

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH-IV**

**CA (CAA)/24/MB-IV/2024**

*In the matter of the Companies  
Act, 2013;*

*AND*

*In the matter of*

*Sections 230 to Section 232 of the  
Companies Act, 2013 and other  
applicable provisions of the  
Companies Act, 2013*

*read with Companies*

*(Compromises, Arrangements and  
Amalgamation) Rules, 2016;*

*AND*

*In the matter of  
The Scheme of Arrangement  
Between*

***Sterlite Technologies Limited***

*("Demerged Company")*

*and*

***STL Networks Limited***

*("Resulting Company")*

*And their respective  
Shareholders and Creditors.*

Sterlite Technologies Limited  
[CIN: L31300PN2000PLC202408] ... First Applicant Company/  
Demerged Company

STL Networks Limited ... Second Applicant Company/  
[CIN: U72900PN2021PLC199875] Resulting Company

IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH-IV

CA (CAA)/24/MB-IV/2024

Order delivered on **17.04.2024**

*Coram:*

Smt. Anu Jagmohan Singh  
Hon'ble Member (Technical)

Mr. Kishore Vemulapalli  
Hon'ble Member (Judicial)

*Appearances :*

For the Applicant(s) : Mr. Hemant Sethi a/w Ms.  
Tanaya Sethi i/b Hemant  
Sethi & Co., Advocates.

**ORDER**

1. Heard the Ld. Counsel for the Applicant Companies.
2. The Learned Counsel for the Applicant Companies states that the present Scheme is a Scheme of Arrangement between Sterlite Technologies Limited ('First Applicant Company' or 'Demerged Company') and STL Networks Limited ('Second Applicant Company' or 'Resulting Company') and their respective shareholders and creditors ('the Scheme'), under the provisions of section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder.
3. The Learned Counsel for the Applicant Companies submits that the Board of Directors of the Demerged Company and Resulting Company in their respective meetings held on 17<sup>th</sup> May 2023 approved the Scheme of Arrangement. The Appointed Date fixed under the Scheme means the opening of business hours on the 1<sup>st</sup> April 2023.

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH-IV**

**CA (CAA)/24/MB-IV/2024**

4. The Learned Counsel for the Applicant Companies states that the Share Capital of the Applicants as on 30<sup>th</sup> September 2023 is as under:
- I. The Authorised Share Capital of the First Applicant Company is Rs. 150,00,00,000 divided into 75,00,00,000 Equity Shares of Rs. 2/- each. Issued, subscribed and paid-up Share Capital of the First Applicant Company is Rs. 79,81,02,126 divided into 39,90,51,063 Equity Shares of Rs. 2/- each. Subsequent to 30 September 2023, the First Applicant Company has issued 44,561 shares of Rs. 2 each against exercise of ESOP options by eligible employees. The updated issued, subscribed and paid up Share Capital of the First Applicant Company is Rs. 79,81,91,248 divided into divided into 39,90,95,624 Equity Shares of Rs. 2/- each.
- II. The Authorised Share Capital of the Second Applicant Company is Rs. 5,00,000 divided into 50,000 Equity Shares of Rs. 10/- each. Issued, subscribed and paid-up Share Capital of the Second Applicant Company is Rs. 5,00,000 divided into 50,000 Equity Shares of Rs. 10/- each. Subsequent to 30 September 2023, there has been no change in the Authorised, issued, subscribed and paid-up share capital of the Second Applicant Company.

5. The Learned Counsel for the Applicant Companies further states that the First Applicant Company is engaged in the following business:

- i. Optical Networking - the division of the Demerged Company engaged in manufacture and sale of optical fibre, optical fibre cable, specialty cables and optical interconnect products (hereinafter referred to as “Optical Network Business” or “ONB”).
- ii. Global Services (the demerged undertaking) - the division of the Demerged Company engaged, both directly and through its subsidiaries, in system integration telecom network solutions and laying/developing private network infrastructure on turn-key project contract basis and provision of related services both in India and overseas, such as, fiber deployment services, managed services, system integrations services, FTTH deployment services, operations and maintenance of fiber and other MPLS based networks (hereinafter referred to as “Global Services Business” or “GSB”).
- iii. Digital & Technology Solutions - the division of the Demerged Company engaged in provision of IT-ITES solutions and services (hereinafter referred to as “Digital Business”).

