Sr. No. 887/2025

By Registered Post

Azadi Ka Amrit Mahotsav

NATIONAL COMPANY LAW TRIBUNAL

G-6/7, Corporate Bhawan, Residency Area, Civil Lines, Jaipur-302001
Email Id- registrar.jpr@nclt.gov.in, Ph. No. 0141-2220190

Sr. No. 170/2025 **19.06.2025**

To, Cavendish Industries Limited R/o- Jaykaygram PO- Tyre Factory, Rajsamand, Kankroli, Rajasthan- 313342	To, JK Tyre & Industries Limited R/o- Jaykaygram PO- Tyre Factory, Rajsamand, Kankroli, Rajasthan- 313342
To, Mr. Dinesh Sharma, IAS (Retd.) Mo. No. – 9910957555 Email: dineshsharma@hotmail.com	To, Justice Virender Jain (Retd.) Mo. No.- 9711009541 Email: justicevijenderjain@gmail.com
To, Mr. Atul Lakhanpal Mo. No.- 9417033630 Email: atul.lakhanpal@rediffmail.com	

Subject: - Order Dated 12.06.2025 in the matter of Cavendish Industries Ltd. And JK Tyre & Industries Ltd. in CA (CAA) No. 5/230-232/JPR/2025.

Sir/Madam,

The certified copy of the order of the NCLT, Jaipur Bench dated 12.06.2025 in respect of application filed under Section ~~230-232~~ of CA, 2013 is enclosed herewith for your reference.

Yours Faithfully,

19/06/2025

(Virendra Singh Shekhawat)
Assistant Registrar

Encl: - Certified copy of order Dated 12.06.2025

Hk

Sr. No. 170/2025

IN THE NATIONAL COMPANY LAW TRIBUNAL
AT JAIPUR

CORAM: MS. REETA KOHLI,
HON'BLE JUDICIAL MEMBER

MS. KAVITA BHATNAGAR,
HON'BLE TECHNICAL MEMBER

CA (CAA) No. 5/230-232/JPR/2025

Section: Section 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

IN THE MATTER OF SCHEME OF AMALGAMATION OF

CAVENDISH INDUSTRIES LIMITED

(Applicant No. 1/ Transferor Company)

WITH

JK TYRE & INDUSTRIES LIMITED

(Applicant No. 2/ Transferee Company)

MEMO OF PARTIES

CAVENDISH INDUSTRIES LIMITED
CIN: U74900RJ2015PLC097517
R/o: Jaykaygram PO- Tyre Factory,
Rajsamand, Kankroli, Rajasthan – 313342.

...Applicant No. 1/ Transferor Company

WITH

JK TYRE & INDUSTRIES LIMITED
CIN: L67120RJ1951PLC045966
R/o: Jaykaygram PO- Tyre Factory,
Rajsamand, Kankroli, Rajasthan – 313342.

...Applicant No. 2/ Transferee Company

COUNSEL FOR THE APPLICANT(S) : Sandeep Taneja, Adv.

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Assistant Registrar
National Company Law Tribunal
Jaipur

Aditya Sharma, Adv.
Aman Bohra, Adv.
Kartikeya Sharma, Adv.

Order Pronounced on: 12.06.2025

ORDER

1. This joint Application has been filed by the Applicant Companies herein, namely *M/s Cavendish Industries Limited* ('Transferor Company'/ 'Applicant Company 1') and *M/s JK Tyre & Industries Limited* ('Transferee Company'/ 'Applicant Company 2') (combinedly referred as 'Applicant Companies'/ 'Applicants') under Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Rules') in relation to the Scheme of Arrangement by way of Amalgamation ('Scheme') proposed between the Applicants. The said Scheme is submitted along with the Application.

2. The Applicants have preferred the instant Application seeking the following reliefs:

   a) *That the convening and holding of the meeting of the equity shareholders of the First Applicant Company to consider and approve the proposed Scheme be dispensed with, in view of the averments made in Paragraph 4.11 of the Company Application;*
   b) *That this Hon'ble Tribunal be pleased to direct the convening and holding of the meeting of the equity shareholders of the Second Applicant Company, through video conferencing or other audio visual means, to consider, and if thought fit, approve, with or without modification(s), the proposed Scheme and issue directions regarding appointment of the chairperson and scrutinizer, voting mechanism and*

