

IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD
DIVISION BENCH
COURT - 1

ITEM No.145
IA/605 (AHM)2021 in
CP(IB) 607 of 2019

Order under Section 30 IBC

IN THE MATTER OF:

Dharmendra Dhelariya RP of CLS Industries Pvt Ltd
V/s
State Bank of India & Ors

.....Applicant

.....Respondents

Order delivered on ..03/08/2022

Coram:

Madan B. Gosavi, Hon'ble Member(J)
Kaushalendra Kumar Singh, Hon'ble Member(T)

PRESENT:

For the Applicant :
For the Respondent :

ORDER

The case is fixed for pronouncement of order. The order is pronounced in the open court, vide separate sheet.

KAUSHALENDRA KUMAR SINGH
MEMBER (TECHNICAL)

MADAN B GOSAVI
MEMBER (JUDICIAL)

**BEFORE THE ADJUDICATING AUTHORITY
NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
COURT-1**

**IA/605(AHM)/2021
IN
CP (IB) 607 of 2019**

IA/605(AHM)/2021

(An application under Section 30(6) of the Insolvency and Bankruptcy Code, 2016)

CA. Dharmendra Dhelariya,

Resolution Professional of
CLS Industries Private Limited,
Having Office at B-605, Titanium Square,
Thaltej Cross Road, Thaltej,
Ahmedabad – 380 054

.... Applicant

Versus

1. State Bank of India

(Committee of Creditors)
Having an address at: Stressed Assets
Management Branch, 2nd Floor,
Paramsiddhi Complex, Opp. V.S.
Hospital, Near Ellish Bridge,
Ahmedabad – 380 006

.... Respondent No.1

2. M/s. Limore MultiComm Private Limited

(Resolution Applicant)
Having address at: Room No. 4,
Plot No. 62, Survey No. 98, Galapadar,
Gandhidham

.... Respondent No.2

3. Income Tax Department

Having address at: Income Tax Officer,
Ward – 1 & DDO, Gandhidham Aaykar
Bhawan, Plot No. 20/A, Section – 8,
B/h DPT A O Building,
Gandhidham – Kutch (Gujarat)

.... Respondent No.3

In the matter of:

CP (IB) 607 of 2019

(An application under Section 7 of the Insolvency and Bankruptcy Code, 2016)

State Bank of India

....Financial Creditor

Versus

M/s. CLS Industries Private Limited

....Corporate Debtor

Order delivered on: 03.08. 2022

**Coram: Madan B. Gosavi, Member (Judicial)
Kaushalendra Kumar Singh, Member (Technical)**

Appearance:

Mr. Rashesh H Parikh, Advocate for the Applicant.

ORDER

1. The present application is filed by CA Dharmendra Dhelariya the Resolution Professional of M/s CLS Industries Private Limited (“**Corporate Debtor**”) under Section 30 of the Insolvency and Bankruptcy Code, 2016 (**‘IB Code’**) read with regulation 39 (4) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Person), Regulations 2016 (hereinafter referred to as **“CIRP**

Regulations”) for approval of the Resolution Plan of M/s. Limore MultiComm Private Limited.

2. The averments made by the Applicant are summarized as under:-

(i) The Corporate Debtor was admitted into the Corporate Insolvency Resolution Process (“**CIRP**”) vide order dated 02.09.2020 passed by this Adjudicating Authority, and CA. Dharmendra Dhelariya was appointed as an Interim Resolution Professional (“**IRP**”), the Applicant herein. The Applicant had constituted the Committee of Creditors (“**CoC**”) on 22.09.2020 which comprised a sole member, namely, the State Bank of India in accordance with the provisions of Section 18(c) and Section 21 of the IB Code.

(ii) The 1st CoC meeting was held on 28.09.2020 wherein it was resolved to appoint the IRP-CA. Dharmendra Dhelariya as a Resolution Professional. The 2nd CoC meeting was held on 03.11.2020 and the CoC resolved to appoint Registered Valuer for the Valuation of Land and Buildings, Plant and Machinery, and Securities and Financial Assets. The CoC also resolved to publish Form-G for submission of the Expression of Interest (“**EoI**”) by the prospective resolution applicants. Thereafter, the Applicant published form –G on 05.11.2020 and the last date for submission of EoI was 20.11.2020.

(iii) Thereafter, CoC in its 3rd and 4th meetings dated 21.11.2021 and 11.01.2021 also resolved to publish form-G. The Applicant published form G on 24.11.2020 and

12.01.2021 respectively and the last date for submission of EoI was 17.01.2021. One prospective resolution applicant – M/s Limore MultiComm Private Limited submitted its EoI after the last date of submission of EoI i.e. 17.01.2021 which was discussed in the 5th CoC meeting dated 25.01.2021 and the CoC decided to accept the EoI submitted by the said Prospective Resolution Applicant. The CoC in its 6th meeting dated 01.02.2021 further resolved to publish the EoI once again thereafter, the applicant published form –G on 02.02.2021, and the last date for submission of EoI was on 05.02.2021.

(iv) The 7th CoC meeting was held on 24.02.2021 wherein the CoC discussed the resolution plans submitted by the two Prospective Resolution Applicants viz. M/s. Limore MultiComm Private Limited and M/s. G G Herbals Private Limited. The CoC further resolved to extend the period of CIRP by 90 days beyond 180 days as 180 days was to be expired on 01.03.2021. This Adjudicating Authority vide order dated 23.03.2021 allowed the extension of 90 days in IA 203 of 2021.

(v) The 9th CoC meeting was held on 06.05.2021 wherein one of the Prospective Resolution Applicants- M/s G G Herbals Private Limited desired to withdraw its resolution plan and asked to refund the EMD as its proposed resolution plan was not in accordance with the expectation of the CoC. The CoC further asked M/s. Limore MultiComm Private Limited (“**Resolution Applicant**”) to improve its offer of plan value. In the 10th CoC meeting

dated 15.05.2021, the revised resolution plan of the Resolution Applicant was discussed and the CoC directed the RP to intimate the Resolution Applicant to improve the offer and payment terms. The CoC further resolved to refund the EMD submitted by M/s G G Herbals Pvt. Ltd.

- (vi) The CoC in its 11th meeting dated 28.05.2021 resolved the exclusion of a lockdown period of 45 days from the CIRP in view of regulation 40C of CIRP regulations as 270 days were to be expired on 30.05.2021. This Adjudicating Authority vide order dated 06.07.2021 excluded the period of CIRP by 45 days in IA 420 of 2021.
- (vii) The Resolution Applicant submitted its affidavit under Section 29A of the IB code stating that it is not ineligible to submit a Resolution Plan. The CoC in the 12th meeting dated 12.07.2021 discussed the resolution plan submitted by the Resolution Applicant and approved the resolution plan of the Resolution Applicant through e-voting on 26.07.2021 with 100% votes (sole CoC member). The applicant also filed Form-H a compliance certificate with the Application under regulation 39(4) of CIRP regulations.
- (viii) The approved resolution plan is in accordance with the mandatory provisions of the IB Code. As per Section 30(4) of the IB Code, the resolution plan is required to be approved by the CoC with 66% voting shares, however, the present resolution plan has been approved with 100% votes.
- (ix) All vendors/professionals appointed by the Applicant have no conflict of interest and they are independent of the

Corporate Debtor. The relevant documents of the CIRP of the Corporate Debtor were shared after they signed a non-disclosure undertaking.

(x) The reliefs and concessions claimed under the resolution plan are summarized as under;

a) Gujarat Pollution Control Board and Director of Boiler, Labour & Employment Department shall restore/ renew/ revive all its requisite permission/ license if any, laps before or after commencement of the CIRP.

b) All the Claims of Previous Management, Directors, Shareholders, their associates, and family members shall be extinguished on the approval of the resolution by this Adjudicating Authority.

c) All business permits required by the Corporate Debtor to conduct its business and which have been canceled/terminated/revoked/suspended or not renewed may be granted/restored/renewed/reinstated without any additional cost.

d) On the effective date all the outstanding negotiable instruments issued by the Corporate Debtor or by any person on behalf of the Corporate Debtor including demand promissory notes, post-dated cheques, and letters of credit, shall stand terminated and the Corporate Debtor's liabilities under such instruments shall stand extinguished.

e) All dues under the provisions of the Income Tax Act, 1960 including but not limited to taxes, duty,

penalties, interest, fines, cesses, unpaid TDS/TCS, or any other claim of the Income Tax Department whether crystallized or not crystallized shall be extinguished upon the approval of the Resolution Plan by this Adjudicating Authority. It is also stated that all due under the provisions of indirect taxes, whether crystallized, asserted or unasserted, known or unknown including but not limited to the Central Excise Act, 1944, the Finance Act, 1994 (Service Tax), the Customs Act, 1962, Goods and Service Tax Act, 2014 and Gujarat State VAT Act, 2002 shall stand extinguished on the approval of the resolution plan by the Adjudicating Authority.

f) On the effective date, the guarantors that have provided the guarantees for the Corporate Debtor shall not be entitled to exercise any subrogation rights in respect of such guarantees. Since the guarantor's subrogation rights would be unsecured rights, their liquidation value is NIL, hence, the settlement amounts payable to them is NIL.

3. Heard the learned counsel for the Applicant and perused the material on record. It is noted that the Corporate Debtor was admitted in CIRP on 02.09.2020 and CA Dharmendra Dhelariya was appointed as an IRP and the IRP constituted the CoC which was comprised of sole members namely the State Bank of India. The first CoC meeting was convened on 28.09.2020 wherein the IRP was appointed as a Resolution Professional, the Applicant herein. Four EoIs were

published in Form-G on 05.11.2020, 24.11.2020, 12.01.2020, and 02.02.2021 and the last date for submission of the Resolution Plan was 22.02.2021. In response to the publication of Form-G two Resolution Plans were submitted by the Prospective Resolution Applicants, namely, M/s G G Herbals Private Limited and M/s Limore MultiComm Private Limited. However, M/s G G Herbals Private Limited withdrew its resolution plan. A resolution plan of the Resolution Applicant (M/s. Limore MultiComm Private Limited) was discussed by the CoC in its 12th meeting dated 12.07.2021 and approved through e-voting on 26.07.2021 with 100% votes. The Applicant has filed a compliance certificate in Form-H under Regulation 39(4) of CIRP Regulations. A certificate of M/s C.R Shah & Associates, Chartered Accountants is also annexed with the application stating that the Resolution Applicant is eligible to submit the Resolution Plan.

4. The Resolution Applicant has proposed an amount of Rs. 17.50 lakhs for the CIRP costs. It is also proposed to pay an amount of Rs.3,96,75,000/- against the admitted claim of Rs.23,86,51,063/- to the Sole Financial Creditors and no amount is proposed for the payment to the Operational Creditors including State Tax Department and Income Tax Department. The admitted claim of the Operational Creditors is Rs.8,02,30,926/-. No amount is proposed to be paid to the equity shareholders also as the liquidation value of the equity shareholders is Nil.

