



Date: 20<sup>th</sup> December 2024

**National Stock Exchange of India Ltd**  
Exchange Plaza, C-1, Block G  
Bandra – Kurla Complex  
Bandra (E)  
Mumbai - 400051  
NSE: NCC

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Fort  
Mumbai - 400001  
BSE: 500294

Dear Sir/ Madam,

**Sub: Update on Merger of NCC Infrastructure Holdings Limited (NCCIHL) (Wholly Owned Subsidiary) with NCC Limited (the Company)**

**Ref: 1. Our letter dated 6<sup>th</sup> August 2024** – approval of Board of Directors for the Merger.  
**2. Our letter dated 22<sup>nd</sup> October 2024** – filing of the draft Scheme of Arrangement under Regulation 37(6) of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges.

This is in continuation to our letters cited above on the subject, we would like to inform that for the Joint Application filed before the National Company Law Tribunal (NCLT), Hyderabad Bench, the Hon'ble Tribunal vide its Order dated 29<sup>th</sup> November 2024 & Corrigendum Order dated 20<sup>th</sup> December 2024 (uploaded on the NCLT website today), has *inter alia*:

- Dispensed with the requirement of convening the meetings of the Shareholders, Secured Creditors, and Unsecured Creditors of NCCIHL.
- Dispensed with the requirement of convening the meetings of the Shareholders, Trade Creditors, and Unsecured Creditors of the Company.
- Directed the Company to convene the Meeting of its Secured Creditors on 30<sup>th</sup> January 2025.

The Company will take necessary action for convening the Meeting of its Secured Creditors as per the Order of the Hon'ble Tribunal and update the Stock Exchanges in due course.

A copy of the Order is enclosed. The above is being uploaded on website of the Company at [www.ncclimited.com](http://www.ncclimited.com).

A certified copy of the Order is awaited.

We request you to kindly take the aforesaid intimation on record.

Thanking you,

Yours sincerely,

**For NCC Limited**

**Sisir K Mishra**  
Company Secretary

Encl: as above

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
HYDERABAD BENCH, COURT – II**

**CA (CAA) No. 30/230/HDB/2024**

*[U/s 230 to 232 of the Companies Act, 2013  
and other applicable provisions of the Companies Act, 2013]*

**IN THE MATTER OF SCHEME OF ARRANGEMENT  
BETWEEN**

**M/S. NCC INFRASTRUCTURE HOLDINGS LIMITED  
(TRANSFEROR COMPANY)**

**AND**

**M/S. NCC LIMITED  
(TRANSFeree COMPANY)**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS**

**M/s. NCC Infrastructure Holdings Limited**

NCC House, 6<sup>th</sup> floor, Survey No.64

Madhapur, Hyderabad, Telangana.

India. Pin – 500081

Represented by its Director

Smt. Kausalya Bhupathi Raju

**...First Applicant/Transferor Company**

**M/s. NCC Limited**

NCC House, Madhapur,

Hyderabad, Telangana – 500081.

Represented by its Company Secretary

Sri. Sisir K Mishra

**.... Second Applicant/Transferee Company**

**Coram:**

**SHRI. RAJEEV BHARDWAJ, HON'BLE MEMBER JUDICIAL**

**SHRI. SANJAY PURI, HON'BLE MEMBER TECHNICAL**

**Counsels/Parties Present:**

For the Applicant

: Mr. Vivek Ganesh, Advocate

**CORRIGENDUM ORDER DATED 20.12.2024**

1. It is brought to our notice vide memo dated 20.12.2024 filed by Mr. Vivek Ganesh, Advocate stating that certain typographical errors have occurred in the order passed on 29.11.2024.

2. Since the errors occurred through inadvertence. In exercise of power under Rule 154 of NCLT Rules, the same require correction. Said Rule 154 reads as under:

*“154. Rectification of Order. - (1) Any clerical or arithmetical mistakes in any order of the Tribunal or error therein arising from any accidental slip or omission may, at any time, be corrected by the Tribunal on its own motion or on application of any party by way of rectification”*

3. Errors are corrected as under:

<b>For</b>	<b>Read</b>
35. a) Hereby dispensed with convening of the Transferor Company.	Hereby dispensed with convening the meeting of Equity Shareholders of the Transferor Company.
35. d) i) Meeting of the Secured Creditors of the Transferee Company will be held on January 30, 2024, at 12 (noon) at the registered office of the Transferee Company. The quorum may be fixed as 5 (Five) Secured Creditors either present in person or through proxy.	Meeting of the Secured Creditors of the Transferee Company will be held on January 30, 2025, at 12 (noon) at the registered office of the Transferee Company. The quorum may be fixed as 5 (Five) Secured Creditors either present in person or through proxy.