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matters connected thereto, in view of the averments made in Paragraph 4.12 of the Company Application;

c) *That the convening and holding of the meetings of the preference shareholders of the Applicant Companies is not required in view of the averments made in Paragraph 4.13 of the Company Application, stating that the Applicant Companies do not have any preference shareholders;*

d) *That the convening and holding of the meeting of the secured creditors of the First Applicant Company to consider and approve the proposed Scheme be dispensed with, in view of the averments made in Paragraph 4.14 of the Company Application;*

e) *That the convening and holding of the meeting of the secured creditors of the Second Applicant Company to consider and approve the proposed Scheme be dispensed with, in view of the averments made in Paragraph 4.15 of the Company Application;*

f) *That this Hon'ble Tribunal be pleased to direct the convening and holding of the meeting of the unsecured creditors of the First Applicant Company, through video conferencing or other audio visual means, to consider, and if thought fit, approve, with or without modification(s), the proposed Scheme and issue directions regarding appointment of the chairperson and scrutinizer, voting mechanism and matters connected thereto, in view of the averments made in Paragraph 4.16 of the Company Application;*

g) *That this Hon'ble Tribunal be pleased to direct the convening and holding of the meeting of the unsecured creditors of the Second Applicant Company, through video conferencing or other audio visual means, to consider, and if thought fit, approve, with or without modification(s), the proposed Scheme and issue directions regarding appointment of the chairperson and scrutinizer, voting mechanism and matters connected thereto, in view of the averments made in Paragraph 4.17 of the Company Application;*

h) *That this Hon'ble Tribunal be pleased to direct the Applicant Companies to serve notices upon: (i) the Central Government through the Regional Director, Western Region, Ministry of Corporate Affairs; (ii) the jurisdictional Registrar of Companies, Ministry of Corporate Affairs; (iii) the Income Tax authorities concerned within whose jurisdiction the Applicant Companies' assessments are made; (iv) the Principal Commissioner of Income Tax; (v) the Official Liquidator (only in case of the First Applicant Company); (vi) BSE Limited (only in case of the Second Applicant Company) through BSE Listing Centre; (vii) National Stock Exchange of India Limited (only in case of the Second Applicant Company); (viii) Securities and Exchange Board of India (only in case of the Second Applicant Company); and (ix)*

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Sectoral regulators, if any, if applicable, pursuant to Section 230(5) of the Act read with Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

i) *Any other reliefs that this Hon'ble Tribunal may consider fit and proper.*

3. An affidavit in support of the Application sworn for and on behalf of the Transferor Company by one *Mr. Kamal Kumar Manik* and sworn for and on behalf of the Transferee Company by one *Mr. Sanjeev Kumar Aggarwal* has been filed, being the authorized representatives of Applicant Companies along with this Application. Counsel for the Applicants has drawn the attention of this Tribunal to the averments made in the Application as well as the set of documents annexed therewith. Further, it is submitted that the Registered Offices of the Applicant Companies are situated within the territorial jurisdiction of Jaipur Bench of this Tribunal and fall within the purview of Registrar of Companies, Jaipur.

4. It has been submitted that the Applicant No. 1/Transferor Company namely, *M/s Cavendish Industries Limited* is a Public Limited Company incorporated under the provisions of the Companies Act, 2013 on 12.01.2015. The Applicant No. 2/Transferee Company namely, *M/s JK Tyre & Industries Limited* is a Private Limited Company incorporated under the provisions of the Indian Companies Act, 1913 on 14.02.1951. The Transferor Company is a subsidiary of Transferee Company.

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5. On perusal of the Application filed by the Applicant Companies indicates the details of the capital structure of the Applicant Companies which is tabulated below for reference:

Sr. No.	*Name of the Company*	*Authorized Share Capital*	*Issue, Paid up and Subscribed Share Capital*
1.	*Cavendish Industries Limited (Transferor Company)*	*Rs. 50,00,00,00,000/- dividing into: 4,00,00,00,000/- equity shares of Rs. 10/- (face value) each aggregating to Rs. 40,00,00,00,000/- 1,00,00,00,000/- unclassified shares of Rs. 10/- (face value) each aggregating to Rs. 10,00,00,00,000/-.*	*5,99,71,273 equity shares of Rs. 10/- (face value) each aggregating to Rs. 59,97,12,730/-*
2.	*JK Tyre & Industries Limited (Transferee Company)*	*Rs. 1,80,00,00,000/- dividing into: 62,50,00,000 equity shares of Rs. 2/- (face value) each aggregating to Rs. 1,25,00,00,000/- 55,00,000 preference shares of Rs. 100 each aggregating to Rs. 55,00,00,000*	*27,40,20,027 equity shares of Rs. 2/- (face value) each aggregating to Rs. 54,80,40,054/-*

6. The Applicant Companies have also filed respective Memorandum and Articles of Association, *inter alia* delineating their object clauses and the same is annexed with the Application as Annexure-A and Annexure-D. Further, the Applicant Companies have also filed Copies of their Audited Financial Statements for the year ending 31.03.2024.