5. An amount of Rs.32,50,000/- will be paid as an upfront amount within 30 days from the date of approval of the

Resolution Plan by this Adjudicating Authority and the remaining amount of Rs.3,64,25,000/- will be paid within 5 equal installments of Rs.72.85 Lakh plus interest @ of 10% per annum, but no interest shall be paid for the first 30 days. However, the Resolution Applicant has proposed to make all endeavors to make the full payment within 30 days from the date of approval of the Resolution Plan. The details of the proposed payments are as under;

(Amount in Rs. Lakh)

S. No.	Category of Stakeholder*	Sub-Category of Stakeholder	Amount Claimed	Amount Admitted	Amount Provided under the Plan#	Amount Provide to the Amount Claimed (%)
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1	Secured Financial Creditors	(a)Creditors not having a right to vote under subsection (2) of Section 21	N/A	N/A	N/A	N/A
		(b) Other than (a) above:				
		(i) who did not vote in favour of the resolution plan	N/A	N/A	N/A	N/A
		(ii) who voted				

		in favour of the resolution plan	2386.5 1	2386.5 1	415.50	17.41%
		Total [(a) + (b)]	2386.51	2386.51	415.50	17.41%
2	Unsecured Financial Creditors	(a) Creditors not having a right to vote under sub-section (2) of Section 21	NIL	NIL	NIL	NIL
		(b) Other than (a) above:				
		(i) who did not vote in favour of the resolution plan	NIL	NIL	NIL	NIL
		(ii) who voted in favour of the resolution plan	NIL	NIL	NIL	NIL
		Total[(a) + (b)]	NIL	NIL	NIL	NIL
3	Operational Creditors	(a) Relating Party of Corporate Debtor	N/A	N/A	N/A	N/A

		(b) Other than				
		(a) Above:				
		(i) Government	800.88	800.88	NIL	NIL
		(ii) Workmen				
		(iii) Employees				
		(iv) Other Operational Creditors (who supplied goods or provided services)	1.43	1.43	NIL	NIL
		Total [(a) + (b)]	802.31	802.31	NIL	NIL
4	Other Debts and dues					
Grand Total			3188.82	3188.82		

6. No provisions are made in the Resolution Plan for contingent liabilities including any demand from the Income Tax Department/GST Department/State Commercial Tax

Department or outcome of any litigation pending before the different forums/ Courts and if any claim arises after the approval of the resolution plan by this Adjudicating Authority that claims shall be extinguished.

7. As per form- H, the Resolution Applicant has proposed an amount of Rs. 43,30,000/- (10% of the offer value) as performance security. The total amount proposed under the Resolution Plan is Rs.414.25 Lakh (Rs. 414.25 lacs as a plan value + Rs. 25 lakhs fresh funds-based working capital) against the total admitted claim of Rs. 31,88,81,989/- (Operational debt and financial debt). The fair value of the Corporate Debtor is Rs. 6,35,44,106/- and the Liquidation value is Rs. 4,13,38,557/-. The proposed amount under the Resolution Plan is more than the liquidation value of the Corporate Debtor which has been approved by the CoC with 100% votes (sole CoC member).

8. The sources of funds for the Resolution Plan as proposed by the Resolution Applicant is by way of infusing equity capital of Rs. 25,00,000/- and Rs. 414.25 Lakh as an unsecured loan to discharge its obligation. The Unsecured loan will be obtained from the directors of the company and friends & relatives and the resolution plan also states the goods financial position of the resolution Applicant and its Directors. The Monitoring Committee proposed under the Resolution Plan consists of one representative of Secured Financial Creditor (sole member of CoC), one representative of the Resolution Applicant, and the Resolution Professional for supervising and the implementation of the Resolution Plan.

9. It is also stated in the Resolution Plan that this Resolution Plan is not in contravention of the provisions of any applicable laws for the time being enforced as per the Section 30(2)(e) of the IB Code and also states that the resolution plan also confirms such other requirements as may be specified by the IBBI from time to time which complies Section 30(2)(f) of the IB Code.

10. The feasibility and viability of the Resolution Plan in compliance with Regulations 38(3)(b) of the CIRP Regulations have also been considered by the CoC. The Resolution Applicant has given an affidavit under Section 29A of the IB Code stating that it is not ineligible to submit a Resolution Plan for the Corporate Debtor.

11. It is noted that an application was filed by the Applicant for releasing an amount of Rs. 2,78,998.51/- lying in the current account with ICICI bank on which a lien has been marked by the Assistance Commissioner State Tax and this Adjudicating Authority vide order dated 27.06.2022 rejected the said application on the ground that the application is not maintainable. It is also noted that an amount of Rs. 4,11,708.28/- is lying in a current account maintained with HDFC Bank as a Fixed Deposit which is linked with the Bank Guarantee (BG) No. 216GT01110550001 and active now. Hence, we are of the considered view that if the aforesaid amount recovered shall be distributed to the stakeholders as per applicable provisions of the IB Code that shall be over and above the plan value.

12. As far as reliefs and concessions claimed by the Resolution Applicant, the law has been well settled by the Hon'ble Supreme Court in the case of ***Ghanashyam Mishra and Sons Private Limited Vs. Edelweiss Asset Reconstruction Company Limited and Ors. reported in MANU/SC/0273/2021*** in the following words:

(i) “The legislative intent behind this is, to freeze all the claims so that the resolution applicant starts on a clean slate and is not flung with any surprise claims. If that is permitted, the very calculations on the basis of which the resolution applicant submits its plans would go haywire and the plan would be unworkable.

(ii) We have no hesitation to say, that the word "other stakeholders" would squarely cover the Central Government, any State Government, or any local authorities. The legislature, noticing that on account of obvious omission, certain tax authorities were not abiding by the mandate of I&B Code and continuing with the proceedings, has brought out the 2019 amendment so as to cure the said mischief...”

13. In view of the above, we hold that the Resolution Applicant cannot be saddled with any previous claim against the Corporate Debtor prior to initiation of its CIRP. The permits, licenses, leases, or any other statutory right vested in the Corporate Debtor shall remain with the Corporate Debtor and for the continuation of such statutory rights, the

Resolution Applicant has to approach the concerned statutory authorities under relevant laws. In view of the above, we are of the considered view that the Resolution Plan has complied with the provision of Section 30(2) of the IB Code and Regulations 38 and 39 (1) of CIRP Regulations. Accordingly, we allowed this present application with the following orders:-

ORDER

I. Application is allowed.

II. The resolution plan of M/s. Limore MultiComm Private Limited for Corporate Debtor, i.e., M/s. CLS Industries Private Limited stands allowed as per Section 30(6) of the IBC, 2016.

III. The approved 'Resolution Plan' shall become effective from the date of passing of this order. A copy of the approved plan is enclosed with this order.

IV. The order of moratorium dated 02.09.2020 passed by this Adjudicating Authority under Section 14 of IB Code, 2016 shall cease to have effect from the date of passing of this order.

V. The Resolution Professional shall forthwith send a copy of this Order to the participants and the Resolution Applicant(s).

VI. The Resolution Professional shall forward all records relating to the conduct of the Corporate Insolvency Resolution Process and Resolution Plan to the Insolvency and Bankruptcy Board of India to be recorded in its database

VII. Accordingly, **IA/605(AHM)/2021 in CP(IB) 607(AHM)/2019** is allowed and stands disposed of in terms of the above directions.

VIII. A certified copy of this order, if applied for, is to be issued to all concerned parties upon compliance with all requisite formalities.

**KAUSHALENDRA KUMAR SINGH
MEMBER (TECHNICAL)**

**MADAN B GOSAVI
MEMBER (JUDICIAL)**

Swetambary/Ramashish

Resolution Plan ForCLS INDUSTRIES PRIVATE LTD.General Details

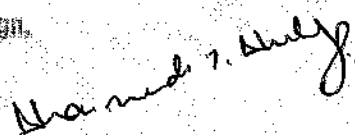
Sr. No.	Particulars	Detail
1	Name of the resolution applicant	LimoreMulticom Private Limited,, (Leader of Consortium of M/S. LimoreMulticom Pvt. Ltd. , MomayabhaiBorichaand Miss JyotiFafal)
2	Status of the applicant	Private Limited Company
3	Correspondence address of the resolution applicant	ROOM NO. 4, PLOT NO. 62, SURVEY NO. 98, GALPADAR - GANDHIDHAM
4	PAN of the resolution applicant	AAECL3397G
5	E-mail ID of the resolution applicant	limoremulticom@gmail.com
6	Phone No.	998901842
7	Relationship with Corporate Debtor if any	No Relation
8	Detail of EMD to be payable at the time of submission of Resolution Plan	Rs. 25,00,000/-
9	Date of Submission of Original Resolution Plan	22/02/2021
10.	Date of Submission of this revised Resolution Plan	13/07/2021

For LIMORE MULTICOM PVT. LTD.



Director/Author Sign.

Page 1 of 44

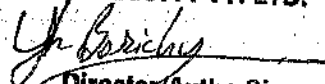


Resolution Plan

(Pursuant to Section 30 of the Insolvency and Bankruptcy Code, 2016 read with Regulation 37, 38 & 39 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016)

IN THE MATTER OF CLS INDUSTRIES PRIVATE LIMITED, Pursuant to issued by Resolution Professional on 31ST January 2021 inviting resolution plan from potential resolution applicant for **CLS INDUSTRIES PRIVATE LIMITED.,** we **M/S. LIMORE MULTICOM PRIVATE LIMITED.,** (resolution applicant), hereby present a resolution plan based on the information memorandum and documents available in the public domain. The resolution plan complies with the provisions of Section 30 of the Insolvency and Bankruptcy Code, 2016 read with Regulation 37, 38 & 39 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

For LIMORE MULTICOM PVT. LTD.


Director/ Autho. Sign.

Shamendra S. Shetye

INDEX

Sr No.	Particulars	Chapter No.	Page No. from	Page No. upto
1.	Introduction of Resolution Applicant	I	4	5
2.	Information of Corporate Debtor	II	6	7
3.	Resolution Plan	IV	8	38
4.	Assumptions and Limitations	V	39	40
5.	Concluding Remarks	VI	41	41
6.	Effective Date Actions	VII	42	43

For LIMORE MULTICOM PVT. LTD.

[Handwritten Signature]
Director/ Autho. Sign.