3. Rest of the contents of the order remain the same. This corrigendum order to be read along with the original order dated 29.11.2024.

**Sd/-**  
**(Sanjay Puri)**  
**Member (Technical)**

**Sd/-**  
**(Rajeev Bhardwaj)**  
**Member (Judicial)**

**Apoorva**

SL. No.1

**NATIONAL COMPANY LAW TRIBUNAL  
HYDERABAD BENCH  
COURT HALL NO: II**

**Hearing Through: VC and Physical (Hybrid) Mode**

**CORAM: SHRI. RAJEEV BHARDWAJ, HON'BLE MEMBER (J)**

**CORAM: SHRI. SANJAY PURI, - HON'BLE MEMBER (T)**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF NATIONAL COMPANY LAW TRIBUNAL,  
HYDERABAD BENCH, HELD ON 29.11.2024 AT 10:30 AM**

<b>TRANSFER PETITION NO.</b>	
<b>COMPANY PETITION/APPLICATION NO.</b>	<b>CA (CAA)/30/230/2024</b>
<b>NAME OF THE COMPANY</b>	<b>NCC Infrastructure Holdings Limited (Transferor Co.) And NCC Limited (Transferee Co.)</b>
<b>NAME OF THE PETITIONER(S)</b>	
<b>NAME OF THE RESPONDENT(S)</b>	
<b>UNDER SECTION</b>	<b>u/s 230 of Companies Act</b>

**ORDER**

**Present:** Mr. Vivek Ganesh, Ld. Counsel for the Applicant.

Orders pronounced, recorded vide separate sheets. In the result, CA (CAA)/30/230/2024 is allowed.

**Sd/-**  
**MEMBER (T)**

**Sd/-**  
**MEMBER (J)**

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
HYDERABAD BENCH, COURT – II**

**CA (CAA) No. 30/230/HDB/2024**

*[U/s 230 to 232 of the Companies Act, 2013  
and other applicable provisions of the Companies Act, 2013]*

**IN THE MATTER OF SCHEME OF ARRANGEMENT**

**BETWEEN**

**M/S. NCC INFRASTRUCTURE HOLDINGS LIMITED  
(TRANSFEROR COMPANY)**

**AND**

**M/S. NCC LIMITED  
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**AND**

**THEIR RESPECTIVE SHAREHOLDERS**

**M/s. NCC Infrastructure Holdings Limited**

NCC House, 6<sup>th</sup> floor, Survey No.64

Madhapur, Hyderabad, Telangana.

India. Pin – 500081

Represented by its Director

Smt. Kausalya Bhupathi Raju

**...First Applicant/Transferor Company**

**M/s. NCC Limited**

NCC House, Madhapur,

Hyderabad, Telangana – 500081.

Represented by its Company Secretary

Sri. Sisir K Mishra

**.... Second Applicant/Transferee Company**

**Date of Order:29.11.2024**

**CORAM:**

Sri Rajeev Bhardwaj, Hon'ble Member (Judicial)

Sri Sanjay Puri, Hon'ble Member (Technical)

**Counsel/Parties present:**

For the Applicant

: Mr. Vivek Ganesh, Advocate

**[P E R : B E N C H]**

**ORDER**

1. This is a Joint Application filed on behalf of the Applicants, M/s. NCC Infrastructure Holdings Limited (First Applicant/Transferor Company) and M/s. NCC Limited (Second Applicant/Transferee Company) under Sections 230-232 of the Companies Act, 2013, inter-alia seeking the following reliefs:
  - i. To dispense with the meeting of the equity shareholders of the Transferor Company for the purpose of considering the proposed Scheme of Arrangement.
  - ii. To dispense with the meeting of the equity shareholders of the Transferee Company for the purpose of considering the proposed Scheme of Arrangement.
  - iii. To dispense with the meeting of the secured creditors of the Transferor Company in the absence of any secured creditor for the purpose of considering the proposed Scheme of Arrangement.
  - iv. To dispense with the meeting of the unsecured creditors of the Transferor Company for the purpose of considering the proposed Scheme of Arrangement.
  - v. To dispense with the meeting of the unsecured creditors of the Transferee Company for the purpose of considering the proposed Scheme of Arrangement.
  - vi. To direct the meeting of the secured creditors of the Transferee Company be held at the Registered Office of the Company on a working day in December 2024 at 12:00 Noon or at such other date and time as may be ordered by the Hon'ble NCLT for the purpose of considering the proposed Scheme of Arrangement at the Registered Office of the Transferee Company.
  - vii. To appoint Chairman for the meeting of the secured creditors of the Transferee Company. Dr. A S Durga Prasad, the Chairman of the Board of the Transferee Company who is an Independent

Director may be considered for appointment as the Chairman of such meeting.

