

IN THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH, COURT-V

C.A. (CAA)/135/ MB/2021

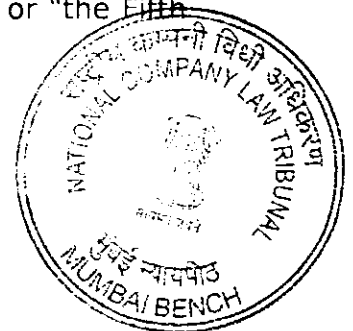
In the matter of the Companies Act,  
2013;

and

In the matter of Sections 230 to 232 of  
Companies Act, 2013 and other applicable  
provisions of the Companies Act, 2013  
and rules framed there under;

and

In the matter of Scheme of Arrangement  
between Passionate Investment Manage-  
ment Private Limited ("the Transferor  
Company 1" or "PIMPL" or "the First Ap-  
plicant Company") and MOPE Investment  
Advisors Private Limited ("the Transferee  
Company 2" or "the Demerged Company  
1" or "the Transferor Company 3" or  
"MOPE" or "the Second Applicant Com-  
pany") and Motilal Oswal Real Estate In-  
vestment Advisors Private Limited ("the  
Transferor Company 2" or "MORE" or "the  
Third Applicant Company") and Motilal Os-  
wal Real Estate Investment Advisors II  
Private Limited ("the Demerged Company  
2" or "the Transferor Company 4" or  
"MORE II" or "the Fourth Applicant Com-  
pany") and MO Alternate Investment Ad-  
visors Private Limited ("the Resulting  
Company" or "MO Alternate" or "the Fifth



Applicant Company”) and Motilal Oswal Financial Services Limited (“the Transferee Company 1” or “the Holding Company of the Resulting Company” or “MOFSL” or “the Sixth Applicant Company”) and their respective Shareholders (“the Scheme”).

Passionate Investment Management Private Limited

CIN: U67120MH1995PTC092014

... Applicant Company 1/Transferor Company 1

MOPE Investment Advisors Private Limited

CIN: U67110MH2006PTC161128

....Applicant Company 2/ Transferee Company 2/Demerged Company 1/ Transferor Company 3

Motilal Oswal Real Estate Investment Advisors Private Limited

CIN: U74999MH2013PTC248200

... Applicant Company 3/ Transferor Company 2

Motilal Oswal Real Estate Investment Advisors II Private Limited

CIN: U67190MH2014PTC253958

...Applicant Company 4/ the Transferor Company 4

MO Alternate Investment Advisors Private Limited

(Erstwhile Motilal Oswal Fincap Private Limited)

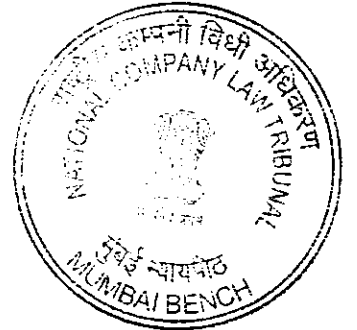
CIN: U65100MH2007PTC170211

...Applicant Company 5/ Resulting Company

Motilal Oswal Financial Services Limited

CIN: L67190MH2005PLC153397

...Applicant Company 6/ Holding Company of the Resulting Company



(Hereinafter collectively referred to as "Applicant Companies")

Order Pronounced on: 26.10.2021

Coram:

Hon'ble Smt. Suchitra Kanuparthi, Member (Judicial)

Hon'ble Smt. Anuradha Sanjay Bhatia, Member (Technical)

Appearances (via videoconferencing)

For the Applicant(s): Ms Vidisha Poonja, Mr. Hemant Sethi i/b. Hemant Sethi & Co., Advocates.

