

IN THE ADJUDICATING AUTHORITY
THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH-I,
AHMEDABAD

Item No. 301
CA (CAA)/31(AHM) 2024

Order under Section 230-232 & 66 of Companies Act, 2013

HN Safal Infra Space Private Limited &
HN Safal Infra Developers Private Limited

.... Applicant

Order Delivered on: 04.07.2024

Coram:

Mr. Shammi Khan, Member (Judicial)
Mr. Sameer Kakar, Member (Technical)

PRESENT:

For the Applicant :
For the Respondent :

ORDER

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

-SD-

SAMEER KAKAR
MEMBER (TECHNICAL)

-SD-

SHAMMI KHAN
MEMBER (JUDICIAL)

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH - I, AHMEDABAD**

CA (CAA)/31(AHM)2024

[Application under Sections 230-232 and read with other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016].

In the matter of **Scheme of Amalgamation**

HN SAFAL INFRA SPACE PRIVATE LIMITED

CIN NO: U45100GJ2011PTC065102

Having its registered office at:

HN SAFAL House, Beside Circle P Complex,
Nr. Prahladnagar Cross Road, SG Highway,
Ahmedabad, Gujarat - 380015

... Applicant / Amalgamating Company

HN SAFAL INFRA DEVELOPERS PRIVATE LIMITED

CIN NO: U45205GJ2015PTC083783

Having its registered office at:

HN SAFAL House, Beside Circle P Complex,
Nr. Prahladnagar Cross Road, SG Highway,
Ahmedabad, Gujarat - 380015

... Applicant/ Amalgamated Company

And

Their Respective Shareholders and Creditors

Order Pronounced on 04.07.2024

CORAM:

SH. SHAMMI KHAN, MEMBER (JUDICIAL)

SH. SAMEER KAKAR, MEMBER (TECHNICAL)

For Applicant(s): Ms. Dharmishta Rawal, Advocate

ORDER
Per: Bench

1. This is a Joint Company Application Viz., CA(CAA)/31(AHM)/2024 filed by the Applicant Companies, namely **HN Safal Infra Space Private Limited** (for brevity “Amalgamating Company”), and **HN Safal Infra Developers Private Limited** (for brevity “Amalgamated Company”) under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 in relation to the Scheme of Amalgamation (by way of Absorption) (hereinafter referred to as the “SCHEME”) proposed by the Applicant Companies. The said Scheme is also appended as **“Annexure – F”** to the typed set filed along with the Application.

2. The **rationale** of the Scheme of Amalgamation stated in the proposed Scheme is as under: -

The management of the Companies have examined the relative business strengths, the potential commercial and

other synergies of the Amalgamating and the Amalgamated Companies. Considering this, the present Scheme is likely to generate the following benefits and synergies:

- a) Achieving business diversification.
- b) Ensuring focused management in a combined entity, thereby resulting in efficiency of management and maximizing overall shareholders' value.
- c) Greater integration, financial strength and flexibility, for the amalgamated entity which would result in maximizing overall shareholders' value.
- d) Greater efficiency in cash management of the amalgamated entity, which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.
- e) Administrative and operational rationalization.

The Scheme is in the interest of both the Companies involved and their respective shareholders, creditors, employees, and all other concerned and shall help these companies to achieve and fulfil the objectives more

efficiently. The Scheme shall not in any manner be prejudicial to the interest of concerned shareholders or directors or creditors or key managerial personnel or any other stakeholder, of either of the Companies or general public at large. Further, there is no interest of any directors of the Companies in the Scheme.

