

**CORPORATE INSOLVENCY RESOLUTION PROCESS
MULTI-FLEX LAMI-PRINT LIMITED (CORPORATE DEBTOR-CD)
SUBMISSION OF EXPRESSION OF INTEREST (EOI) AND
ELIGIBILITY CRITERIA FOR POTENTIAL RESOLUTION APPLICANTS**

- 1. SNAPSHOT OF RELEVANT INFORMATION ABOUT THE CD**
- 2. EXPRESSION OF INTEREST**
- 3. ELIGIBILITY CRITERIA UNDER SECTION 25 (2) (H) OF IBC 2016 (THE CODE)**
- 4. DISQUALIFICATIONS UNDER SECTION 29A OF THE CODE**
- 5. INSTRUCTIONS FOR SUBMISSION OF EOI**
- 6. CHANGES / MODIFICATIONS IN THE EOI / RESOLUTION PLAN PROCESS:**
- 7. CLARIFICATIONS**

ANNEXURES:

ANNEXURE – A: FORMAT FOR EXPRESSION OF INTEREST FOR RESOLUTION PLAN OF MULTI-FLEX LAMI-PRINT LIMITED

ANNEXURE – B: DETAILS OF THE POTENTIAL INVESTOR / APPLICANT

ANNEXURE – C: SUPPORTING DOCUMENTS TO BE ATTACHED WITH EOI

ANNEXURE --D: DISQUALIFICATION UNDER SECTION 29-A

ANNEXURE – E: DECLARATION CUM UNDERTAKING

Ram Singh Setia

Resolution Professional

In the matter of Multi-Flex Lami-Print Limited (Undergoing Corporate Insolvency Resolution Process)

IBBI Registration No.: IBBI/IPA-001/IP-P01189/2018-19/11935

AFA Valid up to 30/11/2023

Registered Address: 1004, Tower B, Celestia Spaces,

Tokershi Jivraj Road, Sewri, Off Zakaria Bunder Road,

Mumbai-400015, Maharashtra.

Correspondence Address: Finvin Turnaround and Restructuring Private Limited, B-601-604, Raylon Arcade, RK Mandir Road, Kondivita, Andheri East, Mumbai-400059, Maharashtra, India.

Process E-mail ID for correspondence: mflexcirp@gmail.com

Email ID registered with IBBI: setiars@gmail.com

**INVITATION FOR EOI FOR SUBMISSION OF RESOLUTION PLAN FOR
MULTI-FLEX LAMI-PRINT LIMITED**

[CIN: U22219MH1991PLC060717]

Registered Office: D-54, MIDC, Mahad, Tal. Mahad, Dist. Raigad, Maharashtra 402301

BRIEF DETAILS OF THE CORPORATE DEBTOR

This document is the invitation for EOI as per Regulation 36A (3) and (4) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ("CIRP Regulations").

1. SNAPSHOT OF RELEVANT INFORMATION ABOUT THE CORPORATE DEBTOR

Name	MULTI-FLEX LAMI-PRINT LIMITED (MFLPL)
ROC Code	RoC- Mumbai
CIN	U22219MH1991PLC060717
Registration No.	060717
Registered Office	D-54, MIDC, Mahad, Tal. Mahad, Dist. Raigad, Maharashtra 402301
Works	Unit I D-54 to 58, MIDC, Mahad, Tal. Mahad, Dist. Raigad, Maharashtra 402301 Unit II D-50 to 52, MIDC, Mahad, Tal. Mahad, Dist. Raigad, Maharashtra 402301
Website	www.multiflexlamiprint.co.in
Email ID	mflexcirp@gmail.com
Date of Incorporation	12/03/1991
Company Category	Company limited by Shares
Company Sub Category	Non-govt company
Class of Company	Public limited company
Whether Listed or Not	Unlisted
Industry	Flexible Packaging
Activity	Manufacturers of flexible packaging products for FMCG sector
Directors (Powers suspended)	Mr. Anil Dang CMD Mr. P.P. Surana Mr. Vijay R Shahane

Expression of Interest for Submission of Resolution Plan

Authorised Capital-Equity	Rs. 15 Crore
Paid Up Capital-Equity	Rs.12.17 Crore
Date of last AGM	28/09/2012
Date of last Balance Sheet	30/06/2013
Company Status (for e-filing)	Active
Status under CIRP	Under Corporate Insolvency Resolution Process since March 31, 2023
Activities	The main object for which the Company is established is to manufacture PET/POLY Laminated multi-layer film with reverse 6 colour printing and allied product and to carry on the business of manufacturing, processing, designing, buying, selling, exporting, importing and printing by various printing processes including Rotogravure and Flexographic printing process, wax coating and "DRY Bond lamination" extrusion coating lamination, slitting and sheeting of paper, board, various plastic materials, polythene film, co-extrude film, cellophane, metallized film and aluminum foil, manufacture of laminated structure.