Per: Suchitra Kanuparthi, Member (J)

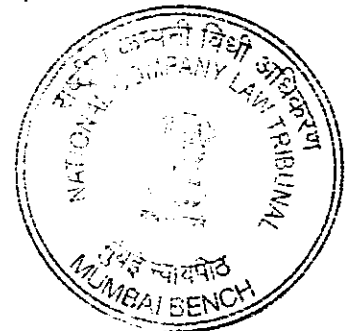
ORDER

1. The Court is convened via video conference today (26.10.2021).
2. The Counsel for the Applicant Companies submits that the present Scheme is a Scheme of Arrangement between Passionate Investment Management Private Limited ("the Transferor Company 1" or "PIMPL" or "the First Applicant Company") and MOPE Investment Advisors Private Limited ("the Transferee Company 2" or "the Demerged Company 1" or "the Transferor Company 3" or "the Second Applicant Company") and Motilal Oswal Real Estate Investment Advisors Private Limited ("the Transferor Company 2" or "the Third Applicant Company") and Motilal Oswal Real Estate Investment Advisors II Private Limited ("the Demerged Company 2" or "the Transferor Company 4" or "the Fourth Applicant Company") and MO Alternate Investment Advisors Private Limited ("the Resulting Company" or "the Fifth Applicant Company") and Motilal Oswal Financial Services Limited ("the Transferee Company 1" or "the Holding Company of the Resulting Company" or "the Sixth Applicant Company") and their respective Shareholders under the provisions of Sections 230 to 232 of the Companies Act, 2013.



3. The Counsel for the Applicant Companies submits that the Scheme involves (i) Amalgamation of Passionate Investment Management Private Limited with Motilal Oswal Financial Services Limited; (ii) Amalgamation of Motilal Oswal Real Estate Investment Advisors Private Limited with MOPE Investment Advisors Private Limited; (iii) Post the amalgamation as stated in clause (ii) above, demerger of the Fund Management Undertaking 1 of MOPE Investment Advisors Private Limited into MO Alternate Investment Advisors Private Limited; (iv) Post the demerger as stated in clause (iii) above, amalgamation of MOPE Investment Advisors Private Limited with Motilal Oswal Financial Services Limited; (v) Post the amalgamation as stated in clause (iv) above, demerger of the Fund Management Undertaking 2 of Motilal Oswal Real Estate Investment Advisors II Private Limited into MO Alternate Investment Advisors Private Limited; (vi) Post the demerger as stated in clause (v) above, amalgamation of Motilal Oswal Real Estate Investment Advisors II Private Limited with Motilal Oswal Financial Services Limited.

4. The Counsel for the Applicant Companies further submits that the First Applicant Company is registered as Stock-Broker with BSE Limited. The Second Applicant Company is an investment manager/ advisor to alternative investment funds, venture capital funds and Mauritius based funds. It is also engaged, inter alia, in the business of portfolio management services, providing financial, investment advisory services, management, referral & facilitation services and identifying investment opportunities. The Third Applicant Company is a Managing Partner in India Realty Excellence Fund II LLP. The Fourth Applicant Company is an investment manager/advisor to alternative investment funds. It is also engaged, inter alia, in the business of providing financial, investment advisory, management, referral & facilitation services and identifying investment opportunities etc. The main object of the Fifth Applicant Company inter-alia includes providing investment advisory services, management/advisory/referral



services, advising and/or managing real estate funds, alternative investment funds, venture capital funds, offshore funds etc. The Sixth Applicant Company is a SEBI registered Trading Member registered with BSE Limited, National Stock Exchange of India Limited, Multi Commodity Exchange of India Limited and National Commodity & Derivatives Exchange Limited. It is also a SEBI registered Depository Participant registered with Central Depository Services Ltd, (CDSL) and National Securities Depository Limited (NSDL) and execute transactions in capital markets/equity derivatives/commodity derivatives/ currency derivatives segments on behalf of its clients which include retail customers (including high net worth individuals), mutual funds, foreign institutional investors, financial institutions and corporate clients. Besides stock broking, it also offers a bouquet of financial products and services to its client base. It is registered with the SEBI as Research Analyst, Portfolio Manager and with various other bodies / agencies like IRDA, AMFI, CERSAI, KRA agencies (CVL, Dotex, NDML, CAMS and Karvy) etc.

