

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
SPECIAL BENCH - II, CHENNAI**

Under Sections 230 to 232 of the Companies Act, 2013

In the matter of *Composite Scheme of Amalgamation
(Demerger and Amalgamation)*

CA(CAA)/64(CHE)/2022

RENAISSANCE ADVANCED CONSULTANCY LIMITED,
(CIN: U74140TZ2014PLC031048),

A Company incorporated under the Companies Act, 2013,
having its Registered Office at Pollachi Road, Malumichampatti,
Coimbatore Tamil Nadu-641 021,
Authorised Signatory by Mr. Praveen Gupta.

... *Applicant Company No.I /
Transferor Company No.I /
Demerged Company No.I*

Along With

RENAISSANCE CONSULTANCY SERVICES LIMITED
(CIN: U74999TZ2020PLC033286)

A Company incorporated under the Companies Act, 2013,
having its Registered Office at Pollachi Road Malumichampatti,
Coimbatore Tamil Nadu-641 021,
Authorised Signatory by Mr. Praveen Gupta.

... *Applicant Company No.II /
Resulting Company No.I /*

Along With

RENAISSANCE STOCKS LIMITED
(CIN: U67120TZ2008PLC031180)

A Company incorporated under the Companies Act, 2013,
having its Registered Office at Pollachi Road, Malumichampatti,
Coimbatore Tamil Nadu-641 021,
Authorised Signatory by Mr. Praveen Gupta.

... *Applicant Company No.III /
Transferor Company No.II /*

Along With

REVATHI EQUIPMENT LIMITED

(CIN:L29120TZ1977PLC000780)

A Company incorporated under the Companies Act, 2013,
having its Registered Office at Pollachi Road, Malumichampatti,
Coimbatore Tamil Nadu-641 021,
Authorised Signatory by Mr. Sudhir R.

*... Applicant Company No.IV /
Transferee Company No.II /
Demerged Company No.II*

Along With

SEMAC CONSULTANTS PRIVATE LIMITED

(CIN: U85110TZ1987PTC017564)

A Company incorporated under the Companies Act, 2013,
having its Registered Office at Pollachi Road, Malumichampatti,
Coimbatore Tamil Nadu-641 021,
Authorised Signatory by Mr. Sudhir R.

*... Applicant Company No.V /
Transferor Company No.III /*

RENAISSANCE CORPORATE CONSULTANTS LIMITED

(CIN: U74999TZ2020PLC033369)

A Company incorporated under the Companies Act, 2013,
having its Registered Office at Pollachi Road, Malumichampatti,
Coimbatore Tamil Nadu-641 021,
Authorised Signatory by Mr. Praveen Gupta.

*... Applicant Company No.VI /
Resulting Company No.II /*

Order Pronounced on 12th October 2022

CORAM

**BACHU VENKAT BALRAM DAS MEMBER (JUDICIAL)
SAMEER KAKAR, MEMBER (TECHNICAL)**

*For Applicant(s): P.Sriram, PCS
Mr.R.Inbaraju, Advocate*

COMMON ORDER

Per: SAMEER KAKAR, MEMBER (TECHNICAL)

This is a joint application filed by the Applicant Companies, namely **RENAISSANCE ADVANCED CONSULTANCY LIMITED** (for brevity "Applicant Company-I / Transferor Company-I / Demerged Company-I"), **RENAISSANCE CONSULTANCY SERVICES LIMITED** (for brevity "Applicant Company-II / Resulting Company Company-I"), **RENAISSANCE STOCKS LIMITED** (for brevity "Applicant Company-III / Transferor Company-II"), **REVATHI EQUIPMENT LIMITED** (for brevity "Applicant Company-IV / Transferee Company / Demerged Company-II"), **SEMAC CONSULTANTS PRIVATE LIMITED** (for brevity "Applicant Company-V / Transferor Company-III"), **RENAISSANCE CORPORATE CONSULTANTS LIMITED** (for brevity "Applicant Company-VI / Resulting Company-II") under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Amalgamation (hereinafter referred to as the "SCHEME") proposed by the Applicant Companies. The said Scheme is also appended as "Annexure - G" to the CA(CAA)/64(CHE)/2022.

2. The Composite Scheme of Arrangement at (Pages 510 to 577 of Part-4 of the Type Set) provides for the following to take place chronologically;

- (i) The Demerger of **Demerged Undertaking 1** (defined in definition 1.4 of the Scheme) into **RENAISSANCE CONSULTANCY SERVICES LIMITED.**
- (ii) Post Demerger of **Demerged Undertaking 1** (defined in definition 1.4 of the Scheme), merger of **RENAISSANCE ADVANCED CONSULTANCY LIMITED** and **RENAISSANCE STOCKS LIMITED** into **REVATHI EQUIPMENT LIMITED.**
- (iii) Demerger of **Demerged Undertaking 2** (defined in definition 1.5 of the Scheme) into **RENAISSANCE CORPORATE CONSULTANTS LIMITED;** and
- (iv) Merger of **SEMAC CONSULTANTS PRIVATE LIMITED** into **REVATHI EQUIPMENT LIMITED.**

