

## **Brief Summary of Company**

### **M/s Rohtak Panipat Tollway Private Limited (RPTPL)- for sale/assignment of outstanding debt/ financial assets arising out of such debt of Company**

#### **DETAILS OF THE ASSET AND COMPANY:**

The Company was incorporated on 25.01.2010. The Company is having its registered office at Sadbhav House, Opp. Law Garden, Police Chowki, Ellis Bridge, Ahmedabad. It is a SPV floated by Sadbhav Engineering Limited (SEL) as holding Company with 100% Shareholding.

1	Industry	Infrastructure – Road Construction
2	Activity	Four Laning of Rohtak – Panipat Section of NH-71A from Km 0.000 (Km 63.300 of NH-10) to Km 80.858 (Km 83.500 of NH-1) in the State of Haryana under NHD Phase III on Design, Finance, Build, Operate and Transfer (“DFBOT”) Basis.
5	Plant / Factory Address	Rohtak-Panipat Section of NH-71A from Km 0.000 (Km 63.300 of NH-10) to Km 80.858 (Km 83.500 of NH-1) in the State of Haryana.

The National Highway Authority of India (“NHA”) and M/s Rohtak-Panipat Tollway Private Limited (“RPTPL” / “Concessionaire”) entered in to Concession Agreement dated March 09, 2010 (“Concession Agreement”) for the work of Four-Laning of Rohtak – Panipat Section of NH-71A from Km 0.000 (Km 63.300 of NH-10) to Km 80.858 (Km 83.500 of NH-1) in the State of Haryana under NHD Phase III on Design, Finance, Build, Operate and Transfer (“DFBOT”) Basis for a concession period of 25 years, including a construction period of 910 days (2.50 Years). The company has achieved PCOD on 06.01.2014 and started toll collection from 09.01.2014

The company was under severe financial stress, affecting the viability of the project due to cash shortfall on account of diversion of traffic to competing road, which is toll free, leading to a significantly lower than expected traffic from the second year of operations. Even before achievement of PCOD on 06.01.2014, a competing road was established from Rohtak to Panipat, which is a breach of obligation on the party of NHA as per the concession agreement. Due to this competing road the borrower could not collect the projected toll revenue as the traffic was diverted to the alternate route

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In 2014, NHAI provided to the company a deferment in premium payment due to NHAI till 2027 based on projected revenue shortfall. Even with the deferment of NHAI premium payments, project has not generated enough cash flow to sustainably service the lenders obligation resulting in the account becoming SMA with the lenders. ICA was signed among the consortium member bank for restructuring of the account. However, restructuring could not be done. Further, suspended Toll collection since 25th December 2020 on account of farmer agitation on Project Route resulted in non-generation of revenue for the company & account turned to NPA on 30.01.2021.

Company served the termination notice to NHAI under force majeure clause of the concession agreement vide letter dated 27.07.2021. At present, handing over of project assets to NHAI is completed. The company is taken over by NHAI on 07.01.2022 and toll collection is being done by NHAI. At the request of Concessionaire, the NHAI and Concessionaire had agreed to refer the matters pertaining to Termination Payments and other matters to Conciliation Committee appointed as per extant NHAI Policy Guidelines.

### **Base Offer (Anchor Bid)**

1. The Consortium Lenders have received an offer for purchase and acquisition of Non-Performing Asset for a base price of Rs. 300 Crores on a Cash: Security Receipts (“SR”) structure of 15:85 from the anchor bidder (“Anchor Bid”).
2. As per the Cash:SR structure the anchor bidder has agreed to pay 15% of the total consideration offered, upfront and the balance 85% through issuance of SRs
3. A brief snapshot of the sale/assignment of the Non-Performing Asset as given in the Anchor Bid is provided below.

Financial Assets	<ol style="list-style-type: none"> <li>1. All debts and receivables owed to the Lenders under or in relation to the facilities (including all amounts o/s in relation to the facilities under the facility documents, whether as principal, interest, redemption/ prepayment premium, default interest, any other costs, indemnities, expenses, amounts, payments and/or fees or otherwise but shall exclude any undisturbed commitment of the lender under the facility document)</li> <li>2. All security interest, contractual undertakings/comforts, assurances, credit enhancements and guarantees created or provided by the Company or any third party in favor of or for the</li> </ol>
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	<p>benefit of the Lender; (Including any exclusive security interest created in favour of the Lenders) and</p> <p>3. All rights, claims and interest (including beneficial, incidental and ancillary right and claims), whether existing, future, accruing, conditional or contingent, in respect of such debt or receivables arising under the facility documents and otherwise under law</p> <p>4. Without prejudice to the generally of the foregoing, the rights and claims of the Lenders under any related documents in relation to the facilities</p> <p>(together, the “<b>Financial Assets</b>”).</p>
Cutoff date	<b>12.01.2024</b>
Mode of Acquisition	Absolute assignment and transfer of all Financial Assets on a non-recourse basis.
Acquirer	Anchor bidder and/or the trust set up by it who are eligible to acquire and act as lender in respect of the Financial Assets.
Management Fee payable to Trustee	An amount equal to <b>2%</b> per annum payable quarterly as a percentage of net asset value (NAV) of SRs issued by the trust and calculated at the lower of end of recovery rating of outstanding SRs specified by the Credit Rating Agency. Before availability of NAV of SRs, Management fee shall be calculated on the basis of face value of SRs as outstanding in the beginning of the respective quarter. In addition, the Trustee shall be entitled to recover any Indirect Tax including GST, cess, or any other statutory levy, as applicable on the Management Fee.
Recovery Fee	Recovery fee being an amount equal to <b>2%</b> of the gross recovery received or realised from the underlying assets of the trust, shall be payable to anchor bidder as the trustee as & when any amount is realised in respect of the assets of the trust. In addition, the trustee shall be entitled to recover any Indirect Tax including GST, cess, or any other statutory levy, as applicable on the Recovery Fee.
Upside Sharing	Net recoveries made by the trust after full redemption of security receipts shall be shared in the ratio of <b>15:85</b> between the anchor bidder and security receipt holders (other than anchor bidder) after adjusting all expenses and fee payable under the offer document.

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