

Ref No.: EIL/SEC/2023-24/79

7th March 2024

The Calcutta Stock Exchange Limited 7 Lyons Range Kolkata - 700 001 CSE Scrip Code: 15060 & 10015060	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 BSE Scrip Code: 500 086
National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: EXIDEIND	-

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") of the judicial pronouncement by the Hon'ble National Company Law Tribunal, Kolkata bench, approving the Scheme of Amalgamation of Wholly Owned Subsidiaries

Dear Sir/ Madam,

This is in furtherance to our communications dated 12th December 2022 and 17th March 2023 under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in connection with the Scheme of Amalgamation between two wholly owned subsidiary companies i.e. Exide Energy Solutions Limited ("EESL" / "Transferee Company") and Exide Energy Private Limited ("EEPL" / "Transferor Company").

In this regard, we are pleased to inform you that the order sanctioning the Scheme was orally pronounced by the Hon'ble National Company Law Tribunal, Kolkata Bench on 6th March 2024. The copy of the Order was uploaded on the website of the NCLT on 7th March 2024 and is enclosed herewith. The certified copy of the said order of NCLT is awaited.

The Scheme shall become effective upon filing of the certified copy of the order with the Registrar of Companies.

We request you to take the same on record.

Thanking you.

For Exide Industries Limited

Jitendra Kumar

Company Secretary & President- Legal & Corporate Affairs

ACS No. 11159

Encl: as above

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT-II**

CP (CAA) No. 187/KB/2023

Connected with

CA (CAA) No. 114/KB/2023

In the matter of:

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

-And-

In the matter of:

The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

-And-

In the matter of:

EXIDE ENERGY PRIVATE LIMITED (formerly known as Exide Leclanche Energy Private Limited) [CIN: U74999WB2018PTC259348], unlisted limited liability company incorporated under the provisions of the Companies Act, 2013 having its registered office at Exide House 59E, Chowringhee Road, Kolkata 700020, West Bengal.

...Transferor Company/Petitioner Company No. 1

-And-

EXIDE ENERGY SOLUTIONS LIMITED [CIN: U31100WB2022PLC252459], an unlisted limited liability company incorporated under the provisions of Companies Act, 2013 having its registered office at Exide House 59E, Chowringhee Road, Kolkata 700020, West Bengal.

...Transferee Company/Petitioner Company No. 2

In the matter of:

1. EXIDE ENERGY PRIVATE LIMITED

...Transferor Company/Petitioner Company No. 1

2. EXIDE ENERGY SOLUTIONS LIMITED

...Transferee Company/Petitioner Company No. 2

Coram:

Smt. Bidisha Banerjee: Member (Judicial)

Shri D.Arvind: Member (Technical)

Appearances:

For the Petitioners: Soorjya Ganguli, Advocate
Pooja Chakrabarti, Advocate
Kiran Sharma, Advocate
Aritra Deb, Advocate
Devanshi Prasad, Advocate

Order pronounced on: 06/03/2024

ORDER

Per: [Bidisha Banerjee], Member [Judicial]:

1. Ld. Counsel for the Petitioners is present. The court convened through hybrid mode.
2. The instant petition has been filed under Section 230(6) read with section 232(3) of the Companies Act, 2013 ('Act') for sanction of the Scheme of Amalgamation of Exide Energy Private Limited ('Transferor Company/Petitioner Company No. 1') into and with Exide Energy Solutions Limited ('Transferee Company/Petitioner Company No. 2') (collectively referred to as "Petitioner Companies") whereby and whereunder the Transferor Company is proposed to be amalgamated into and with the Transferee Company from the *Appointed Date, viz. April 1, 2023* in the manner and on the terms and conditions stated in the said Scheme of Amalgamation ('Scheme of Amalgamation/Scheme'). (Annexure A at pages 48 to 87 of the Petition).
3. The Petition herein has now come up for final hearing. Learned Counsel for the Petitioners submits as follows:
 - a. The Scheme was approved unanimously by the Board of Directors of the Petitioner Companies, respectively at their meetings held on March 17, 2023.
 - b. The circumstances and/or grounds that have necessitated and/or justified the Scheme of Amalgamation and the advantages thereof as detailed in the Scheme of Amalgamation *inter alia* include:
 - (a) The Transferor Company/Petitioner Company No. 1 and the Transferee Company/Petitioner Company No. 2 believe that the combination of financial, managerial, marketing, distribution and technical resources, personnel,

capabilities, skills, expertise, infrastructure, assets and technologies of each of the Petitioner Companies pooled in the merged entity, will lead to optimum use of infrastructure, cost reduction and enhance efficiencies, productivity gains and logistic advantages, thereby significantly contributing to the future growth and maximizing value for their shareholders and other stakeholders including but not limited to customers, lenders, and employees.