MULTI-FLEX LAMI-PRINT LIMITED (hereinafter "MFLPL") is a Public limited company registered under the provisions of the Companies Act, 1956, having its registered office at D-54, MIDC, Mahad, Tal. Mahad, Dist. Raigad, Maharashtra 402301.

"MFLPL" is undergoing Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 (The Code), pursuant to Order of the Hon'ble NCLT, Mumbai Bench, dated 31st March 2023 whereby Mr. Subhash Laxminarayan Nathuramka (IP Registration No.: IBBI/IPA-001/IP-P-00472/2017-2018/10815) has been appointed as the Interim Resolution Professional ("IRP") of "MFLPL". Further on 14th August 2023, Resolution Professional – Mr. Ram Singh Setia was appointed by the NCLT order. In the third CoC meeting held on 7th July, 2023, the CoC members resolved to replace the IRP, from Mr. Subhash

Expression of Interest for Submission of Resolution Plan

Laxminarayan Nathuramka to Mr. Ram Singh Setia under section 22(3)(b) of IBC, 2016. Mr. Ram Singh Setia, Resolution Professional (RP) was appointed vide NCLT order dated August 8th 2023 in IA/3452/2023. (The copy of order published on 14.08.2023)

Pursuant to Section 25(2) (h) of IBC read with Regulation 36A of the CIRP Regulation, the Resolution Professional hereby invites Expression of Interest ("EOI") from interested and eligible Prospective Resolution Applicants (PRA) for submission of of the Corporate Debtor.

PROCESS

The resolution process is proposed to be completed in two stages, as described below:

Stage I

- PRAs to submit the Expressions of Interest (EOI) along with the necessary documents as detailed in this document.
- Shortlisting of eligible PRAs based on the Eligibility Criteria (as provided in Clause D) and other applicable requirements.

Stage II

- Documents access will be provided to the shortlisted eligible PRAs for due diligence. The Virtual Data Room (VDR) would contain:
 - Request for Resolution Plan ("**RFRP**") outlining the next steps along with the evaluation criteria/matrix for the resolution plans.
 - The Information Memorandum prepared as per provisions of the Code.
 - Other data related to the Company.
- Submission of resolution plans by shortlisted PRAs in accordance with the provisions of the RFRP and the Code.

2. EXPRESSION OF INTEREST

Expressions of Interest (EOI) are invited from Prospective Resolution Applicants- Lenders/Investors/Consortium of Investors or any other persons having adequate financial and technical capabilities, to submit resolution plan for **MULTI-FLEX LAMI-PRINT LIMITED** in the format as per the **Annexure 'A'**.

Also, the eligible Resolution Applicants shall be required to execute a Confidentiality Undertaking ("CU") as per the requirements of the IBC and the CIRP Regulations as a condition for receiving the Information Memorandum ("IM") and other relevant information in relation to the Corporate Debtor.

Expression of Interest for Submission of Resolution Plan

Find below the Timeline of the activities with respect to EOI:

S.N.	Description of Activity	Time Line
1.	Publish Form G	October 07, 2023
2.	Last Date of Receipt of EOI	October 23, 2023
3.	Issue of Provisional list of Prospective Resolution Applicants (PRAs)	October 28, 2023
4.	Last date for submission of objection to Provisional list	November 2, 2023
5.	Date of issue of final list of prospective resolution applicants	November 7, 2023
6.	Issue of Request for Resolution Plan, including Evaluation Matrix and IM	November 10, 2023
7.	Last date of submission of Resolution Plans	December 10, 2023

3. ELIGIBILITY CRITERIA FOR PROSPECTIVE RESOLUTION APPLICANTS TO QUALIFY TO SUBMIT RESOLUTION PLAN UNDER SECTION 25 (2) (H) OF THE CODE

