SE/CS/2024-25/41 14th October, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Company Scrip Code – 530871

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (W),
Mumbai – 400 051
Company Scrip Code – CHEMBOND

ISIN: INE995D01025

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") regarding receipt of the NCLT Order in relation to the proposed Composite Scheme of Arrangement between Chembond Chemicals Limited ("Demerged Company"/ "Transferee Company"/ "Company") and Chembond Chemical Specialties Limited ("Resulting Company") and Chembond Clean Water Technologies Limited ("Transferor Company No. 1" or "CCWTL") and Chembond Material Technologies Private Limited ("Transferor Company No. 2" or "CMTPL") and Phiroze Sethna Private Limited ("Transferor Company No. 3" or "PSPL") and Gramos Chemicals (India) Private Limited ("Transferor Company no. 4" or "GCIPL") and their respective shareholders and creditors

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the Listing Regulations, and further to our letter dated 12th December, 2023 and 14th August, 2024, we submit herewith that the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), has passed an order dated 11th October, 2024 in respect to the proposed Composite Scheme of Arrangement between Chembond Chemicals Limited ("Demerged Company"/ "Transferee Company"/ "Company") and Chembond Chemical Specialties Limited ("Resulting Company") and Chembond Clean Water Technologies Limited ("Transferor Company No. 1" or "CCWTL") and Chembond Material Technologies Private Limited ("Transferor Company No. 2" or "CMTPL") and Phiroze Sethna Private Limited ("Transferor Company No. 3" or "PSPL") and Gramos Chemicals (India) Private Limited ("Transferor Company no. 4" or "GCIPL") and their respective shareholders and creditors (**"Composite Scheme of Arrangement"**) directing the Company, inter-alia, to convene a meeting of the Equity Shareholders for the purpose of considering and if thought fit, to approve the captioned Composite Scheme of Arrangement. The copy of said Order passed by Hon'ble NCLT as accessed from the website of NCLT, is enclosed herewith as **Annexure A.**

The Company shall separately update about the precise details of the said meetings of the Equity Shareholders of the Company.

Further, the above order is also uploaded on the website of the Company https://www.chembondindia.com/scheme-of-arrangement/

Request you to kindly take the same on record.

Thanking You

Yours faithfully,

For Chembond Chemicals Limited

Suchita Hemantkumar Singh

Digitally signed by Suchita Hemantkumar Singh
Date: 2024.10.14 16:47:18 +05'30'

Suchita Singh
Company Secretary & Compliance Officer

Chembond Chemicals Limited
EL-71 Mahape MIDC, Navi Mumbai 400710. INDIA
T: +91 22 62643000 - 03 ● F: +91 22 27681294
www.chembondindia.com
CIN: L24100MH1975PLC018235

Annexure A

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH-I

CA (CAA)/162/MB-I/2024

In the matter of the Companies Act, 2013;

AND

In the matter of

Sections 230 to Section 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013

read with Companies (Compromises, Arrangements andAmalgamation) Rules, 2016;

AND

In the matterof
The Scheme of Arrangement
Amongst

Chembond Chemicals Limited
("Applicant Company No. 1")

And

Chembond Chemical Specialties Limited
("Applicant Company No. 2")
And
Chembond Clean Water Technologies Limited
("Applicant Company No. 3")
And
Chembond Material Technologies Private Limited
("Applicant Company No. 4")
And
Phiroze Sethna Private Limited
("Applicant Company No. 5")
And
Gramos Chemicals (India) Private Limited
("Applicant Company No. 6")

And their respective Shareholders.

