

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH – 1
VC AND PHYSICAL (HYBRID) MODE
ATTENDANCE CUM ORDER SHEET OF THE HEARING HELD ON
10-05-2024 AT**

CA (CAA) No. 13/230/HDB/2024
u/s. 230 of Companies Act, 2013

IN THE MATTER OF:

M/s. Mytrah Ainesh Power Pvt Ltd (Transferor Co.) & 11 Other Transferor Companies and M/s. Mytrah Vayu (Sabarmati) Pvt Ltd & their Respective Shareholders. **...Petitioner**

C O R A M:-

**DR. VENKATA RAMAKRISHNA BADARINATH NANDULA, HON'BLE MEMBER (JUDICIAL)
SH. CHARAN SINGH, HON'BLE MEMBER (TECHNICAL)**

ORDER

Suo-motto advanced from 13.06.2024 to 10.05.2024, in view of the representation made by learned counsel for the petitioner for early disposal of this application.

Orders pronounced. In the result **this application is allowed as prayed for.**

**SD/-
MEMBER (T)**

**SD/-
MEMBER (J)**

**IN THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT HYDERABAD-I**

C.A. (CAA)No.13/230/HDB/2024

U/s. 230 to 232 of the Companies Act, 2013

IN THE MATTER OF SCHEME OF AMALGAMATION

BETWEEN

MYTRAH AINESH POWER PRIVATE LIMITED

(‘TRANSFEROR COMPANY 1’)

AND

MYTRAH TEJAS POWER PRIVATE LIMITED

(‘TRANSFEROR COMPANY 2’)

AND

MYTRAH VAYU (ADYAR) PRIVATE LIMITED

(‘TRANSFEROR COMPANY 3’)

AND

MYTRAH VAYU (BHAVANI) PRIVATE LIMITED

(‘TRANSFEROR COMPANY 4’)

AND

MYTRAH VAYU (CHITRAVATI) PRIVATE LIMITED

(‘TRANSFEROR COMPANY 5’)

AND

MYTRAH VAYU (HEMAVATI) PRIVATE LIMITED

(‘TRANSFEROR COMPANY 6’)

AND

MYTRAH VAYU (KAVERI) PRIVATE LIMITED

(‘TRANSFEROR COMPANY 7’)

AND

MYTRAH VAYU (MAANSI) PRIVATE LIMITED

(‘TRANSFEROR COMPANY 8’)

AND

MYTRAH VAYU (PALAR) PRIVATE LIMITED

(‘TRANSFEROR COMPANY 9’)

AND

MYTRAH VAYU (PARBATI) PRIVATE LIMITED

(‘TRANSFEROR COMPANY 10’)

AND

MYTRAH VAYU (SHARAVATI) PRIVATE LIMITED

(‘TRANSFEROR COMPANY 11’)

AND

MYTRAH VAYU (TAPTI) PRIVATE LIMITED

(‘TRANSFEROR COMPANY 12’)

WITH

MYTRAH VAYU (SABARMATI) PRIVATE LIMITED

(‘TRANSFeree COMPANY’)

AND

THEIR RESPECTIVE SHAREHOLDERS

Mytrah Ainesh Power Private Limited,

CIN: U40300TG2016PTC110219

having its registered office at 8001, 8th Floor, Q-City,

S.No.109 Nanakramguda, Gachibowli, Hyderabad 500032, Telangana,
India,
represented by Mr. Rakesh Punamiya.

... Applicant Company 1 / Transferor Company 1

Mytrah Tejas Power Private Limited

CIN: U40300TG2014PTC095357

having its registered office at 8001, 8th Floor, Q-City,

S.No.109 Nanakramguda, Gachibowli, Hyderabad 500032, Telangana,
India,

represented by Mr. Rakesh Rathore.

... Applicant Company 2 / Transferor Company 2

Mytrah Vayu (Adyar) Private Limited,

CIN: U40200TG2017PTC117960

having its registered office at 8th Floor, Q City,

S.No.109 Gachibowli, Nanakramguda, Hyderabad 500032, Telangana,
India,

represented by Mr. Rakesh Rathore.

... Applicant Company 3 / Transferor Company 3

Mytrah Vayu (Bhavani) Private Limited,

CIN: U40300TG2017PTC117930

having its registered office at 8th Floor, Q City, S.No.109,

Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana,
India,

represented by Mr. Rakesh Punamiya.

... Applicant Company 4 / Transferor Company 4

Mytrah Vayu (Chitravati) Private Limited,

CIN: U40300TG2017PTC117961

having its registered office at 8th Floor, Q City, S.No.109,

Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana,
India,

represented by Mr. Rakesh Punamiya.

... Applicant Company 5 / Transferor Company 5

Mytrah Vayu (Hemavati) Private Limited,

CIN: U40106TG2016PTC112335

having its registered office at 8001, 8th Floor, Q City,

Survey No. 109, Gachibowli, Nanakramguda Village,
Serilingampally, Hyderabad 500032, Telangana, India,

represented by Mr. Rakesh Punamiya.

