RESOLUTION PLAN FACILITATOR

ANAROCK INVESTMENT BANKING

AUGUST 2022

Modella Textile Industries Limited

Real Estate Project in Thane (W), MMR

UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (IBC)

BDO

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SECTION

01

THE OPPORTUNITY

Executive Summary

Modella Textile Industries Limited ("MTIL") is under Corporate Insolvency Resolution Process **("CIR Process")** under the provisions of the Insolvency and Bankruptcy Code 2016 **("IB Code")** and Bhrugesh Amin has been appointed as the Resolution Professional ("RP") for MTIL as per the orders of the Hon'ble National Company Law Tribunal, Mumbai Bench dated May 04, 2022 ("**Insolvency Commencement Date/ ICD**").

ANAROCK Capital has been appointed as **'Resolution Plan Facilitator'** to assist in divestment of the **Company / Project under CIRP for Modella Textile Industries Limited.**

A unique opportunity to invest in a **prime land parcel**, ideal for mixed-use development, adjoining L.B.S. Road in Thane (W), MMR

Thane (W) MMR
Location

Freehold Land
Asset Type

Regular
Land Shape

Clear & Marketable
Title

Residential
Land Zoning

~14.3 acres
Land Area

~2.8 Mn sf
FSI Potential

3 + Ancillary
FSI

L.B.S. Road
Access Road

CIRP under IBC
Current Status

SECTION

02

CITY OVERVIEW

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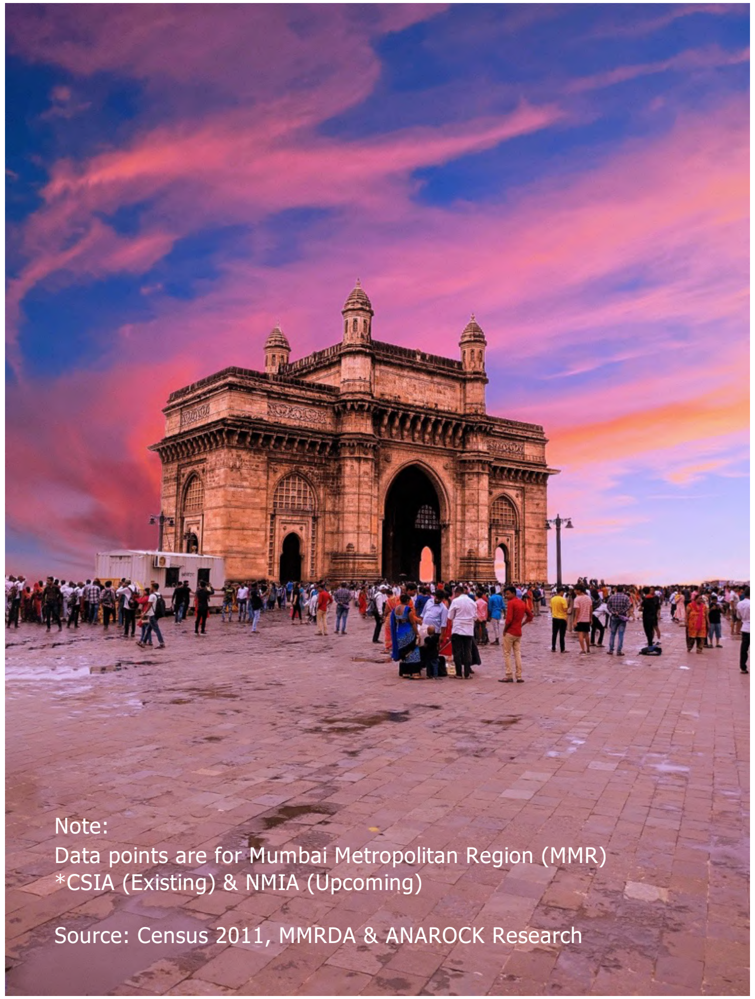
MMR City Overview



Note:
Data points are for Mumbai Metropolitan Region (MMR)
*CSIA (Existing) & NMIA (Upcoming)

Source: Census 2011, MMRDA & ANAROCK Research

6,355 km^2
MMR Area

18.4 Mn
Population
(India's 2^{nd} & World's 6^{th} most populous city)

2,895
Population Density
(Persons/km^2)

12%
Decadal Growth Rate

863
Sex Ratio
(females per '000 males)

IT-ITeS
BFSI
Media
Warehousing
Logistics
Key Businesses

6.2%
Contribution to India's GDP

State Capital
Maharashtra

India's Financial, Commercial Capital & Entertainment Hub

Highest No. of Resident HNIs

02
Ports

02
International Airports*

89.8%
Literacy Rate

Thane Overview

Situated along the north-east edge of Mumbai's Sanjay Gandhi National Park, Thane has been one of the fastest growing markets due to the affordability and connectivity.