- viii. To determine quorum for the meeting of secured creditors of the Transferee Company, as per Section 103(1)(a)(i) of the Companies Act 2013.
- ix. To permit the Chairman of the meeting of the secured creditors of the Transferee Company to issue advertisements in Form CAA-2 in two daily newspapers being “The Business Standard” in English and “Nava Telangana” in Telugu having circulation in Telangana, giving notice of convening of the meeting of secured creditors.
- x. To permit the Chairman of the meeting of the secured creditors of the Transferee Company to send notices of the meetings in Form CAA-2 together with copy of Scheme of Arrangement disclosures required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 to the secured creditors of the Transferee Company.
- xi. To permit the notices of the meetings in Form CAA-3 under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 r/w Section 230(5) of the Companies Act, 2013 to Registrar of Companies for the State of Telangana; Regional Director, South Eastern Region and concerned Income Tax authorities.
- xii. To permit the Transferor Company to serve notice of the Scheme and this Company Application to Official Liquidator attached to the High Court of State of Telangana under Section 230(5) of Companies Act, 2013.
- xiii. To appoint scrutinizer for the meeting of the secured creditors of the Transferee Company.
- xiv. To permit the Chairman of the meeting of the secured creditors of the Transferee Company to submit the report of result of the meeting to the Tribunal within seven days of conclusion of the meeting.

2. The Registered Offices of the Applicant Companies are situated in the State of Telangana.

3. **The Brief facts of the case:**

**I. First Applicant Company/ Transferor Company:**

- i. M/s. NCC Infrastructure Holdings Limited (First Applicant Company/Transferor Company) was originally incorporated on 27.05.2005. The Transferor Company altered its Memorandum of Association with respect to its objects and was issued a Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) dated 05.04.2022. The Transferor Company is an unlisted public company within the meaning of Section 2 (71) of the Companies Act, 2013 having CIN: U45100TG2005PLC046367. The Transferor Company is engaged in setting up infrastructure projects through special purpose entities and investing in the said entities by way of equity /debt participation and provides project management consultancy services to such infrastructure projects and also recorded an income from operations of Rs.48 lakhs and a net loss after tax of Rs.33.54 crores for the year ended 31<sup>st</sup> March 2024 as per the audited financial statements for the year ended 31<sup>st</sup> March 2024 and has recorded an income from operations of Rs.12 Lakhs and a loss of 80.15 lakhs for the period ended 30<sup>th</sup> June 2024 as per the interim Ind AS financial information according to its Independent Auditors' Review Report dated 2<sup>nd</sup> August 2024.
- ii. The capital structure of the Transferor Company as at 31<sup>st</sup> March, 2024 is as follows:

<b>SHARE CAPITAL</b>	<b>Rs.</b>
<b>AUTHORISED CAPITAL:</b> 75,00,00,000 Equity Shares of Rs.10/- each	7,50,00,00,000



<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL:</b> 70,94,87,553 Equity Shares of Rs.10/- each, fully paid up	709,48,75,530
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There is no change in the above capital structure of the Transferor Company as on date of approval of the Scheme by the Board.

- iii. The main objects of the Transferor Company can pursue are as set out in its Memorandum of Association which is detailed in Page Nos.4 and 5 of the application.

