



April 20, 2023

**Department of Corporate Services,
BSE Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001,
Maharashtra, India.

BSE SCRIP CODE: 504341

Sub: Disclosures under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is hereby made that the Hon'ble National Company Law Tribunal at Bengaluru and Mumbai have passed orders sanctioning the Scheme of Amalgamation of Agri Venture Trading and Investment Private Limited into Ravindra Energy Limited.

Copies of the said orders are attached herewith.

Kindly take the same on your records and oblige.

Thanking you.

Yours faithfully,

For Ravindra Energy Limited

Vadiraj Mutalik
Company Secretary & Compliance Officer
M. No. 50738

IN THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH, BENGALURU
(Through web-based video conferencing platform)

CP (CAA) No. 12/BB/2021
U/s. 230 to 232 of the Companies Act, 2013
And Other Applicable Provisions of the Companies
(Compromises, Arrangements and Amalgamations) Rules, 2016

In the matter of Scheme of Amalgamation of:

M/s. Ravindra Energy Limited

R/Off: BC 109, Davidson Road, Camp,
Belgaum (Karnataka) – 590 001.

... Transferee Company/
Applicant Company

INTO

M/s. Agri Venture Trading And
Investment Private Limited

R/Off: 101-102, First Floor,
Kakad Chambers, 132,
Dr. Annie Besant Road, Worli,
Mumbai – 400 018.

... Transferor Company/
Non-Applicant Company

Order Delivered on: 05th January, 2022

Coram: 1. Hon'ble Mr. Ajay Kumar Vatsavayi, Member (Judicial)
2. Hon'ble Mr. Manoj Kumar Dubey, Member (Technical)

PRESENT:

For the Petitioner Company : Mr. Ramnath H., Adv.
For the ROC & RD : Mr. Hemanth R. Rao. Adv,
For the IT Department : Mr. Ganesh R Ghale, Adv.

O R D E R

Per: Ajay Kumar Vatsavayi, Member (Judicial)

1. This is a second motion application filed by M/s. Ravindra Energy Limited (hereinafter referred to as the "Applicant Company/Transferee Company under Sections 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 for the sanction of Scheme of Amalgamation of Agri Venture Trading and

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Investment Private Limited into Ravindra Energy Limited. This petition is maintainable in terms of Rule 3(2) of the Rules.

2. The Petitioner Company filed First Motion Application bearing CA(CAA)No.39/BB/2020 before this Tribunal for seeking to dispense with the convening and holding of the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant/Transferee Company. Based on such Application moved under Section 230-232 of the Companies Act, 2013, necessary directions were issued on 18.11.2020 in which meeting of the Equity Shareholders, Secured Creditors and Unsecured Creditors were held and convened at respective place, date and time.
3. When the Petition was listed on 06.04.2021, the following directions were issued:-

Heard Shri Ramnath H Sadekar, Learned Counsel for the Petitioner.

Admit & Issue notice. Registry is directed to prepare notice on all the statutory authorities viz. the Registrar of Companies, Karnataka, the Regional Director, Hyderabad, The Official Liquidator, Designated Nodal Officer, the Principal Commissioner of Income Tax, Karnataka & Goa, the Secretary, Competition Commission of India, BSE Limited (Stock Exchange) and Securities and Exchange Board of India, and the Petitioner is permitted to collect the notice from the Registry and serve to all the Statutory Authorities along with material papers and company application personally and as well as by speed post. The Petitioner is also directed to publish Paper publication in one English Newspaper "the New Indian Express" and in one Kannada Newspaper viz. "Kannada Prabha" and to file proof of service in the Registry well before the next date of hearing. The Petitioner is also directed to file reply affidavit to the observations of aforesaid statutory authorities, if any, well before the next date of hearing with a copy served on the respective authority. Post the case on 03.05.2021.

4. The affidavit of compliance by the authorized signatories of the Petitioner Company was filed vide Diary No.1930 dated 27.07.2021 along with original copies of newspaper publications in 'The New Indian Express'

(English), and Kannada Prabha (Kannada), both dated 08.07.2021 of the Transferee Company and the same is attached at Annexure-H to Compliance Affidavit. Copies of proof of service of notice to the statutory authorities i.e. (a) The Registrar of Companies, Karnataka, (b) The Regional Director, Hyderabad, (c) The Official Liquidator, Designated Nodal Officer, (d) The Principal Commissioner of Income Tax, (e) The Competition Commission of India, (f) BSE Limited Stock Exchange and (g) The Securities and Exchange Board of India was also submitted with the affidavit. It is deposed that no objection has been received by the Petitioner Company or it is from any person or authority/department to the Scheme of Amalgamation. The Registry has also reported that no objection has been received as per order dated 06.04.2021.

