

August 17, 2017

BSE Limited Phiroze Jeejebhoy Towers Dalal Street, Mumbai – 400 001.	National Stock Exchange of India Ltd Exchange Plaza Bandra – Kurla Complex Bandra (East), Mumbai – 400 051
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Dear Sirs,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Ref: The Amalgamation of Phoenix Lamps Limited with Suprajit Engineering Limited- Our application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Observation letters dated August 09, 2016 and August 10, 2016 received by BSE Limited and National Stock Exchange of India Limited respectively.


This is to inform you that the Hon'ble National Company Law Tribunal (NCLT), Bengaluru Bench has approved the Scheme of Amalgamation filed in connection with the Amalgamation of Phoenix Lamps Limited with its Holding Company, i.e. Suprajit Engineering Limited. A certified copy of the Order issued by NCLT is enclosed.

The Company will take further steps to give effect to the sanctioned Scheme in order to complete the process of the said Amalgamation and shall intimate to the Stock Exchanges wherever necessary.

This is for your information and the same may be treated as compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,
For Suprajit Engineering Limited



K. Ajith Kumar Rai
Chairman and Managing Director

Encl: As above

IN THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH

T.P.No. 208/2017 & T.P No. 209/2017

IN

C.P No. 245/2016 & C.P No. 246/2016

Order Delivered on: 11th August, 2017

IN THE MATTER OF SECTIONS 391 to 394 OF THE COMPANIES ACT, 1956 AND
OTHER RELEVANT PROVISIONS OF THE COMPANIES ACT, 2013 ALONG
WITH THE COMPANIES ACT, 1956

AND

IN THE MATTER OF SECTION 230 TO 232 OF THE COMPANIES ACT, 2013 AND
OTHER RELEVANT PROVISIONS OF THE COMPANIES ACT, 2013
ALONGWITH THE COMPANIES ACT, 1956

AND

IN THE MATTER OF SCHEME OF AMALGAMTION
PHOENIX LAMPS LIMITED
WITH
SUPRAJIT ENGINEERING LIMITED

Phoenix Lamps Limited,
No.101, Bommasandra Industrial Area,
Anekal Taluk, Bangalore-560099. -

TRANSFEROR COMPANY

Suprajit Engineering Limited,
No. 100, Bommasandra Industrial Area,
Anekal Taluk, Bangalore-560099. -

TRANSFeree COMPANY

Coram: Hon'ble Shri Ratakonda Murali, Member (Judicial)
Hon'ble Shri Ashok Kumar Mishra, Member (Technical)

For the Petitioner : 1) Shri. H.N. Narendra Dev and Ms. Parina Lalla, -
Advocates for the Petitioner Company
2) Ms. Prema Hatti, Standing Counsel for Central
Government Advocate for the Regional Director.
3) Mr.Vasanth Kumar, Assistant, Official Liquidator

Per: Hon'ble Shri Ashok Kumar Mishra, Member (Technical)- Author

COMMON ORDER

Originally these Company Petitions were filed before the Hon'ble High Court of
Karnataka and were numbered as Co.P No. 245/2016 and 246/2016. Subsequently as per
Notification No. GSR.1119 (E) dated 7th December 2016 issued by the Ministry of Corporate
Affairs, New Delhi, the said cases were transferred to this Tribunal and renumbered as T.P.
No. 208/2017 and 209/2017.



These Company Petitions were filed on behalf of the Petitioner Companies under Section 391-394 of the Companies Act, 1956 read with Rule 9 of the Companies (Court) Rules, 1959, praying to order for sanctioning the Scheme of Amalgamation of the Transferor Company with the Transferee Company and shall be binding upon all the Shareholders and Creditors of the Petitioner Company.

The averments made in the Company Petitions are briefly described hereunder:-

The Petitioner Companies seeks an order for sanctioning the Scheme of Amalgamation of PHOENIX LAMPS LIMITED (Transferor Company) with SUPRAJIT ENGINEERING LIMITED (Transferee Company). The Original Scheme of Amalgamation is shown as **Annexure A** and subsequently Amended scheme was filed vide Memo dated 28th July, 2017.