3. The Applicant Companies in this Company Application has sought for the following **reliefs**:

| | EQUITY SHAREHOLDERS MEETING | PREF. SHAREHOLDERS MEETING | SECURED CREDITORS MEETING | UNSECURED CREDITORS MEETING |
|-----------------------------|------------------------------------|-----------------------------------|----------------------------------|------------------------------------|
| AMALGAMATING COMPANY | To Dispense with | To Dispense with | Convene the meeting | Convene the meeting |
| AMALGAMATED COMPANY | To Dispense with | To Dispense with | Convene the meeting | Convene the meeting |

4. Affidavit in support of the above application was sworn on behalf of the applicant Companies has been filed by one Mr. Chirag Bipinchandra Shah for both the Amalgamating Company and Amalgamated Company along with the application and it is also represented that the Registered office of the applicant companies is situated at HN SAFAL
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House, beside Circle P Complex, near Prahladnagar Cross Road, SG Highway, Ahmedabad - 380015 within the territorial jurisdiction of the Bench of this Tribunal and falling within the purview of Registrar of Companies, Ahmedabad.

5. HN SAFAL INFRA SPACE PRIVATE LIMITED

AMALGAMATING COMPANY

- i. It is submitted that HN Safal Infra Space Private Limited (hereinafter referred to as "Applicant Amalgamating Company") is a private limited company incorporated under the Companies Act, 1956 and having its registered office at HN SAFAL House, Beside Circle P Complex, Nr. Prahladnagar Cross Road, S. G. Highway, Ahmedabad 380015, Gujarat, India to as "HNSISPL" or "Amalgamating Company". It is submitted that the Applicant Amalgamating Company was incorporated on 22.04.2011 as HN SAFAL FACILITIES MANAGEMENT PRIVATE LIMITED. This name was changed to **HN SAFAL INFRA SPACE**
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PRIVATE LIMITED on 02.04.2018 with CIN No.U45100GJ2011PTC065102.

- ii. The authorized, issued, subscribed and paid-up share capital of the Amalgamating Company as on 31st March 2024 is as under:

| AUTHORIZED SHARE CAPITAL | AMOUNT (IN RS.) |
|--|------------------------|
| 8,60,475 Equity Shares of Rs.10/- each | 86,04,750 |
| 1,14,39,525 Preference Shares of Rs. 10/- each | 11,43,95,250 |
| 9,70,000 Preference Shares of Rs. 100/- each | 9,70,00,000 |
| Total | 22,00,00,000 |
| ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL | AMOUNT (IN RS.) |
| 5,00,000 Equity Shares of Rs. 10/-each | 50,00,000 |
| 45,00,000 1% Optionally Convertible Non-Cumulative Non-participating Preference Shares of Rs. 10/-each (Type-1) | 4,50,00,000 |
| 69,39,525 0.01% Optionally Convertible Non-Cumulative Non-participating Preference Shares of Rs. 10/-each (Type-2) | 6,93,95,250 |
| 9,70,000 0% Optionally Convertible Non-Cumulative Non-participating Preference Shares of Rs. 10/-each (Type-3) | 9,70,00,000 |
| Total | 21,63,95,250 |

The authorised, issued, subscribed and paid-up share capital of the amalgamating company is the same as on the date of board meeting sanctioning the Scheme.

- iii. It is submitted that as on 15.05.2024 there are **2 (Two) equity shareholders** in the applicant amalgamating company. The statutory auditors R.M. Mulani & Co. Chartered Accountants, has given a certificate dated 03.06.2024, certifying the number of Equity Shareholders and the fact that the Equity Shareholders of the Applicant Amalgamating Company have given their consent by way of an affidavit. The said certificate is attached in the application as **Annexure I-1**. It is submitted that all the Equity Shareholders of the Applicant Amalgamating Company have given their consent on an affidavit approving the proposed Scheme of Amalgamation after perusing the relevant documents viz., copy of the Scheme, Valuation Report, and Financial Statements. Annexed in the application as **Annexure I-2 (Colly)** are the Consent Affidavits of all the Equity Shareholders. It is submitted that in view of
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the affidavits given by all the Equity Shareholders of the Applicant Amalgamating Company, such a meeting would be an empty formality and require unnecessary expenses. Therefore, the Applicant Amalgamating Company seeks for a direction from this Tribunal **to dispense with** holding of meeting of the Equity Shareholders i.e. the members of the Applicant Amalgamating Company.

