

October 05, 2023

BSE Limited

Corporate Relationship Manager,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 505509

National Stock Exchange of India Limited

Exchange Plaza, C - 1, Block G,
Bandra-Kurla Complex,
Bandra (East),
Mumbai - 400 051
Stock Symbol: RESPONIND

Sub: Announcement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Submission of Hon'ble NCLT Order dated 04.10.2023 sanctioning the Scheme of Amalgamation of Axiom Cordages Limited ("Transferor Company") with Responsive Industries Limited ("Transferee Company") ("the Scheme") and their respective shareholders

Dear Sir/ Madam,

We are pleased to inform you that, the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble NCLT') vide its order dated October 04, 2023, [Ref: C.P.(CAA)/173(MB)2023 in C.A.(CAA)/55(MB)2022] has sanctioned the Scheme of Amalgamation of Axiom Cordages Limited ("Transferor Company") with Responsive Industries Limited ("Transferee Company") ("the Scheme") and their respective shareholders.

We would further like to inform you that in terms of Clause 24.1.5 of the Scheme, the Company would be filing/intimating the said order of Hon'ble NCLT with the Registrar of Companies ("ROC"), Mumbai in Form INC-28 within 30 days of the receipt of the certified copy of the said order.

A copy of the Hon'ble NCLT Order dated 04.10.2023 is attached herewith.

The said information is also available on the website of the Company at www.responsiveindustries.com. This is for your information and records.

For Responsive Industries Limited



Mohini Sharma
Company Secretary & Compliance Officer

Encl: as above

RESPONSIVE INDUSTRIES LIMITED

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Boisar (East), Tal. Palghar, Dist.
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CIN NO. L65100MH1982PLC027797

**IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH-I**

**CP (CAA)/173/MB-I/2023
IN
CA (CAA)/55/MB/2022**

*In the matter of
the Companies Act, 2013;*

AND

In the Matter of

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

AND

*In the matter of Amalgamation
of*

Axiom Cordages Limited
("Transferor Company")

With

Responsive Industries Limited
("Transferee Company")

And

their respective Shareholders

Axiom Cordages Limited
[CIN: U25209MH1999PLC119427]

... Petitioner Company No. 1

Responsive Industries Limited
[CIN: L65100MH1982PLC027797]

... Petitioner Company No. 2

Order delivered on: **04.10.2023**

Coram:

Shri Prabhat Kumar
Hon'ble Member (Technical)

Shri Virendrasingh G. Bisht
Hon'ble Member (Judicial)

Appearances :

For the Petitioner

:

Mr. Ahmed M Chunawala
a/w Adv Nishit Dhruva, Adv
Prakash Shinde, Ad.
Khushbu Chhajed & Adv
Meghna Arvind i/b MDP &
Partners.

For the Regional Director (WR) :

Mr. Tushar Wagh,
Deputy Director.

ORDER

Per: Prabhat Kumar, Member (Technical)

1. Heard the Learned Counsel for the Petitioner Companies. Neither objector, except otherwise stated, has come before this Tribunal to oppose the Scheme and nor has any party controverted any averments made in the Petitions to the said Scheme.
2. The sanction of the Tribunal is sought under Sections 232 read with Section 230 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and the rules framed there under for the Scheme of Amalgamation of Axiom Cordages Limited, the Transferor Company with Responsive Industries Limited, the Transferee Company and their respective Shareholders.

3. The Petitioner Companies have approved the said Scheme of Amalgamation by passing the Board Resolutions dated 26th November, 2021.
4. That these Petitions have been filed in consonance with the Order passed in the Company Scheme Application i.e. CA(CAA)/55/MB/2022 of the Hon'ble Tribunal. The Petitioner Companies have complied with all requirements as per directions of the National Company Law Tribunal, Mumbai Bench and they have filed necessary affidavits of compliance in the National Company Law Tribunal, Mumbai Bench.
5. That the First Petitioner Company is engaged in the business of articles made out of plastics/polymers including production and supply of synthetic ropes, which are used in the shipping industry, construction industry etc. The Second Petitioner Company is *inter alia* engaged in the business of manufacturing, production, processing, trading and dealing in all varieties, characteristics, descriptions, strength, applications, colours and uses of plastic good/ PVC products and materials including lumps, powders, pipes, films, tubes, fibers, twines, laminates, granules sheets, blocks, chips, flakes, bars, flooring, sheets rigid their compounds, by products, co- products, formulation, intermediaries, ingredients, residues, mixtures and blends made of PVC, polymers, nylons, HDPE, PP, LDPE, Polystyrene, monomers, elastomers, resins and polyesters. The Second Petitioner

Company is also engaged in processing, producing and manufacturing synthetic cables, ropes and products.

6. **Consideration** for the Scheme :

The Learned Counsel for the Petitioner Companies submits that upon coming into effect of the Scheme and in consideration for the Amalgamation, the Transferee Company shall, without any further application or deed, issue and allot its equity shares, credited as fully paid up, to all the eligible equity shareholders of the Transferor Company (other than the Transferee Company) whose names appear in the register of members of the Transferor Company as on the Record Date to be fixed in that behalf for the purpose of reckoning names of equity shareholders of the Transferor Company ("*Transferor Company Shareholders*"), in the following ratio:

"100 (One Hundred) equity shares of the Transferee Company of Re. 1 each, fully paid up to be issued for every 81 (Eighty One) equity shares of Rs. 10 each held by Transferor Company Shareholders" (the "Share Exchange Ratio").

The equity shares of the Transferee Company issued and allotted to the Transferor Company Shareholders based on the Share Exchange Ratio provided above shall be referred to as "Amalgamation Consideration Shares".