Also commonly referred to as the "City of lakes", Thane's well-established infrastructure provides connectivity to **MMR's business hubs via existing infrastructure:**

3 x Major Roadways: L.B.S. Road, Eastern Express Highway (also a part of the NH-48) & Ghodhbunder Road

Thane Railway Station: Located on the Central Line, it is one of the busiest stations in MMR

147 km^2
Area

1.8$^+$ Mn
Population

0.7 Mn
Daily Passenger Traffic

3rd most industrialised district
State Ranking

1,500$^+$
Large & medium scale industries

18,000$^+$
Small scale industries

91.36%
Literacy Rate

882
Sex Ratio (females per '000 males)

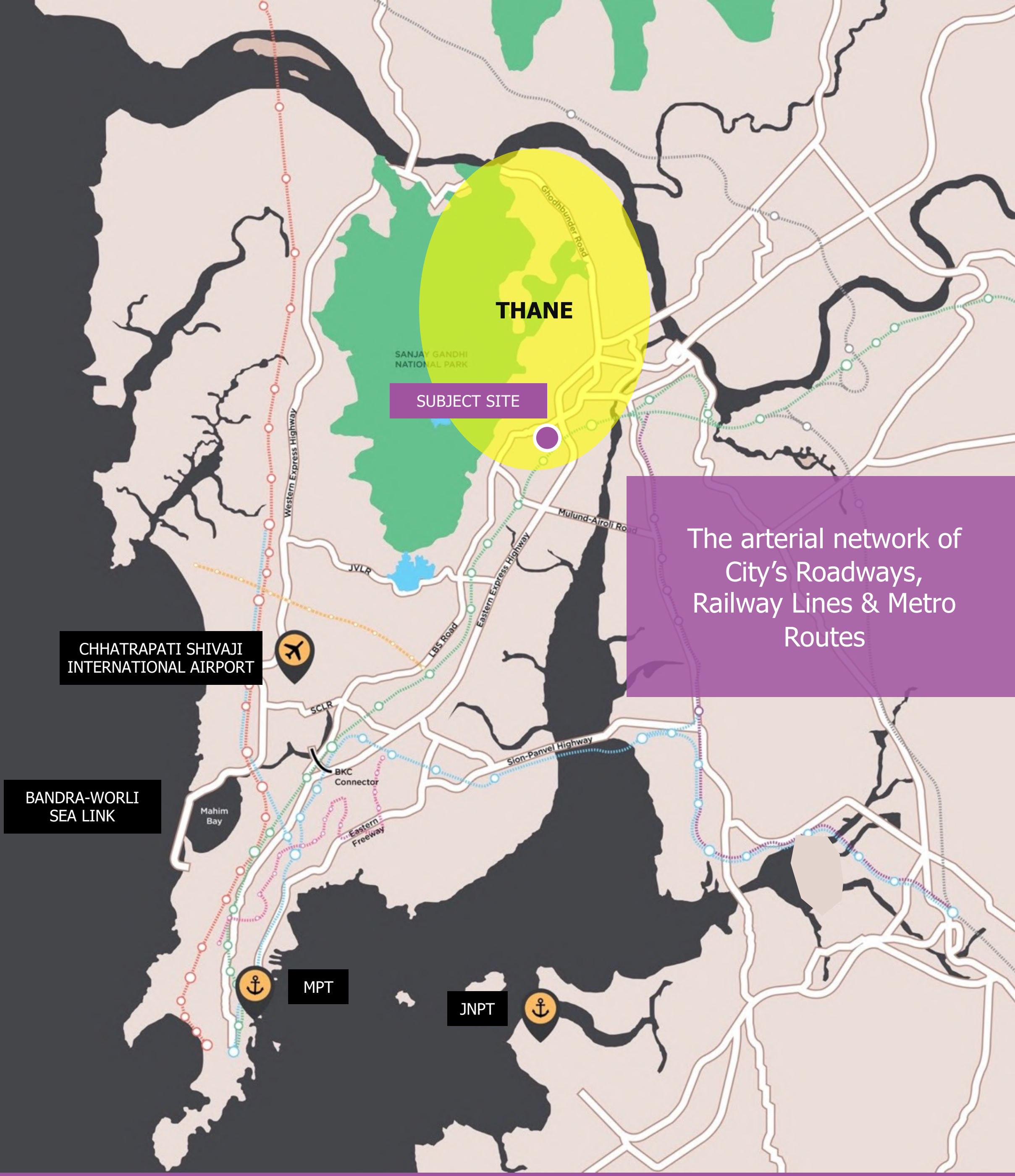
City of Lakes
(30$^+$ Lakes)
Thane

TMC
Municipal Corporation

Note:
Source: Census 2011, MMRDA & ANAROCK Research

MMR: Existing Infrastructure

- Western Railway Line
- Central Railway Line
- Harbour Railway Line
- Vasai - Diva - Nilje - Panvel Railway Line
- Thane - Panvel Railway Line
- Versova - Ghatkopar Metro
- Chembur - Jacob Circle Monorail



The arterial network of City's Roadways, Railway Lines & Metro Routes

MMR: Upcoming Infrastructure

1 **METRO LINE 1**
Ghatkopar-Versova (Operational)

2 **METRO LINE 2**
Mankhurd-Dahisar (Under Construction)

3 **METRO LINE 3**
Colaba-Seepz (Under Construction)

4 **METRO LINE 4**
Wadala-Kasarvadavali (Under Construction)

5 **METRO LINE 5**
Thane-Bhiwandi (Under Construction)

6 **METRO LINE 6**
Lokhandwala-Kanjurmarg (Under Construction)