[Handwritten Signature]

CHAPTER I: INTRODUCTION OF RESOLUTION APPLICANT

1.0 Resolution Applicant: M/s Limore Multicom Private Limited., (Directors : Shri Momayabhai Borichai S/o Shri Lakhabhai Boricha and Miss Jyoti Valjibhai Fafal D/o of Shri Valjibhai Fafal) having registered office at Room No. 4, Plot No. 62, Survey No. 98, Galpadar – Gandhidham

1.1 About the Resolution Applicant

The Resolution Applicant is a private Limited Company incorporated under Company's Act 2013. The Resolution Applicant is mainly engaged in the business of Timber and proposed to install manufacturing facilities in Meghpar borichi – Anjar kutch

1.2 About the Group/Associate/Sister firms

Mr. Momaya Lakhabhai Boricha is Proprietor in following firms/Company:

1. Aura Impex

1.3 Summary of Financial Performance Profile of Resolution Applicant is as under:

The company has an object to establish warehouse for production of various commodities which includes Plywood, Blockboard and Flush Doors. The two directors who are the part of Constortium Application are both with a fine network. The network of Jyoti Fafal consists of her Investment in Jewellery and ornaments of Current Market value Rs. 54.60 Lacs and the stocks and debtors of her personal business amounting to Rs. 16.50 Lacs in addition to Gadgets, Mobile Phones, computers and Furniture and fixtures amount to Rs. 3.75 Lacs. Further the network of Momaya Boricha consists of his Land and building amounting to Rs. 43.50 Lacs in addition to his jewellery of Rs. 49.92 Lacs and Loans and advances of Rs. 14.50 Lacs. His bank and cash balances were Rs. 6.57 lacs and debtors and stocks of his personal business were amounting to Rs. 12.43 Lacs. Hence the network of both the directors are strong enough which makes the consortium financially strong to hand the business .

For LIMORE MULTICOM PVT. LTD.

Ys Borichy
Director/ Autho. Sign.

Shamunda T. Shetye

1.7 Details of relationship with the Corporate Debtor: No Relationship

1.8 **Financial performance of the Resolution Applicant**

The past performances of the consortium applicants could be verified from the Net worth and the ITRs provided. The Net worth of the consortium is above Rs. 200 Lacs which proves the fine financial past performances of Directors. The directors are both young and locally native of kutch and earning handsome profits since last 2 -3 years from their independent businesses which could be seen from their Net worth.

For LIMORE MULTICOM PVT. LTD.

[Handwritten Signature]
Director/ Autho. Sign.

[Handwritten Signature]

CHAPTER II: INFORMATION OF CORPORATE DEBTOR

About the CIRP Process of Corporate Debtor:

The Hon'ble Ahmedabad Bench of NCLT vide order No. CP (I.B) No 607/7/NCLT/AHM/2019 dated 2nd September, 2020 in the case of State Bank of India V/s M/s CLS Industries Private Limited has initiated Corporate Insolvency Resolution Process (CIRP) against M/s CLS Industries Private Limited. By the same order the Hon'ble NCLT has appointed Mr. Dharmendra Dhelariya, registration No.: IBBI/IPA-001/IP-P00251/2017-2018/10480 as the Interim Resolution Professional.

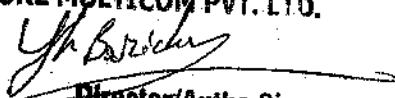
The Committee of Creditors has continued Interim Resolution Professional as Resolution Professional in First CoC Meeting held on 28th September 2020.

COMPANY OVERVIEW

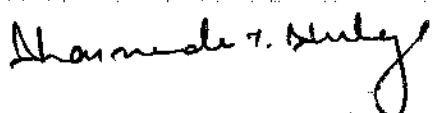
CORPORATE PROFILE OF THE CORPORATE DEBTOR

Company Master Data	
CIN	U20200GJ2008PTC052872
Company / LLP Name	CLS INDUSTRIES PRIVATE LIMITED
ROC Code	ROC- Ahmedabad
Registration Number	052872
Company Category	Company Limited by Shares
Company Sub-Category	Non- Govt. Company
Class of Company	Private
Authorised Capital (Rs)	7,50,00,000/-
Paid up Capital (Rs)	6,95,35,000/-
Number of Members (Applicable in case of company without Share Capital)	NA

For LIMORE MULTICOM PVT. LTD.

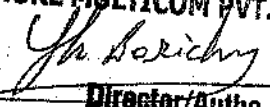

Director/Author Sign.

Page 6 of 44



Date of Incorporation	11/02/2008
Registered Address	Plot No. 45, S. No. 89, Meghpar Borichi, Anjar - Kutch, Meghpar Borichi, Kachchh GJ 370110 IN
Email Id	clsind@clsharmagroup.com
Whether Listed or not	Unlisted
Date of last AGM	30/09/2019
Date of Balance Sheet	31/03/2019
Company Status (for efilling)	Under Corporate Insolvency Resolution Process

Directors/Signatory Details			
DIN/PAN	Name	Begin date	End date
00514250	Mr. Mohit Shyam Sharma (Suspended Director)	15/05/2010	-
00516317	Mr. Rohit Shyam Sharma (Suspended Director)	15/05/2010	-
			-

For LIMORE MULTICOM PVT. LTD.

 Director/ Autho. Sign.

Sharmada S. Shuley

CHAPTER III: RESOLUTION PLAN

The Resolution Applicant has taken into account the interest of all stakeholders of the Corporate Debtor to the extent possible, as envisaged in this Resolution Plan for insolvency resolution of CLS Industries Pvt. Ltd., and to ensure continuity of business along with most effective use of the assets of CLS Industries Pvt. Ltd. as a going concern basis (Regulation 38(1A)).

Business Rationale and Revival Plan envisaged By Resolution Applicant in Brief:

This Resolution Plan provides proposals with respect to:

- a. Proposal for Insolvency Resolution Process Costs in priority to all other debts
- b. Proposal for Financial Creditors (Secured and unsecured)
- c. Proposal for Employees of Corporate Debtor
- d. Proposal for Operational Creditors
- e. Proposal for Statutory Dues
- f. Proposal for Contingent Liabilities
- g. Proposal for Consideration to the Equity Shareholders of Corporate Debtor pursuant to its change of management.

Part A: SUMMARY IN BRIEF

- 1. Upon sanction of Resolution Plan, CLS Industries Pvt. Ltd. under new management of Resolution Applicant will take over the Corporate Debtor as per the terms and conditions of payment as envisaged in this Resolution Plan.
- 2. Corporate Restructuring through Cancellation of present Share Capital comprising of Equity of corporate debtor and issuance of New Share Capital in favour of the Resolution Applicant and its associates coupled with change of Board of Directors and handing over of the management to the Resolution

For LIMORE MULTICOM PVT. LTD.

[Signature]
Director/Author Sign.

Narinder K. Singh

Applicant as per the terms and conditions as envisaged in the Resolution Plan will take place immediately upon sanction by Adjudicating Authority from Effective Date.

(Hereinafter "effective date" means a date on which the Resolution Plan is approved by the Adjudicating Authority)

2.1 Resolution Plan provides for take over as going concern basis of CLS Industries Private Limited (Corporate Debtor) by Resolution Applicant and subsequently transfer of all the undertaking of Corporate Debtor to Resolution Applicant which includes all assets and liabilities (liabilities to be recognized after giving effect of the proposals in this Resolution Plan for the respective stakeholders).

2.2 The Resolution Plan ensures continuity of business of Corporate Debtor which preserves going concern valuation of the Corporate Debtor and also to develop market and generate adequate cash flow as compared to an asset under liquidation. Other benefits are asunder:

- a. Help to facilitate revival/rehabilitation of the CLS Industries Private Limited ;
- b. Result in enhancing the scale of operations and reduction in overheads, administrative, managerial and other expenditure, operational rationalization, sharing of organizational efficiency and optimal utilization of resources;
- c. Expertise of Resolution Applicant to manage the Timber business and availability of talent pool and marketing personnel of the Resolution Applicant will enable to enhance the business operations and provide significant impetus to its growth and will give additional strength to the operations and management of the CLS Industries Private Limited .
- d. Restructured and re-financed entity be able to undertake larger expansion strategies and to tap bigger opportunities in the industry;
- e. Consolidation of managerial expertise of the companies will facilitate greater focus and utilization of resources.

3. Pursuant to the amendment to Regulation 38 of the CIRP Regulations by the

For LIMORE MULTICOM PVT. LTD.

[Signature]
Director/ Autho. Sign.

[Signature]

Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) (Third Amendment) Regulations, 2017 dated 7th November 2017, the prescribed details of the Resolution Applicant are provided in this Resolution Plan.

- 4. The principles to be followed for the accounting treatment of the Corporate Debtor after the Effective Date set out in this Resolution Plan (Accounting Provisions and Compliance).
- 5. Entire Resolution Plan: The Plan along with its Annexure constitutes the entire resolution plan of the Resolution Applicant within the meaning of Section 30 of the Code and Regulation 38 of the CIRP Regulations and supersedes and cancels any prior oral or written plan, agreement or understanding in this regard.

PART B: PROPOSAL FOR INSOLVENCY RESOLUTION PROCESS COST

Insolvency Resolution Plan consider Insolvency Resolution Process Costs which has been estimated at an amount of **Rs.17.50 Lakhs** which includes payment to Interim Resolution Professional and/or Resolution Professional and all amount of expenses incurred by IRP and/or RP, during the CIRP period to the extent duly ratified or approved by the Committee of Creditors (COC), and shall be paid in priority to all other debts by CLS Industries Private Limited after the approval of Resolution Plan by Adjudicating Authority.

The source for amount can be identified as a commitment by resolution applicant for **Rs. 17.50 Lakhs**.

PART C: SETTLEMENT OF CORPORATE FINANCIAL DEBTS AND EMPLOYEES DUES:

I. FINANCIAL CREDITORS CLAIM LIST

For LIMORE MULTICOM PVT. LTD.

Jh Bordey
Director/ Autho. Sign.

Shameel T. Shuley

As per the Information Memorandum, vide page No 10 has confirmed total outstanding of Financial Creditors of the Company as Rs. 23,86,51,063/- as follows:

Sl. No	Name of the Claimant	Amount of Claim	Amount of Claim Provisionally Admitted	Security Interest, if Any
1	State Bank of India	23,86,51,063	23,86,51,063	As per Annexure Note - A

Note - A - State Bank of India has following security interest

- a) Hypothecation over Stock and Receivables
- b) Plant and machinery for wooden Industries procured out of Bank finance
Situating at Factory Plot no. 38,43,44 & 45 Village: Meghpar Borichi, City Tal-Anjar, Dist-Kutchh.
- c) Equitable Mortgage of
 - i) Factory Building at Plot no.38,43,44 & 45 Village: Meghpar Borichi, City Tal-Anjar, Dist-Kutchh
 - ii) Freehold Land at Plot no.38 & 45 Village : Meghpar, Borichi, City Tal. Anjar, Distl Kutchh.
 - iii) Leasehold Land at Plot no.43 & 44 Village : Meghpar, Borichi, City Tal. Anjar, Distl Kutchh.
(Lease period for 30 Years commencing from 08-June-2010 and terminating on 07-June-2040)
 - iv) Leasehold Land at Survey No. 89 plot No. 8, village MeghparBorichi, Tal-Anjar Dist-Kutch.
(Lease period for a period of 30 Years commencing from 11th January 2011 and terminating on 10th January 2041).
(Excluding third party property mortgaged to bank to secure facilities sanctioned.)