- (b) The Petitioner Companies will be able to share best practices and cross-functional learnings.
- (c) More efficient utilization of capital for enhanced development and growth of the consolidated business under a single entity.
- (d) Marketing and distribution network of the Petitioner Companies can be collaborated.
- (e) The Scheme of Amalgamation would result in the following synergies:
 - i. The Petitioner Companies are part of the same group carrying out similar businesses. Hence, the Scheme will ensure simplified and streamlined management and organizational structure and business processes by reducing the number of legal entities in the group structure which will significantly reduce multiplicity of legal and regulatory compliances and the related complexities and costs therein. The Scheme will further enhance the business oversight and eliminate duplicative communication and co-ordination efforts across multiple entities leading to better administration and standardization.
 - ii. Realization of benefits of greater synergies and economies of scale for the business of the Transferee Company/Petitioner Company No. 2 yielding beneficial results.
 - iii. Reducing time and efforts for consolidation of financials at the group level.
- c. The assets of the Transferee Company/Petitioner Company No. 2 and the Transferor Company/Petitioner Company No. 1 are sufficient to meet all their liabilities and the Scheme of Amalgamation shall not prejudicially affect the rights or interests of the creditors of the Petitioner Companies, in any manner.

- d. A valuation report dated March 17, 2023 has been prepared by C.A Sejal Agrawal, Chartered Accountants, Registered Valuer recommending Share Exchange Ratio to the Board of Directors of the Transferee Company/Petitioner Company No. 2. **[Annexure J at at pages 274 to 296 of the Petition]**
 - e. The Scheme of Amalgamation does not contain or provide for corporate debt restructuring. The present Scheme of Amalgamation does not provide for any compromise with the creditors of the Petitioner Companies.
 - f. The Statutory Auditors of the Transferee Company/Petitioner Company No. 2 have confirmed that the accounting treatment contained in the Scheme is in compliance with applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 and other generally accepted accounting principles. **(Annexure Q at pages 319 to 321 of the Petition).**
 - g. No investigation proceedings are pending against any of the Petitioner Companies, including but not limited to proceedings under Sections 235 to 251 of the Act, or Sections 217, 219, 221, 224 and 225 of the Act.
 - h. The shares of the Petitioner Companies are not listed on any of the stock exchanges.
 - i. By an Order dated August 29, 2023 passed in Company Application C.A. (CAA) No. 114/KB/2023, this Tribunal made the following directions with regard to meetings of shareholders and creditors under Section 230(1) of the Act:-
 - i. Meetings dispensed:**

Meetings of the Equity Shareholders, Preference Shareholders, Secured Creditors and Unsecured Creditors of the Transferor Company/Petitioner Company No.1 and meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Transferee Company/Petitioner Company No. 2 are dispensed with under Section 230(1) read with Section 232(1) of the Act.
 - ii. Meetings required to be convened:**

No Meeting is required to be convened.
4. Thereafter, the Petitioner Companies have filed the instant Company Petition being C.P. (CAA) No. 187/KB/2023 for sanctioning the Scheme of Amalgamation. This Tribunal

heard the Ld. Counsel for the Petitioner Companies and passed Order dated November 28, 2023 whereby this Tribunal directed the Petitioner Companies to serve notice under Section 230(5) of the Act along with all the accompanying documents, including a copy of the aforesaid Company Petition with the Scheme of Amalgamation annexed thereto, and explanatory statement under the applicable provisions of the Act upon the Regional Director, Eastern Region, Ministry of Corporate Affairs; Registrar of Companies and Income Tax Department having jurisdiction over the Petitioner Companies and the Official Liquidator, High Court at Calcutta by sending the same by hand delivery through special messenger or by post and by email.