Chembond Chemicals Limited [CIN: L24100MH1975PLC018235]	……. Applicant company No. 1/ Transferee Company/ ` Demerged Company
Chembond Chemical Specialties Limited [CIN: U20116MH2023PLC415282]	……. Applicant company No. 2/ Resulting Company
Chembond Clean Water Technologies Limited [CIN: U29248MH2010PLC202124]	……. Applicant company No. 3/ Transferor Company No. 1
Chembond Material Technologies Private Limited [CIN: U24200MH2000PTC125231]	……. Applicant company No. 4/ Transferor Company No. 2/
Phiroze Sethna Private Limited [CIN: U25209MH1975PTC018396]	……. Applicant company No. 5/ Transferor Company No. 3/
Gramos Chemicals (India) Private Limited [CIN: U99999MH1985PTC035486]	……. Applicant company No. 6/ Transferor Company No. 4/

Order delivered on **11.10.2024**

Coram:

Prabhat Kumar
Hon'ble Member (Technical)

Virendrasingh G. Bisht
Hon'ble Member (Judicial)

Appearances :

For the Applicant(s) : Adv. Shyam Kapadia a/w Adv. Sanjay Udeshi and Adv. Darshan Ashar i/b Sanjay Udeshi and Co. Advocates for Applicant Companies.

ORDER

1. Heard the Ld. Counsel for the Applicant Companies.

2. Ld. Counsel for the Applicant Companies submits that the present Company Scheme Application is filed under Section 232 r/w Section 230 of the Companies Act, 2013 and other applicable provisions read with Section 66 of the Companies Act, 2013 and any other applicable Rules of the Companies Act, 2013. The said Application is between Chembond Chemicals Limited (**"Applicant Demerged Company", "Applicant Transferee Company"**) and Chembond Chemical Specialties Limited (**"Applicant Resulting Company"**)and Chembond Clean Water Technologies Limited (**"Applicant Transferor Company No. 1"**) and Chembond Material Technologies Private Limited (**"Applicant Transferor Company No. 2"**) and Phiroze Sethna Private Limited (**"Applicant Transferor Company No. 3"**) and Gramos Chemicals (India) Private Limited (**"Applicant Transferor Company No. 4"**) and their respective shareholders involving demerger of the demerged undertaking of the Applicant Demerged Company into Applicant Resulting Company (**"Demerger"**), amalgamation of Applicant Transferor Company No. 1 into Applicant Resulting Company (**"Amalgamation – I"**) and pursuant to that, amalgamation of Applicant Transferor Company No. 2, Applicant Transferor Company No. 3 and Applicant Transferor Company No. 4 (**"collectively defined as Transferor Companies"**) into the Applicant Transferee Company (**"Amalgamation - II"**) (**"Composite Scheme of Arrangement", "Composite Scheme", "Scheme"**).

3. The Applicant Companies submit that the Board of Directors of the Applicant Companies have approved the Composite Scheme of Arrangement vide their respective Board Resolutions dated **December 12,**

2023. The Appointed Date of the Composite Scheme of Arrangement is **April 1, 2024**.

4. The Applicant Companies submit that the **Rationale** for the Composite Scheme of Arrangement is as under:

5.1. The Chembond group, represented by the Demerged Company, viz. Chembond Chemicals Limited and its subsidiaries, step-down subsidiaries and step-down associates, is a well-known name in India engaged in manufacturing a diverse range of specialty chemicals and products like water treatment chemicals, metal treatment, construction chemicals, high performance coatings, animal health, industrial adhesives and sealants and tolling. The Demerged Company has excellent infrastructure facilities like a well-equipped R & D laboratory, multiple regional offices, and production plants, well trained personnel and references across several business segments from the best-known companies in the field. The Demerged Company has come a long way and evolved from being a fledging start-up to India's leading specialty chemicals manufacturer. Based on the aforesaid, the Demerged Company's several businesses carried on by itself and through its subsidiary and step down subsidiary companies and associate companies can broadly be segregated into the following areas: (i) Water Technologies; (ii) Material Technologies; (iii) Construction Chemicals; (iv) Biotechnology; (v) Distribution; (vi) Tolling (vii) Adhesives; and (viii) Industrial Sealants.

5.2. Each of the several businesses carried on by the Demerged Company by itself and through its subsidiaries, step-down subsidiaries and step-down associate, including CC & WT Business (as defined hereinafter) has significant potential for growth. The nature of risk and competition involved in each of these businesses is distinct from others and consequently each business or undertaking can attract a different set of investors, strategic partners, lenders, and other

stakeholders. There are also differences in the manner in which each of these businesses are required to be managed. In order to enable distinct focus of investors to invest in some of the key businesses and to lend greater focus to the operation of each of its diverse businesses, Demerged Company proposes to re-organize and segregate, by way of a demerger of its Demerged Undertaking and vesting of the same in the Resulting Company and subsequently, amalgamation of the Transferor Companies with the Transferee Company.