The eligibility criteria for prospective resolution applicants to qualify to participate in submission of resolution plan as approved by the Committee of Creditors in accordance with the provisions of Section 25(2) (h) of the IBC is set out below-

a. Category A – In case of an Individual / Partnership Firm / LLP

- Minimum tangible net-worth of Rs 5.00 Crore per the Audited Financial Statements as on 31st March, 2023.

b. Category B – In case of Private / Public Limited Company, Body Corporate whether incorporated in India or outside India / Co-operative Society / Statutory Corporations / any Other Corporate specified by Central Government vide Notifications:

- Minimum tangible net-worth(“TNW”) of Rs. 5.00 Crore as per the latest Audited Financial Statements as on 31st March, 2023.
- Tangible Net Worth shall be aggregate value of paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred revenue expenditures and miscellaneous expenditure not written-off. The reserves do not include capital reserves created out of revaluation of assets and write back of depreciation and amalgamation;

Expression of Interest for Submission of Resolution Plan

- The entities shown as part of Group must have either the controlling interest over or controlled by or under common control with the PRA. Control means at least 26% ownership. The entities must have been part of the Group for at least 3 years.
- c. Category C- In case of Financial Institutions (FI) / Mutual Funds / Private Equity / Venture Capital Funds / Domestic / foreign Investment institutions, Non-Banking Financial Companies (NBFC), Asset Reconstruction Companies, Banks and similar entities:**
- Total Assets under Management (AUM) / Loan Portfolio shall be at least INR 50 Crore as per the latest Audited Financial Statements as on 31st March, 2023;
 - FI here means the FI as defined under Section 45 I (c) of RBI Act and NBFC here means the NBFC as defined under Section 45 I (f) of RBI Act.
 - Asset Reconstruction Companies (ARCs) will comply with the RBI guidelines to act as Resolution Applicants under IBC 2016 including the requirement of having minimum net owned funds (NOF) of Rs 1000 Cr.
- d. Category D – In case of bidding as a consortium:**
- PRA may be a “Consortium”. Consortium shall mean any person acting together with another person as a consortium/joint bidder or joint venture (whether incorporated or not) for the purpose of submission of the EOI and Resolution Plan in respect of the Corporate Debtor;
 - In case of consortium, it would comply with the eligibility criteria pertaining to equity holding i.e. the lead member must hold maximum equity or should have at least 25% total equity participation in the consortium and a maximum of 10 members shall form such a consortium; and Lead member shall not withdraw from consortium till such time the plan is successfully implemented save and otherwise by the approval of CoC
 - All members of the Consortium shall have positive TNW at the end of FY 2022-23 In case any member has negative net worth as at 31.03.2023, the Consortium shall not be eligible;
 - In case of consortium of members from any of the above categories, the criteria for TNW / AUM would again be based on percentage share of a particular member in the consortium i.e., it will be in proportion to their shareholding in the consortium. The consortium members belonging to Category A, Category B and Category C should independently satisfy the

Expression of Interest for Submission of Resolution Plan

criteria for Category A, Category B and Category C as recalculated based on their share in the consortium;

- No change in lead member or any member whose financials have been used to meet the criteria set out herein shall be permitted after the last date for submission of EOI.
- For all categories, the PRA should be a profit-making entity/company for latest two financial years i.e., 2021/22, 2022/23, as the case may be.
- PRA with negative tangible net-worth shall not be qualified under any category(ies) mentioned above.
- If a company is maintaining calendar year as financial year, Balance Sheet for 31.12.2021. /31.12.2022 shall be considered as the basis of eligibility criteria.
- None of the PRA(s)/any member of the Consortium, should attract any of the in-eligibilities enlisted under provisions of Section 29A of Insolvency & Bankruptcy Code, 2016 (IBC) and any other provisions of IBC read with Regulations made thereunder.

4. DISQUALIFICATIONS UNDER SECTION 29A OF THE CODE

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

5. INSTRUCTION FOR SUBMISSION OF EOI

The EOI conforming to the conditions of this Invitation shall be submitted **electronically and physically or by post in a sealed envelope** along with all annexure(s) duly filled in and all the supporting documents as per clause 5 at the communication address below;

Ram Singh Setia

Resolution Professional

In the matter of Multi-Flex Lami-Print Limited (Undergoing Corporate Insolvency Resolution Process)

IBBI Registration No.: IBBI/IPA-001/IP-P01189/2018-19/11935

Address: Finvin Turnaround and Restructuring Private Limited, B-601-604, Raylon Arcade, RK Mandir Road, Kondivita, Andheri East, Mumbai-400059, Maharashtra, India.