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7. The Board of Directors of the Applicant Companies have approved the Scheme of Amalgamation; certified true copies of the Board meetings have been annexed as Annexure- H (Colly.) of the Application.

8. Further, it is stated that pursuant to the Scheme becoming effective, all legal proceedings by or against the Transferor Company will continue seamlessly with the Transferee Company, ensuring no impact on the Scheme; and any liabilities or demands of the Transferor Company, as specified in the scheme, will be assumed and discharged by the Transferee Company, which will continue to operate effectively. Details of legal proceedings are annexed as Annexure- W of the Application. Additionally, the equity shares of the Transferee Company are listed on the BSE and NSE. The Transferee Company have received observations letter from BSE and NSE on 01.04.2025 and 02.04.2025 respectively directing the Transferee Company to ensure the necessary applicable compliance pertaining to the proposed Scheme.

9. The rationale of the Scheme of Amalgamation between *Cavendish Industries Limited* and *JK Tyre & Industries Limited* as mentioned in the Scheme of Amalgamation is as follows:

   1. *"The Transferor Company and the Transferee Company, both, are engaged in the similar line of business. Taking into consideration the similar line of business and growth prospects available, it is proposed to undertake the amalgamation. This amalgamation will inter alia result in all the businesses being housed in one listed company with the following benefits:*

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(a) economies of scale, operational synergies & efficiencies at multiple levels of business operations;
(b) optimisation in administrative, managerial and other overheads;
(c) reduction in interest cost;
(d) pooling of resources for faster growth;
(e) ease of doing business;
(f) comprehensive products offering, availability of combined sales and distribution network;
(g) improved customer satisfaction;
(h) significant reduction in multiplicity of legal and regulatory compliances; and
(i) improved investor perception and enhanced shareholders' value.

2. *The Scheme is in the interest of the Transferor Company and the Transferee Company and their respective stakeholders".*

10. The Applicant Companies has placed on record a certificate of Chartered Accountant dated 16.09.2024 as Annexure- U (Colly.) with Application confirming that their accounting treatment envisaged under the Scheme of Amalgamation complies with applicable accounting standards notified by the Central Government under Section 133 of the Companies Act, 2013.

11. The Share exchange ratio under the Scheme has been determined in accordance with the report of *Mr. Neeraj Garg*, IBBI Registered Valuer, which is annexed as Annexure- I of the Application. The Share Exchange Ratio for the Scheme is mentioned under the valuation report submitted by *Mr. Neeraj Garg* and the same us reproduced below:

"For 92 (Ninety-Two) fully paid-up equity shares of INR 2 (Indian Rupees Two) each of the Transferee Company, credited as fully paid up, for every 100 (One Hundred) equity shares of INR 10 (Indian Rupees Ten) each of the Transferor Company."

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12. In relation to the Transferee Company and the Transferor Company, the details of their Shareholders, Secured and Unsecured Creditors are tabulated as below:

Shareholders/Creditors	***Transferee Company***	***Transferor Company***
Equity Shareholders	*3,58,475 equity shareholders as on 31.03.2025*	*7 equity shareholders as on 31.03.2025*
Secured Creditors	*8 secured creditors As of 21.04.2025*	*8 secured creditors As of 21.04.2025*
Unsecured Creditors	*11,152 unsecured creditors As of 21.04.2025*	*5,411 unsecured creditors As of 21.04.2025*

13. In relation to the Transferee Company, it is represented that the Company has 3,58,475 Equity Shareholders as on *31.03.2025*. Also, the Company has 8 Secured Creditors whereas the count of Unsecured Creditors lies at 11,152. Similarly, the Transferor Company has 7 Equity Shareholders as on 31.03.2025. Also, the Company has 8 Secured Creditors whereas the count of Unsecured Creditors lies at 5,411.

14. We have heard the Learned Counsels for the Applicant Companies and perused the averments made in the Application, Submissions, and the Documents enclosed therewith.