5. The main objects, date of incorporation, authorised, issued and paid-up share capital, rationale of the Scheme and interest of employees have been discussed in detail in order disposing of the First Motion Application on 18.11.2020.
6. It is further submitted that the Certificate of Statutory Auditors of the Applicant Company has been placed vide a memo vide Diary No.1050 dated 23.03.2021, stating that the accounting treatment specified in Clause 10 of the Draft Scheme of Amalgamation, is in compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and other Generally Accepted Accounting Principles.
7. The audited financial statements of the Petitioner Company as on 31.03.2019 and 31.03.2020 are attached at Annexure D & E respectively to the Petition.
8. As per the Scheme, the Appointed Date shall mean 1st April, 2019 or such other date as may be proposed and approved by this Tribunal. The effective date, as stated in the Scheme is as below:-

The "Effective Date" means the date on which certified copies of the Orders of the National Company Law Tribunal of Karnataka and Maharashtra, are filed with the concerned Registrar of Companies, after obtaining the

consents, approvals, permissions, resolutions, arrangements, sanctions and orders necessary therefor.

9. It is deposed that there are no Statutory/Sectoral Regulators applicable to the Petitioner Company and the notice of the same is to be given only to namely (a) The Registrar of Companies, Karnataka, (b) The Regional Director, Hyderabad, (c) The Official Liquidator, Designated Nodal Officer, (d) The Principal Commissioner of Income Tax, (e) The Competition Commission of India, (f) BSE Limited Stock Exchange and (g) The Securities and Exchange Board of India. An affidavit vide Diary No.3477 dated 09.12.2021 is produced in this regard.
10. We have heard the learned Counsel for the Petitioner Company, Registrar of Companies, Bengaluru, & Regional Director, South Eastern Region and Income Tax Department and have perused the record.
11. The Regional Director and Registrar of Companies have filed a common report vide Diary No.2501 dated 27.09.2021. The observations are as under:-
- (1) The Transferor Company is a wholly owned subsidiary of the Transferee Company as per the shareholding pattern and there will be no allotment of shares upon post merger.
 - (2) The Transferee Company alone is registered in the State of Karnataka.
 - (3) The Transferee Company is a Listed Public Limited Company and its shares are listed on the Bombay Stock Exchange Limited. The Company has attached the acknowledgement of BSE dated 14.05.2020. Being a listed company, the Transferee Company needs to comply with the provisions of LODR, 2015 wherever applicable.
 - (4) As per Statutory Auditors Report of Transferee Company for the year 2019-20, the Transferee Company will be absorbing carried forward losses of the Transferor Company (As on 31.03.2020 Rs.62,46,80,000/-) Upon approval of the Scheme, the Transferee

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Company would set off Rs.62.47 Crores for which the Transferor Company shall explain and undertake to pay the tax dues if any.

- (5) The Transferee Company is a listed company and has to follow Ind AS in accounting the amalgamation of Transferor Company under Ind AS 103 and not under AS 14. The Transferee Company shall undertake to comply with the above accounting standards.
- (6) As per Auditors report of Transferor Company, net worth of the Company has been eroded totally and its current liabilities has exceeded current assets. On account of which the Transferor Company will not be in a position to settle the claim of debtors and upon merger. In this regard, the Transferee Company shall undertake to settle all the claims of the Transferor Company which is a listed company and in order to take care of the interest of the investors.
- (7) The appointed date in the Scheme was shown as 01.04.2019 which may be corrected to the latest date to have the current view of the Scheme.
- (8) The Transferee Company shall undertake to pay the differential fee after setting off the fee already paid by the Transferor Company on its capital in order to comply with the provisions of Section 232(3)(i) of the Companies Act, 2013.
- (9) The Transferee Company was required to spend Rs.16,52,058/- for the Financial Year 2019-20 towards CSR and the Company has spent Rs.17.06/- lakhs. However, the same is not reflecting in the notes under "Other Expenses" for the year 2019-20 and 2018-19.
- (10) The Transferee Company has Related Party Transactions during the last 2 years. The Transferee Company shall furnish an undertaking to the effect that they have complied with the provisions of Section 188 of the Companies Act, 2013.
- (11) The Transferee Company is having open charges from three Secured Creditor. However, the Transferee Company has obtained consent

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from the two Secured Creditors representing 44.74% of the total secured debt and the same has been informed to the Hon'ble NCLT vide Chairman's Report dated 25.02.2021.

(12) The Company did not appoint CFO as per Section 203 of the Companies Act, 2013 from 01.04.2014 to 13.11.2014. The Transferee Company needs to file compounding application u/s 441 of Companies Act, 2013 for the default.