- iv. It is submitted that as on 15.05.2024 there are **2 (Two) Type-1 Preference Shareholders** in the Applicant Amalgamating Company. The statutory auditors R.M. Mulani & Co. Chartered Accountants, has given a certificate dated 03.06.2024, certifying the number of Type 1 Preference Shareholders and the fact that the Type 1 Preference Shareholders of the Applicant Amalgamating Company have given their consents by way of affidavits. The said certificate is attached in the application as **Annexure J-1**. It is submitted that all the Type 1 Preference Shareholders of the Applicant Amalgamating Company have given
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their consents on affidavit approving the proposed Scheme of Amalgamation after perusing the relevant documents viz., copy of the Scheme, Valuation Report, and Financial Statements. Annexed in the application as **Annexure J-2 (Colly.)** are the Consent Affidavits of all the Type -1 Preference Shareholders. It is submitted that in view of the affidavits given by all the Type 1 Preference Shareholders of the Applicant Amalgamating Company, such a meeting would be an empty formality and require unnecessary expenses. Therefore, the Applicant Amalgamating Company seeks for a direction from this Tribunal **to dispense with** holding of meeting of the Type 1 Preference Shareholders i.e. the members of the Applicant Amalgamating Company.

- v. It is submitted that as on 15.05.2024 there are **17 (Seventeen) Type 2 Preference Shareholders** in the Applicant Amalgamating Company. The statutory auditors R.M. Mulani & Co. Chartered Accountants, has given a certificate dated 03.06.2024, certifying the number of Type-2 Preference
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Shareholders and the fact that the Type-2 Preference Shareholders of the Applicant Amalgamating Company have given their consents by way of affidavits. The said certificate is attached in the application as **Annexure K- 1**. It is submitted that all the Type 2 Preference Shareholders of the Applicant Amalgamating Company have given their consents on affidavit approving the proposed Scheme of Amalgamation after perusing the relevant documents viz., copy of the Scheme, Valuation Report, and Financial Statements. Annexed in the application as **Annexure K-2 (Colly.)** are the Consent Affidavits of all the Type -2 Preference Shareholders. It is submitted that in view of the affidavits given by all the Type -2 Preference Shareholders of the Applicant Amalgamating Company, such a meeting would be an empty formality and require unnecessary expenses. Therefore, the Applicant Amalgamating Company seeks for a direction from this Tribunal **to dispense with** holding of meeting of the Type 2 Preference Shareholders i.e. the members of the Applicant Amalgamating Company.

vi. It is submitted that as on 15.05.2024 there is **1 (One) Type-3 Preference Shareholder** in the Applicant Amalgamating Company. The statutory auditors R.M. Mulani & Co. Chartered Accountants has given a certificate dated 03.06.2024, certifying the number of Type 3 Preference Shareholder and the fact that the Type 3 Preference Shareholder of the Applicant Amalgamating Company has given its consent by way of an affidavit. The said certificate is attached here in the application as **Annexure L-1**. It is submitted that the Type -3 Preference Shareholder of the Applicant Amalgamating Company has given its consent on affidavit approving the proposed Scheme of Amalgamation after perusing the relevant documents viz., copy of the Scheme, Valuation Report, and Financial Statements. Annexed in the application as **Annexure L-2** is the Consent Affidavit of the Type -3 Preference Shareholder. It is submitted that in view of the affidavit given by the Type-3 Preference Shareholder of the Applicant Amalgamating Company, such a meeting would be an empty formality and

require unnecessary expenses. Therefore, the Applicant Amalgamating Company seeks for a direction from this Tribunal to ***dispense with*** holding of meeting of the Type-3 Preference Shareholder i.e. the member of the Applicant Amalgamating Company.