... Applicant Company 6 / Transferor Company 6

Mytrah Vayu (Kaveri) Private Limited

CIN: U40300TG2017PTC117934

having its registered office at 8th Floor, Q City, S.No.109,

Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana,
India,

represented by Mr. Nishant Mittal.

... Applicant Company 7 / Transferor Company 7

Mytrah Vayu (Maansi) Private Limited,

CIN: U40100TG2017PTC117268

having its registered office at 8th Floor, Q City, S.No.109,
Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana,
India,

represented by Mr. Nishant Mittal.

... Applicant Company 8 / Transferor Company 8

Mytrah Vayu (Palar) Private Limited,

CIN: U40200TG2017PTC117971

having its registered office at 8th Floor, Q City, S.No.109,
Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana,
India,

represented by Mr. Nishant Mittal.

... Applicant Company 9 / Transferor Company 9

Mytrah Vayu (Parbati) Private Limited,

CIN: U40106TG2017PTC117994

having its registered office at 8th Floor, Q City, S.No.109,
Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana,
India,

represented by Mr. Nishant Mittal.

... Applicant Company 10 / Transferor Company 10**Mytrah Vayu (Sharavati) Private Limited,**

CIN: U40300TG2017PTC118380

having its registered office at 8th Floor, Q City,

S.No.109 Gachibowli, Nanakramguda, Hyderabad 500032, Telangana,
India,

represented by Mr. Nishant Mittal.

... Applicant Company 11 / Transferor Company 11**Mytrah Vayu (Tapti) Private Limited**

CIN: U40300TG2017FTC118006

having its registered office at 8th Floor, Q City, S.No.109,

Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana,
India,

represented by Mr. Rakesh Rathore.

... Applicant Company 12 / Transferor Company 12**Mytrah Vayu (Sabarmati) Private Limited**

CIN: U40200TG2017PTC115612

having its registered office at 8th Floor, Q City,

S.No.109 Gachibowli, Nanakramguda, Hyderabad 500032, Telangana,
India,

represented by Mr. Prafull Katiyar.

... Applicant Company 13 / Transferee Company

Date of Order: 10.05.2024

Coram

Dr. Venkata Ramakrishna Badarinath Nandula, Hon'ble Member (Judicial)
Shri Charan Singh, Hon'ble Member (Technical)

Parties/counsels present:

For the Applicants: Mr. Y. Suryanarayana
Mr. R. Ramkrishna
(Advocates)

PER-BENCH

1. This is the Company Application filed by Applicant Companies under Sections 230 to 232 of the Companies Act, 2013, inter-alia seeking an order to:
 - dispense with requirement of holding meeting of the Equity Shareholders of the Transferor Companies.
 - dispense with requirement of holding meeting of the unsecured creditors of the Transferor Companies
 - dispense with requirement of holding meeting of the Equity Shareholders of the Transferee Company.
 - dispense with requirement of holding meeting of the CCD holders of the Transferee Company.
 - and to convene the meeting for Secured Creditor of the Transferee Company for consideration of Scheme of Amalgamation.

2. The averments made in the application are briefly described as under:
Mytrah Ainesh Power Private Limited (hereinafter referred to as the “**Transferor Company 1**”) is a private limited company incorporated on 10 June 2016 under the Companies Act, 2013 with CIN: U40300TG2016PTC110219, and the PAN of the Transferor Company 1 is AAKCM3881G. The registered office of the Transferor Company 1 is presently situated at 8001, 8th Floor, Q-City, S.No.109 Nanakramguda, Gachibowli, Hyderabad 500032, Telangana, India.

The main objects of the Transferor Company 1 as set out in Clause III of its Memorandum of Association are reproduced below:

- (1) To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy, including captive consumption, and any such products and by-products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with the Memorandum of Association and Articles of Association of the Transferor Company 1 has been enclosed to the Company Application as “Annexure – 1”).

The authorized, issued, subscribed, and paid-up capital of the Transferor Company 1 as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorised Capital	
50,000 equity shares of INR 10/- each	5,00,000/-
TOTAL:	5,00,000/-
Issued, Subscribed & Paid-up Capital	
50,000 equity shares of INR 10/- each, fully paid-up	5,00,000/-
TOTAL:	5,00,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company 1.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December 2023 of the Transferor Company 1 has been enclosed to the Company Application as “Annexure – 2” and “Annexure – 2A” respectively).

Mytrah Tejas Power Private Limited (hereinafter referred to as the “**Transferor Company 2**”) is a private limited company incorporated on 22 August 2014 under the Companies Act, 2013 with CIN: U40300TG2014PTC095357, and the PAN of the Transferor Company 2 is AAJCM3778K. The registered office of the Transferor

Company 2 is presently situated at 8001, 8th Floor, Q-City, S.No.109 Nanakramguda, Gachibowli, Hyderabad 500032, Telangana, India.

The main objects of the Transferor Company 2 as set out in Clause III of its Memorandum of Association are reproduced below:

(1) To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy, including captive consumption, and any such products and by-products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Transferor Company 2 has been enclosed to the Company Application as “Annexure – 3”).