The First Applicant Company is a listed company having its equity shares listed on BSE Limited and National Stock Exchange of India Limited.

6. The Second Applicant Company is engaged in the business of providing, designing, developing, selling, and servicing of network modernization solutions, telecommunication systems and systems of all kinds for the conveyance by any means of sounds, visual images and signals of all kinds, building networks, providing wired and wireless connectivity, creation of core transport network, interconnected data centre design engineering and end-to-end cyber infrastructure.
7. The Learned Counsel for the Applicant Companies submits that the **Rationale** of the Scheme:

The objects/ rationale of the proposed Scheme is as under:

The Global Services Business and other business verticals of the Demerged Company have been commenced and nurtured over different periods of time. They are currently at different stages of growth and maturity with each having distinct market dynamics, geographic focus, strategy, capital requirements and investor interest. The Demerged Undertakings and the Remaining Undertaking have both achieved scale and experience to sustain business independently in terms of profitability, turnover, order book, customer profile, talent, etc. Hence, segregation of the Demerged Undertaking into a separate entity would enable focused managements to explore the potential business opportunities more effectively and efficiently in the respective business;

- i. The nature of opportunities, growth areas, risk and

competition inherent in the Global Services Business is distinct from the Remaining Undertaking of the Demerged Company, since it is subject to distinct business cycle and market structure, necessitating different management approaches, focus and it is capable of attracting different set of investors, strategic partners, talent, lenders and other stakeholders.

- ii. Further growth and expansion of the Global Services Business would require a differentiated strategy aligned to its industry specific risks, market dynamics and growth trajectory. Moreover, the Global Services Business has now reached a meaningful scale and will be able to benefit by becoming independently focused company.
- iii. The Government of India's commitment to BharatNet phase three, which is a \$10 billion plus program, gives an opportunity to the Demerged Company to grow its core business, i.e. the Optical Network Business and also provides consequent opportunities for the Global Services Business. Similarly, the Demerged Company is seeing an acceleration on the 5G deployment front which is driving requirement for fiber roll-out for network. In light of the above, there is a need for the activities of the Global Services Business and the other businesses of the Demerged Company to be organized and managed in a distinct way to tap in on the opportunities arising from the growing demand of telecom infrastructure in the country.

- I. Thus, the Demerger is expected to lead to following benefits:
  - a. allowing respective businesses to create a strong and distinct platform which enables greater flexibility to pursue long-term objectives;
  - b. better alignment of the respective businesses to its customers and to improve competitiveness, operational efficiencies and strengthen its position in the relevant marketplace resulting in a more sustainable long-term growth and competitive edge;
  - c. enabling accelerated growth of ONB and allowing the GSB to explore suitable strategies to fund its growth plans;
  - d. creation of an independent company focusing exclusively on GSB and exploring opportunities in the said sector. The independent company can attract different sets of investors, strategic partners, lenders and other stakeholders having a specific interest in the GSB;
  - e. the Demerger and consequent issue of equity shares by the Resulting Company are proposed to allow shareholders of the Demerged Company and investors to invest in the distinct key businesses and allow shareholders to unlock the value of their investments.
  - f. dedicated and specialized management focus on the specific needs of the respective businesses.

- II. Pursuant to the Scheme, all the shareholders of Demerged Company will get new shares in the Resulting Company, in the ratio of 1:1 i.e. 1 equity share of the Resulting Company for 1 fully paid up equity share held in the Demerged Company, and there would be no change in the economic interest for any shareholder of Demerged Company pre and post Scheme in the Demerged Undertaking.
8. The Learned Counsel for the Applicants further submits that the consideration of the Scheme, as determined by the Share Entitlement Ratio report dated 16<sup>th</sup> May 2023 issued by SSPA & Co., Chartered Accountants. The swap ratio is as follows:

**For Equity Shareholders of the Demerged Company/  
First Applicant Company**

“Upon this Scheme becoming effective and in consideration of vesting of the Demerged Undertaking from the Demerged Company to the Resulting Company in terms of this Scheme, the Resulting Company shall, without any further application, act, instrument or deed and without any payment by the shareholders, issue and allot equity shares, credited as fully paid-up, to the shareholders of the Demerged Company, holding fully paid up equity shares in the Resulting Company and whose names appear in the register of members (including register and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996) of the Resulting Company on the Record Date or to such of their respective heirs,



executors, administrators or other legal representative or other successors in title as on the Record Date in the following manner/ratio:

*“1 (one) fully paid-up equity share of Rs. 2/- (Rupees Two only) each of the Resulting Company shall be issued and allotted for every 1 (one) fully paid-up equity shares of Rs. 2/- (Rupees Two only) each held in the Demerged Company” (“Share Entitlement Ratio”).”*

9. The Counsel for the Applicants submits that the First Applicant Company is listed on BSE Limited and National Stock Exchange of India Limited (together referred as the “Stock Exchanges”) and has 2,25,571 (Two Lakhs Twenty-Five Thousand Five Hundred and Seventy-One) equity shareholders as on 30 September 2023 as per the detailed Shareholding Pattern uploaded on Stock Exchanges as on 30 September, 2023.
10. The Counsel for the Applicants submits that the Second Applicant Company is a **Public Limited Company** and has 7 (Seven) Equity Shareholders as on 30<sup>th</sup> September 2023 as per the detailed Shareholding Pattern. Further, the Second Applicant Company is a **wholly owned subsidiary** of the First Applicant Company.
11. The Learned Counsel for the Applicants further submits that the shares of the First Applicant Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”). Pursuant to the Securities Exchange Board of India (“SEBI”) Circular No. CFD/DIL3/CIR/2017/21

dated March 10, 2017 and Master Circular No. SEBI/HO/CD/DIL1/CIR/P/2021/665 dated November 23, 2021 read with SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 94(2) of SEBI (LODR) Regulations 2015 (“LODR Regulations”), First Applicant Company had applied to BSE and NSE for their “Observation Letter” to file the Scheme for sanction of the National Company Law Tribunal (‘Tribunal’) and received observation letter with “**no adverse observations**” dated 28<sup>th</sup> September 2023 from BSE and observation letter with “**no objection dated**” dated 15<sup>th</sup> September 2023 from NSE respectively, to file the Scheme with the Tribunal.

12. This Tribunal hereby directs that a meeting of the Equity Shareholders of the First Applicant Company is to be conducted within 50 days from the date of receipt of order, for the purpose of considering, and if thought fit, approving the proposed Scheme, through video conferencing and/ or other audio-visual means, without the requirement of physical presence of shareholders at a common venue.
13. That all the Equity Shareholders of the Second Applicant Company have provided their consent affidavit(s) to dispense from convening and conducting the Meeting of the Equity Shareholders of the Second Applicant Company. In view of consent affidavit, the meeting of the Equity Shareholders is dispensed with.

14. In view of provisions of Section 230(4) read with Section 108 of the Companies Act, 2013 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the First Applicant Company proposes to provide the facility of remote e- voting to its Equity Shareholders in respect of the resolution to be passed at the meeting of the Equity Shareholders of the First Applicant Company. The Equity Shareholders of the First Applicant Company are also allowed to avail the facility of e-voting during the aforesaid meeting through video conferencing and/or other audio-visual means. The remote e-voting facility and e-voting facility during the meeting for the Equity Shareholders of the First Applicant Company shall be provided in compliance with the conditions specified under the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, as applicable.
15. That at least 30 days before the said meeting of the Equity Shareholders of the First Applicant Company to be held as aforesaid, a notice convening the said meeting at the place date and time as aforesaid, together with a copy of the Scheme, a copy of statement disclosing all material facts as required under Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises,

Arrangements and Amalgamations) Rule, 2016 notified on 14 December 2016, shall be sent by Registered Post-AD/Speed Post and through email (to those Equity Shareholders of the First Applicant Company whose email addresses are duly registered with the First Applicant Company for the purpose of receiving such notices by email), addressed to each of the Equity Shareholders of the First Applicant Company, at their last known address or email addresses as per the records of the First Applicant Company.