- vii. It is submitted that as on 15.05.2024 there are **2 (Two) Secured Creditors** in the Applicant Amalgamating Company. The statutory auditors R.M. Mulani & Co. Chartered Accountants has given a certificate dated 03.06.2024, certifying the number of Secured Creditors. The said certificate is attached in the application as **Annexure M**. It is submitted that the applicant company has not obtained the consent of the Secured Creditors of the Applicant Amalgamating Company to the proposed Scheme of Amalgamation. It is submitted that the Applicant Amalgamating Company seeks for a direction from this Tribunal **to convene a meeting** of the Secured Creditors of the Applicant Amalgamating Company and also issue directions regarding appointment of Chairman and the
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advertisement in the newspaper as also regarding the manner of conducting of the meeting.

viii. It is submitted that as on 15.05.2024 there are **107 (One Hundred Seven) Unsecured Creditors** in the Applicant Amalgamating Company. The statutory auditors R.M. Mulani & Co. Chartered Accountants, has given a certificate dated 03.06.2024, certifying the number of Unsecured Creditors. The said certificate is attached in the application as **Annexure N**. It is submitted that as the consent affidavits of the Unsecured Creditors of the Applicant Amalgamating Company have not been obtained this Tribunal may kindly ***give directions for convening a meeting*** of the Unsecured creditors of the applicant Amalgamating Company and also issue directions regarding appointment of Chairman and the advertisement in the newspaper as also regarding the manner of conducting of the meeting.

6. HN SAFAL INFRA DEVELOPERS PRIVATE LIMITED

AMALGAMATED COMPANY

- i. From the certificate of incorporation filed, It is submitted that HN Safal Infra Developers Private Limited (hereinafter referred to as "Applicant Amalgamated Company") is a private limited company incorporated under the Companies Act, 2013 and having its registered office at HN SAFAL House, Beside Circle P Complex, Nr. Prahladnagar Cross Road, S. G. Highway, Ahmedabad 380015, Gujarat, India. It is submitted that the Applicant Amalgamated Company was incorporated on 07.07.2015 as SAFAL INFRA-DEVELOPERS PRIVATE LIMITED. This name was changed to **HN SAFAL INFRA DEVELOPERS PRIVATE LIMITED** on 02.04.2018 with CIN No. U45205GJ2015PTC083783.
- ii. The authorized, issued subscribed, and paid-up share capital of the Amalgamated Company as on 31st March 2024 is as under:

| AUTHORIZED SHARE CAPITAL | AMOUNT (IN RS.) |
|--|------------------------|
| 39,70,475 Equity Shares of Rs. 10/- each | 3,97,04,750 |
| 1,14,39,525 Preference Shares of Rs. 10/- each | 11,43,95,250 |
| 9,09,000 Preference Shares of Rs. | 9,09,00,000 |

| | |
|---|------------------------|
| 100/- each | |
| Total | 24,50,00,000 |
| ISSUED, SUBSCRIBED, AND PAID-UP SHARE CAPITAL | AMOUNT (IN RS.) |
| 5,00,000 Equity Shares of Rs. 10/-each | 50,00,000 |
| 45,00,000 1% Optionally Convertible Non-Cumulative Non-participating Preference Shares of Rs. 10/-each (Type-1) | 4,50,00,000 |
| 69,39,525 0.01% Optionally Convertible Non-Cumulative Non-participating Preference Shares of Rs. 10/-each (Type-2) | 6,93,95,250 |
| 9,09,000 0% Optionally Convertible Non-Cumulative Non-participating Preference Shares of Rs. 100/-each (Type-3) | 9,09,00,000 |
| Total | 21,02,95,250 |

The authorised, issued, subscribed and paid-up share capital of the amalgamating company is the same as on the date of board meeting sanctioning the Scheme.

