

NATIONAL COMPANY LAW TRIBUNAL
CHENNAI BENCH

Dated: 04.01.2023

Circular

It is informed that with effect from 04.01.2023, the applications / petitions filed under Sections 230-232 of the Companies Act, 2013 through e-filing and physical mode, shall be accompanied by a synopsis in the following formats.

- **Synopsis for First Motion Application** should be in the prescribed format (**Annexure-1**), to be filed alongwith the First Motion Company Application.
- **Synopsis for Second Motion Petition (Notice stage)** should be in the prescribed format (**Annexure-2**), to be filed alongwith the Second Motion Company Petition.
- **Synopsis for Second Motion Petition (Final hearing stage)** should be in the format prescribed in **Annexure-3**, which is to be filed at the final hearing of Second Motion Company Petition after receiving the reports from Statutory Authorities.

The Applications / Petitions filed without synopsis as mentioned above will not be taken up for scrutiny and numbering.

-By Order -

End: -

Annexures 1, 2 & 3.

Annexure-1
SYNOPSIS FOR FIRST MOTION APPLICATION
CA(CAA) _____/20

I. DETAILS OF PRAYER REGARDING DISPENSATION / CONVENING MEETING

	EQUITY SHAREHOLDERS	PREFERENCE SHAREHOLDERS	SECURED CREDITORS	UNSECURED CREDITORS
TRANSFEROR/DEMERGED COMPANY	Dispense with or convene, meeting			
TRANSFeree/RESULTING COMPANY				

II. PRELIMINARY DETAILS:

	TRANSFEROR/DEMERGED COMPANY	TRANSFeree/RESULTING COMPANY
CA Numbers		
CIN No. of the Company		
Date of Incorporation		
Certificate of Incorporation	Pg. No.	Pg. No.
Registered Office Address		
Change in Registered Office in past 3 years if any		
Change in Name of the Company in past 3 years if any		
Mention whether Public or Private Company		
Mention whether Listed/Unlisted Company		
Brief objects of the Company		
SHAREHOLDING PATTERN		
Authorised Equity Share Capital	_____ of equity shares Rs. (Face Value) Each	_____ of equity shares Rs. (Face Value) Each
Issued Subscribed and Paid Up Share Capital	_____ of equity shares Rs. (Face Value) Each	_____ of equity shares Rs. (Face Value) Each
Preference Share Capital (If any)	_____ of equity shares Rs. (Face Value) Each	_____ of equity shares Rs. (Face Value) Each
Turnover in Rs. Year :		
Audited Balance Sheet	as on Date _____ Pg. No. _____	as on Date _____ Pg. No. _____
Total Secured Credit value in the Audited Balance Sheet		
Total Unsecured Credit value in the Audited Balance Sheet		
Unaudited Balance Sheet (if any)	as on Date _____ Pg. No. _____	as on Date _____ Pg. No. _____
Total Secured Credit value in the Unaudited Balance Sheet		
Total Unsecured Credit value in the Unaudited Balance Sheet		
Rationale of the Scheme		

Date of Board Resolution w.r.t approval of the Scheme		
Appointed Date:		
Mention (if any) compliance w.r.t. Competition Commission of India		

III. PROCEDURE OF SCHEME OF AMALGAMATION/ ARRANGEMENT

Enlist the Steps involved in the scheme (in brief)	
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IV. DETAILS STAKEHOLDERS CONSENTS W.R.T THE SCHEME:

EQUITY SHAREHOLDERS		
	TRANSFEROR COMPANY	TRANSFeree COMPANY
Total No. of Equity Shareholders		
No. of Equity Shareholders, who is a Company / Firm / any association of person.		
Details of Certificate of Auditor, certifying No. of Shareholders.	Date: Pg. No.	Date: Pg. No.
No. of Equity Shareholders who gave consent to the Scheme by way of Affidavit.		
% of consent obtained from Equity Shareholders		
SECURED CREDITORS		
Total No. of Secured Creditors		
No. of Secured Creditors, who is a Company / Firm / any association of person.		
Total Secured Credit Value		
Details of Certificate of Auditor, certifying No. of Secured Creditors and Total Secured Credit Value.	Date: Pg. No.	Date: Pg. No.
No. of Secured Creditors who gave consent to the Scheme by way of Affidavit.		
% of consent obtained from Secured Creditors		
Total value of creditors who gave consent to the Scheme		
UNSECURED CREDITORS		
Total No. of Unsecured Creditors		
No. of Unsecured Creditors, who is a Company / Firm / any association of person.		
Total Unsecured Credit Value		
Details of Certificate of Auditor, certifying No. of Unsecured Creditors and Total Unsecured Credit Value.	Date: Pg. No.	Date: Pg. No.
No. of Secured Creditors who gave consent to the Scheme by way of Affidavit.		
% of consent obtained from Secured Creditors		
Total value of creditors who gave consent to the Scheme		

V. AUTHORITIES TO WHOM NOTICES TO BE ISSUED:

S.NO.	STATUTORY AUTHORITY	REMARKS - YES / NO
1	Regional Director	
2	Registrar of Companies	
3	Official Liquidator	
4	Income Tax Authorities	
5	Reserve Bank of India	
6	Competition Commission of India	
7	SEBI, NSE, BSE	
8	Other Sectoral Regulators - Specify	

VI. NEWSPAPER SUGGESTED FOR PUBLICATION IN THE FIRST MOTION:

S. No	Details	Name of Newspaper
1	Vernacular	
2	English	

SIGNATURE OF COUNSEL/ AUTHORISED REPRESENTATIVE OF THE

NAME:

DATE:

Note:

Wherever it is not relevant, fill it as "N.A." and do not leave any column unfilled.

ANNEXURE-2
SYNOPSIS FOR SECOND MOTION PETITION (NOTICE STAGE)

CP(CAA)/_____/20

In

CA(CAA)/_____/20

I. SEQUENCE OF EVENTS:

S. NO	DETAILS	PARTICULARS
1	2 nd Motion Petition No.	
	a) E-Filing Date	
	b) Physical Filing Date.	
2	1 st Motion Application No.	
3	1 st Motion Order:	Date: Page No.
4	IA/MA in CA(CAA)_____/20 (If any)	
5	Category of the companies Private/Public/Listed/Unlisted	Transferor: Transferee:
6	Registered Office Address and Respective RoC of the Companies.	Transferor: Transferee:

II. REPORT OF CHAIRMAN AND SCRUTINIZER IN BRIEF

Report of Chairman filed before Tribunal: Date _____ Sr. No. _____

PARTICULARS	TRANSFEROR COMPANY MEETING DATE	QUORUM		% OF PERSON PRESENT & VOTING		NAME OF CHAIRPERSON & SCRUTINIZER
		NO. OF PERSONS PRESENT AND VOTING	TOTAL % OF VOTING IN TERMS OF THE VALUE OF SHARES/CREDIT	FAVOUR	AGAINST	
Equity Shareholders						
Preference Shareholders						
Secured Creditors						
Unsecured Trade Creditors						
Unsecured Loan Creditors						
Others (if any)						

PARTICULARS	TRANSFEREE COMPANY MEETING DATE	QUORUM		% OF PERSON PRESENT & VOTING		NAME OF CHAIRPERSON & SCRUTINIZER
		NO. OF PERSONS PRESENT AND VOTING	TOTAL % OF VOTING IN TERMS OF THE VALUE OF SHARES/CREDIT	FAVOUR	AGAINST	
Equity Shareholders						
Preference Shareholders						
Secured Creditors						
Unsecured Trade Creditors						
Unsecured Loan Creditors						
Others (if any)						

III. AUTHORITIES TO WHOM NOTICES TO BE ISSUED:

S.NO.	STATUTORY AUTHORITY	REMARKS
1	Regional Director	
2	Registrar of Companies	
3	Official Liquidator	
4	Income Tax Authorities	
5	Reserve Bank of India	
6	Competition Commission of India	
7	SEBI, NSE, BSE	
8	Other Sectoral Regulators - Specify	

IV. NEWSPAPER SUGGESTED FOR PUBLICATION IN THE FIRST MOTION:

1	Vernacular	
2	English	

SIGNATURE OF COUNSEL/ AUTHORISED REPRESENTATIVE

NAME:

DATE:

Note:

Wherever it is not relevant, fill it as "N.A." and do not leave any column unfilled.