5. In the aforesaid Order dated November 28, 2023, this Hon'ble Tribunal also directed the Petitioner Companies to publish the advertisement of the hearing of the aforesaid company petition in "**Aajkal**" Bengali daily newspaper in vernacular language (Bengali) and in the "**Business Standard**", English newspaper in English as per Rule 16(1) of the CAA Rules.
6. The Ld. Counsel for the Petitioner Companies submits that in compliance of the Order dated November 28, 2023, notice under Section 230(5) of the Act along with all accompanying documents, including a copy of the aforesaid Company Petition with the Scheme of Amalgamation annexed thereto and explanatory statement under the applicable provisions of the Act have been served upon the (i) Regional Director (Eastern Region), Ministry of Corporate Affairs, Kolkata; (ii) Registrar of Companies, West Bengal; (iii) Official Liquidator High Court, Calcutta; and (iv) Assistant Commissioner of Income Tax, Circle 1(1), Kolkata through email dated December 11, 2023 and through speed post dated December 12, 2023.
7. The Ld. Counsel for the Petitioner Companies has caused the publication of the advertisement of the hearing as directed by this Tribunal in "**Aajkal**" Bengali daily newspaper in vernacular language (Bengali) and in the "**Business Standard**", English newspaper in English on December 18, 2023, in compliance of Order dated November 28, 2023.

8. The Ld. Counsel for the Petitioner Companies has also duly filed Affidavit of Compliance on December 26, 2023 with respect to said Order dated November 28, 2023.
9. A report dated December 26, 2023 has been filed by the Office of Official Liquidator, High Court of Calcutta before this Tribunal, where it has been stated that no complaint and/or representation has been received against the proposed Scheme of Amalgamation so far in respect of the Petitioner Companies.
10. An affidavit has been filed by the Joint Director, Regional Director's Office, Eastern Region, Ministry of Corporate Affairs ('RD') dated January 9, 2024 ('RD Affidavit') before this Tribunal with a copy marked to the Petitioner Companies. The observations of the RD have been dealt with by the Petitioner Companies by their Affidavit-in-Rejoinder dated January 10, 2024 ('Rejoinder'). The observations made in the RD affidavit and the corresponding response of the Petitioner Companies are summarized as under:-

(a) Paragraph No. 2 (a) of RD affidavit:-

That it is submitted that on examination of report of Registrar of Companies, West Bengal, it appears that no complaint and/or representation has been received against the proposed Scheme of Amalgamation. Further, both the Petitioner Companies have filed their Financial Statements and Annual Returns for the financial year ended 31/03/2023.

Paragraph No. 4(a) of Rejoinder:-

It is stated and submitted that the contents of paragraph 1 and paragraph 2(a) of the Reply are matters of record and merit no response.

(b) Paragraph No. 2 (b) of RD affidavit:-

The Petitioner Companies should be directed to provide list/details of Assets, if any, to be transferred from the Transferor Company to the Transferee Company upon sanctioning of the proposed Scheme.

Paragraph No. 4(b) of Rejoinder:-

With regard to the contents of paragraph 2(b) of the Reply, it is stated and submitted that all the assets of the Transferor Company/Petitioner Company No.1 as on September 30, 2023 will be transferred to the Transferee Company/Petitioner Company No.2. A schedule of assets is annexed at page 12 and marked Rejoinder.

(c) Paragraph No. 2 (c) of RD affidavit:-

That the Petitioner company should undertake to comply with the provisions of section 232(3)(i) of the Companies Act, 2013 through appropriate affirmation.

Paragraph No. 4(c) of Rejoinder:-

With regard to the contents of paragraph 2(c) of the Reply, it is stated and submitted that the Transferor Company/Petitioner Company No.1 shall comply with the provisions prescribed under Section 232(3)(i) of the Companies Act, 2013 as applicable.

(d) Paragraph No. 2 (d) of RD affidavit:-

That the Transferee Company should be directed to pay applicable stamp duty on the transfer of the immovable properties from the Transferor Company to it.

Paragraph No. 4(d) of Rejoinder:-

With regard to the contents of paragraph 2(d) of the Reply, it is stated and submitted that no separate stamp duty is payable for the transfer of immovable properties in the proposed Scheme of Amalgamation. However, in any event, if stamp duty is payable in course of implementation of the proposed Scheme of Amalgamation upon receipt of approval of this Hon'ble Tribunal, the Transferee Company/Petitioner Company No.2 undertakes to pay the same.

(e) Paragraph No. 2 (e) of RD affidavit:-

The Hon'ble Tribunal may kindly direct the Petitioners to file an affidavit to the extent that the Scheme enclosed to the Company Application and Company Petition are one and same and there is no discrepancy or no change is made.

Paragraph No. 4(e) of Rejoinder:-

With regard to the contents of paragraph 2(e) of the Reply, it is stated and submitted that the Scheme of Amalgamation enclosed with the Company Application and Company Petition are one and the same and that there is no discrepancy, or no change is made.