(13) As per Scheme, upon merger, the accumulated losses of Rs.62.47 Crores (as at 31.03.2020) of Transferor Company would automatically reduce to the equity of Transferee Company, which is listed on the Stock Exchange and around 25% of equity shareholders are individual investors/FII/Trusts etc. whose interest should be protected by the Transferee Company.

12. It is stated here that in sub paragraph 6 of paragraph 11 above, the mention of the Transferor Company being a listed company is not correct.

13. In response to the common report of ROC & RD, the learned Counsel for the Petitioner Company has produced a reply affidavit vide Diary No.2966 dated 09.11.2021 and submitted as follows:-

(i) In response to the observation made at para 11(3), it is stated that Petitioner Company has complied with the applicable provisions of Regulation 37(6) of the SEBI (LODR) Regulation, 2015 which states that-

"Nothing contained in regulation 37 shall apply to draft schemes which solely provide for merger of a Wholly Owned Subsidiary with its Holding Company. Provided that such draft schemes shall be filed with the Stock Exchanges for the purpose of disclosures".

The Company has also complied with all the applicable Regulations of the SEBI (LODR). The Company has not received any observatory

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letter or communication either from the Stock Exchange or the SEBI, on our disclosure of the Scheme of Amalgamation.

- (ii) In response to the observation made at para 11(4), it is submitted that the Scheme of Amalgamation, the figures of financial position of the Transferor and Transferee Companies as at 31.03.2019 are given. The carried forward loss of the Transferor Company increased from Rs.60.95/- Crores to Rs.62.47/- Crores as on 31.03.2020. Once the Scheme of Amalgamation is approved by the Board of Directors of the Transferor and the Transferee Company, the Transferor Company carries on the business for and on behalf of the Transferee Company with effect from the appointed date and the profit generated or loss incurred by the Transferor Company is for and on behalf of the Transferee Company. The impact of profit or loss of the Wholly Owned Subsidiary Company, will otherwise be there on the financial position of the Holding Company. The notice of the Petition is served on all the Statutory Authorities. Including Income Tax Department. No Statutory Authority including Income Tax Department has made any representation on the proposed Scheme of Amalgamation. However, the Petitioner Company hereby undertakes to pay the tax dues, if any.
- (iii) In response to the observation made at para 11(5), it is submitted that the Transferee Company being a listed company has been complying with the Indian Accounting Standards, specified in Annexure to the Companies (Indian Accounting Standards) Rules, 2015. While accounting the amalgamation of the Transferor Company, the Transferee Company cannot go back to Accounting Standard 14(AS-14) but Ind AS 103. The Statutory Auditors of the Transferee Company have also confirmed in their certificate dated 25.07.2020 that "the accounting treatment contained in the aforesaid scheme is in compliance with the applicable accounting standards". The Petitioner Company hereby undertakes to comply with Accounting

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Standards India AS 103 specified in Annexure to the Companies (Indian Accounting Standards) Rules, 2015.

- (iv) In response to the observation made at para 11(6), it is submitted that Clause 3.1 of the Scheme of Amalgamation states that all the assets and liabilities of the Transferor Company shall thus become the assets and liabilities of the Transferee Company. However, the Transferee Company hereby undertakes to settle all the claims of the Transferor Company, if any. It is further submitted that no letter of objection has been received from any shareholder or creditor of the Petitioner Company. It is further submitted that the Transferor Company has only three unsecured creditors aggregating to Rs.60,95,61,491/-. The major unsecured creditor of the Transferor Company is Ravindra Energy Limited, which is the Petitioner Company. The Transferor Company owes Rs.60,95,33,491/- to the Transferee Company which amounts to 99.99% of the total value of the liability of the Transferor Company. The liability owed to Transferee Company will be extinguished upon the Scheme coming into effect, as per Clause 3.13 of the Scheme of Amalgamation. The balance of liability of the Transferor Company will be only Rs.28,000/-. Thus, there will not be any effect on the financial position of the Transferee Company after cancellation of liability owed to Transferee Company.
- (v) In response to the observation made at para 11(7), it is submitted that the Board of Directors of the Transferor and Transferee Companies approved the Scheme of Amalgamation on 14.05.2020. The latest audited accounts of the Companies available for the consideration of the Board were as at 31.03.2019. The Board of Directors of both the Transferor and Transferee Companies therefore, after due deliberation fixed the appointed date as 1st April, 2019. There was delay in further process of amalgamation on account of Covid-19

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pandemic and consequent lockdowns and closures. It is not required to change the appointed date as the fixation of appointed date is the matter to be decided by the Transferor and Transferee Companies.