The authorized, issued, subscribed, and paid-up capital of the Transferor Company 2 as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorized Capital	
50,000 equity shares of INR 10/- each	5,00,000/-
TOTAL:	5,00,000/-
Issued, Subscribed & Paid-up Capital	
50,000 equity shares of INR 10/- each, fully paid-up	5,00,000/-
TOTAL:	5,00,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorized, issued, subscribed and paid-up capital of the Transferor Company 2.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December 2023 of the Transferor Company 2 has been enclosed to the Company Application as “Annexure – 4” and “Annexure – 4A” respectively).

Mytrah Vayu (Adyar) Private Limited (hereinafter referred to as the “**Transferor Company 3**”) is a private limited company incorporated on 27 June 2017 under the Companies Act, 2013 with CIN: U40200TG2017PTC117960, and the PAN of the Transferor Company 3 is AALCM1615M. The registered office of the Transferor Company 3 is presently situated at 8th Floor, Q City, S.No.109 Gachibowli, Nanakramguda, Hyderabad 500032, Telangana, India.

The main objects of the Transferor Company 3 as set out in Clause III of its Memorandum of Association are reproduced below:

(1) To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy, including captive consumption, and any such products and by-products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Transferor Company 3 has been enclosed to the Company Application as “Annexure – 5”).

The authorized, issued, subscribed, and paid-up capital of the Transferor Company 3 as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorised Capital	
10,000 equity shares of INR 10/- each	1,00,000/-
TOTAL:	1,00,000/-

Particulars	Amount (INR)
Issued, Subscribed & Paid-up Capital	
10,000 equity shares of INR 10/- each, fully paid-up	1,00,000/-
TOTAL:	1,00,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company 3.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December 2023 of the Transferor Company 3 has been enclosed to the Company Application as “Annexure – 6” and “Annexure – 6A” respectively).

Mytrah Vayu (Bhavani) Private Limited (hereinafter referred to as the “**Transferor Company 4**”) is a private limited company incorporated on 24 June 2017 under the Companies Act, 2013 with CIN: U40300TG2017PTC117930, and the PAN of the Transferor Company 4 is AALCM1592M. The registered office of the Transferor Company 4 is presently situated at 8th Floor, Q City, S.No.109, Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana, India.

The main objects of the Transferor Company 4 as set out in Clause III of its Memorandum of Association are reproduced below:

(1) To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy, including captive consumption, and any such products and by- products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Transferor Company 4 has been enclosed to the Company Application as “Annexure – 7”).

The authorised, issued, subscribed, and paid-up capital of the Transferor Company 4 as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorised Capital	
10,000 equity shares of INR 10/- each	1,00,000/-
TOTAL:	1,00,000/-
Issued, Subscribed & Paid-up Capital	
10,000 equity shares of INR 10/- each, fully paid-up	1,00,000/-

Particulars	Amount (INR)
TOTAL:	1,00,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company 4.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December 2023 of the Transferor Company 4 has been enclosed to the Company Application as “Annexure – 8” and “Annexure – 8A” respectively).

Mytrah Vayu (Chitravati) Private Limited (hereinafter referred to as the “**Transferor Company 5**”) is a private limited company incorporated on 27 June 2017 under the Companies Act, 2013 with CIN: U40300TG2017PTC117961, and the PAN of the Transferor Company 5 is AALCM1622L. The registered office of the Transferor Company 5 is presently situated at 8th Floor, Q City, S.No.109, Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana, India.

The main objects of the Transferor Company 5 as set out in Clause III of its Memorandum of Association are reproduced below:

- (1) To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-

hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy, including captive consumption, and any such products and by– products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Transferor Company 5 has been enclosed to the Company Application as “Annexure – 9”).

The authorised, issued, subscribed, and paid-up capital of the Transferor Company 5 as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorised Capital	
10,000 equity shares of INR 10/- each	1,00,000/-
TOTAL:	1,00,000/-
Issued, Subscribed & Paid-up Capital	
10,000 equity shares of INR 10/- each, fully paid-up	1,00,000/-
TOTAL:	1,00,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company 5.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December 2023 of the Transferor Company 5 has been enclosed to the Company Application as “Annexure – 10” and “Annexure – 10A” respectively).

Mytrah Vayu (Hemavati) Private Limited (hereinafter referred to as the “**Transferor Company 6**”) is a private limited company incorporated on 5 October 2016 under the Companies Act, 2013 with CIN: U40106TG2016PTC112335, and the PAN of the Transferor Company 6 is AAKCM6118L. The registered office of the Transferor Company 6 is presently situated at 8001, 8th Floor, Q-City, S.No.109 Nanakramguda, Gachibowli, Hyderabad 500032, Telangana, India.

The main objects of the Transferor Company 6 as set out in Clause III of its Memorandum of Association are reproduced below:

(1) To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of

energy, including captive consumption, and any such products and by-products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Transferor Company 6 has been enclosed to the Company Application as “Annexure – 11”).