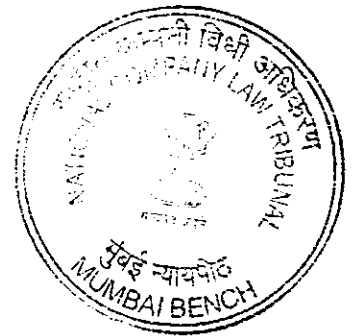
5. The Counsel for the Applicant Companies further submits that the Board of Directors of the Applicant Companies in their respective meetings held on 24.12.2020 have approved the Scheme. The Appointed Date for the Scheme is 01.04.2020.

6. The Counsel for the Applicant Companies further submits that the consideration for the Scheme is as below:

In case of amalgamation of the Transferor Company 1 with the Transferee Company 1:

To the shareholders of the Transferor Company 1:

"8,49,21,363 equity shares of the face value of Re. 1/- each fully paid-up of the Transferee Company 1 shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company 1 in the proportion of their holding in the Transferor Company 1."



As on the date of this Scheme being approved by the Board, the Transferor Company 1 holds 8,49,21,363 equity shares of the Transferee Company 1 and pursuant to the amalgamation, the Transferee Company 1 shall issue and allot the same number of New Equity Shares i.e. 8,49,21,363 to the equity shareholders of the Transferor Company 1 in the proportion of their holding. In the event the Transferor Company 1 holds more than 8,49,21,363 fully paid up equity shares of the Transferee Company 1 (without incurring any additional liability) on the Record Date, New Equity Shares to be issued and allotted by the Transferee Company 1 to the shareholders of the Transferor Company 1 shall stand increased by such additional number of equity shares held by the Transferor Company 1.

In case of amalgamation of the Transferor Company 2 with the Transferee Company 2:

The Transferor Company 2 is a wholly owned subsidiary of the Transferee Company 2 and therefore on amalgamation of the Transferor Company 2 into the Transferee Company 2 there shall be no issue of shares by the Transferee Company 2 in this regard as consideration.

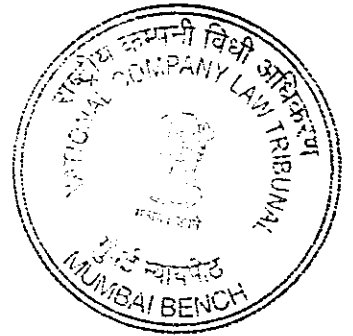
In case of demerger from the Demerged Company 1 into the Resulting Company:

To the shareholders of the Demerged Company 1:

"120 equity shares of the face value of Re. 1 each fully paid-up of the Holding Company of the Resulting Company shall be issued and allotted for every 1 equity share of face value Rs. 10 each fully paid up held by equity shareholders of the Demerged Company 1."

In case of amalgamation of the Transferor Company 3 with the Transferee Company 1:

To the shareholders of the Transferor Company 3:



"75 equity shares of the face value of Re. 1 each fully paid-up of the Transferee Company 1 shall be issued and allotted for every 1 equity share of face value Rs. 10 each fully paid up held by equity shareholders of the Transferor Company 3."

In case of demerger from the Demerged Company 2 into the Resulting Company:

To the shareholders of the Demerged Company 2:

"372 equity shares of the face value of Re. 1 each fully paid-up of the Holding Company of the Resulting Company shall be issued and allotted for every 1 equity share of face value Rs. 10 each fully paid up held by equity shareholders of the Demerged Company 2."

In case of amalgamation of the Transferor Company 4 with the Transferee Company 1:

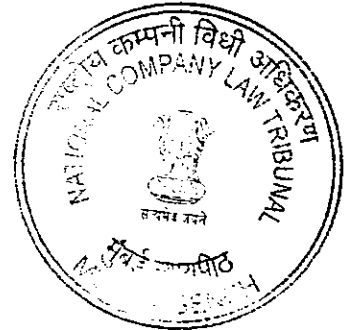
To the shareholders of the Transferor Company 4:

"24 equity shares of the face value of Re. 1 each fully paid-up of the Transferee Company 1 shall be issued and allotted for every 1 equity share of face value Rs. 10 each fully paid up held by equity shareholders of the Transferor Company 4."