- (vi) In response to the observation made at para 11(8), it is submitted that the Petitioner Company hereby undertakes to pay the differential fee after setting off the fee already paid by the Transferor Company on its capital in order to comply with the provisions of Section 232(3)(i) of the Companies Act, 2013.
- (vii) In response to the observation made at para 11(9), it is submitted that the Petitioner Company has annexed Annual Report on CSR activities to the Directors Reports for the year ended 31.03.2019 and 31.03.2020. The amount spent on CSR activities, through implementing agencies, for the year ended 31.03.2019 was Rs.12,25,922/- and for the year ended 31.03.2020 was Rs.17.06.970/- The same amounts are included in "Miscellaneous Expenses" under the head "Administrative Expenses" in the notes forming part of the Profit and Loss Accounts for the respective Financial Years. However, going forward the Petitioner Company hereby undertakes to make proper disclosure of CSR expenditure in the financial statements.
- (viii) In response to the observation made at para 11(10), it is submitted that the Company has complied with the provisions of Section 188 of the Companies Act, 2013 and the Rules framed thereunder, by way of abundant caution. The Company has obtained approvals of the Board of Directors and the Audited Committee for the related party transactions. The Company has also obtained approval of the shareholder by way of special resolution in respect of all Material Related Party Transactions.
- (ix) In response to the observation made at para 11(11), it is submitted that the Petitioner Company has three Secured Creditors aggregating

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the value of Rs.33.28/- million. While directing to hold the meeting of the Secured Creditors, the Tribunal fixed the quorum for the said meeting at 30% of the Secured Creditors. Two out of three Secured Creditors attended the meeting and more than three fourth in valuation of the Secured Creditors i.e. 100%, who attended and voted in person have agreed to the Scheme of Amalgamation. Thus, there is full compliance of the direction of the Tribunal regarding the meeting of the Secured Creditors of the Petitioner Company.

- (x) In response to observation made at para 11(12), it is submitted that certain provisions of the Companies Act, 2013 came to be applicable to the existing companies w.e.f. 01.04.2014, including Section 203. Sub-section (4) of Section 203 of the Companies Act, 2013 allows companies six months' time to fill the vacancy in the office of Key Managerial Personnel. The Transferee Company therefore had time till 30th September to fill the vacancy of the office of Chief Financial Officer. There was a delay of only one month ten days to fill the vacancy due to non-availability of the suitable person. Alternatively, the Company undertakes to file compounding application under Section 441 of the Companies Act, 2013 for default.
- (xi) In response to observation made at para 11(13), it is submitted that there will be no automatic reduction in the equity of the Transferee Company. The Transferee Company hereby undertakes to protect the interest of the equity shareholders who are individual investors/FII/Trusts, etc., upon the Scheme coming into effect.

14. There has been no representation from the Sectoral Regulators namely Official Liquidator, Designated Nodal Officer, The Principal Commissioner of Income Tax, The Competition Commission of India, BSE Limited Stock Exchange and The Securities and Exchange Board of India in respect to the

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notices sent to them. The speed post receipts along with tracking report showing successful service of notice to SEBI are a part of Diary No.1930 dated 27.07.2021.

15. The learned Counsel for the Petitioner Company has referred to the Clause 7.1 of the Scheme which provides that on and from the Effective date, all the employees of the Transferor Company in service on the Effective Date shall become the employees of the Transferee Company on such date without any break or interruption in service and on terms and conditions not less favourable than those on which they are engaged by the Transferor Company as on the Effective Date.
16. In view of the above discussion, we conclude that the objections/observations to the Scheme received from RoC & RD have been adequately replied by the Petitioner Companies and hence, there is no impediment in approval of the Scheme.
17. The Scheme (Annexure-A) is approved and we hereby declare the same to be binding on all the shareholders and creditors of the Petitioner Companies and on all concerned. While approving the Scheme, it is clarified that this order should not be construed as an order in any way granting exemption from payment of any stamp duty, taxes, or any other charges, if any, and payment in accordance with law or in respect of any permission/compliances with any other requirement which may be specifically required under any law. With the sanction of the Scheme, the Transferor Company shall stand dissolved without undergoing the process of winding up resulting in increase in the share capital of the Transferee Company.