15. Taking into consideration the Application filed by the Applicant Companies and the documents filed therewith, this Tribunal proposes and hereby issues the following directions with respect to calling, convening and holding of

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the meetings of the Equity Shareholders, Preference Shareholders, Secured and Unsecured Creditors or dispensing with the same as well as issue of notices, including by way of paper publication, as follows:

In relation to Applicant Transferee Company –

15.1. ***With respect to Equity Shareholders:***

Since it is represented that there are 3,58,475 (Three Lakh Fifty Eight Thousand Four Hundred and Seventy Five Only) Equity Shareholders in the Transferee Company, and it is seen that the consent affidavits of the Equity Shareholders are not placed on record in the Application, therefore, this Tribunal is of the view that a meeting of the Equity Shareholders of the Applicant Transferee Company is required to be held within 60 days from the date passing of this order through Video Conference and other Audio Visual means ('VC & OAVM') subject to notice of the meeting being issued through post, courier or email ids registered with the Applicant Company.

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

Since it is represented that there are 8 (Eight) Secured Creditor in the Transferee Company, and it is seen that their consent affidavits have been placed on record as Annexure-R at Page No. 674 to 766 of the

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Application, therefore, the necessity of convening and holding a meeting to consider the approval of the Scheme is dispensed with.

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

Since it is represented that there are 11,152 (Eleven Thousand One Hundred and Fifty Two Only) Unsecured Creditors in the Transferee Company and it is seen that the consent affidavits of the Unsecured Creditor are not placed on record in the Application, therefore, this Tribunal is of the view that a meeting of the Unsecured Creditors of the Applicant Transferee Company is required to be held within 60 days from the date passing of this order through Video Conference and other Audio Visual means ('VC & OAVM') subject to notice of the meeting being issued through post, courier or email ids registered with the Applicant Company.

In relation to Applicant Transferor Company -

15.4. ***With respect to Equity Shareholders:***

Since it is represented that there are 7 (Seven) Equity Shareholders in the Transferor Company, and it is seen that their consent affidavits have been placed on record as Annexure- L (Colly.) at Page No. 549 to 567 of the Application, therefore, the necessity of convening and holding a meeting to consider the approval of the Scheme is dispensed with.

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

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Since it is represented that there are 8 (Eight) Secured Creditor in the Transferor Company, and it is seen that their consent affidavits have been placed on record as Annexure- P at Page No. 584 to 670 of the Application, therefore, the necessity of convening and holding a meeting to consider the approval of the Scheme is dispensed with.

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

Since it is represented that there are 5,411 (Five Thousand Four Hundred and Eleven Only) Unsecured Creditors in the Transferor Company and it is seen that the consent affidavits of the Unsecured Creditor are not placed on record in the Application, therefore, this Tribunal is of the view that a meeting of the Unsecured Creditors of the Applicant Transferor Company is required to be held within 60 days from the date passing of this order through Video Conference and other Audio Visual means ('VC & OAVM') subject to notice of the meeting being issued through post, courier or email ids registered with the Applicant Company.

16. ***Directions for Meeting to be held are issued as under: -***

The above stated meeting of the unsecured creditors of the Transferor Company along with the equity shareholder and unsecured creditors of the Transferee Company shall be called, convened and conducted through VC & OAVM, along with the weblink and the exact path where the complete details of the notice and relevant documents can be accessed. Additionally,

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this shall include a QR code through which the relevant equity shareholder and unsecured creditor of the Applicant Companies can be directly access the aforementioned documents, as specified below:

16.1. Holding the meetings and conclusion of the voting of the Applicant Companies shall be done through VC & OAVM, within sixty days of passing of this Order, following the Companies Act, 2013, and applicable Rules & Guidelines. The quorum of the meetings shall be in terms of Section 103 of the Companies Act, 2013.

16.2. *Mr. Dinesh Sharma, IAS (Retd.),* (Mobile No. 9910957555, e-mail id: dineshsharma@hotmail.com is appointed as the Chairperson of Transferor Company; and *Justice Vijender Jain (Retd.)* , (Mobile No. 9711009541, e-mail id: justicevijenderjain@gmail.com is appointed as the Chairperson of Transferee Company; and *Mr. Atul Lakhanpal,* (Mobile No. 9417033630, e-mail id: atul.lakhanpal@rediffmail.com is appointed as the Scrutinizer for both the Transferor and Transferee company for aforesaid meetings of the Applicant Companies through VC & OAVM, which are accordingly directed by this Tribunal to be called, convened, conducted and concluded.