For LIMORE MULTICOM PVT. LTD.

Jh. Borichy
Director/ Autho. Sign.

Page 11 of 44

Sharmada T. Shetye

II. OPERATIONAL CREDITORS CLAIM LIST

As per the Information Memorandum & revised claim details as provided by RP, there is total outstanding of Operational Creditors of the Company as Rs. 8,02,30,926/- as follows:

Sl. No.	Name of the Claimant	Amount of Claim	Amount of Claim Provisionally Admitted	Security Interest, if Any
1	State Tax Department (GST)	7,95,98,201	7,95,98,201	N/A
2	Income Tax Department	4,89,990	4,89,990	N/A
3	Kishan Traders	60,831	60,831	N/A
4	Shree Laher Orgo Chem	55,737	55,737	N/A
5	Shree Ram Enterprise	26,167	26,167	N/A
	Total	8,02,30,926	8,02,30,926	

III. EMPLOYEES DUES

As per the Information Memorandum Provided by the Resolution Professional, DATA IS NOT AVAILALABLE as mentioned on page no. 16 of Information Memorandum.

III. Terms of Settlement:

Sr. No.	Particulars	Financial Creditors
1	Admitted Dues	Rs. 23,86,51,063/-
2	Amount to be paid	Rs. 3,96,75,000/-
3	Repayment tenure	180 Days
4	Security	NIL
5	Other Conditions	The responsibility of allocation and distribution

For LIMORE MULTICOM PVT. LTD.

[Signature]
Director/ Autho. Sign.

Page 12 of 44

[Signature]

		of the proceeds among the secured financial lenders / unsecured financial lenders shall be determined by the Committee of Creditors
--	--	---

For Financial Creditors (Secured & Unsecured)

Resolution Applicant proposes to settle the Corporate Financial Debts as provided in Clause I hereinabove at Rs. 3,96,75,000/-to be paid within 30 Days of Sanction of Resolution Plan by Adjudicating Authority subject to grace period of 180 days along with interest @ 10% p.a. payable for amount paid after 30 days:

Repayment Schedule

Sr. No.	Installment	Amount
1	Upfront- within 30 days from the date of Approval of Resolution Plan by Adjudicating Authority	32,50,000
2	Balance to be paid in 5 Equal installment of Rs. 72.85 Lacs plus interest @ 10% p.a.	3,64,2,5000
	Total	3,96,75,000

The Resolution Applicant propose to make the payment within a period of 180 days from the approval of Resolution Plan with interest @ 10% p.a. after 30 days. The Resolution Applicant **shall not pay any interest for first 30 Days** from the effective date. The Applicant propose to make all endeavor to make the full payment within 30 days from the order of approval of Resolution Plan and interest shall be paid on reducing balance method and amount paid first apply towards interest.

For LIMORE MULTICOM PVT. LTD.

Yk Borichy
Director/Author Sign.

Shamshul T. Shilg

Repayment schedule is as under:-

(Rs. In Lacs)

Payment up to	Principal	Interest (@ 10% p.a)	Total Payment	Outstanding
				396.75
Within 30 Days*	32.50	0.00	32.50	364.25
60 th Day	72.85	3.04	75.89	291.40
90 th Day	72.85	2.43	75.28	218.55
120 th Day	72.85	1.82	74.67	145.70
150 th Day	72.85	1.21	74.06	72.85
180 th Day	72.85	0.61	73.46	-
Total	396.75	9.11	405.86	

(*Including EMD / Performance Guarantee lying with Resolution Professional and excluding Rs. 17.50 Lacs proposed towards CIRP Cost)

In the event of RA unable to remedy the default, the Secured Financial Creditors will be entitled to take any and / or all measures as provided in IBC. The Secured Financial Creditors will cease to have and release their all lien/ charges on the Assets of the Company upon full and final payment of amount as envisage in this resolution plan. The Resolution Applicant will be entitled to offer all current assets and fixed assets for fresh borrowings for Working Capital including WCDL and or any fresh loan including but not limited to term loan or any other loan for funding cost of rehabilitation of Corporate Debtor after full and final payment of secured financial creditors as proposed in this Resolution Plan. RA shall be allowed to give any or all assets as collateral security to any bank or any financial institution after full and final payment to secured financial creditors as proposed in this Resolution Plan.

Resolution applicant shall be entitled to create the first charge over the assets created by the resolution applicant including any current assets after revival of the Corporate Debtor.

For LIMORE MULTICOM PVT. LTD.

[Signature]
Director/ Autho. Sign.

Page 14 of 44

[Signature]

There would be no further claim or right of recompense of Secured Financial Creditors save and except enunciated in the Information Memorandum and various Addendums circulated by RP.

Any realization from any pending insurance claim with respect to the assets of the Corporate Debtor, if realize in future, secured financial creditor shall be entitled to get the same without any deduction. However, any expenses incurred by Resolution Applicant for such realization, the same shall be reimbursed to the Resolution Applicant as actual.

On the date of Approval of AA, The RA shall be handed over possession of the fixed and current assets of company including lease hold properties also and shall be allowed to do day to day operational work to convert the assets into running status without any change in the form of fixed assets after upfront payment of Rs. 50 Lacs against the overall amount proposed to be paid by the Resolution Applicant in this Resolution Plan.

III. Further the Lenders will be entitled to recover any amount from the previous management as part of CIRP proceedings for period prior to the sanction of RP by Adjudicating Authority if it is found to be recoverable as per IBC. Such recovery if any will be additional realization of the Secured Financial Creditors saves and except the same is decided to be distributed differently by Adjudicating Authority.

IV. If the Adjudicating Authority reverses or sets aside any avoidable transactions under Sections 43, 45, 47, 49, 50 or 66 of the Code, then such assets or proceeds from transaction shall be a pass-through to the stakeholders of the Corporate Debtor as per the provision of Code and accordingly. Such proceeds shall be over and above the total amount proposed in this resolution plan by the Resolution Applicant (Regulation 35A).

For LIMORE MULTICOM PVT. LTD.

[Signature]
Director/ Autho. Sign.

Page 15 of 44

[Signature]

PART D: PROPOSAL FOR OPERATIONAL CREDITORS OF CORPORATE DEBTOR

As per the Information Memorandum and revised claim details as provided by RP , There is total outstanding of Operational Creditors (excluding Govt. dues) of the Company as Rs. 1,42,735/- as follows:

Sl. No.	Name of the Claimant	Amount of Claim	Amount of Claim Provisionally Admitted	Security Interest, if Any
1	Kishan Traders	60,831	60,831	N/A
2	Shree Laher Orgo Chem	55,737	55,737	N/A
3	Shree Ram Enterprise	26,167	26,167	N/A
	Total	1,42,735	1,42,735	

As per the Code, the Operational Creditors are required to be paid the minimum amount which shall not be less than the amount to be paid to such creditors in the event of Liquidation of the Corporate Debtor or the amount that would have been paid to such creditors if the amount to be distributed under Resolution Plan had been distributed in accordance with Section 53 of Code. Based on our assessment, the Liquidation Value is likely to be even insufficient to satisfy the claims of the Financial Creditors in full. In that case, the Liquidation Value accruing to Operational Creditors (Excluding Employees and Workmen Dues) would be NIL.

The Resolution Applicants propose to pay NIL amount to Operational Creditors (excluding employees and Workmen) towards settlement of debt owed to Operational Creditor (Excluding Governmental Dues). It is also further clarified that the terms of this Resolution Plan applicable to Operational Creditors shall be binding on the Governmental Authorities as well. All the dues payable to Operational Creditors (excluding employees and Workmen) shall be written off

For LIMORE MULTICOM PVT. LTD.

Y. B. S. S.
Director/ Autho. Sign.

Shananda 7. S. S.

in full and shall be, and be deemed to be, permanently extinguished, restructured, restated, converted, assigned, written-down or written-off, as the case may be, on the Plan Approval Date by NCLT.

I. Extinguishment of Claim of Operational Creditors

Liability of Corporate Debtor and/or Resolution Applicant for Operating Creditors shall be restricted to the Claims notified and accepted by Resolution Professional and forming parts of Information Memorandum. All other claims of Operational Creditors including any amount outstanding in the books of accounts of the Corporate Debtor other than claim received and admitted and mentioned in Information Memorandum shall be extinguished as per Extinguishment of Claim (part K of Chapter IV of this Resolution Plan) with no recourse to the Corporate Debtor and / or Resolution Applicant and / or past management personnel of Corporate Debtor.

PART E: PROPOSAL FOR STATUTORY DUES OF CORPORATE DEBTOR

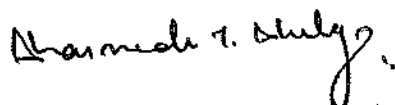
Sl. No.	Name of the Claimant	Amount of Claim	Amount of Claim Provisionally Admitted	Security Interest, if Any
1	State Tax Department (VAT/GST)	7,95,98,201	7,95,98,201	N/A
2	Income Tax Department	4,89,990	4,89,990	N/A

As per Code, Statutory liabilities considered to be at par with operational creditors, accordingly, the payment due to outstanding Govt. Dues, taxes, etc. should not be less than the liquidation value payable to the operational creditors in the event of a liquidation of the Company under section 53 of the IBC. The Statutory liabilities payable by Company includes, without limitation, claims under all taxes and provident fund payments. Based on our assessment, the Liquidation Value is likely to be even insufficient to satisfy the

For LIMORE MULTICOM PVT/LTD.


Director/Author. Sign.

Page 17 of 44



claims of the Financial Creditors in full. In that case, the Liquidation Value accruing to Operational Creditors (excluding employees and Workmen) would be NIL. Hence no amount would have been payable to the Statutory Creditors in terms of section 53 of the IBC.

The Resolution Applicants propose to pay NIL amount to Statutory Operational Creditors towards settlement of debt owed to Statutory Operational Creditors. It is also further clarified that the terms of this Resolution Plan applicable to Operational Creditors shall be binding on the Governmental Authorities as well. All the dues payable to Statutory Creditors (excluding employees and Workmen) shall be written off in full and shall be, and be deemed to be, permanently extinguished, restructured, restated, converted, assigned, written-down or written-off, as the case may be, on the Plan Approval Date by NCLT.