AND THIS TRIBUNAL DOES FURTHER ORDER:

- i) That all the property, rights and powers of the Transferor Company be transferred, without further act or deed, to the Transferee Company and accordingly, the same shall pursuant to Sections 230-232 of the Companies Act, 2013, be transferred to and vested in the

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Transferee Company for all the estate and interest of the Transferor Company but subject nevertheless to all charges now affecting the same; and

- ii) That all the liabilities and duties of the Transferor Company be transferred, without further act or deed, to the Transferee Company and accordingly the same shall pursuant to Sections 230-232 of the Companies Act, 2013 be transferred to and become the liabilities and duties of the Transferee Company; and
- iii) That all the proceedings now pending by or against the Transferor Company be continued by or against the Transferee Company; and
- iv) That all the employees of the Transferor Company shall be transferred to the Transferee Company in terms of the 'Scheme'; and
- v) That the Transferee Company shall, without further application, allot to the existing members of the Transferor Company shares of the Transferee Company to which they are entitled under the Scheme of Amalgamation; and
- vi) The Authorised Share Capital of the Transferee Company shall stand increased and that of Transferor Company shall stand cancelled and extinguished as provided in the Scheme and the fee, if any, paid by the Transferor Company on its authorized capital shall be set off against any fees payable by the Transferee Company on its authorised capital subsequent to the sanction of the 'Scheme'; and
- vii) That the Applicant Companies do, within 30 days after the date of receipt of this order, cause a certified copy of this Order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the Transferor Company shall be dissolved without undergoing the process of winding up. The concerned Registrar of Companies shall place all the documents relating to the Transferor Company registered with it on the file relating to the said Transferee Company and the files relating to the Transferor and

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Transferee Companies shall be consolidated accordingly, as the case may be;

- viii) That the Transferee Company shall deposit an amount of Rs.75,000/- with the Pay & Account Office in respect of the Regional Director, South Eastern Region, Ministry of Corporate Affairs, New Delhi and Rs.25,000/- in favour of "Prime Minister National Relief Fund", within a period of four weeks from the date of receipt of certified copy of this order; and
- ix) That any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary; and
- x) That approval/sanctioning of the Scheme shall not be construed as an exemption from any of the provisions under the Income Tax Act, 1961 or the Companies Act, 2013, and that the authorities under both the Acts, are at liberty to take appropriate action, in accordance with law, if so advised.

18. As per the above directions, Form No. CAA-7 of Companies (Compromise, Arrangements and Amalgamation) Rules, 2016, formal orders be issued on the Petitioner Companies on filing of the Schedule of Property i.e. (i) freehold property of the Transferee Company and (ii) leasehold property of the Transferee Company by way of affidavit of the Transferee Company respectively.

19. Accordingly, the CP(CAA) No.12/BB/2021 is disposed of.

Copy of this order be communicated to the Counsel for the Petitioner Company.

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(**MANOJ KUMAR DUBEY**) ✓
MEMBER (TECHNICAL)

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(**AJAY KUMAR VATSAVAYI**)
MEMBER (JUDICIAL)

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**NATIONAL COMPANY LAW TRIBUNAL,
COURT – V MUMBAI BENCH**

C.P.(CAA)/162(MB)2022

C.A.(CAA)/127/MB/2021

In the matter of Companies Act, 2013

And

In the matter of Sections 230 to 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 the Scheme of Amalgamation of **Agri Venture Trading and Investment Private Limited** (“Transferor Company”) into **Ravindra Energy Limited** (“Transferee Company”) and their respective Shareholders and Creditors.

**Agri Venture Trading and Investment
Private Limited**

101-102, First Floor, Kakad Chambers,
132, Dr. Annie Besant Road, Worli,
Mumbai, 400018, Maharashtra, India.

Applicant Company
(Transferor Company)

Ravindra Energy Limited

BC 109, Davidson Road, Camp,
Belgaum, 590001, Karnataka, India.

Transferee Company

Order delivered on **24.03.2023**.

Coram:

Hon’ble Shri. Kuldip Kumar Kareer, Member (Judicial)

Hon’ble Smt. Anuradha Sanjay Bhatia, Member (Technical)

Appearances (*via Videoconferencing*):

For the Petitioners : Mr Ahmed M Chunawala, i/b
Rajesh Shah & Co, Advocates
For the Regional Director (WR) : Ms. Rupa Sutar, Authorized
Representative of Regional
Director, MCA (WR), Mumbai

Per: Kuldip Kumar Kareer, Member (Judicial)

ORDER

1. The court convened through videoconferencing.
2. Heard the Learned Advocate for the Petitioner Company. No objector has come before this Tribunal to oppose the Scheme and nor has any party controverted any averments made in the Petition.
3. The sanction of the Hon'ble Tribunal is sought under Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 ("Act") and the rules framed there under for compromise or arrangement embodied in the scheme of amalgamation between **Agri Venture Trading and Investment Private Limited** having CIN U51101MH2012PTC228457 (Transferor Company) with **Ravindra Energy Limited** (Transferee Company) having CIN L40104KA1980PLC075720 and their respective creditors and shareholders. The Transferor Company is a Wholly-Owned Subsidiary of the Transferee Company. The Transferee Company is a Listed Company and the shares of the Transferee Company are listed on the BSE Limited, the stock exchange.
4. The Learned Counsel for the Petitioner Company submits that, the Petitioner Company is a Company incorporated in the jurisdiction of State of Maharashtra and is engaged in the business of Trading in Commodities.