7. The Counsel for the Applicant Companies further submits that the rationale for the Scheme is as under:

Amalgamation of the Transferor Company 1 with the Transferee Company 1

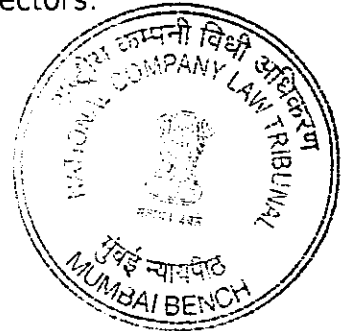
- (i) The Transferee Company 1 is the flagship company of the Motilal Oswal Group ("the Group").
- (ii) The Transferor Company 1 forms part of the Promoter Group of the Transferee Company 1. It is equally owned by Mr. Motilal Oswal and Mr. Raamdeo Agrawal and their family members / family trusts.



- (iii) The Transferor Company 1 presently holds 8,49,21,363 equity shares of the Transferee Company 1 of face value of INR 1/- each, representing about 57.95% of the total paid up share capital of the Transferee Company 1 as on date.
- (iv) It is proposed to amalgamate the Transferor Company 1 into the Transferee Company 1, as a result of which the shareholders of the Transferor Company 1 (Mr. Motilal Oswal and Mr. Raamdeo Agarawal and their family members / family trusts) who also form part of the Promoter Group of the Transferee Company 1 shall directly hold shares in the Transferee Company 1.
- (v) This will lead to clear cut and straight forward shareholding structure and eliminating needless layers of shareholding tiers and at the same time demonstrate the Promoter Group's direct commitment and engagement with the Transferee Company 1 and improve the confidence of all shareholders.

Amalgamation of the Transferor Company 2 into the Transferee Company 2 and Demerger of the Fund Management Undertakings of the Demerged Companies into the Resulting Company and consequent amalgamation of the Transferor Company 3 and Transferor Company 4 with the Transferee Company 1.

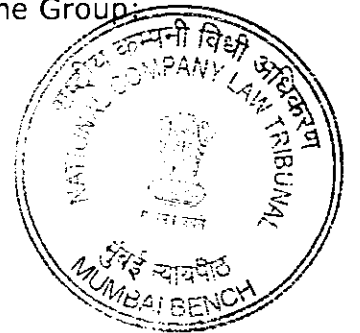
- (vi) Consolidation of fund management business of the Group:
- The Transferor Company 2 and the Demerged Companies are currently managing and advising three private equity growth capital and four real estate funds. The Demerged Company 1 primarily caters to four industry sectors, i.e., consumer products & services, financial services, life sciences and industrial products whereas the Transferor Company 2 and the Demerged Company 2 are focused on real estate sectors.





- The Transferor Company 2 and the Demerged Companies have emerged as a strong alternative investment platform in mid-market segment.
- It is considered necessary to consolidate the fund management business and investment advisory services across sectors in a single entity. As the Transferor Company 2 is a wholly owned subsidiary of the Demerged Company 1, considering there are no material activities left in the Transferor Company 2 for absorption by the Transferee Company 1, the Group is proposing to amalgamate the Transferor Company 2 into the Demerged Company 1. This will be followed by demerger of fund management business and investment advisory services from the Demerged Company 1 and the Demerged Company 2 into the Resulting Company. This would help the Group in expanding into and providing alternative investment option to the private market investor class. The entire ownership of the fund management business will continue to remain with the Holding Company of the Resulting Company through the Resulting Company, being a wholly owned subsidiary.
- Further, such consolidation can also help the Group achieve following benefits:
  - Concentrated management focus on the business in a more professional manner;
  - Develop combined long-term corporate strategies and financial policies; and
  - Operational rationalization, organizational efficiency and optimal utilization of resources.

(vii) Alignment of Key Managerial Personnel ('KMPs') and employees of the Demerged Companies with overall strategy of the Group:

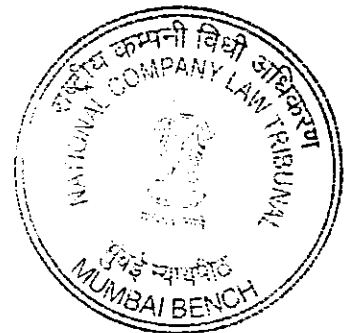


- Currently, the employees of the fund management business are holding shares of the Demerged Companies and the management of the Demerged Companies and the Transferee Company 1 had an understanding to issue shares of the Transferee Company 1 to such employees at a later date. Further, keeping in mind growth strategy for the business, it is desired that KMPs / employees should be directly holding shares in the Transferee Company 1 so that they are aligned with overall vision, performance goals and strategy of the Group.