Expression of Interest for Submission of Resolution Plan

Email ID registered with IBBI: setiars@gmail.com

Process E-mail ID for correspondence: mflexcirp@gmail.com

Subject matter of Email should clearly specify: "Submission of EOI in the matter of CIRP of MULTI-FLEX LAMI-PRINT LIMITED by M/s.....>name of the applicant>"

1. All the documents submitted through email should be clearly legible and properly signed & stamped.
2. EOI received after the prescribed time and date will not be considered.
3. The submission of EOI does not require payment of any fee or any non-refundable security deposit by a PRA.
4. The EOI should be unconditional and should be submitted in the format attached as Annexure 'A'. It should be accompanied with the following documents/ information:
 - (a) Executive Summary providing brief description of the PRA and (where appropriate) of each member in the consortium and key managerial personnel.
 - (b) Contact information of the PRA/ Consortium members including full name, address, telephone and facsimile numbers, e-mail address and the names and the titles of the persons who are the principal points of contact for each member and identifying lead member of the consortium.
 - (c) Basic document pertaining to incorporation and commencement of business such as a copy of Certificate of Incorporation/ Certificate of Commencement of Business/ Constitution Documents/Partnership Deed, etc. as may be applicable/SEBI Registration Certificate for Alternative Investment Funds or any Government issued identification proof.
 - (d) Latest available audited financial statement of the PRA, and/or its promoter/promoter group or any other group company as per eligibility criteria or any other document evidencing eligibility as per criteria e.g.- Certificate by Chartered Accountant/Statutory Auditor or equivalent/similar, certifying the Net worth/Assets Under Management, as applicable. In case the eligibility criterion is being met on account of group companies, please submit a declaration that the promoter/promoter group or any other group company are part of the same group along with the group structure and shareholding pattern. Please note that the PRA

Expression of Interest for Submission of Resolution Plan

shall provide all relevant documents for its promoter/promoter group or any other group company, if required to meet the eligibility criteria.

- (e) A Declaration cum Undertaking in the format attached as Annexure 'E'.
 - (f) In case of a Consortium, the relevant documents will need to be provided by each member of the Consortium.
 - (g) Board Resolution/ Authorization letter authorizing the person signing the EOI documents.
5. Any additional document/information requested by Resolution Professional or CoC must be furnished by PRA.
 6. The Resolution Professional will issue the information memorandum to the PRA who are found eligible to participate in the next stage of the Corporate Insolvency Resolution Process (CIRP) in accordance with the provisions of the IBC.
 7. The Resolution Professional reserves the right to cancel or modify the process and / or not to accept and/ or disqualify any PRA without assigning any reason and without any liability.
 8. This is not an offer document.
 9. PRAs should contact the Resolution Professional by emailing at: mflexcirp@gmail.com, setiars@gmail.com to keep themselves updated regarding clarifications, amendments or extensions of time, if any.

The last date for submission of EOI is October 23, 2023 ("**Last Date**") as per the Form G attached.

Note: Any EOI submitted after the Last Date shall not be considered.

Provided that the Resolution Professional may extend the Last Date, with the approval of the CoC.

6. CHANGES / MODIFICATIONS IN THE EOI / RESOLUTION PLAN PROCESS:

If due to any reasons, changes in the bid process including the time fixed for each process / event are necessitated, the Resolution Professional, with the approval of the Members of the Committee of Creditor(s), reserves the right to change/ modify the timelines, process, conditions specified in the RFRP documents without assigning any reasons thereto. If changes are made, necessary corrigendum will be issued.

7. CLARIFICATIONS

Any queries or request for clarification/additional information concerning this EOI shall be submitted by way of email to mflexcirp@gmail.com, setiars@gmail.com. The communications shall clearly bear the following identification/ title:

"Queries/ Request for Additional Information: EOI for MULTI-FLEX LAMI -PRINT LIMITED."

Ram Singh Setia

Resolution Professional

In the matter of Multi-Flex Lami-Print Limited (Undergoing Corporate Insolvency Resolution Process)

IBBI Registration No.: IBBI/IPA-001/IP-P01189/2018-19/11935

Address: Finvin Turnaround and Restructuring Private Limited, B-601-604, Raylon Arcade, RK Mandir Road, Kondivita, Andheri East, Mumbai-400059, Maharashtra, India.