3. The Applicant Companies in this Company Application has sought for the following reliefs;

	EQUITY SHAREHOLDERS	SECURED CREDITORS	UNSECURED CREDITORS
APPLICANT COMPANY -I	To convene the meeting	NIL	To dispense with the meeting
APPLICANT COMPANY -II	To dispense with the meeting	NIL	To dispense with the meeting
APPLICANT COMPANY-III	To convene the meeting	NIL	To dispense with the meeting
APPLICANT COMPANY -IV	To convene the meeting	To dispense with the meeting	To convene the meeting
APPLICANT COMPANY-V	To convene the meeting	NIL	To convene the meeting
APPLICANT COMPANY -VI	To convene the meeting	NIL	To dispense with the meeting

4. An affidavit in support of the present Application sworn for and on behalf of the Applicant Companies are listed hereunder:-

- i) **Mr.Praveen Gupta** on behalf **Applicant Company I, II, III & VI** in the capacity of the authorized signatory.
- ii) **Mr.Sudhir R** on behalf **Applicant Company IV & V** in the capacity of the authorized signatory.

and it is also represented that the Registered offices of all the Applicant Companies are situated within the territorial jurisdiction of the Bench of this Tribunal and falling within the purview of Registrar of Companies, Coimbatore.

5. RENAISSANCE ADVANCED CONSULTANCY LIMITED:

[Applicant Company-I / Transferor Company-I / Demerged Company-I]

- (i) There are **881** (Eight Hundred and Eighty One only) Equity Shareholders and list of shareholders to this effect is placed at Page Nos. **578-586** of the typed set filed with the application and has sought for convening, holding and conducting of the meeting.
- (ii) There is **NIL** Secured Creditor and the certificate issued by the Chartered Accountant to this effect is placed at **Page No. 587** of the typed set filed along with the application. Hence the necessity of Convening, holding and conducting the meeting does not arise.
- (iii) There are **45** (Forty Five) Unsecured Creditors and the certificate issued by the Chartered Accountants to this

effect is placed at **Page Nos. 588-590** of the typed set filed with the application. Affidavit given **by 92.74%** the creditors are placed at **Page Nos. 592-618** and sought for dispensation with holding of meeting.

6. RENAISSANCE CONSULTANCY SERVICES LIMITED:

[Applicant Company-II / Resulting Company Company-I]

- (i) There are **7** (Seven) Equity Shareholders and list of shareholders to this effect is placed at Page No.**623-624** of the typed set filed with the application and consent by way of Affidavit given by all the Equity Shareholders is placed at Page Nos.**626-654** and sought for dispensation with holding of meeting.
- (ii) There is NIL Secured Creditor and the certificate issued by the Chartered Accountant to this effect is placed at Page **No.655** of the typed set filed along with the application. Hence the necessity of Convening, holding and conducting the meeting does not arise.
- (iii) There are **5** (Five) Unsecured Creditors and the certificate issued by the Chartered Accountants to this effect is placed at **Page Nos. 656-657** of the typed set filed with the application. Affidavit given **by 98.52%** the creditors are placed at **Page Nos. 658-666** and sought for dispensation with holding of meeting.

7. RENAISSANCE STOCKS LIMITED

[Applicant Company-III / Transferor Company-II]

- (i) There are **7** (Seven) Equity Shareholders and list of shareholders to this effect is placed at Page Nos.**673-694**

of the typed set filed with the application. Affidavits given by 99.99% of the shareholders are placed at **Page Nos.676-695** and in prayer (ii) at **page 60** of the part-1 of the typed set, sought for convening, holding and conducting of the meeting.

- (ii) There is NIL Secured Creditor and the certificate issued by the Chartered Accountant to this effect is placed at Page No. **696** of the typed set filed along with the application. Hence the necessity of convening, holding and conducting the meeting does not arise.
- (iii) There are 4 (Four) Unsecured Creditors and the certificate issued by the Chartered Accountants to this effect is placed at **Page Nos. 697-698** of the typed set filed with the application. Affidavit given **by 95.57%** the creditors are placed at **Page Nos. 699-708** and sought for dispensation with holding of meeting.

8. REVATHI EQUIPMENT LIMITED:

[Applicant Company-IV / Transferee Company / Demerged Company-II]

- (i) There are **5298** (Five Thousand Two Hundred and Ninety Eight only) Equity Shareholders and list of shareholders to this effect is placed at Page Nos.**711-932** of the typed set filed with the application and sought for convening, holding and conducting of the meeting.
- (ii) There are **3** (Three) Secured Creditors and the certificate issued by the Chartered Accountants to this effect is placed at Page Nos.**933-934** of the typed set filed with the application. No objection letters issued by the

creditors were placed at page **935-937** and sought for dispensation with holding of meeting.