5.3. The proposed demerger pursuant to this Scheme is expected, inter alia, to result in following benefits:

a. segregation and unbundling of the CC & WT Business of the Demerged Company into the Resulting Company, which will enable enhanced focus on Retained Business (as defined hereinafter) the Demerged Company and Resulting Company for exploiting opportunities of each of their businesses;

b. unlocking of value for the shareholders of the Demerged Company, attracting investors and providing better flexibility in accessing capital, focused strategy and specialisation for sustained growth;

c. logistics alignment leading to economies of scale for the Resulting Company and creation of sectoral efficiencies and benefitting stakeholders as well as optimization of operation and capital expenditure; and

d. enhancing competitive strength, achieving cost optimisation, ensuring benefits through focused management of the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Resulting Company and the Demerged Company thereby significantly contributing to future growth and maximizing shareholders' value.

5.4. Upon completion of proposed demerger, Transferor Company No. 1 will become a step-down subsidiary of the Resulting Company. The proposed Amalgamation – I and Amalgamation – II of the subsidiary companies (direct and indirect) into their respective holding company pursuant to this Scheme is expected, inter alia, to result in the following benefits:

i. It will lead to greater efficiency in overall combined business including economies of scale, efficiency of operations, cash flow management and unfettered access to cash flow generated by the combined business which can be deployed more efficiently for the purpose of development of businesses of the combined entity and their growth opportunities, eliminate inter corporate dependencies, minimize the administrative compliances and to maximize shareholders value;

ii. It will provide for more productive and optimum utilization of various resources by pooling of the managerial, technical and financial resources of the Transferor Company No. 1, Resulting Company, Transferor Companies and the Transferee Company which will fuel the growth of the business and help effectively address the growing competition;

iii. It will result in economies of scale, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs which will in turn promote maximization of stakeholder's value;

iv. It will result in reduction in the multiplicity of legal and regulatory compliances required at present to be separately carried out by the Transferor Company No. 1, Resulting Company, Transferor Companies and the Transferee Company; and

v. In summary, the proposed restructuring focuses on optimizing the operational structure to enable better focus, specialization, and efficiency across different business segments, ultimately leading to increased shareholder value and sustained growth for the entities involved.

5.5. The proposed restructuring is in the interest of the shareholders, creditors, employees, and other stakeholders in each of the Companies (as defined hereinafter).

5. **Consideration** on Composite Scheme of Arrangement becoming effective shall be as follows:

6.1. Upon Section I of the Scheme coming into effect on the Effective Date and with effect from the Appointed Date, and upon the transfer of the Demerged Undertaking and vesting of the same in the Applicant Resulting Company, the Board of Directors of the Applicant Resulting Company shall determine a record date, being a date subsequent to the filing of the order of the Tribunal sanctioning the Scheme with the RoC ("Record Date") for the allotment of equity shares having face value of Rs. 5 (Rupees Five) each of Applicant Resulting Company, credited as fully paid up; to the equity shareholders of the Applicant Demerged Company as on the Record Date, in consideration for the demerger of the Demerged Undertaking. The Board of Directors of the Applicant Resulting Company and the Applicant Demerged Company, respectively have determined the share entitlement ratio, such that:

a. *for every 1 (One) fully paid-up equity share having face value of Rs. 5 (Rupees Five) each held in the Demerged Company as on the Record Date, the equity shareholders of the Demerged Company shall be issued 2 (Two) fully paid-up equity shares having face value of Rs. 5 (Rupees Five) each, in the Resulting Company.*

6.2. Upon Section II of the Composite Scheme coming into effect the Applicant Transferor Company No. 1 will become an indirect wholly owned subsidiary company of the Applicant Resulting

Company post the effectiveness of the Scheme. Its entire share capital will be indirectly held by the Applicant Resulting Company. Hence, upon Amalgamation – I becoming effective, no shares of Applicant Resulting Company shall be allotted in lieu or exchange of the shares of the Applicant Transferor Company No. 1. Upon the Scheme becoming effective, the entire share capital of the Applicant Transferor Company No. 1 shall be cancelled and extinguished.