7 **METRO LINE 7**
Andheri-Dahisar (Partially Operational)

8 **METRO LINE 9**
Dahisar-Mira Road (Approved)

SCLR EXTENSION
Under-construction 3.8 kms 4-lane flyover from Kapadia Nagar (Kurla) to Western Express Highway (near Vakola junction)

BKC UNDERPASS
A proposed 250m underpass connecting Western Express Highway near Kher Wadi Junction to Maker Maxity in BKC

TRANS HARBOUR LINK
Under-construction 21.8 km, freeway grade road bridge connecting South Mumbai with Navi Mumbai

GOREGAON MULUND LINK ROAD (GMLR)
A 14-km long route will connect Western Suburbs to Thane and surrounding areas. This route will have a 4.7 km tunnel passing through Sanjay Gandhi National Park (SGNP).

COASTAL ROAD
Under-construction 8-lane, 29.2 km long freeway along Mumbai's western coastline connecting Marine Lines in the south to Kandivali in the north

Infrastructure upgradation to propel Mumbai's growth trajectory and improve the city's attractiveness

Thane: Upcoming Infrastructure

The upcoming infrastructure projects in the area continue to attract residential buyers across the spectrum, from mid to luxury segments.

Goregaon-Mulund Link Road

This 14-km long route will connect Western Suburbs to Thane and surrounding areas. This route will have a 4.7 km tunnel passing through Sanjay Gandhi National Park (SGNP). Expected to reduce travel time between Eastern (Mulund) and Western (Goregaon) suburbs of the city.

Metro Line 4
(Wadala – Kasarvadavali)

This 32-km long elevated metro line is the 2nd longest planned. With almost 6 interchange stations, the connectivity between Thane and the Eastern suburbs will improve significantly with an estimated daily rider traffic of 13 lakhs.

Metro Line 5
(Thane – Bhiwandi – Kalyan)

This 24.9-km long elevated metro line is anticipated to enhance Bhiwandi and Kalyan's connectivity, integrating the extended regions of MMR. The work for the first phase i.e., Thane to Bhiwandi is under progress.

This residential micro-market is a major attraction for Grade A Developers due to its ever improving infrastructure, land availability & presence of integrated townships (E.g. Hiranandani Estate).

SECTION

03

ABOUT THE CORPORATE DEBTOR

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Corporate Debtor Profile

Modella Textile Industries Limited ("MTIL") is incorporated on 30th March 1971 & has its registered office in Mumbai, Maharashtra, India. MTIL was operating a textile mill earlier, however, the textile operations were discontinued due to liquidation order against MTIL.

Nirmal and Videocon Group (50:50 partnership) took over the MTIL and brought it out from liquidation, settled various laborers and got into real estate development.

MTIL is the owner and has complete rights, title and interest in and over contiguous land admeasuring ~57,962 m^2 = ~14.3 acres bearing survey no. 464, 465A, 465, 466 and having CTS No. 1592 to 1597, 1599 to 1638, Tika No. 33, 34, and 37 situate at Village Panchpakhadi, Taluka Thane, District.

MTIL, landowner of the Project, had launched real estate project **"Nirmal Sports City"** in 2012-13. As the project didn't progress, MTIL partnered with Godrej Properties Ltd. (Development Manager) and re-launched the project as **"Godrej Alive"**.

Building Plan bearing Ref. No. VPSO3/0035/12/TMC/TDD/696/16 dated February 23, 2016, approved by Thane Municipal Corporation (TMC) was under Rental Housing Scheme. However, under UDCPR 2034, the said land can be developed with FSI of 3, which has FSI potential of more than 2.8 Mn sf.

Map coordinates: https://goo.gl/maps/mVysWEnNLQSGJeA97

Project Name	MTIL launched real estate projects on the said lands: "Nirmal Sports City" and subsequently "Godrej Alive"
Area	~57,962 m^2
Location	L.B.S. Road, Dharamveer Nagar, Thane (W) – 400 080
Status	Land stage with IOD approval under Rental Housing Scheme

Corporate Debtor Profile

Summary of all sold units

Wings	No. of Units	Carpet Area (m^2)	Agreement Value*	Amount received from the customers*	Amount Refunded*
A	111	8,091	1,69,57,30,637	17,92,59,567	6,37,32,610
B	96	7,126	1,03,18,82,635	19,62,26,170	6,56,86,835
C	58	4,243	1,00,97,94,449	11,94,86,013	1,67,53,988
E	24	2,628	62,41,18,417	6,57,27,999	1,33,59,106
Grand Total	289	22,088	4,36,15,26,138	56,06,99,750	15,95,32,539

Project wise summary of sold units

Wings	No. of Units	Carpet Area (m^2)	Agreement Value*	Amount received from the customers*	Amount Refunded*
Godrej Alive	105	7,820	2,11,50,82,605	10,26,22,093	-
Grover Family	48	3,651	23,72,05,856	-	-
Nirmal Sports City	136	10,616	2,00,92,37,677	45,80,77,657	15,95,32,539
Grand Total	289	22,088	4,36,15,26,138	56,06,99,750	15,95,32,539

Source: Customers MIS has been provided by erstwhile management of MTIL (subject to further verification)

*Amount in INR

MTIL had registered the **Project "Godrej Alive"** under the names "Godrej Alive A", "Godrej Alive B", "Godrej Alive C" and "Godrej Alive E" thereon under MahaRERA registration numbers P51700010303, P51700005281, P51700009993, and P51700009992 respectively.