The authorised, issued, subscribed, and paid-up capital of the Transferor Company 6 as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorised Capital	
50,000 equity shares of INR 10/- each	5,00,000/-
TOTAL:	5,00,000/-
Issued, Subscribed & Paid-up Capital	
50,000 equity shares of INR 10/- each, fully paid-up	5,00,000/-
TOTAL:	5,00,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company 6.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December

2023 of the Transferor Company 6 is annexed hereto and marked as “Annexure – 12” and “Annexure – 12A” respectively).

Mytrah Vayu (Kaveri) Private Limited (hereinafter referred to as the “**Transferor Company 7**”) is a private limited company incorporated on 24 June 2017 under the Companies Act, 2013 with CIN: U40300TG2017PTC117934, and the PAN of the Transferor Company 7 is AALCM1593L. The registered office of the Transferor Company 7 is presently situated at 8th Floor, Q City, S.No.109, Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana, India.

The main objects of the Transferor Company 7 as set out in Clause III of its Memorandum of Association are reproduced below:

(1) To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy, including captive consumption, and any such products and by- products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Transferor Company 7 has been enclosed to the Company Application as “Annexure –13”).

The authorised, issued, subscribed, and paid-up capital of the Transferor Company 7 as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorised Capital	
10,000 equity shares of INR 10/- each	1,00,000/-
TOTAL:	1,00,000/-
Issued, Subscribed & Paid-up Capital	
10,000 equity shares of INR 10/- each, fully paid-up	1,00,000/-
TOTAL:	1,00,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company 7.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December 2023 of the Transferor Company 7 has been enclosed to the Company Application as “Annexure – 14” and “Annexure – 14A” respectively).

Mytrah Vayu (Maansi) Private Limited (hereinafter referred to as the “**Transferor Company 8**”) is a private limited company incorporated on 23 May 2017 under the Companies Act, 2013 with CIN: U40100TG2017PTC117268, and the PAN of the Transferor Company 8 is AALCM0860G. The registered office of the Transferor Company 8 is presently situated at 8th Floor, Q City, S.No.109, Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana, India. The main objects of the Transferor Company 8 as set out in Clause III of its Memorandum of Association are reproduced below:

To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy, including captive consumption, and any such products and by– products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Transferor Company 8 has been enclosed to the Company Application as “Annexure – 15”).

The authorised, issued, subscribed, and paid-up capital of the Transferor Company 8 as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorised Capital	
50,000 equity shares of INR 10/- each	5,00,000/-
TOTAL:	5,00,000/-
Issued, Subscribed & Paid-up Capital	
50,000 equity shares of INR 10/- each, fully paid-up	5,00,000/-
TOTAL:	5,00,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company 8.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December 2023 of the Transferor Company 8 has been enclosed to the Company Application as “Annexure – 16” and “Annexure – 16A” respectively).

Mytrah Vayu (Palar) Private Limited (hereinafter referred to as the “**Transferor Company 9**”) is a private limited company incorporated on 27 June 2017 under the Companies Act, 2013 under the Companies Act, 2013 with CIN: U40200TG2017PTC117971, and the PAN of the Transferor Company 9 is AALCM1628A. The registered office of the

Transferor Company 9 is presently situated at 8th Floor, Q City, S.No.109, Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana, India.

The main objects of the Transferor Company 9 as set out in Clause III of its Memorandum of Association are reproduced below:

To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy, including captive consumption, and any such products and by-products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Transferor Company 9 has been enclosed to the Company Application as “Annexure – 17”).

The authorised, issued, subscribed, and paid-up capital of the Transferor Company 9 as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorised Capital	
10,000 equity shares of INR 10/- each	1,00,000/-
TOTAL:	1,00,000/-
Issued, Subscribed & Paid-up Capital	
10,000 equity shares of INR 10/- each, fully paid-up	1,00,000/-
TOTAL:	1,00,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company 9.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December 2023 of the Transferor Company 9 has been enclosed to the Company Application as “Annexure – 18” and “Annexure – 18A” respectively).

Mytrah Vayu (Parbati) Private Limited (hereinafter referred to as the “**Transferor Company 10**”) is a private limited company incorporated on 28 June 2017 under the Companies Act, 2013 with CIN: U40106TG2017PTC117994, and the PAN of the Transferor Company 10 is AALCM1663P. The registered office of the Transferor Company 10 is presently situated at 8th Floor, Q City, S.No.109, Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana, India.

The main objects of the Transferor Company 10 as set out in Clause III of its Memorandum of Association are reproduced below:

(1) To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy, including captive consumption, and any such products and by- products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Transferor Company 10 has been enclosed to the Company Application as “Annexure – 19”).

The authorised, issued, subscribed, and paid-up capital of the Transferor Company 10 as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorised Capital	
10,000 equity shares of INR 10/- each	1,00,000/-
TOTAL:	1,00,000/-

Particulars	Amount (INR)
Issued, Subscribed & Paid-up Capital	
10,000 equity shares of INR 10/- each, fully paid-up	1,00,000/-
TOTAL:	1,00,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company 10.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December 2023 of the Transferor Company 10 has been enclosed to the Company Application as “Annexure – 20” and “Annexure – 20A” respectively).

