Date: May 12, 2022

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza',C-1, Block G, Bandra Kurla Complex
Bandra (E), Mumbai - 400 051

Sir/Madam,

Sub: Intimation under Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") – Order issued by the Hon'ble National Company Law Tribunal, Special Bench - II, Chennai ("NCLT"), *inter-alia*, directing Shriram Transport Finance Company Limited ("STFC"/ "Company") to convene a meeting of the equity shareholders, secured Creditors and unsecured creditors of the Company in the matter of the Composite Scheme Of Arrangement and Amalgamation between Shrilekha Business Consultancy Private Limited (SBCPL) and Shriram Financial Ventures (Chennai) Private Limited(SFVPL) and Shriram Capital Limited(SCL) and Shriram Transport Finance Company Limited(STFC) and Shriram City Union Finance Limited (SCUF) and Shriram LI Holdings Private Limited(SLIH) and Shriram GI Holdings Private Limited(SGIH) and Shriram Investment Holdings Limited (SIHL) And Their Respective Shareholders ("Scheme")

In continuation to our letter dated February 5, 2022, the Hon'ble National Company Law Tribunal (**"NCLT"**), vide its order dated May 11, 2022 ("Order") passed in the matter of Company Scheme Application No.: CA(CAA)/7(CHE)/ 2022 in respect of the Scheme, has *inter-alia* directed the Company to convene the following meetings for consideration and approval of the Scheme under Section 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 in relation to the Scheme.

- **Equity Shareholders**: - To convene the meeting of the Equity Shareholders of the Company on Monday, July 04,2022 at 10.00 a.m. (IST) through video conferencing or at the Registered office address of the Company.

- **Secured Creditors**: - To convene the meeting of the Secured Creditors of the Company on Monday, July 04, 2022 at 1.00 p.m. (IST) through video conferencing or at the Registered office address of the Company.

- **Unsecured Creditors**: - To convene the meeting of the Unsecured Creditors of the Company on Monday, July 04, 2022 at 4:00 p.m. (IST) through video conferencing or at the Registered office address of the Company.

A copy of the said Order, as received by the Company, is enclosed herewith.

Accordingly, the Company proposes to convene the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors on the date and the respective time(s) ordered by the Hon'ble NCLT, through Video Conferencing as permitted in the Order. The notice convening the meetings will be despatched in the manner required under law, and in compliance with the said Order.

We request you to take the above information on record and treat the same as compliance under the applicable provisions of the SEBI Listing Regulations.

Thanking You,

For Shriram Transport Finance Company Limited

Vivek Achwal
Company Secretary
Encl:a/a

IN THE NATIONAL COMPANY LAW TRIBUNAL, SPECIAL BENCH - II, CHENNAI

CA(CAA)/05(CHE)/2022
CA(CAA)/07(CHE)/2022
CA(CAA)/08(CHE)/2022
CA(CAA)/36(CHE)/2022
CA(CAA)/37(CHE)/2022
CA(CAA)/38(CHE)/2022
CA(CAA)/39(CHE)/2022
CA(CAA)/40(CHE)/2022

Under Sections 230 to 232 of the Companies Act, 2013

In the matter of *Scheme of Arrangement and Amalgamation*

of

SHRILEKHA BUSINESS CONSULTANCY PRIVATE LIMITED
CIN NO: U74999TN2017PTC114086
Shriram House,
No.4, Burkit Road, T. Nagar,
Chennai – 600 017

... Applicant / Transferor Company – 1

And

SHRIRAM FINANCIAL VENTURES (CHENNAI) PRIVATE LIMITED
CIN NO: U67190TN2011PTC079382
Shriram House,
No.4, Burkit Road, T. Nagar,
Chennai – 600 017

... Applicant Company

And

SHRIRAM CAPITAL LIMITED
CIN NO: U75993TN1974PLC006588
Shriram House,
No.4, Burkit Road, T. Nagar,
Chennai – 600 017

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

And

SHRIRAM CITY UNION FINANCE LIMITED
CIN NO: L65191TN1986PLC012840
123, Angappa Naicken Street,
Madras – 600 001