PART F: PROPOSAL FOR CONTINGENT LIABILITIES OF CORPORATE DEBTOR

1. As per Information Memorandum, various litigations are pending with different courts, tribunals, government authorities. Liabilities arise if any from the outcome of the pending litigations, shall be stand extinguished and no any amount shall be payable by the Resolution Applicant once the resolution plan is approved by the Adjudicating Authority.
2. All the contingent liabilities including any demand from the Income Tax Department / GST Department / State Commercial Tax Department subsequently based on assessments, which may or may not have not been confirmed in past, during or before the CIRP or even may be confirmed in the time to come are proposed to be waived off fully immediately upon sanction of Resolution Plan.

Even any other known or unknown (whether recorded or not recorded in

For LIMORE MULTICOM PVT. LTD.

[Signature]
Director/ Autho. Sign.

[Signature]

books) are proposed to be waived off fully.

3. Without prejudice to above, all liabilities (including without limitation, for any penalty, interest, fines or fees) or obligations of the Company, in relation to; (A) any unmet export obligations under the export promotion capital goods licenses held by the Company (whether subsisting or not) (B) any investigation, inquiry or show - cause, (C) any non-compliance of any applicable laws, rules, regulations, directions, notifications, circulars, guidelines, policies licenses , approvals, consents or permission; (D) change of control, transfer charges, unearned increase, compensation , or any other such liability whatsoever under any contract, agreement, lease, license, approval , consent or permission to which the Company are entitled; any leasehold rights or freehold rights to movable or immovable properties in the possession of the Company (including but not limited to the leases, letter of intent or other agreements/contracts/ arrangements for immovable property entered into by the Company with the Central Government and State Government); (F) any contracts, agreement or commitments made by the Company, (G) any show cause notices, demand notices, issued by any regulatory, Government Authority; and (H) any excise , customs , service tax , goods and service tax demand notices in each of the foregoing cases whether admitted or not, due or contingent, asserted or unasserted, crystallized or un-crystallised, known or unknown, secured or unsecured, disputed or undisputed, present or future, whether or not set out in the IM, the Balance sheets of the Company, in relation to any period prior to the plan effective date or arising on account of the acquisition of control by the Applicant over the Company pursuant to this Resolution Plan, will be written off in full and will be deemed to be permanently extinguished by virtue of the order of the NCLT Approval this Resolution Plan and all such investigation, inquiries or show-cause in relation to the foregoing shall be disposed of, and the Company or the Applicant shall at no point of time be, directly or indirectly , held responsible or liable in relation thereto.

For LIMORE MULTICOM PVT. LTD.

[Handwritten Signature]
 Director/ Autho. Sign.

[Handwritten Signature]

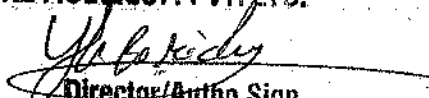
4. Any and all rights and entitlements of the Governmental Authorities including but not limited to be Central Government, the State Governments any regulatory or local authority or body or any agency or instrumentally thereof (or any other party or entity under any agreement, lease, license, approval, consent or permission) whether admitted or not due or contingent, asserted or unasserted, crystallized or un-crystallised, known or unknown, disputed or undisputed, present or future, in relation to any period prior to the plan effective date or arising on account of the acquisition of control by the Applicant over the Company pursuant to this Resolution Plan, shall be deemed to be permanently extinguished by virtue of the order of the NCLT approving this Resolution Plan and the Company or the Applicant shall at no point of time, directly or indirectly, have any obligation, liability or duty in relation thereto.

PART G: PROPOSAL FOR SHAREHOLDERS OF CORPORATE DEBTOR:

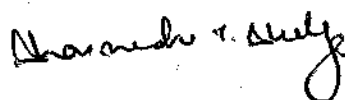
The authorized share capital of the corporate debtor is Rs.7,50,00,000 and the paid up capital of the corporate debtor is of Rs. 6,95,35,000 (Paid Up capital as per Audited Balance Sheet 2019 is Rs. 6,95,35,000. In total there are 39,92,350/- equity shares each of face value of Rs.10, 75000 Special Equity Shares of Rs. 10/- each carrying 100 Voting rights per share, 28,86,150 – 5% Non Cumulative Redeemable Preference Shares of Rs. 10 each carrying 1 voting right per share

Sl. No.	Name of Shareholder	Number of Share	Category of Shares
1	Mr. Mohit Shyam Sharma	2607156	Equity and Special Equity Shares
2	Mr. Shyam C.	140054	Equity

For LIMORE MULTICOM PVT. LTD.


Director/Author Sign.

Page 20 of 44



	Sharma		
3	Mr. Rohit Shyam Sharma	100734	Equity
4	Mrs. Bhavna Rohit Sharma	32,585	Equity
5	Mrs. Radha Shyam Sharma	100102	Equity
6	Mrs. Sapna Mohit Sharma	358711	Equity
7	Mrs. CLS Enterprise Pvt. Ltd.	398002	Equity
8	Mangalam Dealmark Private Limited	99,000	Equity
9	Lawa Marketing Private Limited	99,000	Equity
10	Crystal Dealmark Private Limited	66,000	Equity
11	Twister Vincom Private Limited	66,000	Equity
12	C L Sharma Resorts Private Limited	6	Equity
13	Mr. Rohit Shyam Sharma	2886150	Special Equity Shares
	Total	69,53,500	

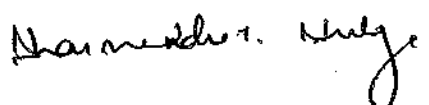
(The Above details are extracted from the Audited Balance Sheet for the year ended on 31st March 2019 & Information Memorandum)

- As provided earlier in this Resolution the Liquidation value of the Company is not sufficient to cover debt of the Financial Creditors of the Company in full.

For LIMORE MULTICOM PVT. LTD.


Director/Author Sign.

Page 21 of 44



Therefore, the Liquidation Value of the Equity Shareholder is estimated to be Nil. Share capital of the corporate debtor shall stand extinguished without any payment (including any cancelled value of the said equity shares or preference shares) to the shareholders of the corporate debtor holding such existing share capital. Any other equity-linked securities, securities convertible into or exchangeable with equity shares of the corporate debtor and all other securities of the corporate debtor, if any, shall also stand cancelled and extinguished without any payment and /or further action.

2. On the effective date, equity shares of the corporate debtor having an aggregate face value equal to the Subscription amount ("New Equity Shares") will be issued and allotted by the corporate debtor to the resolution applicant in consideration of subscription amount.

3. Procedure for cancellation of exiting share capital and issuance of new equity shares:

3.1 The cancellation the existing share capital and issue and allotment of the new equity share by the corporate debtor is being effected as an integral part of and in accordance with the plan and shall be deemed to have been carried out without any further deed or action requires by the corporate debtor or any other person as if the procedures laid down under section 42, section 62(1)(c), section 66 and other provisions of the 2013 act and related rules and other applicable laws are duly complied.

3.2 In terms of the circular (ref IBC/01/2017) dated 25 October 2017 issued by the ministry of corporate affairs, approval of the shareholders of the corporate debtor to the transactions contemplated under the plan including the cancellation of the existing share capital and offer and issuance of the new equity shares shall be deemed to have been given on the approval of the plan by the NCLT.

3.3 It is clarified that the approval of the NCLT and the committee of the creditors shall also constitute adequate approval for cancelation of the existing share

For LIMORE MULTICOM PVT. LTD.

[Handwritten Signature]
Director/ Autho. Sign.

[Handwritten Signature]

capital in accordance with section 55 and other provisions of the 2013 act and issuance of new equity shares in accordance with section 42 and section 62 (1) (c) of the 2013 act and other applicable law and accordingly, no approval/consent shall be necessary from the members of the corporate debtor or any other person in relation to either of these actions under any agreement, the constitutional documents of the corporate debtor or under any applicable law.

3.4 For the purpose of providing information to the registrar of companies in respect of the offer and issuance of new equity shares:

3.4.1 The corporate debtor shall and the resolutions professional shall cause the corporate debtor to, issue the offer letter to the resolution applicant to subscribe to the new equity share in form PAS-5 along with a serially numbered application form;

3.4.2 the corporate debtor shall and the resolution professional shall cause the corporate debtor, to maintain a complete record of the private placement offer made to the resolution applicant in form PAS-5;


3.4.3 the corporate debtor shall and the resolution professional shall cause the corporate debtor to, file the copy of the record of the private placement offers in form PAS-5 along with the private placement offer letter in form PAS-4 with the registrar of companies within the time prescribed under applicable law;

3.4.4 the resolution applicant shall accept the offer to subscribe to the new equity shares by duly executing and returning to the corporate debtor, the application form appended to the private placement offer letter;

3.4.5 after the issue and allotment of the new equity share in terms hereof, within the specified time period prescribed under applicable law, the corporate debtor shall file the return of allotment in form PAS-3 with the registrar of companies; and

3.4.6 the corporate debtor shall expense the non-cash consideration in relation to the new equity shares in accordance with the accounting standards, in its books of accounts.

For LIMORE MULTICOM PVT. LTD.


Director/Author. Sign.

Shamendra T. Shetye

PART I: CONCESSION AND RELIEF SOUGHT

Details of concessions or reliefs to be sought by the Corporate Debtor and/or Resolution Applicant from various parties are:

1. From Gujarat Pollution Control Board:

Gujarat Pollution Control Board shall restore all its requisite permission if any laps before or after commencement of CIRP on approval of Resolution Plan. Any earlier laps in documentation, fees, and penalties shall be restored on approval of resolution plan.


2. From Director of Boiler, Labour & Employment Department:

Director of Boiler, Labour and Employment department shall grant the renewal / revival of the license issued to the Corporate Debtor upon approval of resolution plan. Any laps in documents, unavailability of any documents or paper with the Corporate Debtor/Resolution Professional with respect to license already issued in the name of the Corporate Debtor shall not be the constrained for renewal of the license upon approval of the resolution plan by the Adjudicating Authority.

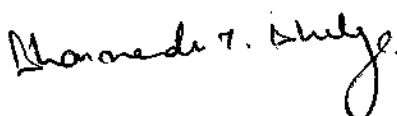
3. CLAIMS OF PREVIOUS MANAGEMENT, DIRECTORS, SHAREHOLDERS, ITS ASSOCIATES AND FAMILY MEMBERS:

- 3.1 All Claims of Previous management, Directors, Shareholders, their associates and family members shall stand waived and cease to exist for Equity Share Capital, Preference Share Capital, Unsecured Financial Loans and Deposits, outstanding dues and claims as Employees / consultants etc.
- 3.2 Previous management, Directors, Shareholders and their associates and family

For LIMORE MULTICOM PVT. LTD.


Director/Author Sign.

Page 24 of 44



members shall restore back all assets of the company in their possession immediately with no claim for that in any form.