6.3. Upon Section III of the Composite Scheme coming into effect the Applicant Transferor Companies are wholly owned subsidiary and / or step-down subsidiary companies of Applicant Transferee Company. Their entire share capital is directly or indirectly held by the Applicant Transferee Company. Hence, upon the Scheme becoming effective, no shares of Applicant Transferee Company shall be allotted in lieu or exchange of the shares of the Applicant Transferor Companies. Upon the Scheme becoming effective, the entire share capital of the Applicant Transferor Companies shall be cancelled and extinguished.

6. The counsel for the Applicant submits that the Authorized, Subscribed and Paid-up Share Capital of the Applicant Demerged Company as on 31.03.2024.

Particulars	**Amount**
Authorized Share Capital	
2,00,00,000 Equity Shares of INR 5/- each	100,000,000
TOTAL	**100,000,000**
Issued, Subscribed and Paid-up share capital	
134,48,288 Equity Shares ofRs.5/- each	6,72,41,440
TOTAL	**6,72,41,440**

7. The Authorized, subscribed and paid-up share capital of the Applicant Resulting Company as on March 31,2024,was as under:

Particulars	**Amount (in Rs.)**
Authorized Capital	
10,000 Equity Shares of Rs.5/- each	50,000
Total	50,000
Issued, Subscribed and Paid-up Capital	
10,000 Equity Shares ofRs.5/- each	50,000
Total	50,000

8. The Authorized, subscribed and paid-up share capital of the Applicant Transferor Company No. 1 as on March 31, 2024 was as under:

Particulars	**Amount(in Rs.)**
Authorized Capital	
1,00,00,000 Equity Shares of Rs.10/- each	10,00,00,000
Total	10,00,00,000
Issued, Subscribed and Paid-up Capital	
82,78,057 Equity shares of Rs.10 (Rupees Ten) each	8,27,80,570
Total	8,27,80,570

9. The Authorized, subscribed and paid-up share capital of the Applicant Transferor Company No. 2 as on March 31, 2024, was as under:

Particulars	**Amount (in Rs.)**
Authorized Capital	
20,00,000 Equity shares of Rs. 10 (Rupees Ten) each	2,00,00,000
Total	2,00,00,000
Issued, Subscribed and Paid-up Capital	
15,15,000 Equity shares of Rs.10 (Rupees Ten) each	8,27,80,570
Total	8,27,80,570

10. The Authorized, subscribed and paid-up share capital of the Applicant Transferor Company No. 3 as on March 31, 2024, was as under:

Particulars	**Amount (in Rs.)**
Authorized Capital	
5,000 Equity Shares of Rs.100/- each	5,00,000
4,950 unclassified Shares of Rs. 100/- each	4,95,000
9.50% Cumulative Redeemable Preference Shares of Rs.100/- each	5,000
Total	**10,00,000**
Issued, Subscribed and Paid-up Capital	
4,000 Equity Shares of Rs. 100/- each	4,00,000
Total	**4,00,000**

11. The Authorized, subscribed and paid-up share capital of the Applicant Transferor Company No.4 as on March 31, 2024, was as under:

Particulars	Amount (in Rs.)
Authorized Capital	
1,00,000 Equity Shares of Rs. 100/- each	1,00,00,000
Total	**1,00,00,000**
Issued, Subscribed and Paid-up Capital	
48,000 Equity Shares of Rs. 100/- each	48,00,000
Total	**48,00,000**

12. The Advocates of the Applicant Transferee Company submits that for the Applicant Transferee Company, the meeting of the Equity Shareholders of the Applicant Transferee Company, be convened and held at registered office on 6th December 2024 i.e. Friday at 11A.M. for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement between the Applicant Companies and their respective shareholders.