Mytrah Vayu (Sharavati) Private Limited (hereinafter referred to as the “**Transferor Company 11**”) is a private limited company incorporated on 19 July 2017 under the Companies Act, 2013 under the Companies Act, 2013 with CIN: U40300TG2017PTC118380, and the PAN of the Transferor Company 11 is AALCM2087K. The registered office of the Transferor Company 11 is presently situated at 8th Floor, Q City, S.No.109 Gachibowli, Nanakramguda, Hyderabad 500032, Telangana, India.

The main objects of the Transferor Company 11 as set out in Clause III of its Memorandum of Association are reproduced below:

(1) To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy, including captive consumption, and any such products and by- products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Transferor Company 11 is annexed hereto and marked as “Annexure – 21”).

The authorised, issued, subscribed, and paid-up capital of the Transferor Company 11 as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorised Capital	
10,000 equity shares of INR 10/- each	1,00,000/-
TOTAL:	1,00,000/-
Issued, Subscribed & Paid-up Capital	
10,000 equity shares of INR 10/- each, fully paid-up	1,00,000/-

Particulars	Amount (INR)
TOTAL:	1,00,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company 11.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December 2023 of the Transferor Company 11 has been enclosed to the Company Application as “Annexure – 22” and “Annexure – 22A” respectively).

Mytrah Vayu (Tapti) Private Limited (hereinafter referred to as the “**Transferor Company 12**”) is a private limited company incorporated on 29 June 2017 under the Companies Act, 2013 with CIN: U40300TG2017FTC118006, and the PAN of the Transferor Company 12 is AALCM1677R. The registered office of the Transferor Company 12 is presently situated at 8th Floor, Q City, S.No.109, Gachibowli, Nanakramguda, Rangareddi, Hyderabad 500032, Telangana, India.

The main objects of the Transferor Company 12 as set out in Clause III of its Memorandum of Association are reproduced below:

To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-

hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy, including captive consumption, and any such products and by-products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Transferor Company 12 has been enclosed to the Company Application as “Annexure – 23”).

The authorised, issued, subscribed, and paid-up capital of the Transferor Company 12 as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorised Capital	
10,000 equity shares of INR 10/- each	1,00,000/-
TOTAL:	1,00,000/-
Issued, Subscribed & Paid-up Capital	
10,000 equity shares of INR 10/- each, fully paid-up	1,00,000/-
TOTAL:	1,00,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company 12.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December 2023 of the Transferor Company 12 has been enclosed to the Company Application as “Annexure – 24” and “Annexure – 24A” respectively).

Mytrah Vayu (Sabarmati) Private Limited (hereinafter referred to as the “**Transferee Company**”) is a private limited company incorporated on 02 March 2017 under the Companies Act, 2013 with CIN: U40200TG2017PTC115612, and the PAN of the Transferee Company is AAKCM8767B. The registered office of the Transferee Company is presently situated at 8th Floor, Q City, S.No.109 Gachibowli, Nanakramguda, Hyderabad 500032, Telangana, India.

The main objects of the Transferee Company as set out in Clause III of its Memorandum of Association are reproduced below:

To generate electrical power by conventional, non-conventional methods including solar, wind, hydel, natural gas, geothermal, geo-hydel, tidal waves, biological, biogas and to carry on all or any of the business of producers, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy, including

captive consumption, and any such products and by– products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy.

(A copy of the Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Transferee Company has been enclosed to the Company Application as “Annexure – 25”).

The authorised, issued, subscribed, and paid-up capital of the Transferee Company as on 31 March 2023 is as follows:

Particulars	Amount (INR)
Authorised Capital	
5,00,00,000 equity shares of INR 10/- each	50,00,00,000/-
TOTAL:	50,00,00,000/-
Issued, Subscribed & Paid-up Capital	
4,94,08,000 equity shares of INR 10/- each, fully paid-up	49,40,80,000/-
TOTAL:	49,40,80,000/-

Subsequent to the above date and till the date of filing of this application, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferee Company.

(A copy of the latest audited financial statements as on 31 March 2023 and provisional financial statements as on 31 December 2023 of the Transferee Company has been enclosed to the Company Application as “Annexure – 26” and “Annexure – 26A” respectively).

3. JURISDICTION OF THE BENCH:

The registered office of the Applicant Companies are situated in Telangana. Therefore, the Applicant Companies declare that the subject matter of this application is within the jurisdiction of the Hon'ble National Company Law Tribunal, Hyderabad Bench ('NCLT' or 'Tribunal'), as the registered office of the Applicant Companies are in Telangana.

4. LIMITATION:

The present Application is being filed under Sections 230 to 232 of the Companies Act, 2013, pursuant to the Board Resolutions passed by the Board of Directors of the Applicant Companies at their respective meetings held on 28 February 2024 and hence the present Application is within the Limitation.

