



Ref: VTL/NSE-BSE/August,2021

August 19, 2021

Voltamp Transformers Limited

To, NATIONAL STOCK EXCHANGE OF INDIA LTD Listing Department "Exchange Plaza," Bandra –Kurla Complex, Bandra (E), Mumbai 400 051 Scrip Code: VOLTAMP EQ	To, BSE LIMITED Department of Corporate Services, Floor 1, Rotunda Building, P J Towers, Dalal Street, Mumbai 400 001 Scrip Code: 532757
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Dear Sirs,

Sub: Update on Scheme of Amalgamation between Kunjal Investments Private Limited ('Transferor Company') and Voltamp Transformers Limited ('Transferee Company') and their respective shareholders and creditors under sections 230 - 232 of the Companies Act, 2013 read with Companies (Compromise, Arrangements and Amalgamations) Rule, 2016, ('Scheme').

In captioned subject, we are pleased to inform you that, the Hon'ble National Company Law Tribunal, Ahmedabad bench ("NCLT"), has sanctioned the Scheme of Amalgamation between Kunjal Investments Private Limited ('Transferor Company') and Voltamp Transformers Limited ('Transferee Company') and their respective shareholders and creditors under sections 230 - 232 of the Companies Act, 2013 read with Companies (Compromise, Arrangements and Amalgamations) Rule, 2016, on August 16, 2021 vide order no. C.P. (CAA)/26(AHM) 2021 IN C.A.(CAA) 12(AHM) 2021 dated 16th August, 2021. Signed copy of order is received by Company on August 18, 2021.

The certified copy of the order sanctioning the scheme is awaited. The Scheme will become effective upon filing of the certified copy of the NCLT order with Registrar of Companies, Ahmedabad.

The above is for your information.

Thanking you,
Yours faithfully,
FOR VOLTAMP TRANSFORMERS LTD.


SANKET RATHOD
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl : As above

IN THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD
COURT - 1

ITEM No 138

C.P.(CAA)/26(AHM)2021 in C.A.(CAA)12(AHM)2021

Order under Section 230-232

IN THE MATTER OF:

Kunjai Investments Pvt Ltd
Voltamp Transformers Ltd

.....Applicant

.....Respondent

Order delivered on 16.08.2021

Coram:

Madan B. Gosavi, Hon'ble Member(J)
Virendra Kumar Gupta, Hon'ble Member(T)

PRESENTS:

For the Applicant :
For the IRP/RP :
For the Respondent :

ORDER

The case is fixed for pronouncement of order.

The order is pronounced in open Court vide separate sheet.


(VIRENDRA KUMAR GUPTA)
MEMBER (TECHNICAL)

Prakash


(MADAN B GOSAVI)
MEMBER (JUDICIAL)

IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD, COURT - 1

C.P. (CAA) No.26/NCLT/AHM/2021
IN
CA (CAA) NO.12/NCLT/AHM/2021

[A Company Petition filed under Section 230-232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016]

Kunjai Investments Private Limited
A company incorporated under the
Provisions of the Companies Act, 1956
Having its Registered Office at
NIRAMAYA, Bhaili Raipura Road,
Bhaili, Vadodara-391410, Gujarat

.... Petitioner Company 1/
Transferor Company

Voltamp Transformers Limited,
A Company incorporated under
The Companies Act, 1956
Having its Registered Office at
Makarpura, Vadodara- 390014
Gujarat

.... Petitioner Company 2/
Transferee Company
(hereinafter referred as Petitioner Companies)

Order Reserved on 3rd August, 2021
Order Pronounced on 16th August, 2021

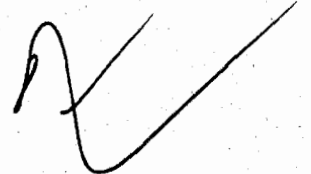
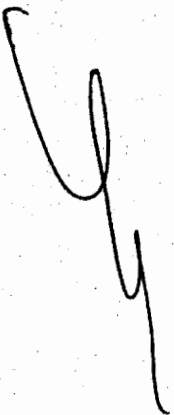
Coram: Madan B. Gosavi, Member (Judicial)
Virendra Kumar Gupta, Member (Technical)

Appearance:

Learned Senior Counsel Mr. Navin Pahwa along with Learned Counsel Mr. Ravi Pahwa, for the Petitioner Company.