The erstwhile shareholders of MTIL - "Grover Family" had entered into two Memorandum of Understandings ("MOUs") with MTIL. Basis the available documents, it is recorded that 48 flats comprising 58,890 sf of built-up area (BUA) have been allocated to Grover Family nominees towards full and final discharge of the consideration over and above the financial consideration discharged by MTIL in accordance with MOU.

However, the RP has received claims to the tune of INR 35.24 Cr from the homebuyers of Project Nirmal Sports City. Claims are awaited from the remaining homebuyers. Regular updates about the CIRP process & claims are hosted on website of the Corporate Debtor: https://www.modellatextile.com/

Prospective Resolution Applicants may visit the website to be updated regarding progress of the Bid Process and related CIRP matters.

SECTION

04

ABOUT THE REAL ESTATE PROJECT

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Strategic Location

A contiguous land parcel is situated along one of Mumbai's important route in the roadway system - L.B.S. Road, in Thane (W), MMR.

The site enjoys good connectivity due to convenient access to two existing railway stations (Mulund & Thane), upcoming metro station (Line 4) & arterial roads - L.B.S. Road & Eastern Express Highway (also a part of NH-48).

~14.3 acres
Land Area

~2.8 Mn sf
FSI Potential

Thane (W), MMR
Location

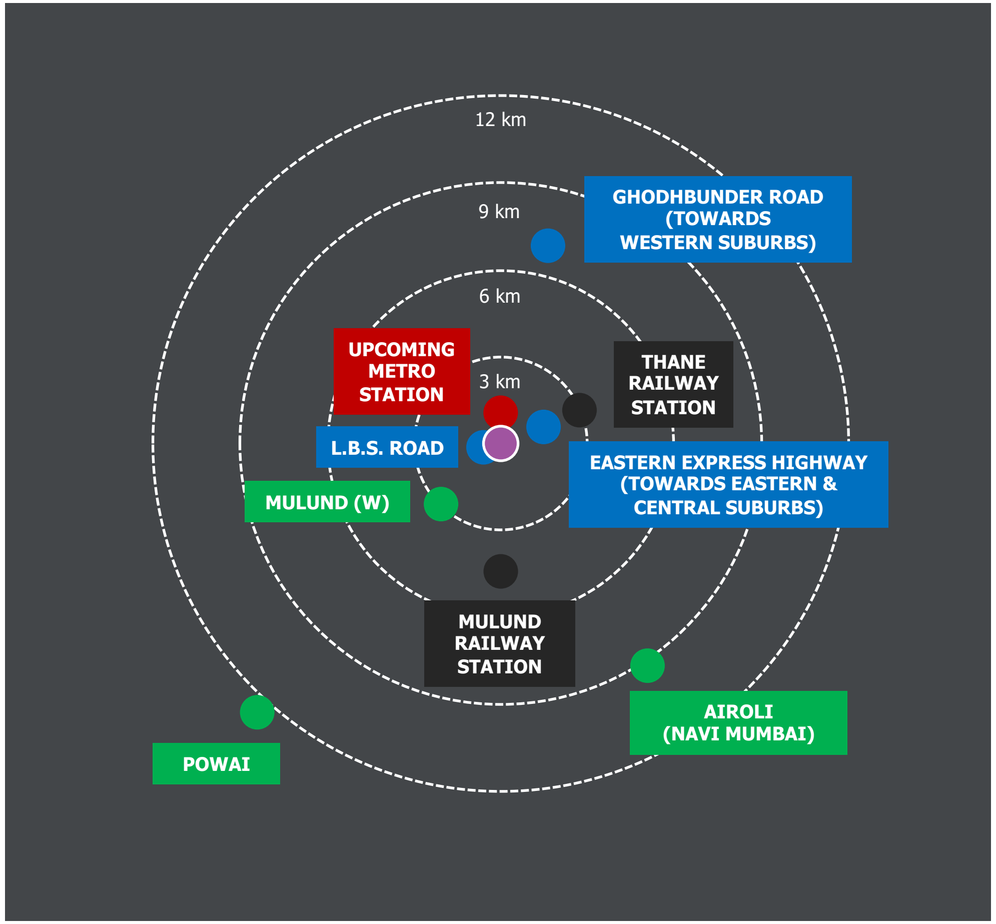
L.B.S. Road
Access Road

Residential
Land Zoning

Freehold Land
Asset Type

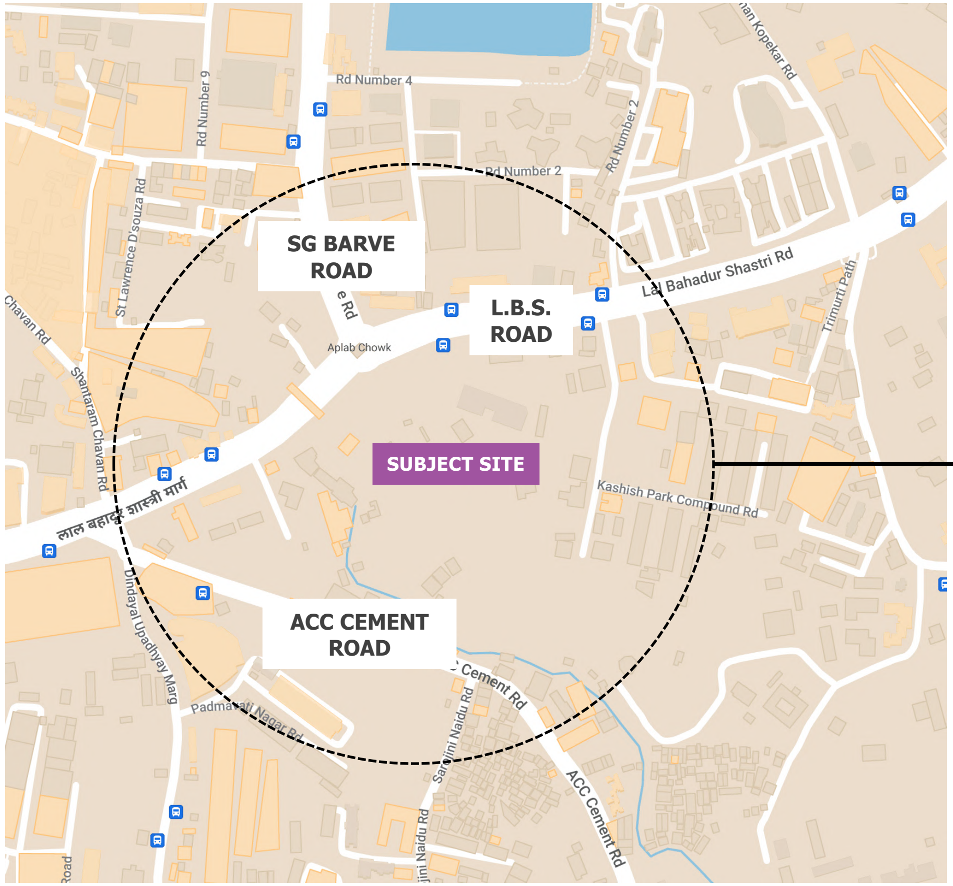
Regular
Land Shape

Clear & Marketable
Title



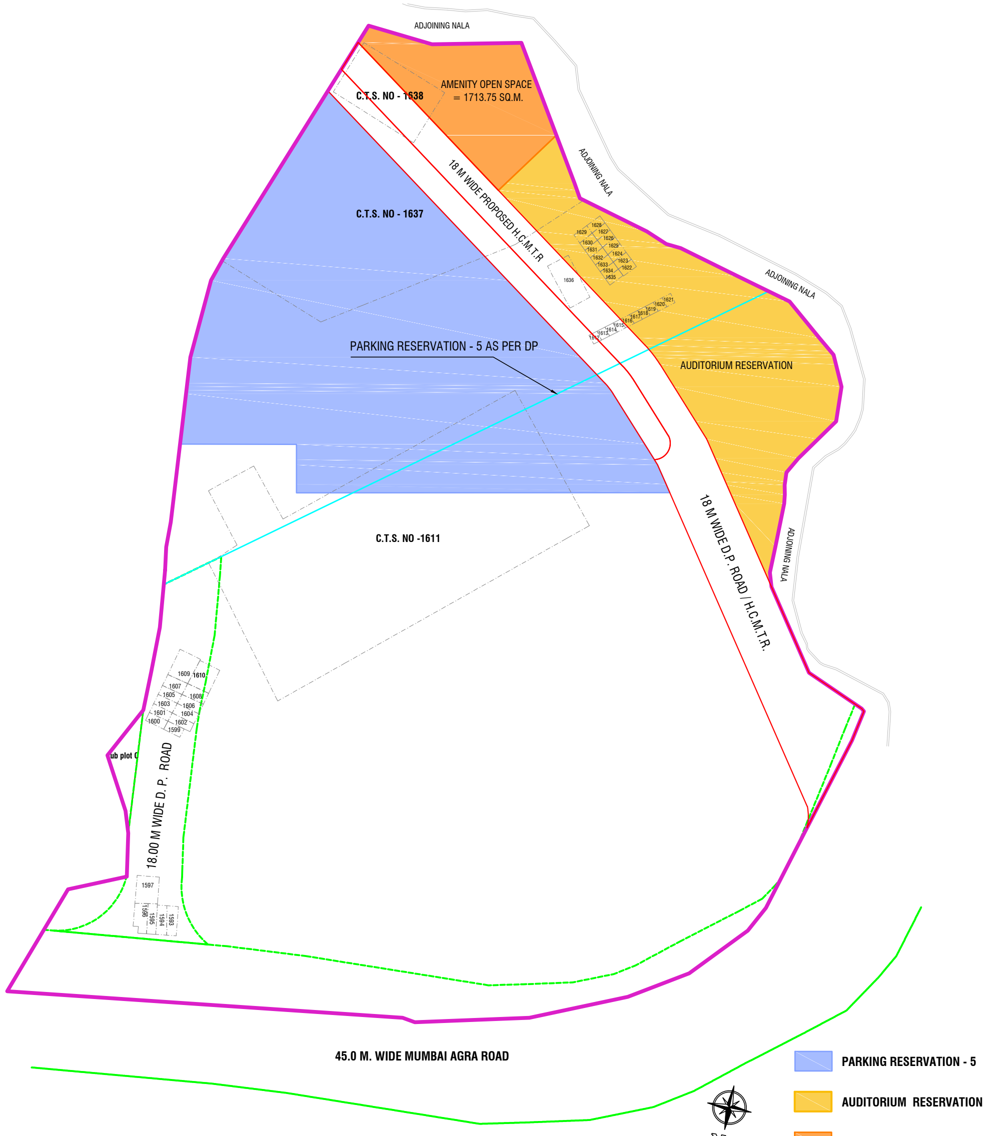
SUBJECT SITE | MICRO-MARKETS
ARTERIAL ROADS | RAILWAY STATION | UPCOMING METRO STATION