16. That at least 30 days before the meeting of the Equity Shareholders of the First Applicant to be held as aforesaid, a notice convening the said meetings, indicating the place, date and time of meeting as aforesaid be published and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 can be obtained free of charge at the Registered Office of the First Applicant Company as aforesaid and / or at the office of its Advocates, M/s. Hemant Sethi & Co., 309 New Bake House, Maharashtra Chamber of Commerce Lane, Kala Ghoda, Fort, Mumbai 400023.
17. That the Notice of the meeting of the Equity Shareholders of the First Applicant shall be advertised in two local newspapers viz. "**Financial Express**" in English having nationwide circulation and "**Loksatta**" in Marathi, having circulation in Maharashtra not less than 30 days before the date fixed for the meeting.

18. **Mr. Bangalore Jayaram Arun**, Independent Director of the First Applicant Company, and failing him, **Mr. Subramanian Madhavan**, Independent Director of the First Applicant Company, shall be the Chairman of the aforesaid meeting of the Equity Shareholders of the First Applicant Company.
19. That the Chairperson appointed for the aforesaid meeting is authorised to issue the advertisement and send out the notices of the meetings referred to above. The said Chairperson shall have all powers as per Articles of Association and also under the Companies Act, 2013 in relation to the conduct of the meeting, including for deciding procedural questions that may arise or at any adjournment thereof or resolution, if any, proposed at the aforesaid respective meetings by any person(s).
20. The value and the number of shares held by each Equity Shareholders of the First Applicant shall be in accordance with the books/register of the First Applicant or depository records and where the entries in the books/register/depository records are disputed, the Chairperson of the meeting shall determine the value for the purpose of the meeting of Equity Shareholders of the First Applicant and his/her decision in that behalf would be final.
21. That the Chairperson to file an affidavit not less than seven (7) days before the date fixed for the holding of the meeting of the Equity Shareholders of the First Applicant Company and do report this Tribunal that the direction regarding the

issue of notices and the advertisement have been duly complied with.

22. The Chairperson shall report to this Tribunal, the results of the aforesaid respective meeting of the First Applicant within 7 (seven) days of the conclusion of the aforesaid meetings, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016.
23. The quorum for the aforesaid meeting of the Equity Shareholders of the First Applicant shall be as prescribed under Section 103 of the Companies Act, 2013 and would include Equity Shareholders present through video conferencing and/or other audio-visual means. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.
24. The voting by proxy shall not be permitted in the case of meeting of Equity Shareholders of the First Applicant Company, as the aforesaid meeting would be held through video conferencing and/ or other audio-visual means. However, voting in case of body corporate be permitted, provided the prescribed form/authorization is filed with the First Applicant Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) not later than 48 (forty eight) hours before the start of the aforesaid meeting as required under Rule 10 of the Companies

(Compromises, Arrangements and Amalgamations) Rules, 2016.

25. Mr. B Narasimhan, Proprietor BN & Associates (FCS - Membership No.: 1303, COP No.: 10440), Practicing Company Secretary and failing him Mr. Venkataraman K (ACS - Membership No.: 8897, COP No.: 12459), Practicing Company Secretary is hereby appointed as Scrutinizer of the aforesaid meeting of the Equity Shareholders of the First Applicant Company is to be conducted within 50 days from the date of receipt of order through video conferencing and/ or other audio visual means or any adjournment or adjournments thereof. The fee of the professional appointed as scrutinizer of all the aforesaid meeting of Equity Shareholders of the First Applicant Company to be held as aforesaid shall be aggregating to INR 50,000/- (Rupees fifty thousand Only) excluding applicable taxes.
26. That there are **13 (Thirteen) Secured Creditors** in the First Applicant Company of Rs. 1,935 Crore (Rupees One Thousand Nine Hundred and Thirty-Five Crore only). This Tribunal hereby directs that a meeting of the Secured Creditors of the First Applicant Company is to be conducted within 50 days from the date of receipt of order, for the purpose of considering, and if thought fit, approving the proposed Scheme, through video conferencing and/ or other audio-visual means, without the requirement of physical presence of shareholders at a common venue.