7. The rationale for the Scheme of Amalgamation is as under:

The proposed amalgamation would accomplish the following benefits:

- i. Reduction in number of entities;
- ii. Reducing administrative costs;
- iii. Integration of operations;
- iv. Rationalisation of administrative, operative and marketing costs;
- v. Simplification of the group structure;
- vi. Lesser administrative and procedural compliance;
- vii. Enhanced financial strength and flexibility;
- viii. Efficient management control and systems; and
- ix. Cost saving in fees/ duties payable on statutory and procedural compliance.

It is believed that the Proposed Scheme will allow a more focused growth strategy which would be in the best interests of all the stakeholders.

8. The Regional Director has filed his Report dated 10th August 2023 making certain observations and the Petitioner Companies have undertaken/made following submission that :-

- a. The Petitioner Companies viz. Axiom Cordages Limited ("Transferor Company") and Responsive Industries Limited ("Transferee Company") have filed Form GNL-1

with the Registrar of Companies (ROC) Mumbai on 29.08.2023 and the details of the same are given below:

Transferor Company i. e. Axiom Cordages Limited E-form GNL-1 filed vide SRN F63603484 on 29.08.2023. Transferee Company i.e. Responsive Industries Limited E-form GNL-1 filed vide SRN F63601835 on 29.08.2023.

- b. The Scheme of Amalgamation was duly approved by the equity shareholders of both Transferor and Transferee Company unanimously at their respective Meetings held on 06.06.2023 convened as per the directions given by the Hon'ble NCLT vide its order dated 28.04.2023.
- c. The creditors of the Transferor Company will not be affected by the Scheme since the assets of the Transferor and Transferee companies (taken together are more than the liabilities of the Transferor and Transferee Companies (taken together). Further even the creditors of the Transferee Company will not be affected by the Scheme since the assets of the Transferor Company are more than the liabilities of the Transferor Company. Further post the amalgamation, the assets of the Transferee Company shall be greater than its liabilities as specified in clause 1.5 of the Scheme of Amalgamation.
- d. There are no Secured Creditors in the Transferor company, however, as per MCA21 portal one Charge for Rs.2,40,00,00,000/- of SBICAP Trustee Company Ltd is open.

- e. The Petitioner Company No. 1 has not availed any loan from bank. However, the second charge created over the leasehold rights held from Petitioner Company No. 2 and for which form e- form CHG-1 has been filed by the Petitioner Company No. 2 and the same has been provided.
- f. The Transferee Company shall comply with the provisions of section 232(3)(i) of the Companies Act, 2013 through appropriate affirmation in respect of fees payable by Transferee Company for increase of share capital on account of merger of transfer of companies to the extent applicable.
- g. In compliance of Accounting Standard-14 or IND-AS 103, as may be applicable, the resultant company shall undertake to pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards including AS-5 or IND AS-8 etc.
- h. The Scheme enclosed to the Company Application and Company Petition are one and same and there is no discrepancy, or no change is made.
- i. The Petitioner Companies shall comply with the requirements as clarified vide circular no. F No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.
- j. The Petitioner Companies shall comply with the directions of the concerned sectoral Regulatory, if any.

- k. Responsive Industries Limited is a listed Transferee Company and the Petitioner Transferee Company shall comply with SEBI (LODR) Regulations, 2016 and the Transferee Company has submitted the notice of final hearing to BSE/NSE and confirm that no observations have been made by BSE/NSE till the date of this affidavit.
- l. The Petitioner Companies shall comply with the provisions of section 90 of Companies Act, 2013 r/w. Companies (Significant Beneficial Owners) Amendment Rules, 2019, thereunder and to file Form BEN- 2 for declaring name of the significant beneficial owner with concerned ROC.
- m. Form BEN-2 has already been filed by the Petitioner Companies and provided therein to the Company Petition.
9. The Regional Director, Mumbai appeared through its representative and submitted that their observations/ objections have been satisfactorily explained by the Petitioner Companies and are acceptable to them. Hence, the Regional Director does not have any further objection to the proposed Scheme Company Petition.
10. The Official Liquidator has filed his report on 9th August, 2023 in the Company Scheme Petition i.e. CP (CAA)/173/MB-IV/2023, inter alia, stating therein that the affairs of the Transferor Company have been conducted in a proper manner not prejudicial to the interest of the Shareholders of the Transferor Companies and that the

representation of the Official Liquidator may be taken on record by this Hon'ble Tribunal.

11. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy considering that no objection has so far been received from any authority or creditors or members or any other stakeholders.
12. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition No. 173 of 2023 is made absolute in terms of clauses XIII (A) to (D) of the said Company Scheme Petition.
13. The First Petitioner Company be dissolved without winding up.
14. Petitioner Companies are directed to file a copy of this Order along with a copy of the Scheme of Amalgamation with the concerned Registrar of Companies, electronically along with E-Form INC-28, in addition to physical copy within 30 days from the date of receipt of the Order from the Registry.
15. The Petitioner Companies to lodge a copy of this Order and the Scheme duly authenticated by the Deputy Registrar or Assistant Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable within 60 days from the date of receipt of the Order, if any.

16. All authorities concerned to act on a copy of this Order along with Scheme duly authenticated by the Deputy Director or Assistant Registrar, National Company Law Tribunal, Mumbai.
17. The Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this scheme and, it shall be open to the income tax authorities to take necessary action as possible under the Income Tax Law.
18. The Appointed Date is 1st April, 2021.
19. Ordered Accordingly.

Sd/-

Prabhat Kumar
Member (Technical)

Sd/-

Virendrasingh G. Bisht
Member (Judicial)