Site Plan


SG BARVE ROAD
L.B.S. ROAD
SUBJECT SITE
ACC CEMENT ROAD


SG BARVE ROAD
L.B.S. ROAD
L.B.S. ROAD
SUBJECT SITE
Parking Reservation
ACC CEMENT ROAD

Site Layout



LAYOUT SHOWING DP ROADS AND RESERVATIONS

Asset USPs

PRIME LAND PARCEL

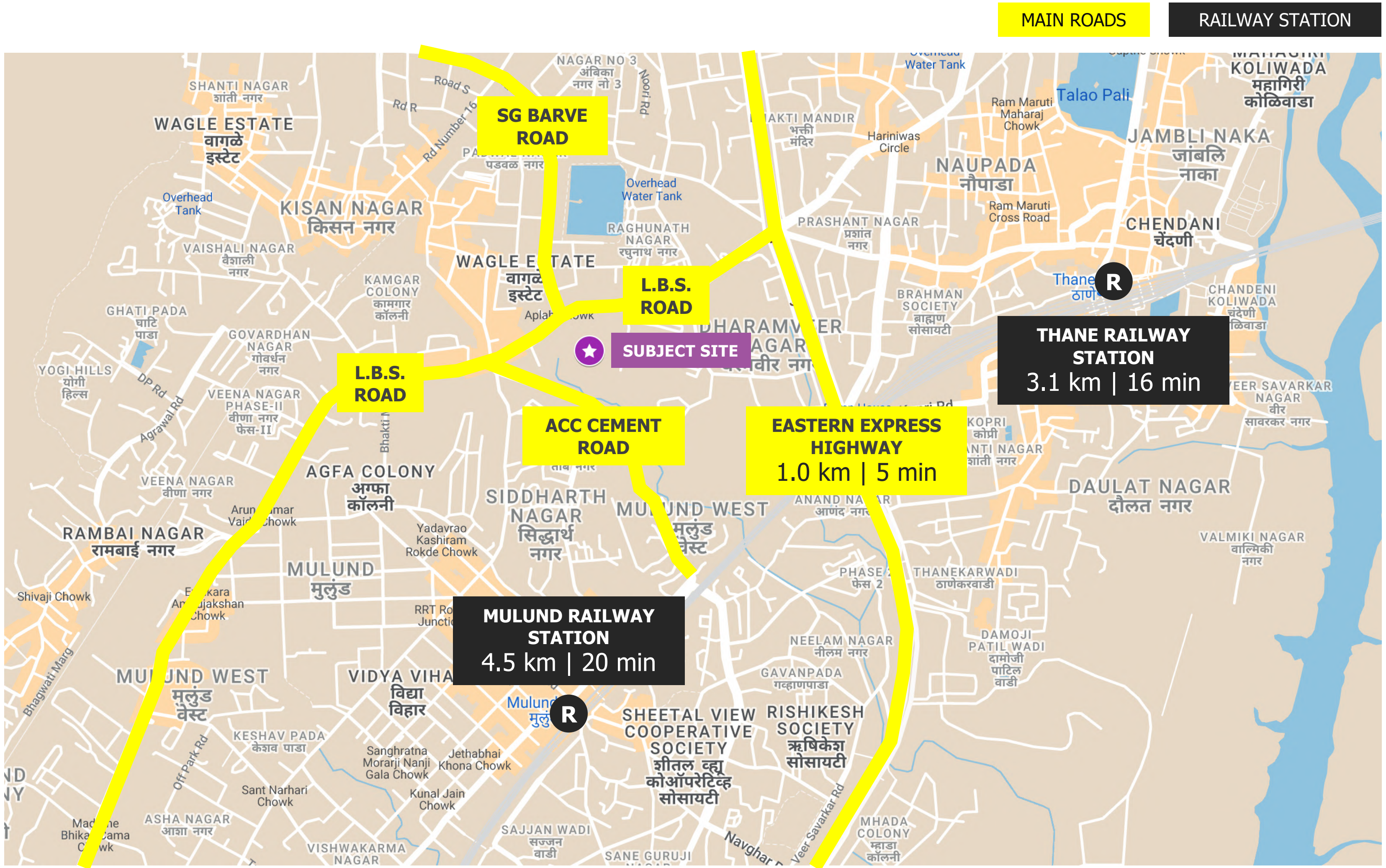
A contiguous land parcel is situated along one of Mumbai's arterial road - L.B.S. Road, in Thane (W).