... Applicant/ Transferor Company – 3

And

SHRIRAM TRANSPORT FINANCE COMPANY LIMITED
CIN NO: L65191TN1979PLC007874
Sri Towers, Plot NO. 14A,
South Phase, Industrial Estate,
Guindy, Chennai – 600 032

... Applicant/ Transferee Company – 2

And

SHRIRAM LI HOLDINGS PRIVATE LIMITED
CIN NO: U72900TN2019PTC132421
No.4, Burkit Road, T. Nagar,
Chennai – 600 017

... Applicant/ Resulting Company – 1

And

SHRIRAM GI HOLDINGS PRIVATE LIMITED
CIN NO: U72900TN2019PTC131795
No.4, Burkit Road, T. Nagar,
Chennai – 600 017

... Applicant/ Resulting Company – 2

And

SHRIRAM INVESTMENT HOLDINGS LIMITED
CIN NO: U65923TN2009PLC071236
Shriram House,
No.4, Burkit Road, T. Nagar,
Chennai – 600 017

... Applicant/ Resulting Company – 3

*Order pronounced on **11th May 2022***

CORAM

Chief Justice (Retd.) RAMALINGAM SUDHAKAR, PRESIDENT
ANIL KUMAR B, MEMBER (TECHNICAL)

For Applicant(s): *K.G. Raghavan, Senior Advocate*
Preeti Mohan, Advocate
Ragha Sudha, Advocate
Anisha Chandrakumar, Advocate

COMMON ORDER

Per: **Chief Justice (Retd.) RAMALINGAM SUDHAKAR, PRESIDENT**

This is an application filed by the Applicant Companies, namely **SHRILEKHA BUSINESS CONSULTANCY PRIVATE LIMITED** *(for brevity "SBCPL" or "Transferor Company – 1")* and **SHRIRAM FINANCIAL VENTURES (CHENNAI) PRIVATE LIMITED** *(for brevity "SFVPL")* and **SHRIRAM CAPITAL LIMITED** *(for brevity "SCL" or "Transferee Company – 1, Demerged Company, or Transferor Company – 2")* and **SHRIRAM CITY UNION FINANCE LIMITED** *(for brevity "SCUF" or "Transferee Company – 3")* and **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED** *(for brevity "STFC" or "Transferee Company – 2")* and **SHRIRAM LI HOLDINGS PRIVATE LIMITED** *(for brevity "SLIH" or "Resulting Company – 1")* and **SHRIRAM GI HOLDINGS PRIVATE LIMITED** *(for brevity "SGIH" or "Resulting Company – 2")* and **SHRIRAM INVESTMENT HOLDINGS LIMITED** *(for brevity "SIHL" or "Resulting Company – 3")* under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with

Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Arrangement and Amalgamation (hereinafter referred to as the "SCHEME") proposed by the Applicant Companies with its Shareholders. The said Scheme is also commonly appended as Annexure '6' to all the Applications.

2. The Applicant Companies in this Company Application has sought for the following relief;

	EQUITY / PREFERENCE SHAREHOLDERS	SECURED CREDITORS	UNSECURED CREDITORS
SBCPL	*To convene meeting*	*NIL*	*NIL*
SFVPL	*To convene meeting*	*NIL*	*NIL*
SCL	*To convene meeting*	*NIL*	*To dispense with*
SCUF	*To convene meeting*	*To convene meeting*	*To convene meeting*
STFC	*To convene meeting*	*To convene meeting*	*To convene meeting*
SLIH	*To convene meeting*	*NIL*	*NIL*
SGIH	*To convene meeting*	*NIL*	*NIL*
SIHL	*To convene meeting*	*NIL*	*NIL*

3. An affidavit in support of the above application is sworn for and behalf of the applicant Companies as follows;

(i) In favour of SGIH by one Mr. C. Mahesh, in the capacity as the Director of the said Company.

(ii) In favour of STFC by one Mr. Vivek Achwal, in the capacity as the Authorized Representative of the said Company.

(iii) In favour of SIHL by one Ms. Subhasri Sriram, in the capacity as the Director of the said Company.