13. The Advocates of the Applicant Transferee Company submit that at least 30 (Thirty) clear days before the meeting of the Equity Shareholders of the Applicant Transferee Company to be held as aforesaid, a notice convening the said meeting, indicating the day, date, place and time of meeting as aforesaid be published stating that the copies of the Composite Scheme of Arrangement and the Explanatory Statement required to be furnished pursuant to Section 230(3) of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

14. The Advocates of the Applicant Transferee Company submit that the said notice of the meeting of the Equity shareholders of the Applicant Transferee Company shall be published in two local newspapers viz. '***Business Standard***'(Mumbai edition) in English language and translation thereof in '***Mumbai Lakshdeep*** (Mumbai edition) in Marathi language, both having

circulation in Mumbai, Maharashtra not less than **30 (Thirty)** clear days before the date fixed for the meeting.

15. The Advocates for the Applicant Companies submit that the Applicant Transferee Companies undertake to:

    i. Issue Notice convening meeting of the Equity shareholders of the Applicant Transferee Company in Form No. CAA.2 as per Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

    ii. Issue Explanatory Statement containing all the particulars as per Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

    iii. Advertise the Notice convening meetings in Form No. CAA.2 as per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

    The undertaking is accepted as follows:

16. **Mr. Sameer V. Shah**, Chairman and Managing Director of the Applicant Transferee Company and failing him **Mr. Nirmal V. Shah,** Vice Chairman and Managing Director of the Applicant Transferee Company shall be the Chairperson of the said meeting of the Equity Shareholders of the Applicant Transferee Company to be held as aforesaid or any adjournments thereof.

17. **Mr. Virendra G. Bhatt**, Practicing Company Secretaries is hereby appointed as Scrutinizer for the aforesaid meeting of the Equity Shareholders of the Applicant Transferee Company to be held as aforesaid or any adjournments thereof, who shall be paid a consolidated amount of **Rs.35,000/-** for the services so rendered.

18. The Chairperson appointed for the aforesaid meetings to issue the advertisement and send out the notices of the meetings referred to above. The said Chairperson shall have all powers as per the Articles of Association

and also as provided under the Companies Act, 2013 in relation to the conduct of the meeting, including for deciding procedural questions that may arise at the meeting 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).

19. The quorum for the aforesaid meeting of the Equity shareholders of the Applicant Transferee Company shall be as prescribed under Section 103 of the Companies Act, 2013.

20. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Transferee Company and where the entries in the books/ register/depository records are disputed, the Chairperson for the said meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.

21. The Chairperson for the meeting to report this Tribunal, the result of the aforesaid meeting of Equity Shareholders within 30 (Thirty) days after the conclusion of the meeting.

22. That the Applicant Resulting Company, Applicant Transferor Company No. 1 and Applicant Transferor Companies all the Equity Shareholders holding 100% of the issued, paid-up share capital have submitted their consent affidavits for dispensation of convening the meeting of the Equity Shareholders for adopting the proposed Composite Scheme of Arrangement. The said Consent affidavits submitted by the Equity Shareholders of Applicant Resulting Company, Applicant Transferor Company No. 1 and Applicant Transferor Companies.

    In view of the fact that the Equity Shareholders have given their consent affidavits, the meeting of the Equity Shareholders of the Applicant Resulting Company, Applicant Transferor Company No. 1 and Applicant Transferor Companies is hereby dispensed with.

23. That there are no preference shareholders in the Applicant Companies, therefore, the question of convening the meeting of preference shareholders does not arise.

24. The Advocates for the Applicant Transferee Company submits that the Applicant Transferee Company has Nil Secured Creditor as on March 31, 2024 and there is no amount owed by the Applicant Transferee Company. However, the Applicant Transferee Company had availed cash credit facility limit from HDFC Bank which was not availed as on March 31, 2024 and hence, for the sake of informing them about the Composite Scheme of Arrangement the Applicant Transferee Company has obtained no objection certificate ("NOC") from the HDFC Bank. In the view of the NOC received from the Secured Creditor of the Applicant Transferee Company, the meeting of Secured Creditor of the Applicant Transferee Company is dispensed herewith.

25. The Advocates for the Applicant Transferor Company No. 1 submits that the Applicant Transferor Company No. 1 has Nil Secured Creditor as on March 31, 2024, and there is no amount owed by the Applicant Transferor Company No. 1.However, the Applicant Transferor Company No. 1 has availed cash credit facility limit from the Bank of India which was not availed as on March 31, 2024 and hence for the sake of informing them about the Composite Scheme of Arrangement the Applicant Transferor Company No. 1 has obtained no objection certificate ("NOC") from the Bank of India. In view of the NOC received from the Secured Creditor of the Applicant Transferor Company No. 1, the meeting of Secured Creditor of the Applicant Transferor Company No. 1 is dispensed herewith.