**(A copy of the Memorandum and Articles of Association of the Transferor Company is filed as Exhibit-II at Page Nos.72 to 103 of the Application).**

**II. Second Applicant Company/ Transferee Company:**

- i. M/s. NCC Limited (Second Applicant Company/Transferee Company) was originally incorporated in erstwhile state of Andhra Pradesh as Nagarjuna Construction Company Ltd., on 22.03.1990, and issued upon change of name a fresh certificate of incorporation dated 25.02.2011 is a public company within the meaning of Section 2(71) and a listed company as per Section 2 (52) of the Companies Act, 2013, having CIN: L72200TG1990PLC011146. The Transferee Company is engaged in the business of Construction, Engineering and Infrastructure Development activities and has recorded an income from operations of Rs.18,314.41 crores and a net profit after tax of Rs.631.48 crores as per its standalone audited financial statements for the year ended 31.03.2024 and also recorded an income from operations of Rs.4,713.28 Crores and net profit after tax of Rs.200.74 Crores for the quarter ended 30.06.2024 as per its unaudited standalone financial results for the quarter ended 30.06.2024.
- ii. The capital structure of the Transferee Company as at 31<sup>st</sup> March, 2024 is as follows:

<b>SHARE CAPITAL</b>	<b>Rs.</b>
<b>AUTHORISED CAPITAL:</b> 80,75,00,000 Equity Shares of Rs.2/- each	161,50,00,000
<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL:</b> 62,78,46,588 Equity Shares of Rs.2/- each, fully paid up	125,56,93,176

There is no change in the above capital structure of the Transferee Company as on date of approval of the Scheme by the Board.

- iii. The main objects of the Transferee Company has been incorporated are as set out in its Memorandum of Association which is detailed in Page Nos.7 to 13 of the application.

**(A copy of the Memorandum and Articles of Association of the Transferee Company is filed as Exhibit-III at Page Nos.104 to 149 of the Application).**

3. The Transferor Company is a wholly owned subsidiary of NCC Limited, the Transferee Company, where the Transferee Company holds the entire entity share capital of the Transferor Company by itself and through its nominees.
4. The Board of Directors of the Transferor Company and Transferee Company at their respective board meetings held on 06.08.2024, have approved the Scheme of Arrangement between M/s. NCC Infrastructure Holdings Limited with M/s. NCC Limited and their respective Shareholders with appointed date as 01.04.2024.  
**(The certified true copies of resolutions passed by the Board of Directors of the Transferor Company and Transferee Company are filed as Exhibit-IV at Page Nos.150-153 of the Application).**
5. **Rationale of the Scheme:**
- (i) Would enable consolidation of businesses under one roof and will result in a simplified corporate structure and direct control

of assets of the Transferor Company in the hands of the Transferee Company;

- (ii) Focused strategic leadership and top management attention so as to integrate the business synergies and reap the benefits of consolidation;
- (iii) Reduce the number of legal entities in the group thereby reducing managerial overlaps, which are necessarily involved in running multiple entities would channelize synergies;
- (iv) Enable optimum utilization of the available resources, broadening the customer base besides enabling a focused business approach for achieving optimization;
- (v) Would enable to achieve higher long-term financial returns and inculcation of greater financial strength and flexibility than could be achieved by the companies individually;
- (vi) Would result in greater rationalization and help reduce duplication of systems and processes;

In view of the above benefits, the proposed amalgamation would result in an enhanced shareholder value.

6. The Scheme in its present form, or with modification(s), if any, made in accordance with the provisions of the Scheme and/or the directions of the Tribunal, shall be effective from the Appointed Date but shall be operative from the Effective Date.
7. The salient/material features of the proposed Scheme of Arrangement are detailed in Page Nos.15 to 22 of the Application.
8. The Transferor Company, being a wholly owned subsidiary of the Transferee Company, is being amalgamated with the Transferee Company, there would be no issue of shares pursuant to the amalgamation. The entire issued and paid up share capital of the

Transferor Company held by the Transferee Company including through its nominees shall stand cancelled upon the Scheme being effected.

9. The Memorandum of Association of the Transferee Company (relating to authorized share capital) shall without any further act, instrument or deed, be and stand altered, modified and amended as per Clause 9 of the Scheme. Pursuant to the Scheme becoming effective and in terms of Clause 9 of the Scheme, the authorized share capital of Transferee Company shall stand increased by the authorized share capital of Transferor Company of Rs. 750,00,00,000 to read as under:

<b>AUTHORISED CAPITAL:</b>	<b>Rs.</b>
4,55,75,00,000 Equity Shares of Rs.2/- each	9,11,50,00,000

It is clarified that upon Clause V of the Memorandum of Association of the Transferee Company being revised by virtue of the Scheme in accordance with Clause 9 of the Scheme, the number of shares comprised in its authorized capital shall also stand revised.