(iv) In favour of SCUF by one Mr. R. Chandrasekar, in the capacity as the Chief Financial Officer of the said Company.

(v) In favour of SBCPL by one Mr. S. Natarajan, in the capacity as the Director of the said Company.

(vi) In favour of SFVPL by one Mr. D.V. Ravi, in the capacity as the Managing Director of the said Company.

(vii) In favour of SLIH by one Mr. Nanda Kishore Sesha Narayanam, in the capacity as Director of the said Company.

(viii) In favour of SCL by one Mr. D.V. Ravi, in the capacity as the Managing Director of the said Company.

4. **SHRILEKHA BUSINESS CONSULTANCY PRIVATE LIMITED CA(CAA)/37(CHE)/2022**

(i) There are 7 (Seven) Equity Shareholders and list of shareholders to this effect is placed at page 280 of the typed set filed along with the Application and sought for a direction to convene / hold the meeting.

(ii) There are NIL Secured and Unsecured Creditors and the certificate issued by the Chartered Accountants to this effect is placed at page 279 of the typed set filed with

the application. Hence the necessary of conducting the meeting does not arise.

5. **SHRIRAM FINANCIAL VENTURES (CHENNAI) PRIVATE LIMITED**
CA(CAA)/38(CHE)/2022

(i) There are 18 (Eighteen) Equity Shareholders and the list of shareholders to this effect is placed at page 324 of the typed set filed along with the Application and sought for a direction to convene / hold the meeting.

(ii) There are NIL Secured and Unsecured Creditors and the certificate issued by the Chartered Accountants to this effect is placed at page 321 of the typed set filed with the application. Hence the necessary of conducting the meeting does not arise.

6. **SHRIRAM CAPITAL LIMITED**
CA(CAA)/40(CHE)/2022

(i) There are 10 (Ten) Equity Shareholders and the list of shareholders to this effect is placed at page 594 to 596 of the typed set filed along with the Application and sought for a direction to convene / hold the meeting.

(ii) There are 3 (Three) Preference Shareholders in the Company holding 5,00,00,000 Redeemable Preference shares with paid value of Rs.50/- each and sought for a direction to convene / hold the meeting.

(iii) There is NIL Secured Creditors and the certificate issued by the Chartered Accountants to this effect is placed at page 588 to 592 of the typed set filed with the

application. Hence the necessary of conducting the meeting does not arise.

(iv) There are 2 Unsecured Creditors in the Company and the list certified by the Chartered Accountant is placed at page No. 593 of the typed set filed along with the application. The consent Affidavit of both the Unsecured creditors have been obtained and placed on record and hence sought for dispensation with convening / holding of meeting of the Creditors.

7. **SHRIRAM CITY UNION FINANCE LIMITED CA(CAA)/36(CHE)/2022**

(i) There are 15,528 (Fifteen Thousand Five Hundred and Twenty-Eight) Equity Shareholders in the Company and sought for a direction to convene / hold the meeting.

(ii) There is 15,546 (Fifteen Thousand Five Hundred and Forty-Six) Secured Creditors in the Company aggregating to the tune of Rs.2,01,42,63,37,515/- and the certificate issued by the Chartered Accountants to this effect is placed in the typed set filed with the application and sought for a direction to convene / hold the meeting.

(iii) There are 1,33,155 (One Lakh Thirty-Three Thousand One hundred and Fifty-Five) Unsecured Creditors in the Company aggregating to the tune of Rs.68,02,63,35,000/- and the certificate issued by the Chartered Accountants to this effect is placed in the

typed set filed with the application and sought for a direction to convene / hold the meeting.

8. **SHRIRAM TRANSPORT FINANCE COMPANY LIMITED**
CA(CAA)/7(CHE)/2022

(i) There are 97,976 (Ninety-Seven Thousand Nine hundred and Seventy-Six) Equity Shareholders in the Company and sought for a direction to convene / hold the meeting.

(ii) There is 76,490 (Seventy-Six Thousand Four Hundred and Ninety) Secured Creditors in the Company aggregating to the tune of Rs.82,945.72 Crore and the certificate issued by the Chartered Accountants to this effect is placed in the typed set filed with the application and sought for a direction to convene / hold the meeting.