The Transferor Company was incorporated on 26th March 1991 under the provisions of the Companies Act, 1956 as a Public Limited Company under the name and style as HALONIX LIMITED, which was subsequently changed to **PHOENIX LAMPS LIMITED** on 6th September 2013 and obtained Certificate of Incorporation vide bearing CIN No.- **L31500UP1991PLC012944**.

The Registered Office of the Transferor Company was originally situated at 59A, NSEZ Noida, Phase II, Gautam Budh Nagar, Uttar Pradesh and subsequently shifted its Registered Office to the State of Karnataka vide Order dated 11th April 2016 and the current Registered Office is situated at No.101, Bommasandra Industrial Area, Anekal Taluk, Bangalore-560099.

The objects of the Transferor Company as set out in its Memorandum of Association inter alia, as follows:

- i.) To carry on business as manufacturers, buyers, sellers, importers, exporters and agents for all kinds of electrical lamps including fluorescent lamps of all kinds; flash bulbs, lamps and tubes; deal in accessories and raw-materials fittings, luminaries and all other raw materials related to electric lamps or lighting and deal in raw materials required for the manufacture of all electrical bulbs etc.,

The Copy of Certificate of Incorporation, Memorandum and Articles of Association of the Transferor Company is shown as **Annexure C** in T.P.No.208/17.



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The Authorized Share capital of the Petitioner / Transferor Company is Rs 70,00,00,000/- divided into 4,10,00,000 Equity shares of Rs. 10/- each and 29,00,000 Redeemable Preference shares of Rs 100/- each. The issued, subscribed and paid up share capital of the Transferor Company is Rs 28,01,93,000/- divided into 2,80,19,300 fully paid up Equity shares of Rs 10/- each. The Copy of Audited Balance Sheet as on 31st March, 2016 is produced as **Annexure D in T.P.No.208/17.**

The Transferee Company was incorporated on 24th May 1985 under the provisions of the Companies Act, 1956 as a private limited company under the name and style of SUPRAJIT ENGINEERING PRIVATE LIMITED and subsequently converted into a public company limited by shares during 1995 and the name of the Transferee Company was changed to **SUPRAJIT ENGINEERING LIMITED** vide CIN No. **L29199KA1985PLC006934.**

The Registered Office of the Transferee Company is situated at No.100, Bommasandra Industrial Area, Anekal Taluk, Bangalore-560099.

The objects of the Transferee Company as set out in its Memorandum of Association inter alia, as follows:

- i.) To carry on in India or elsewhere the business of trading and manufacturing control cables, speedometer and tachometer cables and other automotive/non-automotive engineering products and components; to carry on the business of manufacturing, trading, repairing, altering, converting, reconditioning, assembling, processing, developing, marketing, exporting, importing, dealing in machine tools, ancillary equipments, accessories, spares, apparatuses, instruments and other related products to be used in engineering, steel, automobile, heavy and light machine building industries, to carry on in India as manufacturers, dealers, fabricators, repairers, agents, erectors, installers, service agents of all types of tools, implements equipments, instruments whether manufactured by the Transferee Company or not; to manufacture and or deal in all types of electronic computers and accessories etc.,

The Copy of Memorandum and Articles of Association of the Transferee Company is shown as **Annexure C in T.P.No.209/17.**



The Authorized share capital of the Petitioner / Transferee Company is Rs 15,00,00,000/- divided into 15,00,00,000 Equity shares of Rs 1/- each. The issued, subscribed and paid up share capital of the Transferee Company is Rs.13,13,38,774/- divided into 13,13,38,774 fully paid up Equity Shares of Rs 1/- each.

The latest Audited Balance Sheet of the Transferee Company as on 31st March, 2016 is shown as **Annexure-D** in T.P.No.209/17.