5. The Learned Counsel for the Petitioner Company submits that, the Transferee Company is a Company incorporated in the jurisdiction of State of Karnataka and is engaged in the business of Generation and Distribution of Solar Power and Trading in Commodities.

The Transferee Company had filed separate application before the Hon'ble NCLT Bench at Bengaluru, Karnataka, for sanction of the said Scheme of Amalgamation. The Hon'ble NCLT Bench at Bengaluru sanctioned the said scheme of amalgamation by an order dated January 05, 2022, passed in CP (CAA)No.12/BB/2021.

6. The Learned Counsel for the Petitioner Company further submits that, the said scheme of amalgamation was unanimously approved by the Board of Directors of the Petitioner Company in its meeting held on April 14, 2020 providing the Appointed Date as 1st day of April, 2019.
7. The rationale for the Scheme of Amalgamation as stated in the scheme is as under:

This Scheme (as defined hereinafter) envisages the amalgamation of AVTIPL into REL, resulting in consolidation of the business in one entity and strengthening the position of the merged entity, by enabling it to harness and optimize the synergies of the Transferor and Transferee companies. Accordingly, it would be in the best interests of the Transferor Company and the Transferee Company and their respective shareholders that the Transferor Company amalgamates into the Transferee Company. The proposed amalgamation of AVTIPL into REL is in line with the global trends to achieve size, scale, integration and greater financial strength and flexibility and in the interests of maximizing shareholder value. The merged entity is likely to achieve higher long-term financial returns than could be achieved by the companies individually. The Transferor Company and the Transferee Company believe that the financial, managerial and technical resources, personnel capabilities, skills, expertise and

technologies of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies, productivity gains, and logistic advantages, thereby significantly contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that the Scheme of Amalgamation would benefit the respective companies and other stake holders of respective companies, inter-alia, on account of the following reasons:

- (i) Enable Transferee Company to use the resources of Transferor Company and generate synergy in operations;*
- (ii) Reduction of overheads and other expenses, facilitate administrative convenience and ensure optimum utilization of available services and resources.*

The Learned Counsel for the Petitioner Company further submits that the meetings of the equity shareholders and unsecured creditors were dispensed with by the Hon'ble NCLT vide order dated 08-06-2022. The Petitioner Company complied with all the requirements as per direction in the said order. Consequently, the Petitioner presented the present Petition for sanction of the scheme, in consonance with the said order.

The Petition was admitted by this Bench and as directed by the order dated 06-01-2023 notice of hearing was published in "Free Press Journal" in English language and "Navshakti" in Marathi language on February 22, 2023.

8. The Learned Counsel for the Petitioner Company further submits that, since the Transferor Company is a Wholly-Owned (100%) subsidiary company of the Transferee Company, on amalgamation no separate consideration shall be paid by the Transferee Company to the shareholders of Transferor Company and no shares shall be

issued by the Transferee Company to any person in consideration of or consequent up on the amalgamation and the paid up share capital of the Transferor Company shall be extinguished.

9. The Regional Director of Western Region, Ministry of Corporate Affairs has filed its Report dated March 09, 2023. In response to the observations made by the Regional Director, the Petitioner Company has filed an affidavit dated March 15, 2023 and given necessary explanation and clarifications. The observations made by the Regional Director and the clarifications and undertakings given by the Petitioner Companies is summarized in the table below:

Sr. No.	Observation of the Regional Director	Response of the Petitioner Company
a)	In Compliance of AS-14 (IND AS 103) the Petitioner Companies shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 (IND AS 8) etc.	The Petitioner Company is a Transferor Company and the accounting entries post amalgamation will be passed in the books of accounts of the Transferee Company. The Transferee Company has given an undertaking, before the Hon'ble NCLT Bangalore to comply with the Accounting Standard Ind AS 103 specified in Annexure to the Companies (Indian Accounting Standards) Rules, 2015.
b)	As per the Definition of the Scheme, "Appointed Date" means 1 st day of April 2019 and "Effective Date" shall mean the date on which certified copies of	The Board of Directors of Transferor and Transferee Companies approved the Scheme of Amalgamation on 14 th May 2020. The latest audited accounts of the Companies available for the consideration of the Board, were as at 31 st March 2019. The Board