(iii) There are 4,40,071 (Four Lakh Forty Thousand and Seventy-one) Unsecured Creditors in the Company aggregating to the tune of Rs.25,641.58 Crore and the certificate issued by the Chartered Accountants to this effect is placed in the typed set filed with the application and sought for a direction to convene / hold the meeting.

9. **SHRIRAM LI HOLDINGS PRIVATE LIMITED**
CA(CAA)/39(CHE)/2022

(i) There are 2 (Two) Equity Shareholders in the Company and the list of Equity shareholders are placed at page No. 232 of the typed set filed along with the Application and sought for a direction to convene / hold the meeting.

(ii) There are NIL Secured and Unsecured Creditors and the certificate issued by the Chartered Accountants to this effect is placed at page 231 of the typed set filed with the application. Hence the necessary of conducting the meeting does not arise

10. **SHRIRAM GI HOLDINGS PRIVATE LIMITED**
CA(CAA)/5(CHE)/2022

(i) There are 2 (Two) Equity Shareholders in the Company and the list of Equity shareholders are placed at page No. 223 of the typed set filed along with the Application and sought for a direction to convene / hold the meeting.

(ii) There are NIL Secured and Unsecured Creditors and the certificate issued by the Chartered Accountants to this effect is placed at page 222 of the typed set filed with the application. Hence the necessary of conducting the meeting does not arise

11. **SHRIRAM INVESTMENT HOLDINGS LIMITED**
CA(CAA)/8(CHE)/2022

(i) There are 7 (Seven) Equity Shareholders in the Company and the list of Equity shareholders are placed at page No. 223 of the typed set filed along with the Application and sought for a direction to convene / hold the meeting.

(ii) There are NIL Secured and Unsecured Creditors and the certificate issued by the Chartered Accountants to this effect is placed at page 231 of the typed set filed with

the application. Hence the necessary of conducting the meeting does not arise

12. We have perused the application and the connected documents / papers filed therewith including the Scheme contemplated by the Applicant companies.

13. From the certificate of incorporation filed, it is evident that the SBCPL is a Private limited company incorporated under the provisions of Companies Act, 2013 on 09.01.2017. The Registered office address of the SBCPL is situated at Shriram House, No.4, Burkit Road, T. Nagar, Chennai – 600 017.

14. From the certificate of incorporation filed, it is evident that the SCL is a limited company incorporated under the provisions of Companies Act, 1956 on 05.04.1974. The Registered office address of the SCL is situated at Shriram House, No.4, Burkit Road, T. Nagar, Chennai – 600 017.

15. From the certificate of incorporation filed, it is evident that the SIHL is a limited company incorporated under the provisions of Companies Act, 1956 on 03.04.2009. The Registered office address of the SIHL is situated at Shriram House, No.4, Burkit Road, T. Nagar, Chennai – 600 017.

16. From the certificate of incorporation filed, it is evident that the SLIH is a private limited company incorporated under the provisions of Companies Act, 2013 on 06.11.2019. The Registered office address of the SLIH is situated at Shriram House, No.4, Burkit Road, T. Nagar, Chennai – 600 017.

17. From the certificate of incorporation filed, it is evident that the SGIH is a private limited company incorporated under the provisions of Companies Act, 2013 on 25.09.2019. The Registered office address of the SCL is situated at No.4, Burkit Road, T. Nagar, Chennai – 600017.

18. From the certificate of incorporation filed, it is evident that the STFC is a limited company incorporated under the provisions of Companies Act, 1956 on 30.06.1979. The Registered office address of the STFC is situated at Sri Towers, Plot No.14A, South Phase, Industrial Estate, Guindy, Chennai – 600 032.

19. From the certificate of incorporation filed, it is evident that the SCUF is a limited company incorporated under the provisions of Companies Act, 1956 on 27.03.1986. The Registered office address of the SCUF is situated at 123, Angappa Naicken Street, Chennai – 600 001.