- 5.** The Board of Directors of the Applicant Companies at their respective meetings held on 28 February 2024 have approved the Scheme of Amalgamation of Mytrah Ainesh Power Private Limited ('Transferor Company 1'), Mytrah Tejas Power Private Limited ('Transferor Company 2'), Mytrah Vayu (Adyar) Private Limited ('Transferor Company 3'),

Mytrah Vayu (Bhavani) Private Limited ('Transferor Company 4'), Mytrah Vayu (Chitravati) Private Limited ('Transferor Company 5'), Mytrah Vayu (Hemavati) Private Limited ('Transferor Company 6'), Mytrah Vayu (Kaveri) Private Limited ('Transferor Company 7'), Mytrah Vayu (Maansi) Private Limited ('Transferor Company 8'), Mytrah Vayu (Palar) Private Limited ('Transferor Company 9'), Mytrah Vayu (Parbati) Private Limited ('Transferor Company 10'), Mytrah Vayu (Sharavati) Private Limited ('Transferor Company 11') and Mytrah Vayu (Tapti) Private Limited ('Transferor Company 12) with Mytrah Vayu (Sabarmati) Private Limited ('Transferee Company') and their respective shareholders ('Scheme') under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. **A copy of the Board resolutions passed by the Applicant Companies has been enclosed to the Company Application as "Annexure – 13".**

6. RATIONALE OF THE SCHEME:

The Transferor Companies and the Transferee Company are part of the same group of entities. The proposed amalgamation will facilitate the group in consolidating the business in one legal entity, thereby resulting in organizational efficiencies, streamline the group structure, reduction in overheads, administrative, operational costs and other expenses and optimal utilization of various resources. It will prevent cost duplication and the resultant operations would be substantially cost-efficient.

CONSIDERATION:

The Transferor Companies with the Transferee Company, the Transferee Company shall without any further application or deed, issue and allot to the equity shareholders of the Transferor Companies, holding fully paid-up equity shares in the respective Transferor Companies and whose names appear in the Register of Members of the respective Transferor Companies as on the Effective Date or his/her/its heirs, executors, administrators or the successors in title, as may be recognised by the Board of Directors of the Transferee Company, fully paid-up equity shares in the following fair share swap ratio:

"512 (Five Hundred and Twelve) fully paid-up equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Transferee Company shall be issued and allotted to the equity shareholders of Transferor Company 1 for every 100 (One Hundred) equity shares having face value of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company 1."

"78 (Seventy-Eight) fully paid-up equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Transferee Company shall be issued and allotted to the equity shareholders of Transferor Company 2 for every 100 (One Hundred) equity shares having face value of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company 2."

"78 (Seventy-Eight) fully paid-up equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Transferee Company

shall be issued and allotted to the equity shareholders of Transferor Company 3 for every 100 (One Hundred) equity shares having face value of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company 3.”

”3131 (Three Thousand, One Hundred and Thirty-One) fully paid-up equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Transferee Company shall be issued and allotted to the equity shareholders of Transferor Company 4 for every 100 (One Hundred) equity shares having face value of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company 4.”

”1399 (One Thousand, Three Hundred and Ninety-Nine) fully paid-up equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Transferee Company shall be issued and allotted to the equity shareholders of Transferor Company 5 for every 100 (One Hundred) equity shares having face value of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company 5.”

”78 (Seventy-Eight) fully paid-up equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Transferee Company shall be issued and allotted to the equity shareholders of Transferor Company 6 for every 100 (One Hundred) equity shares having face value of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company 6.”

”4173 (Four Thousand, One Hundred and Seventy-Three) fully paid-

up equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Transferee Company shall be issued and allotted to the equity shareholders of Transferor Company 7 for every 100 (One Hundred) equity shares having face value of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company 7.”

”16 (Sixteen) fully paid-up equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Transferee Company shall be issued and allotted to the equity shareholders of Transferor Company 8 for every 100 (One Hundred) equity shares having face value of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company 8.”

”4118 (Four Thousand, One Hundred and Eighteen) fully paid-up equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Transferee Company shall be issued and allotted to the equity shareholders of Transferor Company 9 for every 100 (One Hundred) equity shares having face value of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company 9.”

”2471 (Two Thousand, Four Hundred and Seventy-One) fully paid-up equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Transferee Company shall be issued and allotted to the equity shareholders of Transferor Company 10 for every 100 (One Hundred) equity shares having face value of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company 10.”

"2316 (Two Thousand, Three Hundred and Sixteen) fully paid-up equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Transferee Company shall be issued and allotted to the equity shareholders of Transferor Company 11 for every 100 (One Hundred) equity shares having face value of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company 11."

"1484 (One Thousand, Four Hundred and Eighty-Four) fully paid-up equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Transferee Company shall be issued and allotted to the equity shareholders of Transferor Company 12 for every 100 (One Hundred) equity shares having face value of INR 10/- (Indian Rupees Ten only) each held in the Transferor Company 12."

(A copy of the Valuation Report dated 27 February 2024 determining the fair share exchange ratio has been enclosed to Company Application as Annexure – 27).