“ANNEXURE - A”

FORMAT OF EOI FOR RESOLUTION PLAN - MULTI-FLEX LAMI-PRINT LIMITED ('COMPANY/CORPORATE DEBTOR')

(On the letter head of the Resolution Applicant)

Date: _____

To,
Mr. Ram Singh Setia
Resolution Professional,
MULTI-FLEX LAMI-PRINT LIMITED

Sub: Expression of Interest (“EOI”) for Resolution Plan

Dear Sir,

This is with reference to the invitation for submission of EOI dated October 07, 2023 inviting expression of interest (“Invitation for EOI”) for submission of resolution plans (“Resolution Plan”) for the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016 (“Code”).

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

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

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

Expression of Interest for Submission of Resolution Plan

purposes of the EOI and we shall promptly comply with such requirements. Failure to satisfy the queries of the Resolution Professional/ CoC may lead to rejection of our EOI;

- (d) meeting the qualification criteria set out in Invitation for EOI alone does not automatically entitle us to participate in the next stage of the bid process;
- (e) in case of consortium, we would comply with the eligibility criteria pertaining to equity holding i.e. the lead member must hold maximum equity or should have at least 25% total equity participation in the consortium and a maximum of 10 members shall form such a consortium; and Lead Consortium member shall not withdraw from consortium till such time the plan is successfully implemented save and otherwise by the approval of CoC
- (f) along with our EOI, we have also enclosed information/documents as required in the Invitation for EOI.

The details of the contact person for the purposes of this Resolution Plan are provided below:

Name:

Designation:

Address:

Phone Nos:

E-mail address:

Sincerely yours,

On behalf of the firm/company/organization:

Signature: _____

Name of signatory:

Designation:

Company Seal/stamp

Enclosures: (Annexures)

Expression of Interest for Submission of Resolution Plan

NOTE:

1. In case of Consortium Applicant, the EOI shall be signed by each member.
2. The person signing the EOI and other supporting documents should be authorized signatory supported by necessary board resolutions/authorization letter.

“ANNEXURE – B”

DETAILS OF THE POTENTIAL INVESTOR / APPLICANT

1.1 Name and address:

Name of the Investor/ Applicant:

Address:

Telephone No:

Fax:

Email:

1.2 Date of establishment of Investor/ Applicant:

1.3 Core area of expertise of the Investor / Applicant:

1.4 Contact Person: Name: Designation: Telephone No: Email:

1.5 PAN No. or equivalent details of Investor/ Applicant

1.6 Details of experience of the PRA / consortium in the relevant sector.

“ANNEXURE - C”**SUPPORTING DOCUMENTS TO BE ATTACHED WITH EOI**

- 1) Profile of the Resolution Applicant:
 - a. General Profile: Provide a summary of the business, history and current status of the Resolution Applicant;
 - b. Financial Profile (consolidated/standalone as applicable);
 - c. History, if any, of the Resolution Applicant or affiliates being declared a 'wilful defaulter', non-cooperative borrower', 'non-impaired asset' or 'non-performing asset' (Self- Declaration);
 - d. Any other relevant details which would be useful for the RP to evaluate the bid and help to shortlist for the next stage in the process.
- 2) Legal Documents: Copies of Certificate of Registration and/ or Constitutional Documents of the Resolution Applicant;
- 3) Turnover: Last audited financial results of the Resolution Applicant(s) as per the qualification criteria;
- 4) Net worth/ assets under management (last 3 years); Net Worth Certificate
- 5) Power of Attorney/ Authorisation/ Board Resolution;
- 6) Bankers certificate for confirming the ability of the applicant for making the proposed investments in the Resolution Plan.
- 7) Undertaking by the Resolution Applicant (Format is provided below as Annexure- E);
- 8) A notarized declaration from the applicant in order to demonstrate that the promoter/promoter group or any other group company are part of the same group, in case the applicant is using such entities for submitting EOI. (Format is provided below as Annexure E)
- 9) Please note that the applicant must be 'fit and proper' person not under any legal disability to be promoter under the applicable laws including listing agreement and SEBI regulations and guidelines and shall provide all relevant documents for its promoter/promoter group or any other group company (Format is provided below as Annexure E)

“ANNEXURE - D”

AFFIDAVIT AND UNDERTAKING FOR ELIGIBILITY UNDER SECTION 29A OF THE INSOLVENCY AND BANKRUPTCY CODE, 2016

(Note: To be on non-judicial stamp paper of appropriate value as per applicable law relevant to place of execution.)