27. That at least 30 days before the said meeting of the Secured Creditors of the First Applicant Company to be held as aforesaid, a notice convening the said meeting at the place, date and time as aforesaid, together with a copy of the Scheme, a copy of statement disclosing all material facts as required under Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 notified on 14th day of December, 2016, shall be sent by Registered Post-AD/ Speed Post and through email (to those Secured Creditors of the First Applicant whose email addresses are duly registered with the First Applicant Company for the purpose of receiving such notices by email), addressed to each of the Secured Creditors of the First Applicant Company, at their last known address or email addresses as per the records of the First Applicant Company.
28. That at least 30 days before the meeting of the Secured Creditors of the First Applicant to be held as aforesaid, a notice convening the said meeting, indicating the place, date and time of meeting as aforesaid be published and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 can be obtained free of charge at the Registered Office of the First Applicant Company as aforesaid and / or at the office of its Advocates, M/s. Hemant Sethi & Co., 309 New Bake House, Maharashtra Chamber of Commerce Lane, Kala Ghoda, Fort, Mumbai 400023.



29. That the Notice of the meeting of the Secured Creditors of the First Applicant Company shall be advertised in two local newspapers viz. “**Financial Express**” in English having nationwide circulation and “**Loksatta**” in Marathi, having circulation in Maharashtra not less than 30 days before the date fixed for the meeting.
30. **Mr. Bangalore Jayaram Arun**, Independent Director of the First Applicant Company, and failing him, Mr. Subramanian Madhavan, Independent Director of the First Applicant Company, shall be the Chairman of the aforesaid meeting of the Secured Creditors of the First Applicant Company.
31. **Mr. B Narasimhan**, Proprietor BN & Associates (FCS - Membership No.: 1303, COP No.: 10440), Practicing Company Secretary and failing him Mr. Venkataraman K (ACS - Membership No.: 8897, COP No.: 12459), Practicing Company Secretary is hereby appointed as Scrutinizer of the aforesaid meeting of the Secured Creditors of the First Applicant Company is to be conducted within 50 days from the date of receipt of order through video conferencing and/ or other audio visual means or any adjournment or adjournments thereof. The fee of the professional appointed as scrutinizer of all the aforesaid meeting of Secured Creditors of the First Applicant Company to be held as aforesaid shall be aggregating to INR 50,000/- (Rupees fifty thousand Only) excluding applicable taxes.
32. That the Chairperson appointed for the aforesaid meeting of the Secured Creditors of the First Applicant Company is

authorised to issue the advertisement and send out the notices of the meetings referred to above. The said Chairperson shall have all powers as per Articles of Association and also under the Companies Act, 2013 in relation to the conduct of the meeting, including for deciding procedural questions that may arise or at any adjournment thereof or resolution, if any, proposed at the aforesaid respective meetings by any person(s).

33. The amount of the outstanding value of debt of each of the Secured Creditors of the First Applicant Company shall be in accordance with the books/ register of First Applicant Company as on 31 October 2023 and where the entries in the books/ register are disputed, the Chairperson of the aforesaid meeting of the Secured Creditors of the First Applicant Company shall determine the value for the purposes of the said meeting of Secured Creditors of the First Applicant Company and his decision in that behalf would be final.
34. That the quorum for the aforesaid meeting of the Secured Creditors to be 3 Secured Creditors and would include Secured Creditors present through video conferencing and/or other audio-visual. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.

35. Voting by the Secured Creditors of the First Applicant Company shall be carried out through votes cast by the Secured Creditors at the time the poll is taken during the meeting. However, voting in case of body corporate be permitted, provided the prescribed form/authorisation is filed with the First Applicant Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) not later than 48 (forty-eight) hours before the start of the aforesaid meeting of the Secured Creditors of the First Applicant Company as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
36. That the Chairperson to file an affidavit not less than seven (7) days before the date fixed for the holding of the meeting of the Secured Creditors of the First Applicant Company and do report this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with.
37. The Chairperson shall report to this Tribunal, the results of the aforesaid meeting of the Secured Creditors of the First Applicant Company within 7 (seven) days of the conclusion of the aforesaid meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016.
38. That there are no Secured Creditors in the Second Applicant Company. Therefore, the question of convening meeting or issuing notices does not arise.