One of the largest land parcel available for development

Strategically located at the cusp of Thane (W) & Mulund (W) - one of Mumbai's prime Central Mumbai Suburbs, the site enjoys **enhanced connectivity** to all parts of the city through the various infrastructural developments:

- 2 x Railway stations (Mulund & Thane)
- Upcoming metro station (Line 4)
- L.B.S. Road
- Eastern Express Highway

Key Nodes	Distances
CSIA	~25.0 km
BKC	~21.3 km



Social Infrastructure

Amidst a good social infrastructure consisting of key residential projects, retail, educational institutions and healthcare

HOSPITAL

1. Manavta Hospital
2. Matoshree Gangubai Sambhaji Shinde Hospital
3. Fortis Hospital
4. Platinum Hospital
5. Jupiter Hospital

EDUCATION

1. Singhania School
2. Oxford English School
3. Next School
4. Billabong High International School

RETAIL MALL

1. R Mall
2. Eternity Mall
3. Korum Mall
4. Viviana Mall

KEY RESIDENTIAL PROJECTS

1. Oberoi Realty Eternia & Enigma
2. Prestige City
3. Shapoorji Pallonji Northern Lights
4. Sheth Avalon
5. Raymond Realty Ten X Habitat
6. Runwal Pinnacle
7. Piramal Revanta
8. Sheth Montana
9. L&T Rejuve 360
10. Wadhwa Atmosphere
11. Runwal Sanctuary
12. Kalpataru Elitus
13. Ashar Metro Towers
14. One Hiranandani Park
15. STG Atlantis
16. Sheth Zuri

GOOGLE MAPS

https://www.google.com/maps/d/edit?mid=1xm1jwqSJckHVW77zoH5k1JIy9fgT6GI&usp=sharing

MAIN ROADS

RAILWAY STATION

Indicative FSI Statement

Sr. No.		Description	Area (in m^2)
A.		**Area Statement: R- Zone Plot**	
1		Area of plot (As per P.R. Card)	57,962.29
2		Deductions for	
		a) Road set back area 45 m. wide road	3,590.26
		b) Area under 18 m. wide HCMTR (Internal TMC Metro)	5,327.52
		c) Area of plot available for parking + auditorium reservation	14,769.53
		Total (a+b+c)	23,687.31
3		Balance area of plot (1 - 2)	34,274.98
4		Deductions for Amenity open space on 5% (3)	1,713.75
5		Net plot area (3 - 4)	32,561.23
6		Basic FSI as per front road width 1.1 on (5)	35,817.35
7		Addition of FSI on payment of premium 0.50 on (1) (57,962.29 x 0.50)	28,981.15
8	A	Max. Permissible TDR loading 1.40 on (1) (57,962.29 x 1.40 = 81,147.21)	81,147.21
	i	Non Slum TDR 70% = 81,147.21 x 70% = 56,803.05 m^2	56,803.04
	ii	Slum TDR 30% = 81,147.21 x 30% = 24,344.16 m^2	24,344.16
9		Total Entitlement of FSI in the proposal (6+7+8)	1,45,945.71
10		Total Permissible Built-up area (including Ancillary area) (9 x 1.6)	2,33,513.13
11		Ancillary area FSI upto 60% or 80% with payment of charges (10 - 9)	87,567.42
12		EWS LIG to be handed over to MHADA: 20% of basic FSI (20% of 6)	7,163.47
13		Physical RG (10% of 5)	3,256.12

B.	**Area statement - For Development of Parking Reservation**	**Area (in m^2)**
1	Area of Parking reservation (50% of A2C) i.e. 50% of 14,769.53	7,384.77
2	Permissible F.S.I.	1.10
3	Total Entitlement of FSI (1x2)	8,123.24
4	Parking construction area to be developed & handed over to TMC (1)	7,384.77
5	Total Permissible Built-up area (including Ancillary area) (3x1.6)	12,997.19
6	Ancillary Area FSI upto 60% or 80% with payment of charges (3 - 5)	4,873.94
7	Physical RG (10% of 1)	738.48

C.	**Auditorium Reservation Development**	**Area (in m^2)**
1	Area for Auditorium Development (50% of A2C) i.e. 50% of 14769.53	7,384.77
2	Area of reservation plot to be handed over to TMC (40% of 1)	2,953.91
3	Construction area to be handed over to TMC as Auditorium (50% of 1)	3,692.38
4	Area of plot available for development with Developer (60% of 1)	4,430.86
5	Permissible F.S.I. for development	1.10
6	Total Entitlement of FSI for developer (1x5)	8,123.24
7	Total Permissible Built-up area (including Ancillary area) (6x1.6)	12,997.19
8	Ancillary Area FSI upto 60% or 80% with payment of charges (7 - 6)	4,873.94
9	Physical RG (10% of 4)	443.09

