

**THE NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH, CHANDIGARH
(through web-based video conferencing platform)**

**CP (CAA) No.22/Chd/Hry/2021
(2nd Motion)**

**Under Section 230-232 of the
Companies Act, 2013**

In the matter of Scheme of Arrangement between:

Kamdhenu Concast Limited
CIN : U27106HR2006PLC090062

... Transferor Company 1/ Petitioner No. 1

AND

Kamdhenu Overseas Limited
CIN : U00000HR2002PLC092008

... Transferor Company 2/ Petitioner No.2

AND

Kamdhenu Paint Industries Limited
CIN : U24222HR2005PLC090064

... Transferor Company 3 / Petitioner No.3

AND

Kamdhenu Infradevelopers Limited
CIN : U70109HR2006PLC090166

...Transferor Company 4 / Petitioner No.4

AND

Kamdhenu Nutrients Pvt. Limited
CIN : U15494HR2009PTC039305

...Transferor Company 5/ Petitioner No.5

AND

Kay2 Steel Limited
CIN : U51420HR2008PLC090167

...Transferor Company 6/ Petitioner No.6

AND

Tiptop Promoters Pvt. Limited
CIN : U70101HR1999PTC093553

..Transferor Company 7/ Petitioner No.7

WITH

Kamdhenu Limited
CIN : L27101HR1994PLC092205

...Transferor Company 8/ Petitioner No.8

AND

Kamdhenu Ventures Limited
CIN : U51909HR2019PLC089207

...Resulting Company 1 / Petitioner No.9

AND

Kamdhenu Colour and Coatings Limited
CIN : U36990HR2019PLC089197

...Resulting Company 2 / Petitioner No.10

Order delivered on: 16 .12.2021

Coram: HON'BLE MR. HARNAM SINGH THAKUR, MEMBER (JUDICIAL)
HON'BLE MR. SUBRATA KUMAR DASH, MEMBER (TECHNICAL)

Present through video conferencing:

For the petitioner companies:

1. Mr. Rajeev K. Goel, Advocate.
2. Mr. Kartikeya Goyal, Advocate.
3. Mr. Gourav Dhingra, Advocate.

Per: SUBRATA KUMAR DASH, MEMBER (TECHNICAL)

ORDER

This is a Joint Second Motion company petition filed by the Petitioner-Companies, namely, **Kamdhenu Concast Limited** (Transferor Company 1), **Kamdhenu Overseas Limited** (Transferor Company 2), **Kamdhenu Paint Industriest Limited** (Transferor Company 3), **Kamdhenu Infradevelopers Limited** (Transferor Company 4), **Kamdhenu Nutrients Pvt. Ltd.** (Transferor Company 5), **Kay2 Steel Limited** (Transferor Company 6), **Tiptop Promoters Pvt. Ltd.**(Transferor Company 6) with **Kamdhenu Limited** (Transferee Company 1), **Kamdhenu Ventures Limited** (Resulting Company 1) and **Kamdhenu Colour and Coatings Limited** (Resulting Company 2) for sanctioning of the scheme of arrangement between the companies and for fixing a date of hearing in the main Company Petition as well as for direction in relation to publication in press to be effected and notices to be issued to the authorities concerned in relation to date of hearing of the petition and calling for objections.

2. The First Motion application seeking directions for dispensing with the meetings of the Shareholders, Secured and Unsecured Creditors of the Applicant Companies was filed before this Tribunal vide Company Application No. CA (CAA) No.12/Chd/Hry/2021 and based on such application moved under Sections 230-232 of the Companies Act, 2013, (for brevity, the 'Act') necessary directions were issued on 04.08.2021. In the order dated 04.08.2021, the meetings of equity shareholders, secured creditors and unsecured creditors of the Applicant Company 1 to 7, 9 and 10 were dispensed with, as their consent by way of affidavit had been received. Further, vide same order necessary directions were issued for

convening of the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 8/Transferee Company.

3. In compliance of the directions issued by this Tribunal, the meetings of Equity Shareholders, Secured creditors and Unsecured Creditors of Applicant Company 8 were held on 25.09.2021 through video conferencing for which chairperson, Alternate chairperson and Scrutinizer were appointed and they have filed their reports detailed hereunder:-

Sr. No.	Meeting of	Chairpersons /Alternate Chairperson/ Scrutinizer	Chairperson's Report		Date of meeting
			Date of filing	Date of Report	
1.	Shareholders of Applicant Company 8	Mr. Rohit khanna Advocate, Dr. Surekha Thukral,	Diary No.00437/ 2 Dated 05.10.2021	27.09.2021	25.09.2021
2.	Secured Creditors of Applicant Company 8	Advocate and Ms. Komal Preet Kaur, Company Secretary.	Diary No.00437/ 3 Dated 05.10.2021	27.09.2021	25.09.2021
3.	Unsecured Creditors of Applicant Company 8		Diary No.00437/ 4 Dated 05.10.2021	27.09.2021	25.09.2021

The scheme has been approved by 92.27% of the total votes in case of Equity Shareholders. The scheme has been approved by 100% of all the Secured Creditors and 99.55% of the Unsecured Creditors of Applicant Company 8.

4. The main objects, date of incorporation, authorized and paid-up share capital and the rationale of the Scheme have been discussed in detail in the order dated 04.08.2021.

5. The notice of hearing be advertised in “Financial Express” (English) and “Jansatta” (Hindi), both in Delhi NCR Edition not less than 10 days before the aforesaid date fixed for hearing.

6. In addition to the above public notice, the Petitioner Company shall serve the notice of the petition on the following Authorities namely, (a) Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs; New Delhi (b) Registrar of Companies, NCT of Delhi and Haryana; (c) the Official Liquidator attached to Punjab and Haryana High Court; (d) Securities Exchange Board of India (SEBI) (e) Bombay Stock Exchange Board (BSE) of India (f) National Stock Exchange of India (NSE) (g) Jurisdictional Income Tax Authority by mentioning the PAN of the Company and to such other Sectoral Regulator(s) who may govern the working of the respective company involved in the ‘Scheme’ along with copy of this petition by speed post immediately.

7. The petitioner-companies shall at least 7 days before the date of hearing of the petition file an affidavit of service regarding newspaper publication with newspaper clippings as well as service of notices on the authorities specified above, including the sectoral regulator as well as objectors, if any. Objections, if any, to the ‘Scheme’ contemplated by the authorities to whom notice has been given may be filed on or before the date of hearing fixed herein, failing which it will be considered that there is no objection to the approval of the ‘Scheme’ on the part of the authorities and this Tribunal will proceed in the matter, subject to other conditions being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.

8. The petitioner company shall individually comply with the proviso to Sub-Section (2) of the Section 230 as may be applicable under the facts of the case.

9. The next date of hearing of the petition shall be on 22.03.2022 for the consideration of the approval of the scheme as contemplated between the petitioner companies.

10. Registry shall also report before the date fixed as to whether any objection has been received to the proposed 'Scheme'.

Sd/-

(Subrata Kumar Dash)
Member (Technical)

December 16 , 2021
HM

Sd/-

(Harnam Singh Thakur)
Member (Judicial)