26. That there is 1 Secured Creditor as on March 31, 2024 in the Applicant Transferor Company No. 2, and the amount is of Rs.83,91,302 (Rupees Eighty-Three lakhs Ninety One thousand Three hundred and Two). The said Secured Creditor has given its NOC approving the Composite Scheme of Arrangement. The NOC is annexed to the joint application as Exhibit "T-2". In view of the NOC received from the Secured Creditor of the

Applicant Transferor Company No. 2, the meeting of Secured Creditor of the Applicant Transferor Company No. 2 iss dispensed herewith.

27. The Advocates for the Applicant Resulting Company, Applicant Transferor Company No. 3 and Applicant Transferor Company No. 4 submits thaton the March 31, 2024 there are no Secured creditors in these Applicant Companies. In view of the above, the requirement for convening meeting of Secured Creditors of Applicant Resulting Company, Applicant Transferor Company No. 3 and Applicant Transferor Company No. 4 does not arise.

28. That there are 377 (Three hundred Seventy-Seven) Unsecured Creditors as on March 31, 2024 and the amount owed by the Applicant Transferee Company to the said creditor is Rs.12,91,61,657 (Twelve crores Ninety-One lakhs Sixty One thousand Six hundred Fifty Seven) in the Applicant Transferee Company. The proposed Scheme envisages no compromise or arrangement with the creditors of the Applicant Demerged Company. The present Composite Scheme of Arrangement is an arrangement between the Applicant Companies and their 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. Applicant Demerged Company has much larger size of operations and positive Net Worth. The same indicates the ability of the said Applicant Demerged Company to meet with its liabilities. The Scheme would not adversely affect the ability of the Applicant Demerged Company to honor its commitments/ pay its debts in the regular course of business. In the facts and circumstances, the meeting of the Unsecured Creditors of the said Applicant Transferee Company is dispensed with, subject to issuance of notice to the Unsecured Creditors as on March 31, 2024, by R.P.A.D, courier, hand delivery, post, email, or any other modeunder Section 230(3) of the Companies Act, 2013 with a direction that they may submit their representation, if any, *within a period of thirty (30) days from the date of receipt of such notice to the Hon'ble Tribunal and a copy of such representation shall*

simultaneously be served upon the Applicant Transferee Company, failing which, it shall be presumed that the Unsecured Creditors have no representations to make on the proposed Composite Scheme of Arrangement.

29. That there are 3 (Three) Unsecured Creditors as on March 31, 2024 and the amount owed by the Applicant Resulting Company to the said creditor is Rs.89,667 (Eighty Nine thousand Six hundred Sixty Seven) in the Applicant Resulting Company. The proposed Scheme envisages no compromise or arrangement with the creditors of the Applicant Resulting Company. The present Composite Scheme of Arrangement is an arrangement between the Applicant Companies and their 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. The Scheme would not adversely affect the ability of the Applicant Resulting Company to honor its commitments/ pay its debts in the regular course of business. In the facts and circumstances, the meeting of the Unsecured Creditors of the said Applicant Resulting Company is dispensed with, subject to issuance of notice to the Unsecured Creditors by R.P.A.D, hand delivery, post, email, or any other mode under Section 230(3) of the Companies Act, 2013 with a direction that they may submit their representation, if any, within a period of thirty (30) days from the date of receipt of such notice to the Hon'ble Tribunal and a copy of such representation shall simultaneously be served upon the Applicant Transferor Company No. 3 , failing which, it shall be presumed that the Unsecured Creditors have no representations to make on the proposed Composite Scheme of Arrangement. .