It is averred that, the Scheme of Amalgamation will have the following benefits to the Petitioner Companies:-

- a) The Transferor Company is a subsidiary of the Transferee Company and both companies carry on business related to automobile components. A combined entity will prove to generate immense benefits on a larger scale of economics and combined entity will have powers to negotiate with vendors, customers and other stakeholders.
- b) Greater financial strength and flexibility for the amalgamated entity, which would result in optimizing the leverage with respect to debt and equity and maximize over shareholder value.
- c) Larger integrated entity will improve the competitive position of the combined entity and greater efficiency in cash management of the amalgamated entity and benefits of operational synergies and reduce duplication of a host of tax and regulatory requirements.
- d) Cost savings are expected to flow from optimizing marketing channels and improved sales by cross selling and better customer management and higher business opportunity etc.,

The Board of Directors of the Transferor Company and Transferee Company at their respective Board Meetings held on 18th April, 2016 adopted the scheme of Amalgamation. The Copies of Board Resolutions are shown as **Annexure G** in the respective Company Petitions.

The Petitioner Companies i.e. Transferor Company and Transferee Company have filed C.A.No.582/2016 & 583/2016 respectively before the Hon'ble High Court of Karnataka for a direction to hold separate meeting(s) of the Shareholders, Secured Creditors and Unsecured Creditors of the respective Petitioner Companies for purpose of considering the Scheme of Amalgamation. The Hon'ble High Court of Karnataka vide Order dated 20th August 2016,



to convene the meetings of the Shareholders, Secured

Creditors and Unsecured Creditors of the respective Petitioner Companies for the purpose of considering and, if thought fit, approving, with or without modifications, the Scheme of Amalgamation and also appointed the Director of the Petitioner Companies Mr. K. Ajith Kumar Rai to act as the Chairman of the said separate meetings and should report the result thereof. The copies of Order passed by Hon'ble High Court of Karnataka are shown as **Annexure-H** in the respective Company Petitions. The said Chairperson(s) had filed Report dated 27th September, 2016 of the respective meeting(s) of the Petitioner Companies before the Hon'ble High Court of Karnataka stating that the scheme has been approved with the requisite majority in the respective meeting(s).

That the Transferor Company and the Transferee Company filed the Petitions bearing Co.P No.245/2016 and Co.P.No.246/2016 respectively before the Hon'ble High Court for sanctioning the scheme of Amalgamation on 25th October, 2016. The Hon'ble High Court of Karnataka vide separate Order dated 11th November, 2016 in Co.P.No.245/16 & Co.P.No.246/16 directed to issue Notice to Regional Director and Registrar of Companies, Karnataka, Bangalore in addition notice to Official Liquidator in Co.P.No.246/16. This Tribunal vide Order dated 13th February, 2017 directed that the hearing of these Petitions, which was scheduled for 30th March, 2017, directing the Petitioner Companies to advertised in the newspapers - English edition **The Hindu** and Kannada edition of **Udayavani**. The Counsel for the Petitioner Companies have filed affidavits of Compliance **dated 27th March, 2017** along with copies of Newspaper in the respective Company Petitions.

The Regional Director, Ministry of Corporate Affairs, South East Region, Hyderabad represented by Registrar of Companies has filed Affidavits dated 13th June, 2017 and made some observations in **T.P. No. 208/17 & T.P. No.209/17** which are as follows:-

- i) The Notice dated 24th March, 2017 was issued to the Income Tax Department giving 15 days' time to offer comments/objections, if any. But no comment/objections have been received so far from the Income Tax Department by office of the Regional Director (South East Region) till 24th May, 2017.
- ii) The Notice dated 24th March, 2017 was issued to the Securities Exchange Board of India,(SEBI) with copy to SEBI, Bengaluru, National Stock Exchange Board of India, Mumbai and BSE Limited, Mumbai as required by Ministry of Corporate Affairs vide General Circular No. 1/2014 dated 15/01/2014 giving 15 days' time to offer comments/observations, if any.