(viii) Layered Structure:

- The Fund Management and investment advisory services are carried on by three layered companies.
- From a governance perspective and keeping in mind amendments as per Section 2(87) and Section 186 of the Companies Act, 2013, reduced layer of entities shall enhance flexibility to the Transferee Company 1 to incorporate subsidiaries and/or acquire companies or any other body corporates with controlling stake as per their business strategies. Therefore, the Group intends to reduce the three-layers and simplify the corporate structure.
- The other businesses of the Group are largely carried on by a single-layered wholly owned subsidiaries. Therefore, the Group desires that fund management should also be carried on by a single wholly owned subsidiary.

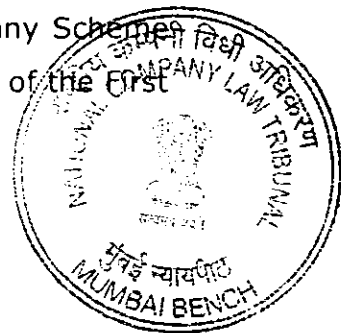
(ix) Segregation of Remaining Business i.e., Investment Division of the Demerged Companies:



- While the Transferor Company 2 and the Demerged Companies consolidates its fund management business across different sectors under single vehicle, it is advisable that the investments lying in the Demerged Companies are consolidated at the Transferee Company 1's level.
- The Transferee Company 1 is holding various public market and private market investments and has capabilities of mobilising further funds. Therefore, pursuant to the consolidation of core business of the Transferor Company 2 and the Demerged Companies, the Remaining Business i.e., Investment Division of these entities can be amalgamated with the Transferee Company 1 and consolidation of investment business can be achieved.

8. The Counsel for the Applicant Companies further submits that the shares of the Sixth Applicant Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). Pursuant to the Securities Exchange Board of India ("SEBI") circular CFD/DIL3/CIR/2017/21 dated 10.03.2017, as amended from time to time ("SEBI Circular") read with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the Sixth Applicant Company had applied to BSE and NSE for their "Observation Letter" / "No Objection Letter" to file the Scheme for sanction of the Tribunal. BSE and NSE by their respective letter dated 19.05.2021 have given their "No Objection Letter" letters to the Sixth Applicant Company, to file the Scheme with the Tribunal.

9. The Counsel for the Applicant Companies further submits that there are Six (6) Equity Shareholders in the First Applicant Company and the consent affidavits of all the Equity Shareholders of the First Applicant Company have been annexed as Annexure K1 to K6 to the Company Schemes Application. In view of the fact that all the Equity Shareholders of the First



Applicant Company have given their consent to the Scheme, the meeting of the Equity Shareholders of the First Applicant Company is hereby dispensed with.

10. The Counsel for the Applicant Companies further submits that there are Seven (7) Equity Shareholders in the Second Applicant Company and the consent affidavits of all the Equity Shareholders of the Second Applicant Company have been annexed as Annexure L1 to L7 to the Company Scheme Application. In view of the fact that all the Equity Shareholders of the Second Applicant Company have given their consent to the Scheme, the meeting of the Equity Shareholders of the Second Applicant Company is hereby dispensed with.

11. The Counsel for the Applicant Companies further submits that there are Seven (7) Equity Shareholders in the Third Applicant Company and the consent affidavits of all the Equity Shareholders of the Third Applicant Company have been annexed as Annexure M1 to M7 to the Company Scheme Application. In view of the fact that all the Equity Shareholders of the Third Applicant Company have given their consent to the Scheme, the meeting of the Equity Shareholders of the Third Applicant Company is hereby dispensed with.

12. The Counsel for the Applicant Companies further submits that there are Ten (10) Equity Shareholders in the Fourth Applicant Company and the consent affidavits of all the Equity Shareholders of the Fourth Applicant Company have been annexed as Annexure N1 to N10 to the Company Scheme Application. In view of the fact that all the Equity Shareholders of the Fourth Applicant Company have given their consent to the Scheme, the meeting of the Equity Shareholders of the Fourth Applicant Company is hereby dispensed with.