ORDER
[Per Bench]

1. This petition has filed under Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as Petitioner Companies) by the Petitioner M/s. Kunjal Investments Private Limited (Petitioner company 1 / transferor Company) and M/s. Voltamp Transformers Limited) seeking sanction of scheme of amalgamation of M/s Kunjal investments Private Limited with M/s. Voltamp Transformers Limited (Petitioner Company 2 / transferee company).



2. The petitioners filed Company application being CA (CAA) No. 12/NCLT/AHM/2021 before this Tribunal sought dispensation of meeting of Equity Shareholders of Petitioner Company 1, there are no creditors of Petitioner Company 1, hence, there was no question of holding any meetings of Secured Creditor and Unsecured Creditors of Petitioner Company 1. Further the Petitioner companies sought directions for convening and holding of the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of Petitioner Company 2, for the purpose of considering and if thought fit, approving, with or without modification, a Scheme of Amalgamation of Kunjal Investments Private Limited with Voltamp Transformers Limited and their respective shareholders and creditors. The scheme of amalgamation shall be effected from the date of appointment as mention in the scheme.
3. By an order dated 24.03.2021 passed by this Tribunal in CA (CAA) No. 12/NCLT/AHM/2021, this Tribunal had dispensed the meeting of Equity Shareholders of Petitioner Company 1. This Tribunal declared that since there are no creditors of the Petitioner Company 1, the question of convening and holding of meeting of Creditors of Petitioner Company 1 does not arise. This Tribunal further directed convening and holding the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of Petitioner Company 2.
4. This Tribunal was further pleased to direct issuance of notices to statutory authorities viz. Regional Director, Registrar of Companies, Income-Tax Authorities, Official Liquidator (in case of Transferor Company), BSE, National Stock Exchange of India Limited and Reserve Bank of India (in case of Transferee Company). It is also directed to the Petitioner Companies to publish the notice of meetings in two newspapers as per Section 230(3) and Rules thereunder.
5. In compliance to the order dated 24.03.2021, the petitioner companies sent notices to statutory authorities, the petitioners also published notice of meetings in English Daily 'Financial Express' and Gujarati Daily 'Vadodara

Samachar', having circulation in Vadodara on 26.03.2021. The Petitioner Companies also filed affidavit of service as well as publication of meetings.

6. In compliance of the order dated 24.03.2021 passed by this Tribunal in CA (CAA) No. 12 of 2021, notice of the meetings was sent individually to the Equity Shareholders, Secured Creditors and Unsecured Creditors of Petitioner Company 2 together with a copy of the Scheme of Arrangement and of the statement required by Section 230 of the Companies Act, 2013.
7. Separate meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Petitioner Company 2 were duly convened on 27.04.2021 through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM"). The Chairperson of the Meetings has filed respective reports to the Tribunal. As per the Chairman Report, it shows that the proposed scheme of amalgamation has been approved in the meetings by the respective shareholders and creditors.
8. It is submitted that the Transferor Company is a NBFC and hence, the Transferor Company took No Objection certificate from Reserve Bank of India. The copy of no objection certificate issued by RBI is annexed with the petition.
9. It is submitted that the Petitioner Company No. 2 is a listed company. The Petitioner Company 2 submitted the Draft Scheme of Amalgamation of Kunjal Investments Private Limited with Voltamp Transformers Limited and their respective shareholders and creditors with Bombay Stock Exchange and with National Stock Exchange Limited for its approval, as per SEBI circular No. CFD/DIL3/CIR /2017 /21dated 10th March, 2017. In pursuance to the same, Bombay Stock Exchange as well as and with National Stock Exchange Limited vide separate communications dated 25.02.2021 has given their no objection to the Scheme of Amalgamation with certain comments. The Counsel for the Petitioner companies submitted that the stipulations contained in the aforesaid letters of NSE & BSE has been complied by the Petitioner company no.2.