a) SEBI vide letter dated 5th April, 2017 has made comments vide letter dated 9th August 2016 on the draft scheme of Amalgamation to the BSE and enclosed a copy of the said letter addressed to Bombay Stock Exchange Limited. In the letter number CFD/DIL/NR/SK/OW/22303/2016 dated 9.8.2016 to BSE, Mumbai, SEBI has stated as follows:-

1. "This has reference to your letter No. LIST/LO/SEBI/MN/136/2016-17 and LIST/LO/SEBI/MN/137/2016-17 dated 02/06/2016, whereby you have forwarded the applications of the draft scheme of arrangements between Phoenix Lamps Limited and Suprajit Engineering Limited filed by Suprajit Engineering Limited and Phoenix Lamps Limited respectively which is in accordance with SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30/11/2015 (hereinafter referred to as the Circular) and made comments on the draft Scheme of Arrangement.
2. The matter has been examined by SEBI in the light of the provisions of the circulars,. Accordingly, SEBI's comments on the draft Scheme are as under:-
 - a) BSE shall ensure compliance with undertaking submitted by the Companies; Suprajit Engineering Limited and Phoenix Lamps Limited vide letters dated 03/06/2016 to BSE, pertaining to postal ballot and e-voting through public shareholders is suitably incorporated in the draft scheme.
 - b) The Stock Exchange may ensure compliance with the said circular.
 - c) The company shall duly comply with various provisions of the circular.
- 3) Please note that the submission of the documents/information in accordance with the circulars to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI and SEBI does not take any responsibility either from the financial soundness of any scheme or for correctness of the statements made or opinions expressed in the document submitted.

A copy of the said letter of SEBI dated 05/04/2017 along with copy of the letter dated 09/-08/2016 addressed to BSE Limited are enclosed herewith. In the said letter dated 05/04/2017 addressed to the Joint Director in the office of the Regional Director (SER) Hyderabad, SEBI has commented as follows:-

"This has reference to letter dated 24/03/2017 on the subject matter requesting SEBI to furnish the comments/objections, if any, on the scheme of amalgamation to the Regional Director-MCA-Northern Region.



From our records, it is observed that above referred draft scheme was forwarded to SEBI by the BSE Limited, SEBI vide letter No. CFD/DIL/NR/SK/OW/25333/2016 dated 08/09/2016 issued comments on the draft scheme to the BSE. In the letter, no specific adverse comments were made and SEBI had, inter-alia, advised the companies to comply with the requirements of the SEBI circular regarding the Scheme and also advised to the Stock Exchanges to ensure compliance thereof. A copy of the said letter is enclosed herewith for your necessary action.”

The office of the R.D(SER) has received letters dated 28/03/2017 and 24/04/2017 from BSE Limited addressed to M/s Suprajit Engineering Limited with the following comments/observations.

“we refer to the Notice dated 2nd March, 2017 issued by the Hon’ble NCLT (Bengaluru) under section 230(5) of Companies Act, 2013, Notice dated 16th March 2017 addressed to by the Advocate representing you and Transferor Company along with the captioned Petition for sanctioning the scheme of amalgamation between the transferor company and transferee company inter alia seeking representation of BSE Ltd., (herein after referred to as (“Exchange”) to the said scheme.”

In this regard, the Exchange would like to draw your kind attention that observation letter/NOC to the said scheme was issued by the Exchange subject to the undertaking dated 3rd June 2016 submitted by the Transferee Company, wherein it undertook to incorporate in the said scheme the following clauses while submitting to the High Court.

“Suprajit Engineering Limited will provide the special resolution, which shall be acted upon only on the votes cast by public shareholders in favour of the proposal are more than the number of votes cast by public shareholders against it”.

The E-voting facility will be provided to the Shareholders....”