30. That there are 219 (Two hundred Nineteen) Unsecured Creditors as on March 31, 2024 and the amount owed by the Applicant Transferor Company No. 1 to the said creditor is Rs.3,40,24,673 (Three crores Forty lakhs Twenty-Four thousand Six hundred Seventy-Three) Applicant Transferor Company No. 1. The proposed Scheme envisages no

compromise or arrangement with the creditors of the Applicant Transferor Company No. 1. The present Composite Scheme of Arrangement is an arrangement between the Applicant Companies and their 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. Applicant Resulting Company will have much larger size of operations and positive Net Worth post demerger as contemplated in Section 1 of the Composite Scheme of Arrangement. The same indicates the ability of the said Applicant Resulting Company to meet with the liabilities of the Applicant Transferor Company No. 1. Under the Scheme, all the liabilities of the Transferor Company No. 1, are envisaged to be the liabilities of the Applicant Resulting Company on scheme becoming effective. The Scheme would not adversely affect the ability of the Applicant Resulting Company to honor its commitments/ pay its debts in the regular course of business. In the facts and circumstances, the meeting of the Unsecured Creditors of the said Applicant Transferor Company No. 1 be dispensed with, subject to issuance of notice to the Unsecured Creditors by R.P.A.D, hand delivery, post, email, or any other mode under Section 230(3) of the Companies Act, 2013 with a direction that they may submit their representation, if any, within a period of thirty (30) days from the date of receipt of such notice to the Hon'ble Tribunal and a copy of such representation shall simultaneously be served upon the Applicant Transferor Company No. 3 , failing which, it shall be presumed that the Unsecured Creditors have no representations to make on the proposed Composite Scheme of Arrangement.

31. That there are 385 (Three hundred Eighty-Five) Unsecured Creditors as on March 31, 2024 and the amount owed by the Applicant Transferor Company No. 2 to the said creditor is Rs.39,43,16,324 (Thirty-Nine crore Forty-Three lakhs Sixteen thousand Three hundred Twenty-Four) Applicant Transferor Company No. 2. The proposed Scheme envisages no compromise or arrangement with the creditors of the Applicant Transferor

Company No. 2. The present Composite Scheme of Arrangement is an arrangement between the Applicant Companies and its 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. Applicant Demerged Company has much larger size of operations and positive Net Worth. The same indicates the ability of the said Applicant Demerged Company to meet with the liabilities of Applicant Transferor Companies. Under the Scheme, all the liabilities of the Applicant Transferor Company No. 2 are envisaged to be the liabilities of the Applicant Demerged Company on the scheme being effective. The Scheme would not adversely affect the ability of the Applicant Demerged Company to honor its commitments/ pay its debts in the regular course of business. In the facts and circumstances, the meeting of the Unsecured Creditors of the said Applicant Transferor Company No. 2 is dispensed with, subject to issuance of notice to the Unsecured Creditors by R.P.A.D, hand delivery, post, email, or any other mode under Section 230(3) of the Companies Act, 2013 with a direction that they may submit their representation, if any, within a period of thirty (30) days from the date of receipt of such notice to the Hon'ble Tribunal and a copy of such representation shall simultaneously be served upon the Applicant Transferor Company No. 3 , failing which, it shall be presumed that the Unsecured Creditors have no representations to make on the proposed Composite Scheme of Arrangement..

32. That there are 55 (Fifty Five) Unsecured Creditors as on March 31, 2024 and the amount owed by the Applicant Transferor Company No. 3 to the said creditor is Rs.1,61,53,660 (One crore Sixty One lakhs Fifty Three thousand Six hundred Sixty) in the Applicant Transferor Company No. 3. The proposed Scheme envisages no compromise or arrangement with the creditors of the Applicant Transferor Company No. 3. The present Composite Scheme of Arrangement is an arrangement between the Applicant Companies and its 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. Applicant Demerged Company has much larger size of operations and positive Net Worth. The same indicates the ability of the said Applicant Demerged Company to meet with the liabilities of Applicant Transferor Companies. Under the Scheme, all the liabilities of the Applicant Transferor Company No. 3 are envisaged to be the liabilities of the Applicant Demerged Company on the scheme being effective. The Scheme would not adversely affect the ability of the Applicant Demerged Company to honor its commitments/ pay its debts in the regular course of business. In the facts and circumstances, the meeting of the Unsecured Creditors of the said Applicant Transferor Company No. 3 is dispensed with, subject to issuance of notice to the Unsecured Creditors by R.P.A.D, hand delivery, post, email, or any other mode under Section 230(3) of the Companies Act, 2013 with a direction that they may submit their representation, if any, within a period of thirty (30) days from the date of receipt of such notice to the Hon'ble Tribunal and a copy of such representation shall simultaneously be served upon the Applicant Transferor Company No. 3 , failing which, it shall be presumed that the Unsecured Creditors have no representations to make on the proposed Composite Scheme of Arrangement.