- iii. It is submitted that as on 15.05.2024 there are **2 (Two) Equity Shareholders** in the Applicant Amalgamated Company. The Chartered Accountant G.K. Choksi & Co. being the statutory auditors has given a certificate dated 03.06.2024, certifying the number of Equity Shareholders and the fact that the Equity Shareholders of the Applicant Amalgamated Company have given

their consent by way of an affidavit. The said certificate is attached in the application as **Annexure O-1**. It is submitted that all the Equity Shareholders of the Applicant Amalgamated Company have given their consent on an affidavit approving the proposed Scheme of Amalgamation after perusing the relevant documents viz., copy of the Scheme, Valuation Report, and Financial Statements. Annexed in the application as **Annexure O-2 (Colly)** are the Consent Affidavits of all the Equity Shareholders. It is submitted that in view of the affidavits given by all the Equity Shareholders of the Applicant Amalgamated Company, such a meeting would be an empty formality and require unnecessary expenses. Therefore, the Applicant Amalgamated Company seeks for a direction from this Tribunal **to dispense with** holding of meeting of the Equity Shareholders i.e. the members of the Applicant Amalgamated Company.

- iv. It is submitted that as on 15.05.2024 there are **2 (Two) Type-1 Preference Shareholders** in the Applicant
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Amalgamated Company. The Chartered Accountant G.K. Choksi & Co. being the statutory auditors has given a certificate dated 03.06.2024, certifying the number of Type-1 Preference Shareholders and the fact that the Type-1 Preference Shareholders of the Applicant Amalgamated Company have given their consents by way of affidavits. The said certificate is attached in the application as **Annexure P-1**. It is submitted that all the Type-1 Preference Shareholders of the Applicant Amalgamated Company have given their consents on affidavit approving the proposed Scheme of Amalgamation after perusing the relevant documents viz., copy of the Scheme, Valuation Report, and Financial Statements. Annexed in the application as **Annexure P-2 (Colly.)** are the Consent Affidavits of all the Type-1 Preference Shareholders. It is submitted that in view of the affidavits given by all the Type-1 Preference Shareholders of the Applicant Amalgamated Company, such a meeting would be an empty formality and require unnecessary expenses. Therefore, the Applicant Amalgamated Company seeks for a direction

from this Tribunal **to dispense with** holding of meeting of the Type-1 Preference Shareholders i.e. the members of the Applicant Amalgamated Company.

- v. It is submitted that as on 15.05.2024 there are **17 (Seventeen) Type 2 Preference Shareholders** in the Applicant Amalgamated Company. The Chartered Accountant G.K. Choksi & Co. being the statutory auditors, has given a certificate dated 03.06.2024, certifying the number of Type-2 Preference Shareholders and the fact that the Type -2. Preference Shareholders of the Applicant Amalgamated Company have given their consents by way of affidavits. The said certificate is attached in the application as **Annexure Q-1**. It is submitted that all the Type-2 Preference Shareholders of the Applicant Amalgamated Company have given their consents on affidavit approving the proposed Scheme of Amalgamation after perusing the relevant documents viz., copy of the Scheme, Valuation Report, and Financial Statements. Annexed in the application as **Annexure Q-2 (Colly)** are the Consent
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Affidavits of all the Type-2 Preference Shareholders. It is submitted that in view of the affidavits given by all the Type -2 Preference Shareholders of the Applicant Amalgamated Company, such a meeting would be an empty formality and require unnecessary expenses. Therefore, the Applicant Amalgamated Company seeks for a direction from this Tribunal **to dispense with** holding of meeting of the Type-2 Preference Shareholders i.e. the members of the Applicant Amalgamated Company.