<p>the orders of the National Company Law Tribunal of Karnataka and Maharashtra are filed with the concerned Registrar of Companies after obtaining the consents, approvals, permissions, resolutions, agreements, sanctions and orders necessary therefor.</p> <p>In this regard it is submitted that Section 232 (6) of the Companies Act, 2013 states that the scheme under this section shall clearly indicate an appointed date from which it shall be effective and the scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. However, this aspect may be decided by the Hon'ble Tribunal taking in to account its inherent powers.</p> <p>Appointed date is ante dated for more than 03 years, therefore, Petitioner Company may be directed to alter its appointed date.</p> <p>The Petitioner may be asked to comply with the requirements as clarified vide Circular No. F. No. 7/12/2019/C1-I dated 21-08-2019 issued by the Ministry of</p>	<p>of Directors of both the Transferor and Transferee Companies therefore, after due deliberation fixed the appointed date as 1st April 2019. There was delay in further process of amalgamation on account of Covid 19 pandemic and consequent lockdowns and closures. There is no need to change the appointed date as the fixation of appointed date is the matter to be decided by the Transferor and Transferee Companies and the appointed date is fixed in compliance with the provisions of Section 232 (6) of the Companies Act, 2013.</p> <p>In the matter of Transferee Company the Hon'ble NCLT Bengaluru, has sanctioned the present Scheme of Amalgamation, with appointed date as 1st April 2019, vide order dated 5th January 2022.</p>
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	Corporate Affairs.	
c)	Petitioner Company have to undertake to comply with Section 232 (3) (i) of the Companies Act, 2013, where the Transferor Company is dissolved, the fee and stamp duty paid by the Transferor Company on its authorised capital shall be set off against fees and stamp duty payable by the Transferee Company on its authorised capital subsequent to the amalgamation and therefore, Petitioners to undertake that the transferee company shall pay the difference of fees and stamp duty.	The Transferee Company has given an undertaking, before the Hon'ble NCLT Bengaluru, to pay the differential fee after setting off the fee already paid by the Transferor Company on its capital in order to comply with the provisions of Section 232 (3) (i) of the Companies Act, 2013.
d)	The Hon'ble Tribunal may kindly seek the undertaking that this scheme is approved by the requisite majority of members and creditors as per Section 230 (6) of the Act in meetings duly held in terms of Section 230 (1) read with 7 Subsection (3) to (5) of section 230 of the Act and the minutes thereof are duly placed before the Tribunal.	The Hon'ble Tribunal vide order delivered on 08-06-2022, dispensed with convening and holding the meetings of the equity shareholders and the unsecured creditors. There was no unsecured creditor. There is therefore no question of giving such an undertaking.
e)	The Petitioner Company states that the Transferee Company shall be in compliance with provisions of Section 2 (1B) of the	That the Petitioner is a Transferor Company and amalgamation of Transferor Company in to Transferee Company is envisaged in terms of

	<p>Income Tax Act, 1961. In this regard, the Petitioner Company shall ensure compliance of all the provisions of Income Tax Act and Rules thereunder.</p>	<p>provisions of Section 2(1B) of the Income Tax Act, 1961 and Section 47 of Income Tax Act, 1961.</p> <p>Clause 11 of the Scheme of Amalgamation contains the provision that any tax liability under the various tax laws, including Income Tax Act, 1961, related to the business of the Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the appointed date shall be transferred to the Transferee Company.</p>
f)	<p>It is observed from Latest MGT 7 for the year ending 31-03-2022 filed by the Transferor Company that Transferor Company has Ravindra Energy Limited a corporate body shareholder having more than 10% shareholding but Form BEN 2 has not been filed. Therefore Petitioner Company may be directed to clarify and comply with the same as required under Section 90 of the Companies act, 2013 r.w.t. Companies (Significant Beneficial Owners) Rules, 2018.</p>	<p>It is hereby clarified that the Petitioner Company could not file the documents required to be filed due to technical errors. The status of the Company in the Master Data was indicated as “Amalgamated” immediately on filing Form N. INC 28 by the Transferee Company. All filings of the Petitioner Company were therefore blocked.</p> <p>However, the Petitioner Company filed Form BEN 2 on 14-03-2023, vide SRN – F59613729. The delay in filing may therefore be kindly condoned. Copy of the filing receipt is enclosed herewith as <u>ANNEXURE I.</u></p>
g)	<p>It is observed that registered office of the Transferee Company is situated in the State of</p>	<p>The National Company Law Tribunal, Bengaluru Bench at Bengaluru, passed an order, delivered on 05th</p>