20. The Applicant Companies has filed its Memorandum and Articles of Association *inter alia* delineating its object clauses as well as their last available Audited Annual Accounts for the year ended 31.03.2020.

21. The Board of Directors of the Applicant Companies has unanimously approved the proposed Scheme as contemplated above and copies of resolutions passed thereon have been placed on record by the applicant companies.

22. The Statutory Auditors of the Transferee Company have examined the Scheme in terms of provisions of Sec. 232 of Companies Act, 2013 and the rules made thereunder and certified that the Accounting Standards are in compliance with Section 133 of the Companies Act, 2013. The Certificate of the Statutory Auditors issued in this regard is placed at each of the typed set filed along with the Application.

23. Taking into consideration the application filed by the Applicant Company and the documents filed therewith as well as the position of law, this Tribunal propose to issue the following directions: -

A. IN RELATION TO THE SBCPL

(i) **With respect to Equity shareholders:**

Meeting of Equity shareholder is directed to be held on **05.07.2022 at 10:00 AM** through video conferencing or at the Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Since it is represented that there is NIL Secured Creditor in the Company, hence the necessity of convening a meeting does not arise.

(iii) **With respect to Unsecured Creditors:**

Since it is represented that there is NIL Unsecured Creditor in the Company, hence the necessity of convening a meeting does not arise.

B. IN RELATION TO SFVPL:

(i) **With respect to Equity shareholders:**

Meeting of Equity shareholder is directed to be held on **05.07.2022 at 11:00 AM** through video conferencing or at the Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Since it is represented that there is NIL Secured Creditor in the Company, hence the necessity of convening a meeting does not arise.

(iii) **With respect to Unsecured Creditors:**

Since it is represented that there is NIL Unsecured Creditor in the Company, hence the necessity of convening a meeting does not arise.

C. IN RELATION TO SCL:

(i) **With respect to Equity shareholders:**

Meeting of Equity shareholder is directed to be held on **05.07.2022 at 12:00 Noon** through video conferencing or at the Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(i) **With respect to Preference shareholders:**

Meeting of Preference shareholder is directed to be held on **05.07.2022 at 1:00 PM** through video conferencing or at the Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Since it is represented that there is NIL Secured Creditor in the Company, hence the necessity of convening a meeting does not arise.

(iii) **With respect to Unsecured Creditors:**

Since it is represented that there are 2 Unsecured Creditor in the Company and the consent Affidavit obtained from both of them are obtained and placed on record, the necessity for convening, holding and conduction of the meeting is *dispensed with*.

D. IN RELATION TO SCUF:

(i) **With respect to Equity shareholders:**

Meeting of Equity shareholder is directed to be held on **06.07.2022 at 10:00 AM** through video conferencing or at the Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Meeting of Secured Creditors is directed to be held on **06.07.2022 at 1:00 PM** through video conferencing or at the Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(iii) **With respect to Unsecured Creditors:**

Meeting of Unsecured Creditors is directed to be held on **06.07.2022 at 4:00 PM** through video conferencing or at the Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

E. IN RELATION TO STFC:

(i) **With respect to Equity shareholders:**

Meeting of Equity shareholder is directed to be held on **04.07.2022 at 10:00 AM** through video conferencing or at the Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Meeting of Secured Creditors is directed to be held on **04.07.2022 at 1:00 PM** through video conferencing or at the Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(iii) **With respect to Unsecured Creditors:**

Meeting of Unsecured Creditors is directed to be held on **04.07.2022 at 4:00 PM** through video conferencing or at the

Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

F. IN RELATION TO SLIH:

(i) **With respect to Equity shareholders:**

Meeting of Equity shareholder is directed to be held on **07.07.2022 at 10:00 AM** through video conferencing or at the Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Since it is represented that there is NIL Secured Creditor in the Company, hence the necessity of convening a meeting does not arise.

(iii) **With respect to Unsecured Creditors:**

Since it is represented that there is NIL Unsecured Creditor in the Company, hence the necessity of convening a meeting does not arise.