10. With effect from the Effective Date, the Transferor Company shall stand dissolved without being wound up.
11. The Scheme is conditional upon and subject to the sanction or approval of the authorities concerned being obtained and granted in respect of the following matters:
- (i) the approval of the Scheme by the requisite majority of the members and creditors, if any, of the Transferor Company and the Transferee Company, as required under Section 230 of the Act or dispensation of such approval as directed by the Hon'ble Tribunal;
  - (ii) the sanction of the Scheme by the Hon'ble NCLT under Sections 230 and 232 of the Act and other applicable provisions of the Act, rules and regulations;

- (iii) approval of the government authorities as may be required in connection with the Scheme.

12. **Status of shareholders:**

- I. Transferor Company:** There are 7 (seven) equity shareholders in the Transferor Company as per the Shareholding Pattern as on 31 March, 2024 as certified by M/s.Rajora & Co., Practicing Company Secretary and Secretarial Auditors of the Transferor Company vide its certificate dated September 20, 2024, which certificate is annexed as **Exhibit – V at Page No.154 of the Application.**
- II. Transferee Company:** There are 5,02,087 (Five lakhs Two thousand eighty seven) equity shareholders in the Transferee Company as per the Shareholding Pattern as on 30th September 2024 duly filed with the Stock Exchanges and certified by Mr. Sisir K Mishra, Company Secretary of the Transferee Company, which certified Share Holding Pattern is annexed as **Exhibit – VI at Page Nos.155 to 163 of the Application.**
13. All the equity shareholders of the Transferor Company have separately given their individual consent affidavits unconditionally approving the proposed Scheme of Arrangement. The same is annexed as **Exhibit – VII at Page Nos.164 to 177 of the Application.**
14. The proposed Scheme is contemplated as an arrangement between the Transferor Company and the Transferee Company and their respective shareholders under Section 230(1)(b) of the Companies Act, 2013.

The proposed Scheme does not contemplate any arrangement or compromise with respect to the secured or unsecured creditors of the Transferor Company and Transferee Company respectively under Section 230(1)(a) of the Companies Act, 2013, if any and as such no sacrifice is called for from them. All the unsecured creditors, if any,

would be paid off in the ordinary course of business. There is no dilution in securities provided to any secured creditors who will continue to hold charge over the respective assets post sanctioning of the Scheme. Thus, rights of any secured and unsecured creditors will not be affected.

15. The position of the creditors of the Transferor Company and Transferee Company respectively, subsequent to the sanction by this Tribunal, will not be adversely affected by the Scheme of Arrangement. The assets of the Transferee Company are sufficient to meet all the liabilities, if any, of the Transferor Company after the amalgamation. The financial position of the Transferee Company will continue to remain strong and in light of the benefits flowing from the Amalgamation, as stated in Clause 3.3 of the Application, shall be strengthened by the vesting of the assets of the Transferor Company under the Scheme of Arrangement and, accordingly, there is no likelihood that any creditor of the Transferor Company, if any, would lose or be prejudiced as a result of the Scheme being implemented since no sacrifice or waiver is called for from them nor their rights sought to be modified in any manner.

16. **Status of Creditors as on 31st July 2024:**

**I. Transferor Company:**

- (a) Secured creditors having an outstanding debt Nil; and  
(b) Unsecured creditors including trade creditors - 1 (one), having an outstanding debt of Rs. 45 crores (Rupees Forty five crores only)

As per the status of creditors duly certified by M/s. KP Rao & Co., Chartered Accountants and Statutory Auditors of Transferor Company, which certificate dated 14.08.2024 is filed as **Exhibit VIII at Page No.178 of the Application.**

**II. Transferee Company:**

- (a) Secured creditors (Aggregate amount due - Rs.1675.80 Crores)

- (i) Due to consortium of Banks - Rs. 1434.80 Crores.
  - (ii) Due to Equipment Finance Lenders - Rs.89.14 Crores
  - (iii) Due to Vehicle Finance - Rs.6.86 Crores
  - (iv) Due to other secured creditors - Rs.145.00 Crores
- (b) Unsecured Creditors (Aggregate amount due Rs.9731.55 Crores)
- (i) Due to unsecured lenders - Rs.74.05 Crores
  - (ii) Due to Trade Creditors - Rs.6829.62 Crores
  - (iii) Mobilization Advance received - Rs.2209.29 Crores
  - (iv) Other advances received - Rs.618.59 crores

As per the status of creditors duly certified by M/s. KP Rao Associates Chartered Accountants, which certificate dated 6th September 2024 is filed as **Exhibit IX at Page Nos.179 to 180 of the Application.**