16.3. The honorarium of the Chairperson for the aforesaid meetings of the Transferor Company shall be Rs. 1,00,000/- (Rupees One Lakh Only), and the honorarium of the Chairperson for the aforesaid meetings of the Transferee Company shall be Rs. 1,50,000/- (Rupees One Lakh

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Fifty Thousand Only). The honorarium of the Scrutinizer for the aforesaid meetings of the Transferor Company shall be Rs. 50,000/- (Rupees Fifty Thousand Only), and the honorarium of the Scrutinizer for the aforesaid meetings of the Transferee Company shall also be Rs. 50,000/- (Rupees Fifty Thousand Only), in addition to reimbursement of their incidental and out of pocket expenses. The Chairperson / Alternate Chairperson and Scrutinizer will file their report within a week of conclusion of the meetings. They shall be fully assisted by the authorized representative / Company Secretary and other relevant staff of the Applicant Companies.

16.4. Individual notice(s) of the above said meetings shall be sent by the Transferor Company to the unsecured creditors and by the Transferee Company to the Equity Shareholders and unsecured creditors on record of the company through registered post or speed post or courier or e-mail, 30 days in advance before the scheduled date of meeting, indicating the day, date, time and link to meeting through VC & OAVM as aforesaid, together with a copy of the Scheme, copy of explanatory statement required to be sent along with any other documents as prescribed under the Companies Act, 2013, and Rules / Guidelines thereunder and also any information / document as specified in this order which shall also be duly sent with the notice.

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16.5. It is further directed that along with the notice, the Applicant Companies shall also send statement(s) explaining the effect of the Scheme on the creditors, key managerial personnel, promoters and non-promoter members, etc. along with effect of the arrangement for amalgamation on any material interests of the Directors of the Company, as provided under sub- section 3 of Section 230 of the Act.

16.6. The Applicant Companies shall publish advertisement, indicating the day, date, time and link of the meeting to be conducted through VC & OAVM as aforesaid, with a gap of at least 30 clear days before the holding of the meeting through VC & OAVM, to be published in two leading daily Newspapers with large circulation in the area, in English and in vernacular, stating that the copies of Scheme and the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 shall be available and provided free of charge at the registered office of the Applicant Companies to eligible persons. The Applicant Companies shall also publish the notice on its website, if any.

16.7. The Applicant Companies shall send notice individually and in compliance of sub-section (5) of Section 230 and Rule & of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in Form No. CAA 3 along with a copy of the Scheme, the Explanatory Statement and the disclosures mentioned in Rule 6 of the

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Rules to the Income Tax Authorities (indicating the respective PAN Nos.), ROC and Official Liquidator concerned, Regional Director - MCA (North Western Region) as well as other sectoral regulators or authorities, if applicable, as an advance notice for their representation / observation, if any. The Applicant Companies shall file affidavit regarding sectoral regulators that may be concerned and include a specific prayer with respect to notices to relevant regulators and authorities also at the stage of second motion. In case the Scheme is exempted under the Competition Act, 2002, an affidavit to this effect shall be given. Otherwise, notice to Competition Commission of India may also be issued.

16.8. The Applicant Companies shall further furnish copy of the Scheme free of charge within 1 day of any requisition for the Scheme made by any Equity Shareholder and Unsecured Creditor of the Transferee Company along with the Unsecured Creditors of the Transferor Company entitled to vote as aforesaid.

16.9. The authorized representative of the Applicant Companies shall furnish an affidavit of service of notice of meeting and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meeting.

16.10. All the aforesaid directions are to be complied with strictly in accordance with the applicable laws including forms and formats

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contained in the Companies (Companies, Arrangements, Amalgamations) Rules, 2016, as well as the provisions of the Companies Act, 2013.

17. This Application bearing CA (CAA) No. 5/230-232/JPR/2025 stands allowed subject to the foregoing terms.

18. Copy of this order be provided to the Applicant Companies and the designated Chairperson and Scrutinizer.



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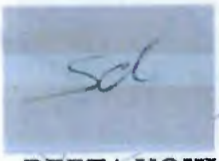
National Company Law Tribunal
Jaipur



REETA KOHLI
JUDICIAL MEMBER



KAVITA BHATNAGAR
TECHNICAL MEMBER

RR/LRA

NATIONAL COMPANY LAW TRIBUNAL
JAIPUR BENCH
(through web-based video conferencing platform)

Item No. 101
IA (CA) No. 27/JPR/2025
CA (CAA) No. 5/230-232/JPR/2025
Under Section 230-232 of
Companies Act, 2013

In the matter of:

Cavendish Industries Ltd. **...Transferor Company**

And

JK Tyre & Industries Ltd. **...Transferee Company**

Coram: HON'BLE MS. REETA KOHLI, JUDICIAL MEMBER
HON'BLE MS. KAVITA BHATNAGAR, TECHNICAL MEMBER

PRESENT: -
For the Applicant : Sandeep Taneja, Adv.
Aditya Sharma, Adv.