“Further, it is now observed that while you duly incorporated at paragraph 16.2 in the scheme the provision regarding e-voting facility for the shareholders, however, you have not included the clause relating “to providing the special resolution, which shall be acted upon only on the votes cast by public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it” as required under SEBI Circular dated 30th November 2015 and as undertaken by you vide letter dated 3rd June 2016.”

In view of the above, the said undertaking as submitted by you has not been duly complied with and therefore, you are directed to modify the scheme.



Further, you are also advised to share the compliance update on the aforesaid direction with the Exchange at the earliest, failing which, any steps by you in furtherance of the scheme would be construed as non-compliance with the said SEBI circular.”

In the letter dated 24/04/2017 BSE has commented on the scheme as under:

“We refer to our letter dated 28th March 2017 inter alia requesting you to incorporate the below mentioned clause of the under dated 3rd June, 2016 submitted to the Exchange, which is as follows:

“to providing the special resolution, which shall be acted upon only on the votes cast by public shareholders in favour of the proposal are more than the number of votes cast by public shareholders against it”

In view of the above, you have now provided us the revised scheme thereby incorporating relevant clause at Paragraph No. 16.2 of the scheme which reads follow:-

“that the transferor and transferee companies shall ensure passing of special resolutions and facilitate obtaining the approvals for the scheme through postal ballot and e-voting to their respective shareholders in respect of the Court convened Meetings and such special resolution shall be acted upon if the votes cast by public shareholders in favour of the proposal are more than the votes cast by public shareholders against it”.

Further, as informed the said revised scheme has also been submitted before the Hon’ble NCLT.

In light of the aforesaid we do not have any objections to the said revised scheme”.

The Petitioner Companies had filed I.A No. 39/2017 & 40/2017 dated 19th April, 2017 before this Tribunal praying to amend the scheme in pursuance to the directions given by Bombay Stock Exchange which was communicated dated 28th March 2017 to the Transferee Company.

This Tribunal vide Order dated 27th July, 2017 allowed the application and the Petitioner Companies were allowed to amend the scheme by inserting clause 16.2 the proposed amendment in place of the original one. The Amendment as follows:

“That the Transferor and Transferee companies shall ensure passing of Special Resolutions and facilitate obtaining the approvals for the scheme through postal ballot and e-voting to their respective shareholders in respect of the Court convened Meetings and such special resolution shall be acted upon if the votes cast by public shareholders in favour of the proposal are more than the votes cast by public shareholders against it”.



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The Counsel for the Petitioner Companies has filed the Memo dated 30th March, 2017 producing the True Copies of Observation Letter dated 9th August, 2016 by the Assistant General Manager, SEBI addressed to Manager, BSE regarding the draft Scheme of Arrangement.

After this Petition was transferred from the Hon'ble High Court of Karnataka then the Tribunal directed the Counsel for the Petitioner Companies to inform whether Notice(s) to be issued to the authorities other than those to whom Notice(s) were already issued in pursuant to section 230(5) of the Companies Act, 2013 read with Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016.

The Counsel for the Petitioner Companies has filed **Affidavits dated 12th June, 2017** of the respective Petitioner Companies that, they have forwarded the copy of the Petition to SEBI, Regional Director, Registrar of Companies, Income Tax Department by Registered Post Acknowledgement due (RPAD) and to BSE & NSE through courier and the same have been delivered to the respective authorities. The copies of Proof of Service which are shown as **Document 1-6** have been filed along with this Affidavit.

On the prayer made by the Official Liquidator in OLR No.98/2016 in T.P.No.208/16, vide Order dated 19th June, 2017, the Official Liquidator was permitted to appoint the Chartered Accountant to scrutinize the Books of Accounts and records of the Transferor Company. Upon scrutiny of Books & Records and other material made available by the Transferor Company, the said Chartered Accountant has submitted the Report dated 19th July, 2017. Pursuant to the same, the Official Liquidator has filed a report in **OLR No.-113/2017** in **T.P.No.208/17** stating that:

“...on the affairs of Petitioner Company in question, and reported that the affairs of the Petitioner Company have not been conducted in a manner prejudicial to the interests of its members or general public...”.