10. Apropos to the order dated 24.03.2021, Regional Director file it's observations vide letter dated 04.05.2021 wherein the following observation has been made by Regional Director (RD):-

- (i) The first observation relates to compliance with SEBI circulars as well as the directions which are conveyed through letters of BSE and NSE.
- (ii) The second observation made by Regional Director (RD) in respect to compliance with FEMA and RBI guidelines as Foreign National / NRI / Foreign bodies cooperate are holding shares in transferee company and Regional Director (RD) is not aware that whether compliance with FEMA and RBI guidelines complied or not. Hence, Regional Director (RD) prayed from this Tribunal for direction to the Petitioner companies for compliance of guidelines of FEMA & RBI.
- (iii) The third observation made by the Regional Director (RD) in respect to the non-compliance of Section 135 of Companies Act, 2013 as transferee companies eligible, and failed to spent CSR expenditure of 14.44 lakhs, Rs.59.76 lakhs and Rs.75.7 lakhs and 14.92 lakhs i.e total amount of Rs.150.45 lakhs during F.Y. 2016-2017, 2017-2018, 2018-2019, 2019-2020, hence, Regional Director (RD) prayed from this Tribunal for direction to the transferee company to clarify the observation made by the Regional Director (RD) in this regard.
- (iv) The 4th observation made by Regional Director (RD) in respect to the payment of fee of stamp duty on enhanced share capital, if any, after coming this scheme into effect.

11. The Official Liquidator has filed its report to the proposed scheme of amalgamation wherein the Official Liquidator made observation that transferor company have fixed appointment date as 01.06.2020, accordingly, financial account i.e balance-sheet for the period from 01.04.2020 to 31.05.2020 should be filed before the Registrar of Companies (ROC) Gujarat. Hence, Official Liquidator prayed from this Tribunal to direct the transferor company to comply with the aforesaid observations. No other adverse observations were made by the Official Liquidator in its report.

12. In response to the representation dated 04.05.2021, an affidavit dated 08.06.2021 has been filed by the Petitioner Companies and dealt the observations made by Regional Director (RD) as well as Official Liquidator as under;

- (i) With regards to first observation, it is submitted that the Petitioner Transferee Company has complied with the said SEBI circulars as well as the directions which are conveyed through letter dated 25.02.2021 issued by BSE and NSE.
- (ii) With regards to second observation, it is submitted that the Petitioner Transferee Company has complied with the applicable provisions of FEMA and RBI guidelines.
- (iii) With regards to third observation, it is submitted that the Registrar of Company has recorded in his report that the Transferee Company has failed to comply with Section 135 of the Companies Act, 2013 which provides for spending of certain amount out of the net profit towards Corporate Social Responsibility. It is submitted that the Transferee Company has duly complied with the provisions of the Section 135 of the Companies Act, 2013 for the FY 2016-17, 2017-18, 2018-19 and 2019-20. The Company has provided details for the amount spent towards CSR Activities by the Company and has also provided reasons for not spending the remaining amount during the respective Financial years. Hence, the Company has duly complied with the provisions of Section 135 of the Companies Act, 2013. It is submitted that the Registrar of Companies is free to levy penalty on the petitioner Transferee Company, if applicable. It is further submitted that spending or non-spending amount from net profit towards corporate social responsibility will not affect the Scheme in any manner whatsoever. Moreover, the same relates to the Transferee Company and upon sanctioning of the Scheme, the Transferee Company will survive.

- (iv) In response to last observation, it is submitted that the Petitioner transferee company has undertaken to pay the stamp duty on enhanced share capital, if any, arise after coming into effect of the scheme.
- (v) In response to the observation of Official Liquidator, the Petitioner companies submitted that the observation of the Official Liquidator has been complied and balance sheet for the period from 01.04.2020 to 31.05.2020 has been filed to Registrar of Companies (ROC).
13. No representations have been received from any other statutory authorities.
14. The petitioner's companies, thereafter, filed Petition being CP (CAA) No. 26/NCLT/AHM/2021 before this Tribunal seeking sanction of the Scheme.
15. This Tribunal, by order dated 04.05.2021 admitted the aforesaid petition and directed issuance of notices to Regional Director, ROC, Income Tax authorities and Official Liquidator (in case of Transferor Companies) informing the date of hearing. The Tribunal also directed publication of notice of hearing of the petition in the English Daily "Financial Express" and Gujarati Daily "Vadodara Samachar", both having circulation in Vadodara not less than 10 days before the date fixed for hearing, calling for objections, if any, on or before the date of hearing.
16. Pursuant to the order dated 04.05.2021 passed by the Tribunal, the petitioner-companies published the notice of hearing of the petition in the English Daily "Financial Express" and Gujarati Daily "Vadodara Samachar" both having circulation in Vadodara. The notice in respect of hearing of the Company Petition was served upon all concerned statutory authorities. Affidavit to that effect is also filed on behalf of the petitioner-companies.
17. Pursuant to the order dated 04.05.2021 and issuance of notices to the statutory authorities and publication of the notice in the local dailies, no representation is received.