Summary: Permissible Built up area / T.D.R. available for developer

E	Plot Area available for Developer against Parking Reservation development (B1+C4)	11,815.62
F	Permissible Built-up area for Developer from Parking Reservation Development (B3+C6)	16,246.48
G	Total Entitlement of FSI in the proposal for Developer from Entire Plot (A9+B3+C6)	1,62,192.19
H	Ancillary Area FSI upto 60% or 80% with payment of charges - considered residential (A11+B6+C8)	97,315.31
I	Total Permissible Built-up area (including Ancillary area) (G+H)	2,59,507.50
J	Construction area to be handed over to TMC (B4+C3)	11,077.15
K	DR Generated from Plot (2.00x[A2(a)+A2(b)+A4])	21,263.06
L	Constructed Amenity TDR from Parking + Auditorium Reservation Development [(J)x construction cost x 2.00]/land rate = (11,077.15 x 26,620 x 2.00)/46,000.00	12,820.59
M	Slum TDR to be purchased [A8(Aii)-L]	11,523.57
N	Non Slum TDR to be purchased [A8(Ai)-K]	35,539.99

Actual Photos

SECTION

05

THE TRANSACTION

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Company Takeover Under IBC: The Advantages

Single Lender to the Project (EARC)

Negotiations for PRAs are easier and smoother as there is a single lender.

Umbrella Shelter

Insolvency Process allows the buyer to buy a clean company regardless of any old defaults including statutory liabilities. The resolution plan once approved, is binding on all Stakeholders including all creditors, Central and State Authorities, Employees and Existing Shareholders

Single Project SPV

MTIL is single-project SPV without any other major assets/liabilities. Further, MTIL's liabilities are restricted only at the level of the SPV and protection available from the parent company's creditors/liabilities.

Income Tax

Eligibility to claim aggregate of brought forward business losses and UAD for MAT purposes under the Income Tax Act.

Deemed Approval of Shareholders

Deemed approval from Shareholder or members under the provisions of IBC upon NCLT approval.

Buyer can choose liabilities

In the Resolution Plan, Incoming Buyer can specify which liabilities of the company it wants to takeover along with the amount of those liabilities, which shall be binding on all stakeholders after the Resolution Plan is approved.

Financial & Operational Creditors

Summary List of Creditors of Modella Textile Industries Ltd.

Amount in INR

Creditor / Form	No. of Claimants	Amount Claimed	Estimated Amount Admitted	Amount Not Admitted	Amount Under Review
Edelweiss Asset Reconstruction Company Limited acting in its capacity as the Trustee of EARC Trust SC – 384	1	9,98,96,70,414	9,98,96,70,414	-	-
Ms. Sudha Navandar (Representing Home Buyers)	63	35,23,54,629	24,80,87,532	-	10,42,67,097
Godrej Properties Limited (Form CA)	1	14,01,45,085	-	-	14,01,45,085
Operational Creditors	2	35,55,65,447	-	-	35,55,65,447
Grand Total	**67**	**10,83,77,35,575**	**10,23,77,57,946**	**-**	**59,99,77,629**

Note: Claims received from creditors are under further verification/validation. Acceptance of the claim is subject to receipt of certain documents/clarifications from the Creditors in relation to interest, penal charges, agreements, contracts, Form 26AS, Consent Terms etc. The analysis and findings delineated in the above table are specifically subject to information received up to 20th July, 2022. The same may change subject to any material information received from the creditors affecting the claim amounts in accordance with Regulation 14(2) of the CIRP Regulations.

Other Liabilities

Particulars	Details
Tenants	~50 tenants, who are old workers of erstwhile Modella Textile mill and are occupying & residing on a small portion of land (Modella Vasahat)
Grover Family	Claims received (under Form CA) from the Grover Family to the tune of INR 180 Cr subject to the further verifications

CIRP Timelines

	Sections / Regulations	Description of Activity	Timelines
MAY 2022	Section 16(1)	Commencement of CIRP and appointment of IRP	4th May 2022
JUN 2022	Regulation 36A	Publish Form G	24th June 2022
		Invitation of EoI	24th June 2022
AUG 2022		Publish modified Form G	8th August 2022
		Amended Invitation of EOI	8th August 2022
		Last Date for Submission of EoI	**29th August 2022**
SEP 2022	Regulation 36B	Provisional List of RAs by RP	8th September 2022
		Submission of objections to provisional list	13th September 2022
		Issue of RFRP, including Evaluation Matrix and IM	13th September 2022
		Final List of RAs by RP	23rd September 2022
OCT 2022	Regulation 39(4)	Receipt of Resolution Plans	14th October 2022
		Submission of CoC approved Resolution Plan to AA	28th October 2022

Note: Subject to 90 days extension.
The RP may, with the approval of the CoC/NCLT, extend the timeline for submission of EOIs/Resolution Plans.

Next Steps to Participate in the Bid Process

	Description of Activity	Timelines
AUG 2022	For participation, submit an Expression of Interest (EOI), with a **refundable EMD of INR 1 Cr**	On or before 29th August 2022
SEP 2022	Release of Information Memorandum (IM) containing details about the company & project, access to data room for diligence	From 13th September 2022
	Confirmation by RP of eligible bidders/PRAs	On 23rd September 2022
OCT 2022	Submission of Resolution Plan/Bid	On or before 14th October 2022
	Evaluation of all Resolution Plans and recommendation of Committee of Creditors (COC) approved Resolution Plan to NCLT	On or before 28th October 2022

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