The Official Liquidator further submits that the petition may be disposed of on its own merits after hearing the Central Government on transfer of share exchange ratio and other objections, if any, by other sectoral regulators, especially SEBI. In the event of sanctioning of the scheme, the Petitioner / Transferor Company may be dissolved without winding up by the Hon'ble Tribunal and/or any further order/orders as may be deemed fit and proper in the facts and circumstances. The copy of the Chartered Accountant's Report is shown as Annexure A along with Report of Official Liquidator.



The Counsel for the Petitioner Companies has also filed the copy of Accounting Treatment Certificate of the Chartered Accountant dated 18th April, 2016 stating that the Accounting Treatment contained in the Scheme of Amalgamation is in conformity with all the Applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

The Counsel for the Petitioner Companies have filed an Affidavit **dated 21st July, 2017** along with Memo dated 25th July, 2017 stating that there is no requirement of issuance of notice under sub-section (3) of Section 230 of the Companies Act, 2013 to the Reserve Bank of India or the Competition Commission of India. Further, neither the Petitioner Company nor the business of the Petitioner Company is regulated or controlled by any sectoral regulators or authorities.

The Counsel for the Petitioner Companies have filed the Amended scheme of Amalgamation along with the Memo dated 28th July, 2017 in the respective Company Petitions.

THIS TRIBUNAL DO FURTHER ORDER:

The Scheme of Amalgamation of **Phoenix Lamps Limited** (Transferor Company) with **Suprajit Engineering Limited** (Transferee Company) is subject to ensuring compliances of the directions / observations of Registrar of Companies, Karnataka, Bangalore in terms of his Affidavit dated 13th June 2017 and the directions given by National Stock Exchange, Bombay Stock Exchange, SEBI as applicable.

While Approving the Scheme as above, it is further clarified that, this order should not be construed as an order in any way granting exemption from payment of Stamp Duty, taxes or any other charges and duties, or any exemption under provisions of Income Tax Act or other applicable regulations or in respect to any permission/compliance with any other requirement which may be specifically required under any law for the time being in force including the approval of Securities and Exchange Board of India, National Stock Exchange and Bombay Stock Exchange and any other Regulatory Applicable Authorities.

The Whole of 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 section 232 of the Companies Act, 2013 or any relevant provisions of the Companies Act, 2013, be transferred to and vest in the Transferee Company for all the state and interest of the Transferor Companies therein but subject nevertheless to all the charges now affecting the

same; and



All the liabilities including taxes and charges, if any, and duties of the Transferor Company be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to section 232 of the Companies Act, 2013, be transferred to and become the liabilities and duties of the Transferee Company; and

The tax implications, if any, arising out of the scheme is subject to final decision of Concerned Tax Authorities and the decision of the Concerned Tax Authorities shall be binding.

All the proceedings now pending by or against the Transferor Company be continued by or against the Transferor Company, if any; and

The Scheme shall be effective from the appointed date as mentioned in the Scheme of Amalgamation i.e. 1st April, 2016.

The Petitioner Companies shall within thirty days of the date of the receipt of this order cause a certified copy of this order along with a copy of scheme of Amalgamation to be delivered to the Registrar of Companies for registration in accordance with Rule 25 (7) of Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.

The Transferee Company or its authorised signatory is directed that after the completion of the process of Amalgamation to take over the possession of the Books of Accounts and other relevant documents of the Transferor Company for the purpose of compliance of Section 239 of the Companies Act, 2013.

Any person shall be at the liberty to apply to this Tribunal in the above matter for any directions that may be necessary.


(ASHOK KUMAR MISHRA)
MEMBER, TECHNICAL


(RATAKONDA MURALI)
MEMBER, JUDICIAL

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Asst Registrar
National Company Law Tribunal
Bengaluru Bench