13. The Counsel for the Applicant Companies further submits that there are Three (3) Equity Shareholders in the Fifth Applicant Company and the



consent affidavits of all the Equity Shareholders of the Fifth Applicant Company have been annexed as Annexure O1 to O3 to the Company Scheme Application. In view of the fact that all the Equity Shareholders of the Fifth Applicant Company have given their consent to the Scheme, the meeting of the Equity Shareholders of the Fifth Applicant Company is hereby dispensed with.

14. The Counsel for the Applicant Companies further submit that the meeting of the Equity Shareholders of the Sixth Applicant Company i.e. the Transferee Company 1 / the Holding Company of the Resulting Company be convened and held on 09.12.2021 at 4:00 p.m. (IST), through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') mode without holding a general meeting requiring the physical presence of shareholders at a common venue, as per applicable operating procedures mentioned in Circular No. 14/2020 dated 08.04.2020 read with Circular Nos. 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020 and 10/2021 dated 23.06.2021 issued by the Ministry of Corporate Affairs (MCA Circulars), with necessary modifications as stated herein or as may be required, and not in physical presence of shareholders, as the same in the current COVID-19 environment related social distancing norms shall not be possible.

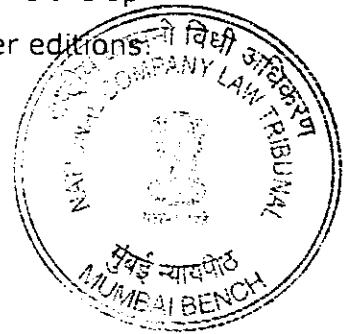
15. In view of provisions of Section 230(4) read with Section 108 of the Companies Act, 2013 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Sixth Applicant Company proposes to provide the facility of remote e-voting to its Equity Shareholders in respect of the resolution to be passed at the aforesaid meeting. The Equity Shareholders of the Sixth Applicant Company are also allowed to avail the facility of e-voting during the aforesaid meeting to be held through



VA/ OAVM on 09.12.2021 at 4:00 p.m. (IST). The e-voting facility for the Equity Shareholders of the Sixth Applicant Company shall be provided in compliance with the conditions specified under the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, as applicable.

16. This Bench further issues directions with regard to notices as follows:-

- a. That at least 30 (thirty) days before the said Meeting of the Equity Shareholders of the Sixth Applicant Company to be held as aforesaid, a Notice convening the said Meeting at the day, date and time as aforesaid, together with a copy of the Scheme, a copy of Explanatory Statement disclosing all material facts as required under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 notified on 14th December, 2016 shall be sent by email to those Equity Shareholders whose email addresses are duly registered with the Sixth Applicant Company, addressed to each of the shareholders, at their last known email addresses as per the records of the Sixth Applicant Company.
- b. That at least 30 (thirty) days before the said Meeting of the Equity Shareholders of the Sixth Applicant Company to be held as aforesaid, a Notice convening the said Meeting at the day, date and time as aforesaid be published once each in 'Business Standard' in English and 'Navshakti' in Marathi, both having wide circulation in the State of Maharashtra. Considering the lockdown prevailing due to COVID-19 pandemic, the Sixth Applicant Company will have the option to publish notice online in the respective e-newspaper editions.



17. That Mr. Raamdeo Agarawal, Non-Executive Chairman of the Sixth Applicant Company and failing him Mr. Motilal Oswal, Managing Director and Chief Executive Officer of the Sixth Applicant Company and failing him Mr. Ajay Menon, Whole-time Director of the Sixth Applicant Company, shall be the Chairman of the aforesaid meeting of the Equity Shareholders of the Sixth Applicant Company to be held on 09.12.2021 at 4:00 p.m. (IST) or any adjournment or adjournments thereof.

18. That the Scrutinizer for the meeting shall be Mr. Umashankar K. Hegde, Practicing Company Secretary (CP No.: 11161 / Membership No.: A22133), Company Secretaries. The fee of the professional appointed as Scrutinizer for the meeting of the shareholders of the Sixth Applicant Company shall be Rs. 10,000/- (Rupees Ten Thousand only) excluding applicable taxes.