G. IN RELATION TO SGIH:

(i) **With respect to Equity shareholders:**

Meeting of Equity shareholder is directed to be held on **07.07.2022 at 11:00 AM** through video conferencing or at the Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Since it is represented that there is NIL Secured Creditor in the Company, hence the necessity of convening a meeting does not arise.

(iii) **With respect to Unsecured Creditors:**

Since it is represented that there is NIL Unsecured Creditor in the Company, hence the necessity of convening a meeting does not arise.

H. IN RELATION TO SIHL:

(i) **With respect to Equity shareholders:**

Meeting of Equity shareholder is directed to be held on **07.07.2022 at 12:00 Noon** through video conferencing or at the Registered office address of the Company or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Since it is represented that there is NIL Secured Creditor in the Company, hence the necessity of convening a meeting does not arise.

(iii) **With respect to Unsecured Creditors:**

Since it is represented that there is NIL Unsecured Creditor in the Company, hence the necessity of convening a meeting does not arise.

24. The quorum for the meeting of the Equity / Preference Shareholders and Unsecured Creditors of the Applicant Company shall be as follows;

	EQUITY / PREFERENCE SHAREHOLDERS	SECURED CREDITORS	UNSECURED CREDITORS
SBCPL	*Equity - 2*	*NIL*	*NIL*
SFVPL	*Equity - 3*	*NIL*	*NIL*
SCL	*Equity – 2* *Preference – 1*	*NIL*	*Dispensed with*

SCUF	*Equity – 25*	*Secured – 25*	*Unsecured – 25*
STFC	*Equity – 25*	*Secured – 25*	*Unsecured – 30*
SLIH	*Equity – 1*	*NIL*	*NIL*
SGIH	*Equity – 1*	*NIL*	*NIL*
SIHL	*Equity – 2*	*NIL*	*NIL*

25. The Chairperson appointed for the meeting to be convened on 04.07.2022 for STFC in respect of Equity Shareholders, Secured Creditors and Unsecured Creditors, shall be **Justice (Retd.) V. Parthiban** *(Mob. No. +91-94440 94401) (email:- parthibanyamuna@gmail.com)* and the alternate chairperson shall be the Director of the said Company. The consolidated fee of the Chairperson for the aforesaid meeting shall be **₹ 2,00,000/-** *(Rupees Two Lakh only)* in addition to meeting his incidental expenses. The Scrutinizer for the aforesaid meeting shall be **Mr. P. Sriram,** *PCS (Mob. No. 99403 3666) (email:- srirampcs@gmail.com)* and shall be entitled for a consolidated fee of **₹ 1,00,000/-** *(Rupees One Lakh only)*. The Chairperson(s) will file the reports of the meetings within a week from the date of holding of the above said meetings.

26. The Chairperson appointed for the meeting to be convened on 05.07.2022 for SBCPL *(Equity)*, SFVPL *(Equity)*, SCL *(Equity, Preference)*, shall be **Mr. R. Natarajan,** *Advocate (Mob. No. +91-*

94446 68342) (email:- natarajanrajagopal1@gmail.com) and the alternate chairperson shall be the Director of the said Company. The consolidated fee of the Chairperson for the aforesaid meeting shall be **₹ 1,00,000/-** *(Rupees One Lakh Only)* in addition to meeting his incidental expenses. The Scrutinizer for the aforesaid meeting shall be **Nithya Pasupathy,** PCS *(Mob. No. 95660 33007) (email:- nithya@prowiscorporate.com)* and shall be entitled for a consolidated fee of **₹ 50,000/-** *(Rupees Fifty Thousand only)*. The Chairperson(s) will file the reports of the meetings within a week from the date of holding of the above said meetings.

27. The Chairperson appointed for the meeting to be convened on 06.07.2022 for SCUF in respect of Equity Shareholders, Secured Creditors and Unsecured Creditors, shall be **Justice (Retd.) V. Bharathidasan** *(Mob. No. +91-94443 83139) (email:- dasanvb@gmail.com)* and the alternate chairperson shall be the Director of the said Company. The consolidated fee of the Chairperson for the aforesaid meeting shall be **₹ 2,00,000/-** *(Rupees Two Lakh only)* in addition to meeting his incidental expenses. The Scrutinizer for the aforesaid meeting shall be **Mr. P. Sriram,** *PCS (Mob. No. 99403 3666) (email: srirampcs@gmail.com)* and shall be entitled for a consolidated fee of **₹ 1,00,000/-** *(Rupees One Lakh only)*. The Chairperson(s) will

file the reports of the meetings within a week from the date of holding of the above said meetings.