17. The affidavit conveying consent to the Scheme from the sole unsecured creditor of the Transferor Company is filed as **Exhibit-X at Page Nos.181 to 183 of the Application.**
18. With respect to the members and secured and unsecured creditors of the Transferee Company, it is submitted that the Scheme does not affect the rights and interests of the members or the creditors of the Transferee Company. In this connection it is respectfully submitted as follows:
- a. The entire share capital of the Transferor Company is held by the Transferee Company by itself and through its nominees, thus the entire economic interest of the Transferor Company rests with the Transferee Company.
  - b. The proposed Scheme being an amalgamation of a wholly owned subsidiary into its holding company, no shares would be issued or allotted as consideration for the amalgamation; as such the proposed

Scheme does not result in any dilution in shareholding of Transferee Company's shareholders including public shareholders.

- c. Upon sanction of the Scheme, the shareholding and other rights of the members of the Transferee Company will remain unaffected since the Transferee Company shall continue to subsist with no new shares being issued and with no change in the (issued, subscribed and paid up) share capital structure.
  - d. The Scheme does not contemplate any compromise or arrangement with the creditors of the Transferee Company. The creditors of the Transferee Company will not be affected by the sanction of the Scheme.
  - e. No undertaking of the Transferee Company is parted away or being disposed off and hence provisions of Section 180 of the Companies Act, 2013 are also not applicable.
  - f. The net worth of the Transferee Company is highly positive and further all assets of the Transferor Company would be transferred to the Transferee Company pursuant to the Scheme. The assets of the Transferee Company are more than sufficient to discharge its liabilities.
19. It has been submitted that in view of the above facts and circumstances, since the Scheme does not adversely affect the rights and interests of members of the Transferee Company and does not envisage an arrangement or compromise with creditors of the Transferee Company, the Transferee Company should not be required to convene meetings of its shareholders and unsecured creditors for obtaining their consents for the Scheme.
20. The Applicant has also relied upon the various judgements as detailed in **Page Nos.29 to 33** of the Application wherein the requirement of



convening meetings of shareholders and unsecured creditors of the Transferee Company has been dispensed with.

21. In so far as the secured creditors of the Transferee Company are concerned, while the ratio of the aforesaid decisions in the cases cited above equally applies for dispensation from convening a meeting of such creditors, however considering the contractual stipulations to which the Transferee Company is bound under the loan agreements executed with such secured creditors, the Transferee Company humbly prays that this Hon'ble Court direct the convening of meeting of the secured creditors of the Transferee Company to approve the Scheme.
22. The Transferee Company submits that it is necessary that the meeting of the secured creditors of the Transferee Company should be called to consider and approve the proposed Scheme of Arrangement. It is humbly suggested that the said meeting may be held at the Registered Office of the Company on a working day in December 2024 at 12:00 Noon or such date and at such time as this Hon'ble Tribunal may direct. It is further suggested that the Chairman of the Board who is an Independent Director of the Transferee Company be appointed as the Chairman.
23. It is further suggested that notices of the respective meetings may please be directed to be published in "Business Standard" in English and "Nava Telangana" in Telugu or such other two newspapers having circulation in Telangana as this Hon'ble Tribunal may direct, in English and in Telugu language respectively.
24. The Transferee Company has submitted that it will be giving notices to all the Regulatory authorities (Income tax, Regional Director, Registrar of Companies and the Official Liquidator).
25. The Applicant submits that, since all the equity shareholders of the Transferor Company and sole unsecured creditor of the Transferor Company having given their written consent, to the proposed Scheme

of Arrangement, by way of separate Affidavits, this Hon'ble Tribunal may dispense with the meeting of Equity Shareholders and the meeting of unsecured creditors of the Transferor Company.