33. That there are 21 (twenty-one) Unsecured Creditors as on March 31, 2024 and the amount owed by the Applicant Transferor Company No. 4 to the said creditor is Rs. 7,01,25,778 (Seven crores One lakh Twenty-Five thousand Seven hundred Seventy-Eight) in the Applicant Transferor Company No. 4 The proposed Scheme envisages no compromise or arrangement with the creditors of the Applicant Transferor Company No. 4. The present Composite Scheme of Arrangement is an arrangement between the Applicant Companies and its 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. Applicant Demerged Company has much larger size of operations and

positive Net Worth. The same indicates the ability of the said Applicant Demerged Company to meet with the liabilities of Applicant Transferor Companies. Under the Scheme, all the liabilities of the Applicant Transferor Company No. 4 are envisaged to be the liabilities of the Applicant Demerged Company on the scheme being effective. The Scheme would not adversely affect the ability of the Applicant Demerged Company to honor its commitments/ pay its debts in the regular course of business. In the facts and circumstances, the meeting of the Unsecured Creditors of the said Applicant Transferor Company No. 4 is dispensed with, subject to issuance of notice to the Unsecured Creditors, by R.P.A.D, hand delivery, post, email, or any other mode under Section 230(3) of the Companies Act, 2013 with a direction that they may submit their representation, if any, within a period of thirty (30) days from the date of receipt of such notice to the Hon'ble Tribunal and a copy of such representation shall simultaneously be served upon the Applicant Transferor Company No. 4 , failing which, it shall be presumed that the Unsecured Creditors have no representations to make on the proposed Composite Scheme of Arrangement.

34. That the Applicant Companies are directed to serve notices along with copy of Scheme under the provisions of Section 230 (5) of the Companies Act, 2013 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 upon the -

    i. Central Government through the office of Regional Director, Western Region, Mumbai;

    ii. Jurisdictional Registrar of Companies;

    iii. Jurisdictional Income Tax Authority within whose jurisdiction the Applicant Company's assessment are made; and the Nodal Authority in the Income Tax Department having jurisdiction over such authority i.e. Pr. CCIT, Mumbai, Address:- 3rd Floor, Aayakar Bhawan, Mahrishi Karve Road, Mumbai – 400 020, Phone No. 022-22017654 [E-mail: Mumbai.pccit@incometax.gov.in];

iv. Jurisdictional GST Authority(s) (proper officer), within whose jurisdiction such companies are assessed to tax under GST law;

v. Ministry of Corporate Affairs;

vi. SEBI; and

vii. Any other Sectoral/ Regulatory Authorities relevant to the Petitioner Companies or their business.

The Notice shall be served through by Registered Post-AD/ Speed Post/ Hand Delivery and email along with copy of Scheme and state that "If no response is received by the Tribunal from the concerned Authorities within 30 days of the date of receipt of the notice it will be presumed that the concerned Authorities has no objection to the proposed Scheme". It is clarified that notice service through courier shall be taken on record only in cases where it is supported with Proof of Delivery having acknowledgement of the noticee.

35. The Applicant Companies shall host notices along with the copy of the Scheme on their respective websites, if any.

36. In case of Shareholder(s) other than individuals, the Petitioner Companies shall file Board Resolution recording the fact of consent and the person who is authorized to give consent for waiver of the meeting along with extract of minutes of relevant meeting.

37. The Applicant Companies will file Affidavit of Service in the Registry with regard to the directions given in this Order and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

38. With above directions, the present Application CA(CAA)/162(MB)/2024 is **allowed**

Sd/-
Prabhat Kumar
Member (Technical)

Sd/-
Virendrasingh G. Bisht
Member (Judicial)