- vi. It is submitted that as on 15.05.2024 there is **1 (One) Type-3 Preference Shareholder** in the Applicant Amalgamated Company. The Chartered Accountant G.K. Choksi & Co. being the statutory auditors has given a certificate dated 03.06.2024, certifying the number of Type-3 Preference Shareholder and the fact that the Type-3 Preference Shareholder of the Applicant Amalgamated Company has given its consent by way of an affidavit. The said certificate is attached in the application as **Annexure R-1**. It is submitted that
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the Type -3 Preference Shareholder of the Applicant Amalgamated Company has given its consent on affidavit approving the proposed Scheme of Amalgamation after perusing the relevant documents viz., copy of the Scheme, Valuation Report, and Financial Statements. Annexed in the application as **Annexure R-2** is the Consent Affidavit of the Type-3 Preference Shareholder. It is submitted that in view of the affidavit given by the Type-3 Preference Shareholder of the Applicant Amalgamated Company, such a meeting would be an empty formality and require unnecessary expenses. Therefore, the Applicant Amalgamated Company seeks for a direction from this Tribunal **to dispense with** holding of meeting of the Type 3 Preference Shareholder i.e. the member of the Applicant Amalgamated Company.

- vii. It is submitted that as on 15.05.2024 there are **4 (Four) Secured Creditors** in the Applicant Amalgamated Company. The Chartered Accountant G.K. Choksi & Co. being the statutory auditors has
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given a certificate dated 03.06.2024, certifying the number of Secured Creditors. The said certificate is attached in the application as **Annexure-S**. It is submitted that the applicant company has not obtained the consent of the Secured Creditors of the Applicant Amalgamated Company to the proposed Scheme of Amalgamation. It is submitted that the Applicant Amalgamated Company seeks for a direction from this Tribunal to **convene a meeting** of the Secured Creditors of the Applicant Amalgamated Company and also issue directions regarding appointment of Chairman and the advertisement in the newspaper as also regarding the manner of conducting of the meeting.

viii. It is submitted that as on 15.05.2024 there are **178 (One Hundred Seventy Eight) Unsecured Creditors** in the Applicant Amalgamated Company. The Chartered Accountant G.K. Choksi & Co. being the statutory auditors has given a certificate dated 03.06.2024, certifying the number of Unsecured

Creditors. The said certificate is attached in the application as **Annexure-T**. It is submitted that as the consent affidavits of the Unsecured Creditors of the Applicant Amalgamated Company have not been obtained this Tribunal may **give directions for convening a meeting** of the Unsecured creditors of the applicant Amalgamated Company and also issue directions regarding appointment of Chairman and the advertisement in the newspaper as also regarding the manner of conducting of the meeting.

7. It is submitted that **Advocate Prashant Patel** be appointed as **Chairman** of the abovementioned meeting and his fees shall be Rs. 75,000, and **Mr. Shambhu J Bhikhadia**, Practicing Company Secretary be appointment of **Scrutinizer** of the abovementioned meeting and his fees shall be Rs. 50,000.
 8. It is further submitted that notice of the said meetings to be held may be ordered to be inserted in two newspapers, one in English Daily '**Free Press Gujarat**', and the other in Gujarati daily '**Lokmitra**', or in any other newspaper as
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this Tribunal may issue directions as regards convening, holding and conducting the meetings and also the publication of notices etc.

9. It is submitted that under the provisions of Section 230(5) of the Act, necessary directions be issued to the Applicant Companies to send the notice under Section 230(3) of the Act to **(i) the Central Government through Regional Director, North Western Region; (ii) Registrar of Companies, Gujarat; (iii) concerned Income Tax authorities for both the companies, and (iv) the Official Liquidator** for the Applicant Companies. It is hereby submitted that the provisions of Competition Act, 2002 are not applicable to the present Scheme and hence no notice is required to be issued to the said authority.
 10. Further, it is submitted that the Applicant Companies has filed its Memorandum and Articles of Association *inter alia* delineating its object clauses as well as their last available Audited Annual Accounts for the year ended **31st March 2023** and Provisional/ Unaudited Financial Statements for the period ended on **31st December 2023**.
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11. It is submitted that the appointed date as specified in the Scheme be **1st April 2024**.

12. It is submitted that the Statutory Auditors of the Amalgamating and Amalgamated Companies have examined the Scheme in terms of provisions of Sec. 232 of the Companies Act, 2013 and the rules made thereunder and certified that the **Accounting Standards** are in compliance with Section 133 of the Companies Act, 2013. The said Certificates of the Statutory Auditors in this regard are placed at **Annexure G(Colly)** along with the application.