To,
Mr. Ram Singh Setia
Resolution Professional,
MULTI-FLEX LAMI-PRINT LIMITED

Date

Sub: Disclosure of eligibility under section 29A of the Insolvency and Bankruptcy Code, 2016 and declaration for submitting EOI in the matter of MULTI-FLEX LAMI-PRINT LIMITED.

Dear Sir,

I / We hereby submit this declaration under Section 29A of the Insolvency and Bankruptcy Code, 2016 (“IBC”)

A. I / We have understood the provisions of section 29A of the IBC. I / We confirm that neither [Insert name of the Resolution Applicant] nor any person acting jointly with [Insert name of the Resolution Applicant] or any person who is a promoter or in the management or control of [Insert name of the Resolution Applicant] or any person acting jointly with [Insert name of the Resolution Applicant].

1. is an undischarged insolvent;
2. is a wilful defaulter in accordance with the guidelines of the Reserve Bank of India issued under the Banking Regulation Act, 1949;
3. at the time of submission of the resolution plan has an account, or an account of a corporate debtor under the management or control of such person or of whom such person is a promoter, classified as nonperforming asset in accordance with the guidelines of the Reserve Bank of India issued under the Banking Regulation Act, 1949 or the guidelines of a financial sector regulator issued under any other law for the time being in force, and at least a period of one year has lapsed from the date of such classification till the date of commencement of the corporate insolvency resolution process of the corporate debtor:

Provided that the person shall be eligible to submit a resolution plan if such person makes payment of all overdue amounts with interest thereon and

Expression of Interest for Submission of Resolution Plan

charges relating to non-performing asset accounts before submission of resolution plan:

Provided further that nothing in this clause shall apply to a resolution applicant where such applicant is a financial entity and is not a related party to the corporate debtor.

Explanation I- For the purposes of this proviso, the expression "related party" shall not include a financial entity, regulated by a financial sector regulator, if it is a financial creditor of the corporate debtor and is a related party of the corporate debtor solely on account of conversion or substitution of debt into equity shares or instruments convertible into equity shares, prior to the insolvency commencement date

Explanation II.— For the purposes of this clause, where a resolution applicant has an account, or an account of a corporate debtor under the management or control of such person or of whom such person is a promoter, classified as non-performing asset and such account was acquired pursuant to a prior resolution plan approved under the Code, then, the provisions of this clause shall not apply to such resolution applicant for a period of three years from the date of approval of such resolution plan by the Adjudicating Authority under this Code;

4. has been convicted for any offence punishable with imprisonment – I. for two years or more under any Act specified under the Twelfth Schedule of the Code; OR II. for seven years or more under any law for the time being in force:

Provided that this clause shall not apply to a person after the expiry of a period of two years from the date of his release from imprisonment:

Provided further that this clause shall not apply in relation to a connected person referred to in clause (iii) of Explanation I.

5. Is disqualified to act as a director under Companies Act, 2013; Provided that this clause shall not apply in relation to a connected person referred to in clause (iii) of Explanation I.
6. Is prohibited by the Securities and Exchange Board of India from trading in securities or accessing the securities market;
7. Has been a promoter or in the management or control of a corporate debtor in which a preferential transaction, undervalued transaction, extortionate credit transaction or fraudulent transaction has taken place and in respect of

Expression of Interest for Submission of Resolution Plan

which an order has been made by the Adjudicating Authority under this Code;

Provided that this clause shall not apply if a preferential transaction, undervalued transaction, extortionate credit transaction or fraudulent transaction has taken place prior to the acquisition of the corporate debtor by the resolution applicant pursuant to a resolution plan approved under this Code or pursuant to a scheme or plan approved by a financial sector regulator or a court, and such resolution applicant has not otherwise contributed to the preferential transaction, undervalued transaction, extortionate credit transaction or fraudulent transaction;

8. Has executed a guarantee in favour of a creditor in respect of a corporate debtor against which an application for insolvency resolution made by such creditor has been admitted under this Code and such guarantee has been invoked by the creditor and remains unpaid in full or part
9. Is subject to any disability, corresponding to clauses (a) to (h), under any law in a jurisdiction outside India; or
10. Has a connected person not eligible under clauses (a) to (i).