Annexure-3

Synopsis for Second Motion Petition (Final hearing stage)

C.P. (CAA)/ /20
IN
CA(CAA)/ /20

I. PRELIMINARY DETAILS:

S. No	PARTICULARS	PARTICULARS
1	Final Motion Petition No.	
	b) E-Filing No.	
	c) Physical Filing Date	
2	1st Motion Application No.	
	a) Date of 1 st Motion Order:	
	b) Page No. 1 st Motion Order in CP	
3	IA/MA in CA(CAA)____/20_ (If any)	
4	Chairman & Scrutinizer Reports	
	a) E-Filing Date	
	b) E-Filing No.	
	c) Physical Filing date & SR. No.	
5	Date of Approval of the Board of Directors for the Scheme	
6	Date of 2 nd Motion notice order	
7	Category of the companies Private/Public/Listed/Unlisted	Transferor: Transferee:
8	Registered Office Address and Respective RoC of the Companies.	Transferor: Transferee:
9	Brief Object of the Companies	Transferor: Transferee:
10	Details of Affidavit of Service filed w.r.t. Paper Publication and Service of Notice to Statutory Authorities.	Date: SR. No.:
	I. Paper Publication (Details)	
	a) Date of Publication in English	
	b) Date of Publication in Vernacular	
	II. Date of Service of notice to	
	a) Regional Director	
	b) Registrar of Companies	
	c) Official Liquidator	
	d) Income Tax Authorities	
	e) Reserve Bank of India	
	f) Competition Commission of India	
g) SEBI, NSE, BSE		
h) Other Sectoral Regulators (Specify)		

II. DETAILS W.R.T. THE SCHEME:

S. No	PARTICULARS	PARTICULARS	RELEVANT PAGE Nos
11	Appointed Date		
12	Steps contemplated under the Scheme		
13	Important Clauses in the Scheme		
	Rationale of the Scheme	Clause -	
	Remaining business definition	Clause -	
	Demerged undertaking definition	Clause -	
	Employee welfare	Clause -	
	Accounting treatment clause in the Scheme	Clause -	
	Cancellation of share capital, if any	Clause -	
14	Common Directors, if any		
15	Common Shareholders, if any		
16	Other Disclosures, if any		

III. CONSIDERATION & SHARE EXCHANGE RATIO – AS PER SCHEME:

PARTICULARS	RELEVANT PAGE NOS.
Details of the Consideration clause and share entitlement ratio in the Scheme	Clause in the Scheme – Page No.

IV. VALUATION REPORT: (IF APPLICABLE)

PARTICULARS	RELEVANT PAGE NOS.
Date of the Valuation Report	
Method of Valuation	
Name of the Registered Valuer	
Recommendations if any:	

V. REPORT OF STATUTORY AUTHORITIES:

DETAILS	PARTICULARS	COMPLIANCE IF ANY
Report of RD	SR No.: _____ Date of Filing: _____ Observations, if any: __	
Report of OL	SR No.: _____ Date of Filing: _____ Observations, if any: __	
Report of Income Tax	SR No.: _____ Date of Filing: _____ Observations, if any: __	
Report of Other Statutory Authorities (Specify)	SR No.: _____ Date of Filing: _____ Observations, if any: __	

SIGNATURE OF COUNSEL/ AUTHORISED REPRESENTATIVE

NAME:

DATE:

Note:

Wherever it is not relevant, fill it as "N.A." and do not leave any column unfilled.