26. The Audited Financial Statements for the year ended 31<sup>st</sup> March 2024 and the interim information on Independent Auditor's Review Report on interim Ind AS Financial Statement information for the period ended 30<sup>th</sup> June 2024 of the Transferor Company are filed as **Exhibit – XI at Page Nos.184 to 270 of the Application.**
27. The Audited Financial Statements of the Transferee Company for the year ended 31 March 2024 and its un audited financial results for quarter ended 30th June 2024 as filed with the stock exchanges are filed as **Exhibit – XII at Page Nos.271 to 495 of the Application.**
28. The Applicants submit that no investigation proceedings in relation to the Transferor Company or the Transferee Company under Sections 235 to 251 of the Companies Act, 1956 or the corresponding Sections 210 to 227 of the Companies Act, 2013 are pending against the respective Applicant Companies.
29. The statutory auditors of the Transferor Company and the Transferee Company have in their certificates dated 22<sup>nd</sup> August 2024 and 15<sup>th</sup> September 2024 respectively, confirmed that the accounting treatment proposed in the Scheme of Arrangement is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013. A copy of the said certificates is filed as **Exhibit – XIII at Page Nos.496 to 498 of the Application.**
30. No approval is necessary from any stock exchange for the Scheme. It is submitted that the proposed Scheme being a Scheme of Arrangement involving amalgamation of a wholly owned subsidiary with its holding company, by virtue of Regulation 37(6) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI (LODR)"), the Transferee Company is

not required to obtain an Observation/No Objection letter from Stock Exchanges before moving the present Company Application. Pursuant to Regulation 30 and Regulation 37 of SEBI (LODR), as amended, the Transferee Company has intimated the stock exchanges vide letter dated. 6th August 2024 about the approval accorded by its Board of Directors to the Scheme of Arrangement and as required filed the draft Scheme of Arrangement with both the National Stock Exchange of India Limited and the BSE Limited and has uploaded in the company website the draft Scheme, as required. The certified true copy of the intimation to the respective stock exchanges under Regulation 30 of SEBI (LODR) are filed as **Exhibit XIV at Page Nos.499 to 503 of the Application.** The certified copy of intimation to National Stock Exchange of India Limited and the BSE Limited in respect of filing of draft Scheme under Regulation 37(6) of SEBI (LODR) 2015 is filed as **Exhibit – XV at Page Nos.504 to 506 of the Application.**

31. The Transferor Company was registered with the Reserve Bank of India (the "RBI") as a Systemically Important Non-Deposit taking/holding Non-Banking Financial Company ("NBFC") under the classification of Investment Company. Based on an application to the RBI for voluntarily surrender of its Certificate of Registration preferred by the Transferor Company as it was not carrying on the business of NBFC, Reserve Bank vide its Order dated March 04, 2022 has cancelled the CoR No. N-09.00419 dated October 25, 2005. Further, Reserve Bank vide letter No. HYD.DOS.NDSI.No.S772/04- 50-584/2021-2022 dated March 10, 2022 among other things has required the Transferor Company (i) "to dispose of the financial assets and bring it below 50% of the total assets within three years from the date of the cancellation of Certificate of Registration" and (ii) "to submit quarterly returns and the balance sheet for the next three years for monitoring the PBC position". Since RBI continues to monitor the Transferor Company, it had sought the approval of the RBI for the proposed Scheme vide an application dated August 9, 2024 pursuant to which the RBI accorded its no objection to the proposed merger of the Transferor Company with the Transferee Company vide its letter dated September 11, 2024 with

reference HYD/DOS/ADM/S 213/00-00-674/2024-2025. The true copy of RBI Letter No. HYD.DOS.NDSI.No.S772/04-50-584/2021-2022 dated March 10, 2022 is filed as **Exhibit XVI at Page Nos507 to 509 of the Application.** The true copy of the letter Ref No. reference HYD/DOS/ADMS 213/00- 00-674/2024-2025 conveying no objection to the proposed merger/amalgamation of Transferor Company with the Transferee Company dated September 11, 2024 is filed as **Exhibit XVII at Page Nos.510 to 511.**

32. The Applicant has referred to the judgements of Hon'ble Bombay High Court in the matter of *Mahaamba Investments Limited and Eurokids India Pvt. Ltd.*, and also by this Tribunal in the matter of *Vaidehi Avenues Limited and Aster Rail Private Limited with NCC Limited, Mviyes Pharma Ventures Private Limited, M/s. Auronext Pharma Private Limited with M/s. Aurobindo Pharma Limited and Patel Hydro Power Private Limited*, wherein it was observed that if the Transferor Company is a wholly owned subsidiary of the Transferee Company and there is no reorganization of the share capital of Transferee Company and the creditors and shareholders of the Transferee Company are not affected by the implementation of the Scheme as the assets of the Transferee Company and the Transferor Company far exceed their liabilities, the requirement for holding meetings of the shareholders, secured and unsecured may be dispensed with.
33. We have heard the Learned Counsel and have seen the Consent Affidavits filed by the equity shareholders of the Applicant Companies. We have also seen the certificates given by the Chartered Accountant certifying the list of equity shareholders, Secured and Unsecured Creditors of the Applicant Companies and perused the documents.
34. We have heard the learned Counsel for Applicant Companies and perused the documents filed. This is the first stage Application seeking dispensation of convening meetings of Equity Shareholders, Secured