19. That the Chairperson appointed for the aforesaid meeting of the Equity Shareholders of the Sixth Applicant to issue the notices of the meeting referred to above. The said Chairperson shall have all powers pursuant to sections 230 and 232 of the Companies Act, 2013 read with other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Companies (Management and Administration) Rules, 2014 and MCA Circulars, to the extent necessary and applicable, in relation to the conduct of the meeting including for deciding procedural questions that may arise 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).

20. That the quorum of the aforesaid Meeting of the Equity Shareholders of the Sixth Applicant Company shall be as prescribed under Section 103 of the Companies Act, 2013 and would include Equity Shareholders present through VC/ OAVM means. In case the required quorum as stated above is



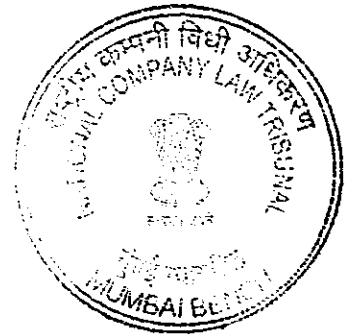
not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.

21. The voting by proxy shall not be permitted as the meeting would be held through VC/ OAVM. However, voting in case of body corporate be permitted, provided the prescribed form/authorization is filed with the Sixth Applicant Company no later than 48 hours before the start of the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

22. That the value and number of the shares of each Shareholder shall be in accordance with the books / registers of the Sixth Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the meeting shall determine the value for the purpose of the aforesaid meeting and his/her decision in that behalf would be final.

23. That the Chairperson shall file a compliance report not less than 7 (Seven) days before the date fixed for the holding of the meeting of the Equity Shareholders of the Sixth Applicant Company and report to this Tribunal that the directions regarding the issue of notices and advertisements have been duly complied with as per Rule 12 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

24. That the Chairperson shall report to this Tribunal, the result of the aforesaid meeting within thirty days of the conclusion of the said meeting of the Equity Shareholders of the Sixth Applicant Company, and the said report shall be verified by his undertaking.

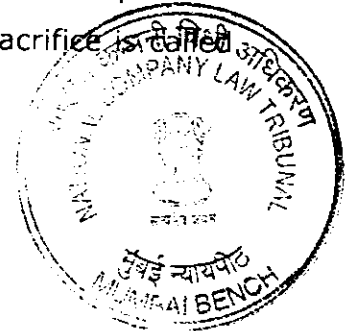




25. The Counsel for the Applicant Companies further submits that there are no Secured Creditors in the First, Second, Third, Fourth and Fifth Applicant Companies and hence, the question of convening and holding of the meeting of the Secured Creditors of the aforesaid Applicant Companies does not arise.

26. The Counsel for the Applicant Companies submits that there are 10 (Ten) Secured Creditors in the Sixth Applicant Company amounting to INR 475,94,81,191/- but since the present Scheme is an arrangement between the Applicant Companies and its shareholders as contemplated in Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Companies Act, 2013, as there is no compromise of arrangement with creditors as it does not affect the rights and interests of the Secured Creditors. The Learned Counsel submits that the Sixth Applicant Company undertake to procure consent letters from all the Secured Creditors and file the same with this Tribunal prior to the date of final hearing.

27. The Counsel for the Applicant Companies submits that there is/ are 1 (One) Unsecured Creditor in the First Applicant Company amounting to INR 8,62,45,432/-, 18 (Eighteen) Unsecured Creditors in the Second Applicant Company amounting to INR 9,33,01,405/-, 3 (Three) Unsecured Creditors in the Third Applicant Company amounting to INR 56,621/-, 21 (Twenty-One) Unsecured Creditors in the Fourth Applicant Company amounting to INR 1,90,52,815/-, 7 (Seven) Unsecured Creditors in the Fifth Applicant Company amounting to INR 24,563/-and 842 (Eight Hundred and Forty-Two) Unsecured Creditors in the Sixth Applicant Company amounting to INR 11,77,87,13,835/-. The Counsel for the Applicant Companies further submits that the present Scheme includes an arrangement between the Applicant Companies and their respective shareholders as contemplated under Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Companies Act, 2013 as there is no compromise and/or arrangement with the Unsecured Creditors as no sacrifice is called