(f) Paragraph No. 2 (f) of RD affidavit:-

It is submitted that as per instructions of the Ministry of Corporate Affairs, New Delhi, a copy of the scheme was forwarded to the Income Tax Department on 31/10/2023 for their views/observation in the matter. No such views/observation in the matter from the Income Tax Department has been received yet. Hon'ble Tribunal may peruse the same and issue order as deemed fit and proper.

Paragraph No. 4(f) of Rejoinder:-

With regard to the contents of paragraph 2(f) of the Reply, it is stated and submitted that, that the Office of the Assistant Commissioner of Income Tax, Circle 2(1)(1), Ahmedabad in light of the order passed by this Hon'ble Tribunal dated October 11, 2023, had vide email dated September 18, 2023, stated that "no proceeding as well as demand is pending in the case of Exide Energy Private Limited" in connection with the instant Scheme of Amalgamation. A copy of the email dated September 18, 2023 is annexed at page 14 of the Rejoinder.

11. Ld. Counsel for the Petitioner Companies further submits that the instant Scheme of Amalgamation is to the benefit and advantage of the Transferor Company/Petitioner Company No. 1 and the Transferee Company/Petitioner Company No. 2, their respective shareholders, employees and all concerned. The Scheme of Amalgamation is just, fair and reasonable and is not contrary to any provisions of law and does not violate any public policy. The Scheme of Amalgamation has also been approved by the shareholders of the Petitioner Companies.
12. Heard submissions made by the Ld. Counsel appearing on behalf of the Petitioner Companies and the representative of RD(ER). Upon perusing the records and documents

in the instant proceedings and considering the submissions, we allow the petition and make the followings orders:-

- a) The Scheme of Amalgamation mentioned in this Petition being Annexure “A” hereto, be sanctioned by this Hon’ble Tribunal and be binding on with effect from April 1, 2023 on Exide Energy Private Limited with Exide Energy Solutions Limited and their shareholders and all concerned;

Transfer of Assets

- b) All the properties, rights and interest of Exide Energy Private Limited be transferred to and vested in Exide Energy Solutions Limited without further act or deed and accordingly the same shall pursuant to Section 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 be transferred to and vested in Exide Energy Solutions Limited for all the estate and interest of the Exide Energy Private Limited therein but subject nevertheless to all charges now affecting the same;

Transfer of Liabilities

- c) All the liabilities and duties of Exide Energy Private Limited be transferred without further act or deed to Exide Energy Solutions Limited and accordingly, the same shall pursuant to Section 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 be transferred to and become the liabilities and duties of Exide Energy Solutions Limited;

Transfer of Legal Proceedings

- d) That all the proceedings and/or suit appeals now pending by or against Exide Energy Private Limited, if any, shall be continued by or against Exide Energy Solutions Limited;

Filing of Schedule of Assets

- e) The schedule of assets in respect of Exide Energy Private Limited be filed within a period of 60 (sixty) days from the date of the order to be made herein;

- f) The Transferor Company, namely that Exide Energy Private Limited, shall stand dissolved without winding up in accordance with the Scheme of Amalgamation;
 - g) Exide Energy Private Limited and Exide Energy Solutions Limited shall within 30 (thirty) days after the date of obtaining the certified copy of the order to be made herein, or within such time permitted by this Hon'ble Tribunal, cause certified copies of this order to be delivered to the jurisdictional Registrar of Companies, West Bengal for registration respectively;
 - h) The Registrar of Companies, West Bengal upon receiving such certified copy of this order be directed to place all documents relating to the Transferor Company and registered with him, in the files kept by him in relation to the Transferee Company and the files relating to the Transferor Company and the Transferee Company shall be consolidated accordingly;
 - i) All concerned authorities to act on certified copy of this order along with the sanctioned Scheme of Amalgamation;
 - j) Any person interested be at liberty to apply to this Hon'ble Tribunal in the above matter for any direction that may be necessary; and
 - k) Such further or other order or orders be made, and directions be given as this Hon'ble Tribunal may deem fit and proper.
13. The Petitioner Companies shall supply legible printout of the Scheme and schedule of assets and liabilities in acceptable form to the registry and the registry will, upon verification, append such printout, to the certified copy of the order.
14. The **Company Petition C.P. (CAA) No. 187/KB/2023** connected with **Company Application C.A. (CAA) No. 114/KB/2023** is **disposed of** accordingly.

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT-II

CP (CAA) No. 187/KB/2023

Connected with

CA (CAA) No. 114/KB/2023

15. Certified copy of this order, if applied for, be issued to the parties, subject to compliance with all requisite formalities.

D.Arvind
Member (Technical)

Bidisha Banerjee
Member (Judicial)

Signed on this 6th day of March, 2024

NKS(LRA)