4. General:

4.1 All business permits required by the Corporate Debtor to conduct its business and which have not been granted/cancelled/terminated/revoked/suspended or not renewed may please be directed to be granted/ restored/renewed/ reinstated as the case may be (by the concerned competent authority of State/Central Government/any other competent authority) at no additional cost to the Resolution Applicant including but not limited to the VAT / GST Cancellation order, Abinito cancellation orders if any issued by State or Central Government departments and all other cancellations orders if any may please be abolished and all the registration numbers of corporate debtor to be restored right from the date of cancellation.

4.2 Resolution Professional shall handover the possession of the assets of the Corporate Debtor and management and control of the Corporate Debtor in the hands of the Resolution Applicant or any person appointed / authorized by the resolution Applicant on payment of first installment to secured financial creditors as proposed in this Resolution Plan after approval of resolution plan by Adjudicating Authority.

Part I: Extinguishment of Claims/ Rights

1. Save and except specifically dealt with under this Resolution Plan, no other payments or settlements (of any kind) shall be made to any other Person in respect of claims filed under the CIRP (including, for the avoidance of doubt, any unverified portion of their claims) and all claims against the Corporate Debtor along with any related legal proceedings, including criminal proceedings and other penal proceedings, shall stand irrevocably and unconditionally abated, settled and extinguished in perpetuity on the Effective Date.


For LIMORE MULTICOM PVT. LTD.

[Signature]
Director/Autho. Sign.

[Signature]

- 2. The payment to Persons contemplated in this Resolution Plan shall be the Corporate Debtor's and Resolution Applicant's full and final performance and satisfaction of all its obligations to such Persons and all Claims (including, for the avoidance of doubt, any unverified portion of their Claims) of such Persons against the Corporate Debtor shall stand irrevocably and unconditionally settled and extinguished in perpetuity on the Effective Date.
- 3. The Interim Resolution Professional/ Resolution Professional issued a notice dated 4th September 2020 under Regulation 6 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Person) Regulations, 2016 to invite all potential claimants to submit their proofs of Claim. This was published in newspapers in accordance with applicable Law. This Resolution Plan is being proposed in order to restructure the assets and liabilities of the Corporate Debtor and for the best interests of stakeholders of the Corporate Debtor to the extent possible. With this objective, the Resolution Applicant assumes that all creditors of the Corporate Debtor that have any claims against the Corporate Debtor have filed their claims and the verifiable claims have been admitted by the Resolution Professional and disclosed in the Information Memorandum and its schedule. Accordingly, the Resolution Applicant and the Corporate Debtor shall have no responsibility or liability in respect of any claims against the Corporate Debtor attributable to the period prior to the Effective Date other than any payments to be made under this Resolution Plan and all claims along with any related legal proceedings, including criminal proceedings and other penal proceedings, shall stand irrevocably and unconditionally abated, settled and extinguished in perpetuity.
- 4. Upon the approval of the Plan by the NCLT under Section 31 of the Code, all pending proceedings relating to the winding-up of the Corporate Debtor under Companies Act, 2013 shall stand irrevocably and unconditionally abated in perpetuity. Similarly, all pending proceedings relating to the recovery of dues

For LIMORE MULTICOM PVT. LTD.


 Director/Author Sign.

Shamshi v. Shylg

of the Corporate Debtor of whatsoever and howsoever nature under any law/ act shall also stand irrevocably and unconditionally abated in perpetuity.

- 5. On the effective date, all encumbrances, security interest, liens and/or attachments (including pursuant to applicable Law) created or suffered to exist over the assets of the Corporate Debtor (charged or not charged with the lenders) and over the securities of the Corporate Debtor, whether by contract or by Applicable law shall be allowed to exist only to the extent of the balance amount due to the secured financial creditors under this Resolution plan; and irrevocably released and all enforcement commenced by any person over any of the assets of the Corporate Debtor or over any securities of the Corporate Debtor shall stand released upon full and final settlement of the dues (as proposed under this Resolution Plan) of the Secured Financial Creditors, without the requirement of any further deed or action on part of the Resolution Applicant or the Corporate Debtor.

Notwithstanding anything to the contrary contained in this Plan, the existing charges created by the Corporate Debtor in favour of the secured financial creditor(s) shall be released only after full payment to secured creditors as proposed in this resolution plan.

- 6. On the Effective Date , all the outstanding negotiable instruments issued by Corporate Debtor or by any Person on behalf of the Corporate Debtor for any dues of Corporate Debtor including demand promissory notes, post-dated cheques and letters of credit, shall stand terminated and the Corporate Debtor's liability under such instruments shall stand extinguished in perpetuity.
- 7. On the Effective Date , the rights of any Person (whether exercisable now or in the future and whether contingent or not) to call for the allotment, Issue, sale or transfer of shares or loan capital of the Corporate Debtor, whether on a change of control, or otherwise, shall stand unconditionally and irrevocably extinguished in perpetuity.
- 8. All dues under the provisions of Income Tax Act, 1961("IT Act"), including taxes, duty, penalties, interest, fines, cesses, unpaid TDS / TCS, whether admitted or not, due or contingent, whether part of above claim of Income-tax

For LIMORE MULTICOM PVT. LTD.

[Signature]
Director/ Autho. Sign.

[Handwritten signature]

authorities or not, whether part of Tax due diligence finding or not, asserted or unasserted, crystallized or not crystallized, known or unknown, secured or unsecured, disputed or undisputed, present or future, in relation to any period prior to the Effective Date pursuant to this Resolution Plan, shall stand extinguished by virtue of the order of the NCLT approving this Resolution Plan and the Corporate Debtor and Resolution Applicant shall not be liable to pay any amount against such demand. All assessments/appellate or other proceedings pending in case of the Corporate Debtor, on the date of the order of NCLT relating to the period prior to that date, shall stand terminated and all consequential liabilities, if any, shall be deleted and shall be considered to be not payable by the Corporate Debtor by virtue of the order of the NCLT. All notices proposing to initiate any proceedings against the Corporate Debtor in relation to the period prior to the date of the NCLT order and pending on that date, shall be considered deleted and shall not be proceeded against. Post the order of the NCLT, no re-assessment / revision or any other proceedings under the provisions of the IT Act shall be initiated on the Corporate Debtor or Resolution Applicant in relation to period prior to the Effective Date and any consequential demand shall be considered non-existing and as not payable by the Corporate Debtor. Any proceedings which were kept in abeyance in view of insolvency process or otherwise shall not be revived post the order of the NCLT.

- 9. All dues under the provisions of all the indirect taxes, including but not limited to, the Central Excise Act, 1944, the Finance Act, 1994 (Service Tax), the Customs Act, 1962, Goods and Service Tax Act, 2014, Gujarat State VAT Act, 2002 and any other indirect tax laws, including taxes, duty, penalties, interest, fines, Cess, charges, unpaid TDS/ TCS (to the extent applicable), whether admitted or not, due or contingent, whether part of the above mentioned contingent liability schedule dues or not, whether claimed by the tax authorities or not, asserted or unasserted, crystallized or not crystallized, known or unknown, secured or unsecured, disputed or undisputed, present or future, in relation to any period prior to the acquisition of control by the

For LIMORE MULTICOM PVT. LTD.

[Signature]
Director/ Autho. Sign.

[Signature]

Resolution Applicant over the Corporate Debtor pursuant to this Resolution Plan, shall stand extinguished by virtue of the order of the NCLT approving this Resolution Plan and the Corporate Debtor or Resolution Applicant shall not be liable to pay any amount against such demand. All outstanding litigations/ demands, assessments/ appellate or other proceedings, including but not limited to any audits, investigations, search and seizure, pending in case of the Corporate Debtor, on the date of the order of NCLT relating to the period prior to that date, shall stand terminated and all consequential liabilities, if any, shall be deleted and shall be considered to be not payable by the Corporate Debtor by virtue of the order on the NCLT. All notices proposing to initiate any proceedings against the Corporate Debtor in relation to the period prior to the date of the NCLT order and pending on that date, shall be considered deleted and shall not be proceeded against. Post the order of the NCLT, no re-assessment/ revision or any other proceedings under the provisions of any of the Indirect Tax laws shall be initiated on the Corporate Debtor or Resolution Applicant in relation to the period prior to acquisition of control by the Resolution Applicant and any consequential demand shall be considered non-existing and as not payable by the Corporate Debtor. Any proceedings which were kept in abeyance in view of insolvency process or otherwise shall not be revived post the order of NCLT.

- 10. The payment to all persons contemplated in this Resolution Plan shall be the Resolution Applicant's full and final performance and satisfaction of all its obligations towards any dues or outstanding against Corporate Debtor and all remaining claims, dues, outstanding amount shall waived by whatever name called like interest, penal interest, compound interest, damages, other commitment charges and any other amount of whatsoever nature in terms of Regulation 37 of Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.
- 11. Subject to payment obligation and payment of all the amount as proposed in this Resolution to the secured financial creditors, all the past payment obligation to secured creditor, unsecured creditors, employees dues,

For LIMORE MULTICOM PVT. LTD.

Yh B...
 Director/ Autho. Sign.

Sham...

government dues, workmen dues or any type of other liabilities shall stand revised as per this Resolution plan and these stakeholders would not be eligible to recourse in any form for the past commitment in terms of the value & time.

12. On the Effective Date, the guarantors that have provided guarantee for and on behalf of and in order to secure the Debt availed of by the Corporate Debtor shall not be entitled to exercise any subrogation rights in respect of such guarantees. Since the guarantor's subrogation rights would be an unsecured right, their liquidation value is NIL and accordingly, settlement amounts payable to them is Nil. On the Effective Date and with effect from the Appointment Date, all the rights and claims (whether contingent or otherwise) of whatsoever nature of every member of the Promoter Group against the Corporate Debtor shall stand irrevocably and unconditionally extinguished in perpetuity. Notwithstanding extinguishment of right of subrogation of guarantors qua the Corporate Debtor, the Guarantors who have provided securities or personal guarantee in favour of the financial creditors shall continue to remain liable to the respective beneficiary of such guarantee as per the terms of such guarantee and the relevant financial creditor shall be entitled to proceed against the guarantor for recovery of residual amount of their claim and other charges as per the respective guarantee document.

13. All the liabilities (whether contingent, undisclosed or crystallized) in relation to any corporate guarantee, indemnities and all other forms of credit support provided by the Corporate Debtor prior to the Effective Date shall stand extinguished and discharged on the Effective Date and with effect from the Appointment Date.

Part J: Rights and entitlement of leasehold properties.

- 1. Upon approval of the plan by the NCLT, the Resolution Applicant shall be continued to enjoy the leasehold rights and entitlement of the leasehold properties of the Corporate Debtor.
- 2. Upon approval of the plan by the NCLT, the Lessor(s) of the Properties shall

For LIMORE MULTICOM PVT. LTD.