for. In view of this, meeting of the Unsecured Creditors of the Applicant Companies is dispensed with. However, this Bench directs the Applicant Companies to issue notice to its Unsecured Creditors (other than such creditors for pay-off who will be paid as per the Stock Exchange calendar in the case of Sixth Applicant Company), as required under section 230(3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, within a period of (30) Thirty days from the date of receipt of such notice to the Hon'ble Tribunal and copy of such representations shall simultaneously be served upon the respective Applicant Companies, failing which, it shall be presumed that the Unsecured Creditors has no representations to make on the proposals. The notice be sent by Registered Post AD/Speed Post/Email as may be feasible in view of the lockdown owing to the Covid-19 pandemic.

28. That the Applicant Companies are directed to serve notices along with copy of the Scheme upon: -

- (i) concerned Income Tax Authority within whose jurisdiction the respective Applicant Company's assessments are made, clearly indicating the PAN of the Applicant Company concerned, i.e., for the First Applicant Company - PAN AAACM7085N having jurisdiction at Circle 7(3)(1), Mumbai, Aayakar Bhawan, Mumbai; and for the Second Applicant Company - PAN AAECM6354L, having jurisdiction at Circle 7(1)(1), Mumbai, Aayakar Bhawan, Mumbai; and for the Third Applicant Company - PAN AAICM8301R having jurisdiction at Ward 12(3)(1), Mumbai, Aayakar Bhawan, Mumbai; and for the Fourth Applicant Company - PAN AAJCM1400A having jurisdiction at Circle 7(1)(1), Mumbai, Aayakar Bhawan, Mumbai; and for the Fifth Applicant Company - PAN AAFCM0964P having jurisdiction at Ward 12(3)(1), Mumbai, Aayakar Bhawan, Mumbai; and for the Sixth Applicant Company - PAN AAECM2876P having jurisdiction at Circle 7(1)(1), Mumbai, Aayakar Bhawan, Mumbai.



- (ii) the Central Government through the office of Regional Director, Western region, Mumbai;
- (iii) Registrar of Companies, Mumbai;
- (iv) Securities Exchange Board of India, BSE and NSE (only in case of Sixth Applicant Company)

pursuant to section 230(5) of the Companies Act, 2013 and rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from such authorities within 30 (thirty) days of the date of receipt of the notice, it will be presumed that they have no objection to the proposed Scheme.

29. Additionally, the First Applicant Company, Second Applicant Company, Third Applicant Company and Fourth Applicant Companies are also directed to serve notice upon Official Liquidator, pursuant to section 230(5) of the Companies Act, 2013 and as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. M/s P. Bhat & Associates, Chartered Accountant having office at 7, Shital plot No. 81, behind S.I.E.S. College, Sion (west), Mumbai - 400 022 is appointed to assist the Official Liquidator to scrutinize the books of accounts of the aforesaid companies for the last 3 years since incorporation and submit its representation / report to the Tribunal. The aforesaid companies together to pay fees of Rs. 2,00,000/- for this purpose. If no representation / response is received by the Tribunal from Official Liquidator, Bombay within a period of thirty days from the date of receipt of such notice, it will be presumed that Official Liquidator has no representation / objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

30. The Applicant Companies shall file an Affidavit of Service or Compliance Report proving dispatch of notices to Shareholders/Creditors/Debtors/Preference Holders as the case may be, of the Applicant Companies, service of



notices to the regulatory authorities and publication of notices in newspapers as applicable and as stated above and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

31. Ordered accordingly.

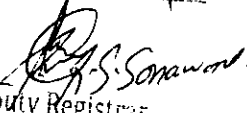
SD/-

Anuradha Sanjay Bhatia  
Member (T)

SD/-

Suchitra Kanuparthi  
Member (J)

Certified True Copy  
Copy Issued "free of cost"  
On 25/11/2024

  
Deputy Registrar  
National Company Law Tribunal Mumbai Bench  
Government of India