Explanation I – for the purposes of this clause, the expression "connected person" means – (i) any person who is the promoter or in the management or control of the resolution applicant; or (ii) any person who shall be the promoter or in management or control of the business of the corporate debtor during the implementation of the resolution plan; or (iii) the holding company, subsidiary company, associate company or related party of a person referred to in clauses (i) and (ii):

Provided that nothing in clause (iii) of Explanation I shall apply to a resolution applicant where such applicant is a financial entity and is not a related party of the corporate debtor:

Provided further that the expression "related party" shall not include a financial entity, regulated by a financial sector regulator, if it is a financial creditor of the corporate debtor and is a related party of the corporate debtor solely on account of conversion or substitution of debt into equity shares or instruments convertible into equity shares, prior to the insolvency commencement date;

Explanation II – For the purposes of this section, "financial entity" shall mean the following entities which meet such criteria or conditions as the Central Government may, in consultation with the financial sector regulator, notify in this behalf, namely:

Expression of Interest for Submission of Resolution Plan

- a) a scheduled bank;
- b) any entity regulated by a foreign central bank or a securities market regulator or other financial sector regulator of a jurisdiction outside India which jurisdiction is compliant with the Financial Action Task Force Standards and is a signatory to the International Organisation of Securities Commissions Multilateral Memorandum of Understanding;
- c) any investment vehicle, registered foreign institutional investor, registered foreign portfolio investor or a foreign venture capital investor, where the terms shall have the meaning assigned to them in regulation 2 of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 made under the Foreign Exchange Management Act, 1999 (42 of 1999);
- d) an asset reconstruction company register with the Reserve Bank of India under section 3 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (54 of 2002);
- e) an Alternate Investment Fund registered with Securities and Exchange Board of India;
- f) such categories of persons as may be notified by the Central Government.

I/ We therefore, confirm that. [Insert name of the Resolution Applicant] is eligible to be resolution applicant in accordance to Section 29A of the IBC as inserted by the Insolvency and Bankruptcy Code (Amendment) Act, 2018.

I/ We undertake on behalf of [Insert name of the Resolution Applicant], that during the corporate insolvency resolution process, no person who would be considered as connected person and is not eligible to submit resolution plan under section 29A of the IBC.

I/ We declare and undertake that in case the [Insert name of the Resolution Applicant], becomes ineligible at any stage during the corporate insolvency resolution process of the Corporate Debtor, it would inform the Resolution Professional forthwith on becoming ineligible.

I/ We confirm that the said declaration and disclosure is true and correct.

I/ We am/are duly authorised to submit this declaration by virtue of
(DEPONENT)

VERIFICATION

I/ We, the deponent above, do hereby solemnly declare and affirm that the above statement given by me is true and correct to the best of knowledge and belief and nothing stated above is false or misrepresentation or misleading.

(DEPONENT)

“ANNEXURE - E”

UNDERTAKING

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

Date: [●]

To

Mr. Ram Singh Setia

Resolution Professional

In the matter of Multi-Flex Lami-Print Limited (Undergoing Corporate Insolvency
Resolution Process)

IBBI Registration No.: IBBI/IPA-001/IP-P01189/2018-19/11935

C/O, Finvin Turnaround and Restructuring Private Limited

B Wing, 601-604, Raylon Arcade, RK Mandir Road, Near Pidilite,

Kondivita, Andheri (East), Mumbai - 400059

**Subject: Undertaking in relation to submission of the EOI for MULTI-FLEX
LAMI-PRINT LIMITED (“Company”) undergoing Corporate Insolvency
Resolution Process (“CIRP”).**

Dear Sir,

We, the undersigned (“[●]”) are submitting our expression of interest (“EOI”) in
respect of Invitation for submission of EOI issued by the Resolution Professional of
the Company on October 07, 2023 (“Invitation for EOI”) and in this connection we
hereby solemnly affirm, declare and undertake as follows:

- (a) We have examined in detail and have understood the eligibility and other
criteria mentioned in Invitation for EOI;
- (b) We meet the necessary threshold and criteria mentioned in the EOI;
- (c) We understand the eligibility criteria provided in Section 29A of the Insolvency
and Bankruptcy Code, 2016 (“Code”) and confirm that we are not an
ineligible/disqualified person in terms of provisions of Section 29A of the
Code. If, at any time after the submission of this EOI, we become ineligible to be
a resolution applicant as per the provisions of the Code (including but not
limited to the provisions of Section 29A of the Code), the fact of such