7. COMPLIANCE OF ACCOUNTING STANDARDS:

The accounting treatment proposed in Clause 7 of the Scheme is in conformity with the accounting standards as prescribed under the provisions of Section 133 of the Companies Act, 2013.

(A Certificate issued by the statutory auditor of the Applicant Companies confirming the accounting treatment proposed in the Scheme, has been enclosed to Company Application as “Annexure – 29” to “Annexure – 41”).

8. DECLARATION BY THE APPLICANT COMPANIES:

- a) No petition under Sections 241 or 242 read with Section 66 of the Companies Act, 2013, has been filed against any of the Applicant Companies and there has been no material change in the affairs of any of the Applicant Companies, except for what was done in the normal course of business.
- b) There are no proceedings pending under Sections 210 to 227 of Companies Act, 2013, against any of the Applicant Companies.
- c) The Scheme does not have an adverse effect on any of the shareholders or creditors or other stakeholders of the Applicant Companies in any manner whatsoever.

9. DETAILS OF SHAREHOLDING OF THE APPLICANT COMPANIES:

- (a) It is averred that the details of the Shareholding of the Applicant Companies herein as on June 30, 2023 is as follows:

Company	Aurthorised Capital	Issued Subscribed and Paid-Up Share Capital	Total No. of Equity Shareholders	% of consent obtained from Equity Shareholders
Transferor Company 1	Rs. 5,00,000/- divided into	Rs. 5,00,000/- divided into	7 (Seven)	100%

	50,000 equity shares of Rs. 10/- each	50,000 equity shares of Rs. 10/- each		
Transferor Company 2	Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each	Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each	7 (Seven)	100%
Transferor Company 3	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	7 (Seven)	100%
Transferor Company 4	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	7 (Seven)	100%
Transferor Company 5	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	7 (Seven)	100%
Transferor Company 6	Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each	Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each	7 (Seven)	100%
Transferor Company 7	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	7 (Seven)	100%
Transferor Company 8	Rs. 5,00,000/- divided into 50,000 equity	Rs. 5,00,000/- divided into 50,000 equity	7 (Seven)	100%

	shares of Rs. 10/- each	shares of Rs. 10/- each		
Transferor Company 9	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	7 (Seven)	100%
Transferor Company 10	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	7 (Seven)	100%
Transferor Company 11	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	7 (Seven)	100%
Transferor Company 12	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each	7 (Seven)	100%
Transferee Company	Rs. 50,00,00,000/- divided into 5,00,00,000 equity shares of Rs. 10/- each	Rs. 49,40,80,000/- divided into 4,94,08,000 equity shares of Rs. 10/- each	7 (Seven)	100%

(b) The Transferor Companies and Transferee Company are wholly owned subsidiaries of JSW Neo Energy Limited.

(c) A Certificate issued by the Chartered Accountant, certifying the list of Equity Shareholders and the number of shares held by them in the Transferor Companies and the Transferee Company have been

enclosed to the Company Application as Annexure – 55, 57, 59, 61, 63, 65, 67, 69, 71, 73, 75, 77 and 79.

(d) Consents given by the Equity Shareholders of the Transferor Companies and the Transferee Company have been enclosed to the Company Application as Annexure – 56, 58, 60, 62, 64, 66, 68, 70, 72, 74, 76, 78 and 80. The Transferor Companies and Transferee Company are wholly owned subsidiaries of JSW Neo Energy Limited.

10. CREDITORS OF THE APPLICANT COMPANY:

A). DETAILS OF SECURED CREDITOR:

Company	Total No. of Secured Creditor	Total Secured Credit Value in Rs.	No. of Secured Creditor who gave consent to the Scheme by way of Affidavit.	% of consent obtained from Secured Creditor
Transferee Company	1	15,02,01,00,680	-	-

A Certificate issued by the Chartered Accountant certifying that the Transferor Companies do not have any Secured Creditor and the Transferee Company have Sole Secured Creditor has been enclosed to the Company Application as Annexure – 81, 83, 85, 87, 89, 91, 93, 95, 97, 99, 101, 103 and 105.

B).DETAILS OF UNSECURED COMPULSORILY CONVERTIBLE DEBENTURES (CCD):

Company	Total No. of CCD Holders	Total CCD Value in Rs.	No. of CCD holders who gave consent to the Scheme by way of Affidavit.	% of consent obtained from CCD holders
Transferee Company	2	17,24,40,000	2	100%

- A Certificate issued by the Chartered Accountant certifying the list of CCD Holders of the Transferee Company along with the outstanding amount as on 31 December 2023 has been enclosed to the Company Application as Annexure “Annexure – 106.
- Consents given by the CCD Holders of the Transferee Company have been enclosed to the Company Application as Annexure – 107.