[Signature]
Director/Author. Sign.

[Handwritten signature]

not be entitled to claim any outstanding lease rental / any other dues in whatsoever form with the resolution applicant.

- 3. Dues to non-payment of Lease Rent during the CIRP Period, no court shall proceed for ejecting premises on the grounds of non-payment of lease rent.
- 4. Also RA shall be provided any other nature of help if required in the matter of lease hold land with any department including revenue department from the registered Leasor.

Part K: Accounting Provisions and Compliance

- 1. Upon approval of the Plan by the NCLT, the Resolution Applicant be permitted to draw up the financial statements of the Corporate Debtor for a period ending on the Effective Date (or any date closest to that date as may be practicable) in compliance with applicable accounting standards such that it truly reflects the fair value of the assets as may be determined by the board of directors of the Resolution Applicant.
- 2. For the above purpose, the Resolution Applicant be permitted to carry out necessary write off of assets, creation of additional liability or expenses or write back of liability or provision (as the case may be) in the books of accounts of the Corporate Debtor or in the books of the Resolution Applicant on approval of the Resolution Plan as per the applicable provisions under the Companies Act 2013.
- 3. Pursuant to the order of the NCLT approving this Resolution Plan, any debit or credit, being the balancing figure, arising as a result of giving effect to the Effective Date actions as mentioned in this Resolution Plan, shall be adjusted by the Resolution Applicant in the Goodwill/Bargain Purchase/ Reserves in compliance with the applicable accounting standards.

Part L: Proposal relating to term of the Resolution Plan and its implementation schedule.

- 1. The term of the plan and its implementation schedule for payment to the Financial Creditors, Operational Creditors and Statutory Dues/ Liabilities and

For LIMORE MULTICOM PVT. LTD.

Y. B. ...
Director/ Autho. Sign.

Mahmud T. ...

other persons as envisaged in this Resolution Plan, shall commence from Effective Date and ends in 6 months.

2. Resolution Applicant shall obtain necessary approvals from the Competent Authorities. Further the terms of the Resolution Plan shall be implemented on the sanction of the Plan by NCLT and it will not have any dependence on the approvals for concessions from the competent authorities.

4. Sources of Funds for Resolution Plan:

The Resolution Applicant is a diversified business group with a deep experience in the business of Manufacturing and trading in Timber and Timber industry. The Resolution Applicant is operating various businesses in the sector of Timber and Plywood Industry.

5. The resolution plan has been designed with All Stakeholders Approach and take care of all the concerned stake holders of the Corporate Debtor in an optimum manner.
6. The Resolution Applicant shall raise the equity share capital / quasi capital for entire amount of payment as envisage in the resolution plan through own sources.
7. A statement showing the amount of claim and amount proposed is tabulated as below:

Nature of Claim	Amount of Claim admitted by IRP/RP	Amount Proposed by RA
IRP Cost	17,50,000	17,50,000
Financial Creditors	23,86,51,063	3,96,75,000
Workers	NIL	NIL
Employees	NIL	NIL
Operational Creditors	60,831	NIL
Statutory Dues	8,00,88,191	NIL
Shareholders	NA	NIL
Total	32,05,50,085	4,14,25,000/-

For LIMORE MULTICOM PVT. LTD.

Y. P. Wily
Director/Author Sign.

Harish r. Suley

8. A statement showing sources of funds and applicability of the funds is mentioned hereunder.

Application of Funds	Rs. In Lakhs	Sources of Funds	Rs. In Lakhs
Liabilities to be resolved/settled			439.25
a. Insolvency Resolution Process Cost	17.50	Internal Sources / Retained Earnings of Resolution Applicant	
b. Financial Creditors (Secured & Unsecured)	396.75		
c. Workmen/Employees	0.00		
Total	414.25		
d. Liquidation value due to operational creditors	NIL		
e. Statutory dues	NIL		
f. Other operational creditors	NIL		
g. Equity Share Capital	NIL		
Total Value of Resolution Plan	414.25		
Fresh fund based working capital	25.00		
Total	439.25	Total	439.25

Source of Fund

The Applicant propose to infuse equity capital of Rs. 25 Lacs and Rs. 414.25 Lacs as unsecured loan to discharge its obligation under this Resolution Plan. The unsecured loan will be from the directors of the company and from the friends & relatives of all the applicants. This shall be the immediate source of funds and later the board shall decide on the increasing paid up capital if they

For LIMORE MULTICOM PVT. LTD.

Y. B. Boricha
Director/ Autho. Sign.

Page 33 of 44

Shamir T. Nuly

feel so. It is submitted that the Limore Multicomm Private is promoted by the other co-applicants and Limore Multicomm Private Limited will infuse equity capital as proposed in the plan initially within a period of 30 days from approval of plan by Adjudicating Authority.

Part M: Proposal for management and control of business of the Corporate Debtor

1. The management and control of Corporate Debtor shall be handed over to the Board of Directors of Resolution Applicant for proper running and operational of the business of the Corporate Debtor subject to approval of Committee of Creditors and Adjudicating Authorities.
2. Further the existing team of the other business of the Resolution Applicants as well as KMPs of the Corporate Debtor shall be involved for smooth functioning as well as restarting of the commercial operations of the Plant.
3. Further, Resolution Applicant shall do necessary compliance with MCA and other concerned and applicable authorities as per Applicable laws.

Part N: Proposal for supervising Resolution plan and its implementation

1. On or after approval of this Resolution Plan by Adjudicating Authority and until full and final settlement of Secured Financial Creditors, Monitoring Committee consists of One Representative from Consenting Secured Financial Creditor, One Representative of Resolution Applicant and Resolution Professional to supervise the Implementation of Plan. The Resolution Professional shall convey the meeting of Monitoring Committee and seek vote of secured financial creditors for matter effecting the interest of secured financial creditor and the Secured Financial Creditors shall have right of positive vote in the said meeting. All major business decisions impacting the interest of Secured financial creditors shall be made by said committee in consultation with Resolution Applicant only. Examples of major decision include but not limited

For LIMORE MULTICOM PVT, LTD.

[Handwritten Signature]
Director/ Autho. Sign.

[Handwritten Signature]

to, sale of assets, assuming of non-trade liabilities etc. Monitoring Committee shall decide about remuneration payable to the Resolution Professional, the frequency of reporting and meetings to have effective implementation and supervision of Resolution Plan. It is proposed that Applicant will bear the cost of Monitoring Committee. (Regulation 38(3)(c)).

Part O: Provision for measures for maximization of the value of the assets of the Corporate Debtor

- 1. The Resolution Applicant is leading into business since last many years. The Resolution Applicant shall engage the requisite number of skilled manpower to start the business of the Corporate Debtor. The Corporate Debtor, by contacting the existing clients and suppliers, and other existing stake holders, with the help of the skilled workmen, propose to restart the manufacturing activity of the Corporate Debtor.

Part P: Other matters for smooth implementation of the Resolution Plan.

- 1. **The Resolution plan is conditional and subject to:**
Approval of Committee of Creditors and subsequently by Hon'ble Tribunal of NCLT, Ahmedabad Bench: Pursuant to General Circular No. IBC/01/2017 dated 25.10.2017 issued by Ministry of Corporate Affairs and section 31 of Insolvency and Bankruptcy Code, 2016 read with Regulation 39(6), if Resolution Plan is approved by Adjudicating Authority, there is no requirement for obtaining approval of shareholders/ members of Corporate Debtor during the process and it shall be binding on all the affected parties who shall be bound to undertake the actions set out in the Plan.
- 2. In the event of any conflict, repugnancy or inconsistency between this resolution plan and any other document, the provision of this resolution plan shall prevail for all purpose and to all intents.

For LIMORE MULTICOM PVT., LTD.

[Signature]
Director/ Autho. Sign.

[Signature]

3. Till the entire amount due to Financial Creditors as per this Resolution Plan is paid, they shall have the right to seek copies of Audited Annual Report prepared in accordance to applicable standards of accounting.
4. The Balance Sheet of the Corporate Debtors as on appointed date shall stand restructured in terms of the Scheme as enumerated under this Resolution Plan.
5. In case of non-approval of Plan by CoC or by NCLT, the amount of EMD of **Rs.30.00 Lakh** amount paid till date by the Resolution Applicant shall be returned back. No other claim will be claimed by Resolution Applicant. In the event of failure of Resolution Applicant to make payment as envisaged in this Resolution Plan, any amount paid by Resolution Applicant shall stand forfeited and consequences as per Section 33 (3) of IBC, 2016 shall apply on Resolution Applicant.

Part Q: Revision, Modification and Amendment

1. Notwithstanding anything contained in this Plan, the amounts and payments contemplated and set out in this Plan have been arrived at on the basis of the (I) information provided in the Information Memorandum, (ii) information available at public domain. Accordingly, in case of any changes or modifications to any of the foregoing, the Resolution Applicant shall be entitled to seek suitable modification of the Plan and exercise its rights under Applicable Law with the consent of Resolution Professional and/or CoC before approval of Resolution Plan by the Adjudicating Authority.

Part R: General

1. Upon the approval of the Resolution Plan, necessary steps will be taken to file the copy of the Resolution Plan with various Governmental Authorities, including Tax Authorities/ Department, other Government Departments, and

For LIMORE MULTICOM PVT. LTD.

Y. B. B. B.
Director/ Autho. Sign.

Shamande S. Shetye

before various courts, tribunals and regulatory authorities where proceeding with respect to the Company are pending, for disposal of all such proceedings.

2. No action shall be taken by any authority against the property of the Corporate Debtor in relation to an offence committed prior to the commencement of the corporate insolvency resolution process of the corporate debtor.

3. Declaration to the effect that the Resolution Plan is not in contravention of provisions of Applicable Law [Section 30(2)(e)].

a. The Applicant states that this Resolution Plan is not in contravention of the provisions of any applicable laws.

4. The Resolution Applicant states that this resolution plan confirms to such other requirement as may be specified by the Insolvency and Bankruptcy Board of India from time to time. [Section 30(2)(f)].

5. The cause of default (Regulation 38(3)(a)):

As per the Information Memorandum, RFRP and other available information, the Resolution Applicant could derive that the major reasons of default on account of the Corporate Debtors are:

- a. Lack of financial discipline which results in higher cost of production and shrinking of margin.
- b. Financial Constrains resulted into irregular supplies to the dealer network which results in loss of market.

The Resolution Applicant sense that aforementioned reasons lead to severe liquidity stress to the Corporate Debtor due to which the Corporate Debtor was unable to fulfill the obligations towards the banks, financial institutions and all the other creditors on a timely basis.

6. Feasibility and viability of the Resolution plan (Regulation 38(3)(b)):

For LIMORE MULTICOM PVT. LTD.

[Signature]
Director/Author Sign.