and Unsecured Creditors of the Transferor Company and the Equity Shareholders and Unsecured Creditors of the Transferee Company. The proposed scheme in question, prima facie, satisfy fundamental requirements for its sanction, subject to approval of this Tribunal. The Applicant Companies stated to be following all provisions of Companies Act, 2013, and rules made thereunder.

35. After hearing the Learned Counsel for Applicant Companies and after perusing the documents filed, the above rulings are applicable to the present case on hand as rights of the equity shareholders of the Transferee Company are not affected at all. We therefore pass the following order.

**ORDER**

- a) Hereby dispensed with convening of the Transferor Company.
- b) Hereby dispensed with convening of the meeting of Secured creditors and unsecured creditors of the Transferor Company.
- c) Hereby dispensed with convening the meeting of equity Shareholders, trade—creditors and unsecured creditors of the Transferee Company.
- d) **Meetings of the Secured Creditors of the Transferee Company:**

We appoint **Mr. Md. Hidayathullah Shareef**, having email: [hidayathullahshareef@yahoo.com](mailto:hidayathullahshareef@yahoo.com), Mobile Number: **9848380992**, as **Chairperson** and **Mr. Srikant Kumar Puthi, PCS** having email: [srikantkumarp@gmail.com](mailto:srikantkumarp@gmail.com), Mobile Number: **9885618898**, as **Scrutinizer** for convening the meetings of the Secured Creditors of the Transferee Company. Fee fixed for Chairperson is Rs.1,25,000/- and Rs.75,000/- for Scrutinizer respectively for the above meetings.

- i. Meeting of the Secured Creditors of the Transferee Company will be held on January 30, 2024, at 12 (noon) at the registered office of the Transferee Company. The quorum may be fixed as 5 (Five) Secured Creditors either present in person or through proxy.
- e) The notice of Meeting of the Secured Creditors of Transferee Company shall be published in English Edition of “The Business Standard”, Hyderabad Edition and in Telugu Edition of “Nava Telangana”, Hyderabad Edition.
- f) The Transferee Company or its authorized Signatories are directed to issue notices to secured creditors by ordinary post/speed post/registered post/email or by hand to their last known address/email id, 30 clear days before the said meetings as per Form No. CAA2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ensuring convening the said meeting of the Secured Creditors of the Second Applicant/Transferee Company. Further directed to intimate day, date and time, a copy of Explanatory Statement, to be sent under Section 230 of the Companies Act, 2013 and Proxy form as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014.
- g) The Transferee Company to serve notices upon the Regional Director, South-East Region, Ministry of Corporate Affairs, Hyderabad 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 the Regional Director within 30 days of the date of receipt of the notice, it will be presumed that Regional Director and/or Central Government has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016.

- h) The Transferee Company to serve the notice upon the Registrar of Companies Hyderabad pursuant to Section 230 (5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises Arrangement and Amalgamations) Rules, 2016 and if no response is received by the Tribunal from the Registrar of Companies, Hyderabad within 30 days of the date of receipt of the notice, it will be presumed that Registrar of Companies, Hyderabad has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromise Arrangements and Amalgamations) Rules, 2016.
- i) The Transferee Company to serve notice upon the Income Tax Authority, within whose jurisdiction the Applicant Company's Assessment is made, pursuant to Section 230 (5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Income Tax Authority within 30 days of the date of receipt of the notice, it will be presumed that Income Tax Authority has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016.
- j) The Chairperson shall have all powers under the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 in relation to the conduct of the meetings (s) including, deciding the 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).
- k) The voting shall be in person or by proxy or authorized representative, provided that the proxy, in the Form No. MGT-11, is duly authorized by the person entitled to attend and vote at the meeting. The form is to be filed with the 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.

- 1) The Chairperson to file affidavit within 7 days from 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. The Chairperson shall report the conclusion of the aforesaid meeting as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

**Sd/-**

**(Sanjay Puri)**  
**Member (Technical)**

*Apoorva/ Vinod*

**Sd/-**

**(Rajeev Bhardwaj)**  
**Member (Judicial)**