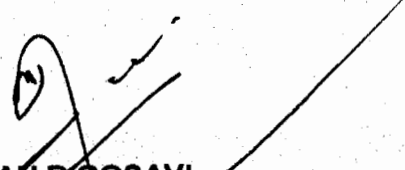
18. In compliance with the proviso to sub-section (3) of Section 232 of the Companies Act, 2013, certificate from the Statutory Auditors of the Petitioner companies dated 27.02.2021 confirm that the Accounting Treatment as proposed under the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
19. Heard Learned Senior Advocate Mr. Navin Pahwa along with Mr. Ravi Pahwa, for M/s. Thakkar & Pahwa, Advocates, for the petitioner-companies. Considering the entire facts and circumstances of the case and on perusal of the Scheme, the documents produced on record, this Tribunal is of the opinion that the requirements of the provisions of Sections 230 and 232 of the Companies Act, 2013 are satisfied. The Scheme appears to be genuine and bonafide and in the interest of the shareholders and creditors.
20. In the result, the petition is allowed. The Scheme of arrangement of amalgamation is annexed herewith as **ANNEXURE-A** is hereby sanctioned. It is declared that the same shall be binding on the petitioner- companies namely, Kunjal Investments Private Limited and Voltamp Transformers Limited and their respective shareholders and creditors.
21. All the property annexed as **ANNEXURE-B**, rights and powers of the transferor companies specified in the schedule hereto and all the property, rights and powers of the transferor companies be transferred without further act or deed to the transferee company and accordingly, the same shall pursuant to section 232 of the Act, be transferred to and vested in this Transferee Company for all the estate and interest of the transferor company therein but subject nevertheless to all charges now affecting the same [other than (here set out any charges which by virtue of the compromise or arrangement are to cease to have effect)].
22. All the liabilities and duties of the transferor companies be transferred without further act or deed to the transferee company and accordingly, the same shall

pursuant to section 232 of the Act, be transferred to and become the liabilities and duties of the transferee company.

23. It is declared that the Petitioner Transferor Companies M/s. Kunjal Investments Private Limited shall stand dissolved without winding up proceedings.
24. The legal fees/ expenses of the office of the Regional Director are quantified at Rs. 25,000/-in respect of both the petitioner companies. The said fees to the Regional Director shall be paid by the Petitioner Company 2.
25. The legal fees/ expenses of the office of the Official Liquidator are quantified at Rs. 10,000/- in respect of the petitioner Transferor Company. The said fees to the Official Liquidator shall be paid by the Petitioner Company 2.
26. All concerned authorities to act on a copy of this order along with the Scheme duly authenticated by the Registrar of this Tribunal. The Registrar of this Tribunal shall issue the certified copy of this order along with the Scheme immediately.
27. The petitioner companies are further directed to file a copy of this order along with the copy of the Scheme with the concerned Registrar of Companies, electronically, along with INC-28 in addition to physical copy as per relevant provisions of the Act.
28. All proceedings now pending by or against the transferor companies be continued by or against the transferee company.
29. In view of the above, the Company Petition CP (CAA) 26 of 2021 in C.A. 12 of 2021 is allowed and disposed of. No order as to costs.


(VIRENDRA KUMAR GUPTA)
MEMBER (TECHNICAL)

Prakash / RB


(MADAN B GOSAVI)
MEMBER (JUDICIAL)