39. That there are **2,291 (Two Thousand Two Hundred and Ninety-One) Unsecured Creditors** of Rs. 21,42,09,50,988/- (Rupees Twenty One Billion Forty Two Crore Nine Lakh Fifty Thousand Nine Hundred and Eighty Eight only) of the First Applicant Company. This Tribunal hereby directs that a meeting of the Unsecured Creditors of the First Applicant Company is to be conducted within 50 days from the date of receipt of order, for the purpose of considering, and if deemed fit, approving the proposed Scheme, through video conferencing and/ or other audio-visual means, without the requirement of physical presence.
40. That at least 30 days before the said meeting of the Unsecured Creditors of the First Applicant Company to be held as aforesaid, a notice convening the said meeting at the place, date and time as aforesaid, together with a copy of the Scheme, a copy of statement disclosing all material facts as required under Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 notified on 14th day of December, 2016, shall be sent by Registered Post-AD / Speed Post and through email (to those Unsecured Creditors of the First Applicant whose email addresses are duly registered with the First Applicant Company for the purpose of receiving such notices by email), addressed to each of the Secured Creditors of the First Applicant Company, at their last known address or email addresses as per the records of the First Applicant Company.

41. That at least 30 days before the meeting of the Unsecured Creditors of the First Applicant to be held as aforesaid, a notice convening the said meeting, indicating the place, date and time of meeting as aforesaid be published and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 can be obtained free of charge at the Registered Office of the First Applicant Company as aforesaid and / or at the office of its Advocates, M/s. Hemant Sethi & Co., 309 New Bake House, Maharashtra Chamber of Commerce Lane, Kala Ghoda, Fort, Mumbai 400023.
42. That the Notice of the meeting of the Unsecured Creditors of the First Applicant Company shall be advertised in two local newspapers viz. "**Financial Express**" in English having nationwide circulation and "**Loksatta**" in Marathi, having circulation in Maharashtra not less than 30 days before the date fixed for the meeting.
43. **Mr. Bangalore Jayaram Arun**, Independent Director of the First Applicant Company, and failing him, Mr. Subramanian Madhavan, Independent Director of the First Applicant Company, shall be the Chairman of the aforesaid meeting of the Unsecured Creditors of the First Applicant Company.
44. **Mr. B Narasimhan**, Proprietor BN & Associates (FCS - Membership No.: 1303, COP No.: 10440), Practicing Company Secretary and failing him Mr. Venkataraman K

(ACS - Membership No.: 8897, COP No.: 12459), Practicing Company Secretary is hereby appointed as Scrutinizer of the aforesaid meeting of the Unsecured Creditors of the First Applicant Company is to be conducted within 50 days from the date of receipt of order through video conferencing and/or other audio visual means or any adjournment or adjournments thereof. The fee of the professional appointed as scrutinizer of all the aforesaid meeting of Unsecured Creditors of the First Applicant Company to be held as aforesaid, shall be aggregating to INR 50,000/- (Rupees fifty thousand Only) excluding applicable taxes.

45. That the Chairperson appointed for the aforesaid meeting of the Unsecured Creditors of the First Applicant Company is hereby authorised to issue the advertisement and send out the notices of the meetings referred to in above. The said Chairperson shall have all powers as per Articles of Association and also under the Companies Act, 2013 in relation to the conduct of the meeting, including for deciding procedural questions that may arise or at any adjournment thereof or resolution, if any, proposed at the aforesaid respective meetings by any person(s).
46. The amount of the outstanding value of debt of each of the Unsecured Creditors of the First Applicant Company shall be in accordance with the books/ register of First Applicant Company as on 31 October 2023, and where the entries in the books/ register are disputed, the Chairperson of the aforesaid meeting of the Unsecured Creditors of the First Applicant Company shall determine the value for the

purposes of the said meeting of Unsecured Creditors of the First Applicant Company and his decision in that behalf would be final.