28. The Chairperson appointed for the meeting to be convened on 07.07.2022 for SLIH *(Equity)*, SGIH *(Equity),* and SIHL *(Equity)*, shall be **Mr. K.M. Ramesh,** *Advocate (Mob. No. +91 - 94444 14923) (email:- ram6457@gmail.com)* and the alternate chairperson shall be the Director of the said Company. The consolidated fee of the Chairperson for the aforesaid meeting shall be **₹ 1,00,000/-** *(Rupees One Lakh Only)* in addition to meeting his incidental expenses. The Scrutinizer for the aforesaid meeting shall be **Ms. Nithya Pasupathy,** *PCS (Mob. No. 95660 33007) (email:- nithya@prowiscorporate.com)* and shall be entitled for a consolidated fee of **₹ 50,000/-** *(Rupees Fifty Thousand only)*. The Chairperson(s) will file the reports of the meetings within a week from the date of holding of the above said meetings.

29. In case the quorum as noted above, for the above meeting of the Applicant Companies is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the person(s) present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is

filed with the registered office of the applicant companies at least 48 hours before the meeting. The Chairperson and Alternate Chairperson appointed herein along with Scrutinizer shall ensure that the proxy registers are properly maintained. However, every endeavour should be made by the applicant companies to attain at least the quorum fixed, if not more in relation to approval of the scheme.

30. The meetings shall be conducted as per applicable procedure prescribed under the MCA Circular MCA General Circular Nos. (i) 20/2020 dated 5th May, 2020 (AGM Circular), (ii) 14/2020, dated 08.04.2020 (EGM Circular-I) and (iii) 17/2020 dated 13.04.2020 (EGM Circular-II);

31. That individual notices of the above said meetings shall be sent by the Applicant Company through registered post or speed post or through courier or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, the place and the time as aforesaid, together with a copy of Scheme, copy of explanatory statement, required to be sent under the Companies Act, 2013 and the prescribed form of proxy shall also be sent along and in addition to the above any other documents as may be prescribed under the Act or rules may also be duly sent with the notice.

32. That the Applicant Company shall publish advertisement with a gap of atleast 30 clear days before the aforesaid meetings, indicating the day, date and the place and time as aforesaid, to be published in the English Daily *"Indian Express"* (All India Edition), and *"Dina Mani" Tamil* (Tamil Nadu Edition) in Vernacular stating the copies of Scheme, the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and the form of proxy shall be provided free of charge at the registered office of the respective Applicant Companies.

33. The Chairperson shall as aforestated be responsible to report the result of the meeting within a period of 3 days of the conclusion of the meeting with details of voting on the proposed scheme.

34. The companies shall individually send notice to concerned Regional Director, MCA, the Income Tax Authorities, Registrar of Companies Chennai, Official Liquidator in respect of Transferor Company, Reserve Bank of India, Securities Exchange Board of India, Bombay Stock Exchange, as well as other Sectoral regulators who may have significant bearing on the operation of the applicant companies or the Scheme *per se* along with copy of required documents and disclosures required under the provisions of Companies Act, 2013 read with Companies (Compromises, Arrangements, Amalgamations) Rules, 2016.

35. The applicant companies shall further furnish copy of the Scheme free of charge within 1 day of any requisition for the Scheme made by every creditor or member of the applicant companies entitled to attend the meetings as aforesaid.

36. The Authorized Representative of the Applicant Companies shall furnish an affidavit of service of notice of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meetings.

37. All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.

38. All the Applications stand **allowed** on the aforesaid terms.

-Sd-
B. ANIL KUMAR
MEMBER (TECHNICAL)

-Sd-
Justice RAMALINGAM SUDHAKAR
Hon'ble PRESIDENT

Raymond