	Karnataka, therefore, the Petitioner Company may be directed to take similar approval from NCLT situated in the state of Karnataka.	January 2022, in CP (CAA) No.12/BB/2022, and sanctioned the said Scheme of Amalgamation.
h)	Observations in ROC Report	
	i. No inquiry, inspection, investigation and prosecution is pending against the subject Applicant Company.	No response
	ii. The Company has attached scheme and appointed date mentioned in it is 1 st April 2019 of which three years have lapsed. Further No CIN of Companies is mentioned anywhere.	So far as appointed date is concerned it is submitted that there was delay in further process of amalgamation on account of Covid 19 pandemic and consequent lockdowns and closures. In the matter of Transferee Company, the Hon'ble NCLT Bengaluru, has sanctioned the present Scheme of Amalgamation, with appointed date as 1 st April 2019, vide order dated 5 th January 2022. CIN of the Petitioner Company is mentioned in the Petition.
	iii. As per MCA Portal the Transferee Company has not filed Financial Statements for FY 2021-22.	As stated earlier the Petitioner Company could not complete the required filings due to technical error. However the Petitioner Company has filed the financial statements for the financial year 2021-22 on 15 th March 2023 vide SRN – F59648568. Copy of the filing receipt is enclosed herewith as <u>ANNEXURE II</u> . The delay in filing may kindly be condoned.

	<p>iv. The Transferor Company has submitted Balance Sheet as at 31-03-2022, it has under Current Liabilities as Other Current Liabilities of Rs. 60,92,90,000/- as advance from Holding Company and Rs. 3,41,725/- as other payables.</p>	<p>The liability owed by the Transferor Company to Transferee Company will be extinguished upon the scheme coming in to effect, as per Clause 3.13 of the Scheme of Amalgamation. The other payables are related to the Statutory Auditors Fees and Fees payable to Practicing Company Secretary for certification. The same has already been paid.</p>
	<p>v. As per the provisions of Section 232 (3) (1) of the Companies Act, 2013, where the Transferor Company is dissolved, the fee if any paid by the Transferor Company on its authorised capital shall be set off against any fees payable by the Transferee Company on its authorised capital subsequent to the amalgamation. Therefore remaining fee if any after setting of the fees already paid by the Transferor Company on its authorised capital, has to be paid by the Transferee Company on the increase capital subsequent to the amalgamation.</p>	<p>As stated earlier, the Transferee Company has given an undertaking, before the Hon'ble NCLT Bengaluru, to pay the differential fee, if any, after setting off the fee already paid by the Transferor Company on its capital in order to comply with the provisions of Section 232 (3) (i) of the Companies Act, 2013.</p>
	<p>vi. Interest of the Creditors should be protected.</p>	<p>Interest of the Creditors, if any will be protected by the Transferee Company.</p>

	vii. May be decided on merit.	There is merit in the proposed Scheme of amalgamation.
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10. The observations made by the Regional Director have been explained by the Applicant Company in paragraph 12 above.
11. Ms. Rupa Sutar, Authorised representative of the Regional Director, MCA (WR), Mumbai who is present at the time of Final hearing has submitted that the clarifications, submissions and undertakings given by the Petitioner Companies are hereby accepted and that they have no objection for approving the scheme by the Tribunal.
12. The Official Liquidator has filed his report dated September 30, 2022 *inter alia* stating therein that “The Official Liquidator humbly submits that on perusal of the Chartered Accountant’s Report and specifically the questionnaire relating to the same and the Petition it is noticed that the affairs of the transferor company have been conducted in a proper manner”
13. From the material on record, the Scheme appears to be fair and reasonable and is neither violative of any provisions of law nor is it contrary to public policy.
14. Since all the requisite statutory compliances have been fulfilled, the Company Scheme Petition C.P.(CAA) No.162/MB/2022 filed by the Applicant Company is made absolute in terms of prayer Clause 26 of the Company Scheme Petition.
15. The Scheme is sanctioned hereby, and the Appointed Date of the Scheme is fixed as April 1, 2019.
16. The Petitioner Company is directed to lodge a certified copy of this Order along with a copy of the Scheme with the concerned Registrar

of Companies, electronically in Form INC-28 within 30 days from the date of receipt of the Order , duly certified by Registrar of this Tribunal. The scheme will become effective on filing of the copy of this order with the concerned Registrar of Companies.

17. All concerned regulatory authorities to act on a copy of this Order duly certified by the Deputy/Assistant Registrar of this Tribunal, along with a copy of the Scheme.
18. Any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary.
19. Any concerned Authorities are at liberty to approach this Tribunal for any further clarification as may be necessary.
20. Ordered Accordingly. C.P.(CAA)/162/MB/2022 Connected with C.A.(CAA)/127/MB /2021 is **allowed** and disposed of.

SD/-

Anuradha Sanjay Bhatia
Member (Technical)

SD/-

Kuldip Kumar Kareer
Member (Judicial)