bidder(s) with respect to the relevant Parcel(s) and communicate the same to such Bidder(s).**”

4. Clause 3.4 (VII)(i) shall be amended and restated as below:

“(i) The Liquidator shall issue the Letter(s) of Intent to the Successful Bidder(s), as per the timelines prescribed in clause 3.2 and on receipt of the Performance Security, substantially as per Format VIII stating that such Bidder(s) has been selected as the Successful Bidder(s) for the relevant Parcel(s). It is clarified that for each Parcel, a separate LOI shall be provided to the Successful Bidder(s).”

5. Clause 3.4 (VIII)(i) shall be amended to the extent to substitute the term “*declared*” in place of the phrase “*issued Lol*” as follows:

“ (i) Successful Bidder(s) shall on or prior to the last date specified in the Process Timelines as per Clause 3.2 above, provide Performance Security of an amount equivalent to (1) 50%of Final Consideration for Parcel 1 under Category A ,Parcel 2 Parcel 3, Parcel 4, Parcel 5, Parcel 6, Parcel 7, Parcel 8, Parcel 9 and Parcel 10 under Category B; corresponding to the Category(ies) / Parcel(s) for which the Successful Bidder is **declared issued Lol** as follows: ...”

6. Clause 3.4 (VIII)(v) shall be amended and restated as below:

“ (v) It is hereby clarified that non-submission of the Performance Security or failure to renew/ extend the same by any Bidder shall, at the discretion of the Liquidator, lead to cancellation of the Bid and no Lol being issued to the Successful Bidder(s) or withdrawal of Lol if already issued to Successful Bidder(s).”

7. Clause 3.4 (VIII)(vii) shall be amended and restated as below:

“ (vii) In case the Performance Security is not submitted within the prescribed timeline or in the format provided in the Process Document and to the satisfaction of the Liquidator, the bid of Successful Bidder will be cancelled and no Lol will be issued to the Successful Bidder(s) or the Lol, if issued, will be revoked.”

8. Clause 3.4 (VII) shall be renumbered and inserted as Clause 3.4 (VIII) and Clause 3.4 (VIII) shall be renumbered and inserted as Clause 3.4 (VII). Any references to the numbering of the above clauses at any place in the Process Document as the numbering stood before this corrigendum or hereinbefore shall be deemed to be a reference to the numbering of the clause and the clause as it stands after this corrigendum.

9. Format VIII stands amended and restated as below:

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FORMAT VIII: LETTER OF INTENT

Ref. No.: XX

Date: XX

To

Name (as the “**Successful Bidder**”, “**you**”, “**your**”)

Address

Kind Attention: [Name]

Sub: Issuance of Letter of Intent (“**Lol**”) by the Liquidator of Lanco Kondapalli Power Limited.

Dear Sir,

This is with reference to the liquidation process of Lanco Kondapalli Power Limited (“**Corporate Debtor**”). Pursuant to the Public Announcement published on [•] and the process document dated [•], as amended and supplemented from time to time (“**Process Document**”), bids were invited for

conduct of e-auction for sale of the Corporate Debtor on a going concern basis and for sale of set(s) of assets, pertaining to the respective Parcel(s) under Category B as described in Annexure II of the Process Document; in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 and rules and regulations framed thereunder. You have pursuant to the said Public Announcement and Process Document, submitted a binding Bid in the e-auction process for the following Parcel as per Annexure II of the Process Document, with Financial Proposal of INR ____:

[Insert details of Category and Parcel for which Lol is being issued]

Post conduct of the e-auction process, you have been selected as the Successful Bidder for the following Parcel as per Annexure II of the Process Document and have submitted Performance Security amounting to INR [●] pertaining to the following Parcel as per Annexure II of the Process Document on [●], and the Letter of Intent is being issued to you in relation to the same, subject to the fulfilment of the following condition:

[Insert details of Category and Parcel for which Lol is being issued]

1. You shall provide the entire Final Consideration pertaining to the aforementioned Parcel for which this Letter of Intent is being issued, which is an amount of INR [●] plus applicable taxes, duties, charges, etc., as per the terms of this Letter of Intent and the Process Document and ensure that the Consideration Payment Date occurs as per the timelines prescribed in the Process Document i.e. within the period of 90 days from the issuance of this Lol, into the following bank account: *[details of Liquidation Account]*

Provided that in case the payment of Final Consideration in any or all Parcel(s) is made after 30(thirty) days from the issuance of Lol the unpaid sums shall attract interest at the rate of 12% (twelve per cent) per annum.

In case of any contravention or breach of the terms of the Process Document, the Liquidator of the Corporate Debtor shall be entitled to exercise such remedies as it may deem fit under applicable law as well as under the terms of the Process Document, including revoking this Letter of Intent and forfeiting / invoking the Performance Security.

Notwithstanding anything contained herein, the issuance of this Letter of Intent shall not be deemed to grant any right against the Liquidator of the Corporate Debtor or their Representative or any advisor, and no obligation or cost or risk shall be undertaken by the Liquidator or their representative or advisor.

Notwithstanding anything contained herein, the issuance of this Letter of Intent shall not be deemed to grant any right, title or claim to the Successful Bidder in the Category/Parcel(s) this is being issued for and this Letter of Intent shall not by itself grant you any right against the Liquidator to seek transfer of ownership/possession of such Category/Parcel or issue Certificate of Sale for such Category/Parcel.

You shall keep the contents of this Letter of Intent, confidential, save and except where any disclosure is required under Applicable Laws to your shareholders, Adjudicating Authority, courts or tribunals, stock exchanges, your advisors and your Representatives (on need-to-know basis) in relation to the liquidation process of the Corporate Debtor, provided that any such disclosure shall be as per the Confidentiality Undertaking signed by you.

You shall be bound by all terms and conditions specified under the Process Document in addition to this Letter of Intent and this Letter of Intent shall be read in conjunction with the Process Document.

This Letter of Intent shall be governed by, and construed in accordance with, the laws of India and the Adjudicating Authority shall have exclusive jurisdiction over all disputes arising under, pursuant to and/or in connection with this Letter of Intent.

Unless otherwise defined herein, capitalized terms used and not defined herein shall have the meanings ascribed to them under the Process Document.

Yours faithfully,

Pankaj Dhanuka
Liquidator of Lanco Kondapalli Power Limited

Regn. No.: IBBI/IPA-001/IP/P-01205/2018-2019/11911

Accepted Unconditionally,

Signature of authorized representative of the Successful Bidder:

Name and Designation

Name of the Successful Bidder:

Date:

Place:

Sd/-

Mr. Pankaj Dhanuka,

Liquidator of Lanco Kondapalli Power Limited

Insolvency Professional – Regn. No.: IBBI/IPA-001/IP/P-01205/2018-2019/11911

Deloitte India Insolvency Professionals LLP,

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Date: October 21, 2022

Please email your responses to inlancokpl@deloitte.com