13. We have perused the application and the connected documents/papers filed therewith including the Scheme contemplated by the applicant companies.

DIRECTIONS OF THIS TRIBUNAL:

14. Taking into consideration the application filed by the Applicant Company and the documents filed therewith as well as the position of law, this Tribunal proposes to issue the following directions :-

A. IN RELATION TO THE AMALGAMATING COMPANY:

i. **With respect to Equity shareholders:**

A meeting of the Equity Shareholders of the Amalgamating Company *is dispensed with* keeping in view the shareholding and ownership pattern and the fact that all the equity shareholders of the said company have approved the proposed Scheme of Arrangement in the form of written consent letters on affidavit and have further waived their right to attend the meeting for the said purpose.

ii. **With respect to Preference shareholders**

A meeting of the Preference Shareholders of the Amalgamating Company *is dispensed with* keeping in view the shareholding and ownership pattern and the fact that all the preference shareholders of the said company have approved the proposed Scheme of Arrangement in the form of written consent letters on affidavit and have further waived their right to attend the meeting for the said purpose.

iii. **With respect to Secured Creditors:**

There are 2(two) secured creditors of the Applicant Amalgamating company as on 15.05.2024. Hence, a

meeting of the secured creditors of the Applicant Amalgamating Company shall be convened and held through Video Conference/Other Audio Visual Means, on **09/08/2024 at 10:30 AM**, for the purpose of considering and, if thought fit, approving with or without modification(s) the arrangement embodied in the Scheme.

iv. **With respect to Unsecured Loan Creditors:**

It is submitted that as on 15.05.2024 there are **107 (One Hundred Seven) Unsecured Creditors** in the Applicant Amalgamating Company. A meeting of the unsecured creditors of the Applicant Amalgamating Company shall be convened and held through Video Conference/Other Audio Visual Means, on **09/08/2024 at 11:30 AM**, for the purpose of considering and, if thought fit, approving with or without modification(s) the arrangement embodied in the Scheme.

B. IN RELATION TO THE AMALGAMATED COMPANY:

i. **With respect to Equity shareholders:**

A meeting of the Equity Shareholders of the Amalgamated Company ***is dispensed with*** keeping in view the shareholding and ownership pattern and the fact that all the equity shareholders of the said company have approved the proposed Scheme of Arrangement in the form of written consent letters on affidavit and have further waived their right to attend the meeting for the said purpose.

ii. **With respect to Preference shareholders**

A meeting of the Preference Shareholders of the Amalgamated Company ***is dispensed with*** keeping in view the shareholding and ownership pattern and the fact that all the preference shareholders of the said company have approved the proposed Scheme of Arrangement in the form of written consent letters on affidavit and have further waived their right to attend the meeting for the said purpose.

iii. **With respect to Secured Creditors:**

The applicant Amalgamated Company has 4 (four) secured creditors. Hence, a meeting of the secured creditors of the Applicant Amalgamated Company

shall be convened and held through Video Conference/Other Audio Visual Means, on **09/08/2024 at 01:00 PM**, for the purpose of considering and, if thought fit, approving with or without modification(s) the arrangement embodied in the Scheme.

iv. **With respect to Unsecured Creditors:**

As on 15.05.2024 there are **178 (One Hundred Seventy Eight) Unsecured Creditors** in the Applicant Amalgamated Company. A meeting of the unsecured creditors of the Applicant Amalgamated Company shall be convened and held through Video Conference/Other Audio Visual Means, on **09/08/2024 at 02:00 PM**, for the purpose of considering and, if thought fit, approving with or without modification(s) the arrangement embodied in the Scheme.