47. That the quorum for the aforesaid meeting of the Unsecured Creditors is to be present through video conferencing and/or other audio-visual means. In case the quorum is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.
48. Voting by the Unsecured Creditors of the First Applicant Company shall be carried out through votes cast by the Unsecured Creditors at the time the poll is taken during the meeting. However, voting in case of body corporate be permitted, provided the prescribed form/authorisation is filed with the First Applicant Company at [secretarial@stl.tech](mailto:secretarial@stl.tech) not later than 48 (forty-eight) hours before the start of the aforesaid meeting of the Unsecured Creditors of the First Applicant Company as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
49. That the Chairperson to file an affidavit not less than seven (7) days before the date fixed for the holding of the meeting of the Unsecured Creditors of the First Applicant Company and do report this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with.

50. The Chairperson shall report to this Tribunal, the results of the aforesaid meeting of the Unsecured Creditors of the First Applicant Company within 7 (seven) days of the conclusion of the aforesaid meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016.
51. That there are **2 (Two) Unsecured Creditors** of Rs. 2,83,900/- (Rupees Two Lakh Eighty-Three Thousand Nine Hundred only) of the Second Applicant Company, as on 31 October 2023. The Second Applicant has filed additional affidavit dated 20<sup>th</sup> March 2024 and had clarified that the Second Applicant Company has 2 (Two) Unsecured Creditors of Rs. 2,83,900/- (Rupees Two Lakh Eighty-Three Thousand Nine Hundred only). One of the Unsecured Creditor being Pricewaterhouse, Chartered Accountant LLP has been paid off. Second Unsecured Creditor is the First Applicant Company who have already approve the scheme by passing board resolution approving the scheme.
52. The Applicant Companies are directed to serve notices along with a copy of the Scheme under the provisions of Section 230 (5) of the Companies Act, 2013 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, upon the –
- a. Central Government through the office of Regional Director (Western region), Mumbai.
  - b. Jurisdictional Registrar of Companies, Maharashtra, Mumbai.



IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH-IV

CA (CAA)/24/MB-IV/2024

- c. Income Tax Authority at Assistant Commissioner of Income Tax Circle (Circle 3(4) Mumbai) (First Applicant Company having PAN No. AAEC8719B) within whose jurisdiction the First Applicant Company's assessment is made and the Income Tax Authority at Deputy Commissioner of Income Tax (Circle 5, Pune) (Second Applicant Company having PAN No. ABFCS8040P) within whose jurisdiction the Second Applicant Company's assessment is made;
- d. Nodal Authority in the Income Tax Department having jurisdiction over such authority i.e. Pr. CCIT, Mumbai, Address:- 3 Floor, Aayakar Bhawan, Mahrishi Karve Road, Mumbai – 400 020, Phone No. 022-22017654 [E-mail: Mumbai.pccit@incometax.gov.in];
- e. Jurisdictional GST Authority(s) (proper officer), within whose jurisdiction such companies are assessed to tax under GST law;
- f. BSE;
- g. NSE;
- h. SEBI;
- i. Ministry of Corporate Affairs; and
- j. Any other Sectoral/ Regulatory Authorities relevant to the Applicant Companies or their business.

The Notice shall be served through by Registered Post-AD/Speed Post and through email along with copy of

IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH-IV

CA (CAA)/24/MB-IV/2024

scheme and state that “*If no response is received by the Tribunal from the concerned Authorities within 30 days of the date of receipt of the notice it will be presumed that the concerned Authorities has no objection to the proposed Scheme*”. It is clarified that notice service through courier shall be taken on record only in cases where it is supported with Proof of Delivery having acknowledgement of the notice.

53. The Applicant Companies will submit –

- i. Details of Corporate Guarantee, Performance Guarantee and Other Contingent Liabilities, if any.
- ii. List of pending IBC cases, if any, along with all other litigation pending against the Applicant Companies having material impact on the proposed Scheme.
- iii. The Applicant Companies shall submit details of all Letters of Credit sanctioned and utilized as well as Margin Money details; if any.

54. The Applicant Companies to file Affidavits of Service, with the Registry proving service upon the regulatory authorities as stated above, and report to this Tribunal that the directions have been duly complied with

Sd/-  
**Anu Jagmohan Singh**  
**Member (Technical)**

/Dubey/

Sd/-  
**Kishore Vemulapalli**  
**Member (Judicial)**