ORDER

IA (CA) No. 27/JPR/2025

After having heard the Ld. Counsel for the Applicant and perusing the judgement rendered by the Hon'ble Tribunal is CA (CAA) No. 01/230-232/JPR/2025 in the matter of Scheme of Amalgamation of "*JK Lakshmi Cement Ltd*", we deem it appropriate to allow the IA and issue the following directions concerning the prayers made in the Application: -

i) Prayer (i) of the Application is allowed and consequently, Para 16 of the Order dated 12.06.2025 is substituted and be read as: -

> ***"16. Directions for meeting to be held are issued as under: -***
> *The above stated meeting of the unsecured creditors of the Transferor Company along with the equity*

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shareholder and unsecured creditors of the Transferee Company shall be called, convened, and conducted through VC & OVAM. The concerned companies shall send an email containing the day, date, time, and other details for joining the meeting through VC/OVAM to the stakeholders i.e., i.e. the unsecured creditors of the Transferor company and the equity shareholders and the unsecured creditors of the Transferee Company, whose email addresses are available in the records of the Company/ Registrar and Share Transfer Agent/ Depository Participant(s)/ Depositories and the email shall contain the exact path to access the notice, explanatory statement and other relevant documents. Further, *for those stakeholders i.e. the unsecured creditors of the Transferor company and the equity shareholders and the unsecured creditors of the Transferee Company, whose email addresses are not available, a physical letter regarding holding of the meeting be sent containing a QR code, through which the relevant details- such as the day, date, time, and VC/OAVM login details for the meeting, along with the exact path to access the full notice, explanatory statement, and relevant documents along with a copy of the Scheme be sent in lieu of sending the voluminous physical documents. The notice of the meeting be sent at least 30 days prior to the scheduled date of meeting."*

ii) Prayer (ii) of the Application is allowed and consequently, following lines are added to para 16.1 of the Order dated 12.06.2025: -

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"In case the required quorum as stated above is not present at the commencement of the meeting, *the meeting shall be adjourned by 30 (thirty) minutes and thereafter, the person present shall be deemed to constitute the quorum."*

iii) Prayer (iii) of the Application is allowed and consequently, following lines are added to para 16.2 of the Order dated 12.06.2025: -

"Further, we appoint Mr. L.N. Gupta, (Email Id- lngupta.legal@gmail.com, Mob No. 8130585511) and Mr. Justice M.S. Bedi, (Mobile No. 9780008126, Email Id bedimms@gmail.com is as alternate chairpersons for conducting the meetings of the Transferor Company and Transferee Company, respectively. Moreover, Mr. Sapan Dhir, Mob No. 9814431426, Email Id- dhirsapan@gmail.com is appointed as an alternative Scrutinizer for both the Companies. The alternate Chairpersons and the alternate Scrutinizer shall discharge the duties of chairpersons and scrutinizer if the primarily appointed individuals are, for any reason whatsoever, unable or unwilling to act or continue to act in their respective capacities."

iv) Prayer (iv) of the Application is allowed and consequently para 16.4 of the Order dated 12.06.2025 is substituted and shall be read as: -

"Individual notice(s) of the above said meetings shall be sent in the manner as specified in para 16 hereinbefore, by the Transferor Company to the unsecured creditors and by the Transferee Company to the Equity

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Shareholders and Unsecured Creditors on record of the company through registered post or speed post or courier or e-mail, 30 days in advance before the scheduled date of meeting, indicating the day, date, time and link for joining the meeting through VC & OAVM along with weblink and the exact path by way of a QR code through which all relevant documents can be accessed, along with any other documents as prescribed under the Companies Act, 2013, and Rules/ Guidelines thereunder and also any information/ documents as specified in this order which shall also be duly sent with the notice."

v) Prayer (v) of the Application is allowed and it is clarified that the order passed in the present IA be read in conjunction with the Order dated June 12, 2025. It is further clarified that the meetings of the unsecured creditors of the Transferor Company and the equity shareholders and the unsecured creditors of the Transferee Company be held within 60 (sixty) days from the date of uploading of this order.

With these observations, **IA stands disposed off.**

Sd

(Kavita Bhatnagar)
Technical Member

Sd

(Reeta Kohli)
Judicial Member

July 10 ,2025

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