C). DETAILS OF UNSECURED CREDITOR:

Company	Total No. of Unsecured Creditors	Total Unsecured Credit Value in Rs.	No. of Unsecured Creditors who gave consent to the Scheme by way of Affidavit.	% of consent obtained from Unsecured Creditors
Transferor Company 1	9	2,58,36,245	3	99.37%

Transferor Company 2	12	4,85,98,120	5	99.96%
Transferor Company 3	9	3,26,50,867	3	99.79%
Transferor Company 4	8	3,34,73,087	4	99.99%
Transferor Company 5	7	2,33,07,891	3	99.98%
Transferor Company 6	10	4,28,40,661	5	99.87%
Transferor Company 7	6	4,32,49,379	3	99.99%
Transferor Company 8	6	1,00,39,748	3	99.99%
Transferor Company 9	7	5,47,36,575	3	99.99%
Transferor Company 10	6	3,00,08,431	3	99.99%
Transferor Company 11	6	3,51,72,298	2	99.75%
Transferor Company 12	7	5,41,26,228	2	99.98%
Transferee Company	49	82,55,95,523	14	92.44%

- A Certificate issued by the Chartered Accountant, certifying the list of Unsecured Creditors of the Transferor Companies and the Transferee Company have been enclosed to the Company Application as Annexure – 81, 83, 85, 87, 89, 91, 93, 95, 97, 99, 101, 103 and 106.
- Consents given by the Unsecured Creditors of the Transferor Companies and the Transferee Company have been enclosed to the

Company Application as Annexure – 82, 84, 86, 88, 90, 92, 94, 96, 98, 100, 102, 104 and 108.

D). A Certificate issued by Chartered Accountant certifying the Consent affidavit given by the Equity Shareholder, CCD Holder and Unsecured Creditors of the Transferor Companies and the Transferee Company have been enclosed to the Company Application at Page No. 2041.

11. After hearing the Learned Counsel and after perusing the documents filed by the Applicant Companies, we here by dispensed with convening the meetings of equity Shareholders & Unsecured Creditors of the Transferor and Transferee Companies and meeting of the CCD Holders of the Transferee Company With regard to the meeting the following order is passed.

A. The meeting of the Secured Creditor of the Applicant Company / Transferee Company will be held on 29th day of June 2024 at 12.30 PM at the registered office of the transferee Company situated at registered office at 8th Floor, Q City, S.No.109 Gachibowli, Nanakramguda, Hyderabad 500032, Telangana.

B. We Appoint Vimal Vasireddy Advocate (Mobile Number + 9550281018) as the Chairperson and Ms.Niharika Agarwal Advocate, (Mobile Number +8099730952) as the Scrutinizer of the aforesaid meeting. The remuneration of the Chairperson is fixed at

Rs.1,50,000/- and that of the scrutinizer is fixed at Rs.1,00,000/- for above meeting.

- C. The quorum for the meeting of the Secured Creditor of the Applicant Company / Transferee Company shall be 1 (One).
- D. The notice of the Meetings of Secured Creditor of Applicant Company / Transferee Company shall be published in “Business Standard”, English Daily and one in Telugu Edition of “Nava Telangana”.
- E. The creditor can exercise their votes at the meetings either person or by proxy or by authorized representative.
- F. The Applicant Company / Transferee Company or its respective authorized Signatory are directed to issue notices (s) to the Secured Creditor of the Applicant Company Transferee Company by Registered Post/ Courier/Ordinary Post/ Email to their last known address 30 days before the said meeting as per Form No. CAA2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ensuring convening the said meeting of the Applicant Company / Transferee Company. Further directed to intimate day, date and time, a copy of Explanatory Statement, pursuant to be sent under Section 230 of the Companies Act, 2013 and Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014.
- G. The Applicant Company / Transferee Company to serve notices upon the Statutory Authorities and Sectoral Regulators pursuant to Section 230 (5) of the Companies Act, 2013 as per Rule 8 of the

Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 if no response is received by the Tribunal from Statutory Authorities or Sectoral Regulators within 30 days of the date of receipt of the notice, it will be presumed that the Statutory Authorities or Sectoral Regulators has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016.

- H. The Chairman shall have all powers under the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 in relation to the conduct of the meetings (s) including for deciding procedural questions that may arise before or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person (s).
- I. The voting shall be in person or by proxy or authorized representative in case be permitted, provided that the proxy in the Form No. MGT-11 authorization duly signed by the person entitled to attend and vote at the meeting, is to be filed with the Applicant Company / Transferee Company at its Registered office, not later than, forty eight hours before the aforesaid meeting in accordance with Rule 10 of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016.
- J. The Chairman to file affidavit within 7 days before the date of the said meeting to this Tribunal that the direction regarding convening and issuance of notice (s) to all the necessary parties have been duly complied with in conformity with the relevant provisions of the

Companies Act, 2013 R/w Companies (Compromise, Arrangement and Amalgamation) Rules, 2016.

K. The Chairman shall report the conclusion of the aforesaid meeting within 10 days from the date of such meeting as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

L. Accordingly, the Company Application C.A. (CAA) No. 13/230/HDB/204 is allowed and the same is disposed.

SD/-

Charan Singh
Member Technical

SD/-

Dr. Venkata Ramakrishna Badarinath Nandula
Member Judicial

Pavani