Expression of Interest for Submission of Resolution Plan

ineligibility shall be immediately and in any event within 24 hours of such ineligibility, be informed to the Resolution Professional;

- (d) We understand that the applicant must be 'fit and proper' person not under any legal disability to be promoter under the applicable laws including listing agreement and SEBI regulations and guidelines. We confirm that we are fit and proper as per this requirement and shall provide all relevant documents for its promoter/promoter group or any other group company.
- (e) We confirm and represent that we have the requisite corporate authorisation to submit the EOI;
- (f) All information and records provided by us to the Resolution Professional in the EOI or otherwise are correct, accurate, complete and true and no such information, data or statement provided by us is inaccurate or misleading in any manner. We shall be solely responsible for any errors or omissions therein;
- (g) We will hold in trust and in confidence the Confidential Information provided to us by the Resolution Professional/Committee of Creditors of the Company ("CoC")/ Company and will not, directly or indirectly use the Confidential Information for causing an undue gain or undue loss to itself or any other person or for any purpose other than for submission of resolution plan. We will not disclose or reveal (or permit the disclosure or revelation of) any Confidential Information to any person or party whatsoever (save and except as provided below) without the prior consent of the Resolution Professional. We will disclose the Confidential Information to our employees, advisors, directors and/or our affiliates (together the "Representatives"), strictly on a need to know basis and solely for the purpose of preparation, finalization and submission of the resolution plan for the Company, provided always that, each of these Representatives shall, in the course of their duties be required to receive, observe and consider the confidentiality obligations set out hereunder when working towards the preparation/submission of the Resolution Plan and shall be bound by confidentiality obligations that are at least as stringent as the obligations agreed by us in this undertaking. We will use the same degree of care to protect the Confidential Information as we use to protect its own confidential information but no less than a reasonable degree of care to prevent the unauthorised access, use, dissemination, copying, theft and/or republication of the Confidential Information. We will promptly notify the Resolution Professional of any Confidential Information which has been used by any unauthorised third party provided that such notification shall not relieve us from any liability arising from its breach of this undertaking.

Expression of Interest for Submission of Resolution Plan

For purposes of this Undertaking, the term "Confidential Information" shall mean and include any and all facts, knowledge, information, documents and materials whether written or otherwise, concerning the business, operations, prospects, finances, or other affairs of the Company, its affiliates, associates or subsidiaries (which includes, without limitation, documents delivered in connection with due diligence, investigation, information relating to the existing business of the Company, market and company-specific data, agreements related to its business including knowhow and technology agreements, agreements relating to licence to use intellectual property rights, graphs, drawing, past, current, and planned research and development, current and planned marketing or distribution methods and processes, customer lists, current and anticipated customer requirements, price lists and other end-user pricing related information, market studies, computer software and programs, database technologies, systems, structures and architectures, historical financial statements, activities, products, specifications, data, know-how, compositions, designs, sketches, photographs, business plans, financial projections and budgets, historical and projected sales, capital spending budgets and plans, current or prospective financing sources, the names and backgrounds of personnel, personnel training techniques and materials, reports relating to the Company's operations prepared by external consultants which are proprietary to the Company, and any information memorandum / draft / final offer document, request for proposal, or other materials prepared in connection with submission of Resolution Plan, howsoever documented, that has been or may hereafter be provided or shown to us by the Company/Resolution Professional/CoC or is otherwise obtained from review of the Company's documents or property or discussions with the Company/Resolution Professional/CoC irrespective of the form of the communication, and also includes all notes, analyses, compilations, studies, summaries, and other material prepared by us containing or based, in whole or in part, on any information included in the foregoing. Notwithstanding the foregoing, the following information will not constitute "Confidential Information" for purposes of this undertaking:

- (a) information which we can prove was already in our possession and was available to us on a non-confidential basis prior to its disclosure to us by the Company/Resolution Professional/CoC;
- (b) information which is obtained by us from a third Person who, insofar as is known to us, is not prohibited from disclosing the information to us under a contractual, legal or fiduciary obligation to the Company/ Resolution Professional/CoC; and
- (c) information which is or becomes generally available to the public otherwise than as a result of a breach of this undertaking by us.

Expression of Interest for Submission of Resolution Plan

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

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

Yours Sincerely,

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

Signature: _____

Name of Signatory:

Designation:

Company Seal/Stamp

NOTE:

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