15. The quorum for the meeting of the Applicant Amalgamating Company and Amalgamated Company shall be as per section 103 of the Companies Act, 2013 as follows;
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For the Amalgamating Company:

| S.No. | CLASS | QUORUM |
|--------------|---------------------|---------------|
| 1 | SECURED CREDITORS | 2 |
| 2 | UNSECURED CREDITORS | 15 |

For Amalgamated Company:

| S.No. | CLASS | QUORUM |
|--------------|---------------------|---------------|
| 1 | SECURED CREDITOR | 2 |
| 2 | UNSECURED CREDITORS | 15 |

16. The Chairperson appointed for the above-mentioned meetings shall be **Mrs. Sucharitha R**, Ex-Member, NCLT (Contact No: 9444028065). The Fee of the Chairperson for the aforesaid meeting shall be **Rs. 1,00,000/- (Rupees One Lakh only)** in addition to meeting his incidental expenses. The Chairperson(s) will file the reports of the meeting within a week from the date of holding of the above-said meetings.
17. **Mr. Shambhu J Bhikhadia**, Practicing Company Secretary, is appointed as a Scrutinizer and would be entitled to a fee of **Rs. 50,000/- (Rupees Fifty Thousand Only)** for services in addition to meeting incidental expenses.
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18. In case the quorum as noted above, for the above meeting of the Applicant Companies, is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the person(s) present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum, the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the applicant companies at least 48 hours before the meeting. The Chairperson appointed herein along with the Scrutinizer shall ensure that the proxy registers are properly maintained. However, every endeavour should be made by the applicant companies to attain at least the quorum fixed, if not more in relation to approval of the scheme.

19. The meetings shall be conducted as per the applicable procedure prescribed under the MCA Circular MCA General Circular Nos. (i) 20/2020 dated 5th May, 2020 (AGM Circular), (ii) 14/2020, dated 08.04.2020 (EGM Circular-I) and (iii) 17/2020 dated 13.04.2020 (EGM Circular-II);

20. That individual notices of the above said meetings shall be sent by the Applicant Companies through registered post or speed post or through courier or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, the place and the time as aforesaid, together with a copy of Scheme, copy of explanatory statement, required to be sent under the Companies Act, 2013 and the prescribed form of proxy shall also be sent along and in addition to the above any other documents as may be prescribed under the Act or rules may also be duly sent with the notice.

21. That the Applicant Companies shall publish advertisement with a gap of at least 30 clear days before the aforesaid meetings, indicating the day, date and the place and time as aforesaid, to be published in the English Daily **“Financial Express”**, and **“Sandesh”** in Vernacular stating the copies of Scheme, the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and the form of proxy shall be provided free of charge at the registered office of the respective Applicant Companies.

22. The Chairperson shall as aforesaid be responsible for reporting the result of the meeting within a period of 3 days of the conclusion of the meeting with details of voting on the proposed scheme.
23. In compliance with sub-section (5) of Section 230 of the Act and Rule 8 of the Companies (CAA) Rules, 2016, the Applicant companies shall individually send notice to the concerned **(i) the Central Government through Regional Director, North Western Region; (ii) Registrar of Companies, Gujarat; (iii) concerned Income Tax authorities for both the companies, and (iv) the Official Liquidator for the Applicant Amalgamating Company** as well as **other Sectoral regulators** who may have significant bearing on the operation of the applicant companies or the Scheme *per se* along with copy of required documents and disclosures required under the provisions of Companies Act, 2013 read with Companies (Compromises, Arrangements, Amalgamations) Rules, 2016.
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24. The applicant companies shall further furnish a copy of the Scheme free of charge within 1 day of any requisition for the Scheme made by every creditor or member of the applicant companies entitled to attend the meetings as aforesaid.
25. The Authorized Representative of the Applicant Companies shall furnish an affidavit of service of notice of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meetings.
26. All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.
27. The Application **CA(CAA)/31(AHM)/2024** stand **allowed** on the aforesaid terms.

-SD-
SAMEER KAKAR
MEMBER (TECHNICAL)
HG

-SD-
SHAMMI KHAN
MEMBER (JUDICIAL)