[Signature]

The plan is submitted by Resolution applicant is with an objective to revive the Corporate Debtor and to maximize the value of assets. The Resolution Applicant is confident that the Corporate Debtor can be turn around and be a viable unit. The feasibility of revival and resolution of Corporate Debtor is on account of large experience of the Resolution Applicant in the line of business and having their presence in the Timber industry with soundtrack record.

- 7. Capability of Resolution Applicant to implement the Resolution plan (38(3)(e)): The Resolution Plan would be implemented under the personal supervision of the Resolution Applicant & the Monitoring Committee as provided in this Resolution Plan and a team of professionals who have expertise of running such business verticals and carrying out operations efficiently. With the help of professionals, and nominees having both financial and technical capabilities, the Resolution Applicant is confident of successfully turning-around the Corporate Debtor.
- 8. The resolution applicant confirms that as on date the Resolution Applicant or any of its related parties has not failed to implement or contributed to the failure of implementation of any other resolution plan approved by the NCLT at any time in the past (Reg 38(1B)).
- 9. The Amount proposed by Resolution Applicant in this Resolution Plan is final. Any change or revision in the claim amount will not affect the amount proposed by Resolution Applicant in this Resolution Plan so that the final obligation of the applicant shall remain unchanged.

For LIMORE MULTICOM PVT. LTD.

Yk Borichay
Director/ Autho. Sign.

Shamshir Singh

Chapter IV: Assumptions and Limitations

1. In accordance with Section 30 of the Code, this Plan has been prepared on the basis of the Information (as amended from time to time) provided to the Resolution Applicant by and on behalf of the Resolution Professional and on the reliance that all such information is true, correct complete, and accurate.
2. Notwithstanding:(I) the generality of Paragraph 1 above; and (ii) anything contained in this Plan, this Resolution Plan has been prepared relying on the assumptions set forth herein below:
 - a. The amounts of liabilities (including verified amounts) owed to Secured Financial Creditors, Unsecured Financial Creditors, Operational Creditors as set forth in this Resolution plan are the total verified amounts of the claims of such persons and are true, correct, complete and accurate and all pending claims as per books of Corporate Debtor, as mentioned in Information memorandum;
 - b. There are no other creditors of the Corporate Debtor, Persons with claims against the Corporate Debtor other than those persons set forth in this Resolution Plan.
 - c. The Corporate Debtor has clear and marketable title to the property on its assets and plant & machineries and land & building and all assets and there are no encumbrances on them other than those created to secure the amount as mentioned for Secured Financial Creditors as disclosed in Information Memorandum;
 - d. all assets of the Corporate Debtor shall be free and clear of all Encumbrances after the payment as envisaged in this Resolution Plan is made to the Charge

For LIMORE MULTICOM PVT. LTD.

[Handwritten Signature]
Director/ Autho. Sign.

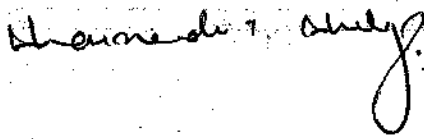
[Handwritten Signature]

Holders;

- e. All business permits required by the Corporate Debtor to conduct its business and which have not been granted, cancelled, terminated, revoked, suspended or not renewed; having been granted or reinstated, as the case may be, at no additional cost to the Resolution Applicant or Corporate Debtor;
- f. Any reference in this Resolution Plan to Resolution Applicant includes Joint Resolution Applicant except in the case where any action is to be taken by the Resolution Applicant as a corporate body and such things which cannot be carried out by Joint Resolution Applicant in individual capacity. It is to be brought on record that Joint Resolution Applicant being individual is part of this Resolution Plan to meet the Net worth criteria as per definition of Resolution Applicant covered in section 5 (25) of IBC, 2016.

For LIMORE MULTICOM PVT. LTD.


 Director/Author. Sign.



Chapter V: Concluding Remarks

1. The Resolution Plan envisaged for insolvency resolution of CLS Industries Private Limited and ensures continuity of business along with most effective use of assets of the Corporate Debtor.
2. CLS Industries Private Limited is a company engaged in business of manufacturing of Plywood, Blockboard and Flush Doors.
3. Due to prevailing vagaries of market, a "National Assets" if lying idle when the nation is struggling for want of good quality Plywood, Blockboard and Flush doors, from delivering their responsibility as an integral pillar of democracy, we implore upon all the agencies involved to earnestly work towards early resolution which will help re-start the unit and provide much needed succor to all its stakeholders, including but not limited to the Timber Industry.
4. In the light of the above benefits and details provided in the Resolution Plan, it shall contribute significantly to the society and government by putting the resources to the best use and it would be in the best interest of the Corporate Debtor, its employees in particular, its members, shareholders, public in general and all stakeholders, also in the interest of Financial Creditors and Operational Creditors to accept the Resolution Plan for Resolution process of Corporate Debtor.
5. We understand that COC and RP may invite Resolution Applicant for negotiating terms of the resolution plan. We reserve our right to negotiate the terms of this resolution plan.

For LIMORE MULTICOM PVT. LTD.

[Handwritten Signature]
Director/ Autho. Sign.

[Handwritten Signature]

Chapter VI: EFFECTIVE DATE ACTIONS
IMPLEMENTATION PROVISIONS ON EFFECTIVE DATE

1. CANCELLATION OF EXISTING SHARE CAPITAL, ISSUANCE OF NEW EQUITY SHARES OF THE CORPORATE DEBTOR

On the effective date, immediately after issuance and allotment of the new equity shares in accordance with paragraph mentioned with regards to same, the entire existing Share Capital of the corporate debtor shall stand extinguished without any payment (including any cancelled value of the said equity shares or preference shares) to the shareholders of the corporate debtor holding such existing share capital. Any other equity-linked securities, securities convertible into or exchangeable with equity shares of the corporate debtor and all other securities of the corporate debtor, if any, shall also stand cancelled and extinguished without any payment and /or further action.

1.2 On the effective date, equity shares of the corporate debtor having an aggregate face value equal to the Subscription amount ("New Equity Shares") will be issued and allotted by the corporate debtor to the resolution applicant in consideration of subscription amount.

- 2. Pursuant to the NCLT order approving this plan, on effective date:
 - 2.1 the issuance and allotment of the new equity shares to the Resolutions Applicant will be approved;
 - 2.2 the entire existing share capital of the corporate debtor shall stand cancelled; and
 - 2.3 The corporate debtor shall issue and allot the new equity share to the Resolution Applicant;


For LIMORE MULTICOM PVT. LTD.

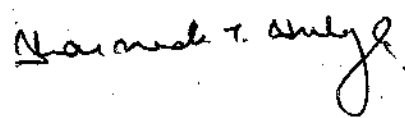
Y. B. Sule
Director/ Autho. Sign.

Shamde S. Sule

- 3. The corporate debtor shall make those payments required to be made on the Effective date as mention in Financial Plan;
- 4. The resolution applicant shall deliver consent letters and director identification numbers duly allotted by MCA of the persons to be nominated by the resolution applicant on the board of the corporate debtor;
- 5. Pursuant to the NCLT order approving this plan, the following business shall be authorized and approved pursuant to the resolution of the corporate debtor in a form acceptable to the resolution applicant:
 - 5.1 the name of the resolution applicant to be recorded in the register of the beneficial owners, if any, of the corporate debtor as the legal beneficial owner of the New Equity Shares and deliver certified true copies of these resolutions to the resolution applicant;
 - 5.2 appoint the persons nominated by the resolution applicant as directors of the corporate debtor and update the register of directors of the corporate debtor to reflect the name of such persons as directors on the Board;
 - 5.3 Revoke all the power of attorney issued by the corporate debtor to any person to enable such person to carry out various functions, to sign and execute various documents and/or present the corporate debtor.
- 6. The corporate debtor shall file the relevant e-forms with the registrar of the companies in relation to the actions taken on the effective date within the time period prescribed under applicable law in order to inform the registrar of companies of such changes.

For LIMORE MULTICOM PVT. LTD.


 Director/Author. Sign.



DECLARATION

I/We hereby declare that we have read and understood all the terms and conditions relating to the formulation of resolution plan and hereby express our interest in the submission of resolution plan for the said Company.

We also hereby declare that any confidential information of the Corporate Debtor that has come to our knowledge or, might come to our knowledge during the insolvency resolution process shall not be divulged by us.

Sincerely Yours,

**FOR Limore Multicom Private Limited.
FOR LIMORE MULTICOM PVT. LTD.**

Momayabhai Boricha
Director/Autho. Sign.

(Momayabhai Boricha)

Director

DIN : 08768214

Date : 13-07-2021

Place : Gandhidham

Harmed 7 July

Limore
Muticom Private Limited
 15th July 2021

To
 Mr. Dharmendra Dhelariya,
 Resolution Professional in the matter of
 CLS Industries Private Limited
 B-605, Titanium Square, Thaltej Cross Road,
 Thaltej, Ahmedabad - 380 054

Subject : Addendum to Resolution Plan dated 13th July 2021

We, Limore Multicom Private Limited, has submitted our Resolution Plan on 13th July 2021 for revival of CLS Industries Private Limited to your good office. Pursuant to your mail dated 14th July 2021. We want to submit that we have positively considered the request of CoC and please to submit our final offer as under:-

Payment proposed towards	Amount proposed to be Paid (Rs. In lacs)	Terms of Payment
CIRP Cost (Estimated)	17.50	Payable within 30 days of Approval of Resolution Plan by Adjudicating Authority.
Financial Creditors (Secured)	415.50	Refer Note - 1
Operational Creditors (Including Statutory Dues)	Nil	
Total	433.00	

For LIMORE MULTICOM PVT. LTD.

Y. Parichy
 Director/Author's sign.

Shamul T. Shukla



Limore

Muticom Private Limited

Note - 1

Repayment schedule is as under:-

(Rs. In Lacs)

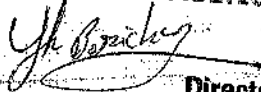
Payment up to	Principal	Interest (@ 10% p.a)	Total Payment	Outstanding
				415.50
Within 30 Days*	32.50		32.50	383.00
60 th Day	76.60	3.19	79.79	291.40
90 th Day	76.60	2.43	79.03	218.55
120 th Day	76.60	1.82	78.42	145.70
150 th Day	76.60	1.21	77.81	72.85
180 th Day	76.60	0.61	77.21	-
Total	415.50	9.26	424.76	

This addendum shall be read in conjunction with our resolution plan dated 13th July 2021. All other terms and conditions & Other Content mentioned in Resolution Plan dated 13th July 2021 shall remain unchanged and would apply to this addendum also.

Thanking you

Yours Faithfully

For LimoreMulticomm Private Limited
 FOR LIMORE MULTICOM PVT. LTD.



Director

Director/ Autho. Sign.

Valid till 1 July