- (iii) There are **340** (Three Hundred and Forty) Unsecured Creditors and the Certificate issued by the Chartered Accountants to this effect is placed at Page Nos. **938-947** of the typed set filed with the application and sought for convening, holding and conducting of the meeting.

9. SEMAC CONSULTANTS PRIVATE LIMITED:

[Applicant Company-V / Transferor Company-III]

- (i) There are **15** (Fifteen) Equity Shareholders and list of shareholders to this effect is placed at Page Nos. **955-956** of the typed set filed with the application and sought for convening, holding and conducting of the meeting.
- (ii) There is **NIL** Secured Creditor and the certificate issued by the Chartered Accountant to this effect is placed at Page No. 957 of the typed set filed along with the application. Hence the necessity of convening, holding and conducting the meeting does not arise.
- (iii) There are **45** (Forty Five) Unsecured Creditors and the Certificate issued by the Chartered Accountants to this effect is placed at **Page Nos. 958-960** of the typed set filed with the application and sought for convening, holding and conducting of the meeting.

10. RENAISSANCE CORPORATE CONSULTANTS LIMITED:

[Applicant Company-VI / Resulting Company-II]

- (i) There are **7** (Seven) Equity Shareholders and list of shareholders to this effect is placed at **Page Nos. 965-**

966 of the typed set filed with the application and has sought for convening, holding and conducting of the meeting.

- (ii) There is **NIL** Secured Creditor and the certificate issued by the Chartered Accountant to this effect is placed at Page No. **967** of the typed set filed along with the application. Hence the necessity of Convening, holding and conducting the meeting does not arise.
- (iii) There are **3** (Three) Unsecured Creditors and the certificate issued by the Chartered Accountants to this effect is placed at **Page Nos. 968-969** of the typed set filed with the application. Affidavit given by **98.56%** the creditors are placed at Page Nos. **970-972** and sought for dispensation with holding of meeting.

11. We have perused the applications and the connected documents / papers filed therewith including the Scheme contemplated between the Applicant companies.

12. From the certificate of incorporation filed, it is evident that **RENAISSANCE ADVANCED CONSULTANCY LIMITED** an unlisted public Limited company was incorporated under the provisions of Companies Act, 2013 on 01.09.2014. The Authorized Share Capital of the Applicant Company-I / Transferor Company-I / Demerged Company-I as on 31.03.2021 as follows:



PARTICULARS	AMOUNT IN RS.
<u>AUTHORISED CAPITAL</u> 30,00,000 equity shares of Rs.10 each	3,00,00,000
TOTAL	3,00,00,000
<u>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</u> 21,69,519 equity shares of Rs.10 each fully paid up	2,16,95,190
TOTAL	2,16,95,190

13. From the certificate of incorporation filed, it is evident that **RENAISSANCE CONSULTANCY SERVICES LIMITED** an unlisted public limited company was incorporated under the provisions of Companies Act, 2013 on 07.01.2020. The Authorized Share Capital of the Applicant Company-II / Resulting Company Company-I as on 31.03.2022 as follows:

PARTICULARS	AMOUNT IN RS.
<u>AUTHORISED CAPITAL</u> 22,00,000 equity shares of Rs.10 each	2,20,00,000
TOTAL	2,20,00,000
<u>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</u> 1,000 equity shares of Rs.10 each fully paid up.	10,000
TOTAL	10,000

14. From the certificate of incorporation filed, it is evident that **RENAISSANCE STOCKS LIMITED** is an unlisted public Limited company incorporated on 18.12.2008 under the Companies Act, 1956. The Authorized Share Capital of the Applicant Company-III / Transferor Company-II as on 31.03.2022 as follows:

PARTICULARS	AMOUNT IN Rs.
<u>AUTHORISED CAPITAL</u>	
20,00,000 equity shares of Rs.10 each	2,00,00,000
TOTAL	2,00,00,000
<u>ISSUED, SUBSCRIBED AND PAID UP</u>	
<u>CAPITAL</u>	1,00,00,000
10,00,000 equity shares of Rs.10 each fully paid up.	
TOTAL	1,00,00,000

15. From the certificate of incorporation filed, that the **REVATHI EQUIPMENT LIMITED** is a listed public limited company incorporated under the Companies Act, 1956 on 13.05.1977. The Authorized Share Capital of the Applicant Company-IV / Transferee Company / Demerged Company-II as on 31.03.2022 as follows:

PARTICULARS	AMOUNT IN Rs.
<u>AUTHORISED CAPITAL</u>	
35,00,000 equity shares of Rs.10 each	3,50,00,000
TOTAL	3,50,00,000
<u>ISSUED, SUBSCRIBED AND PAID UP</u>	
<u>CAPITAL</u>	3,06,69,430
30,66,943 equity shares of Rs.10 each fully paid up.	
TOTAL	3,06,69,430

16. From the certificate of incorporation filed, that the **SEMAC CONSULTANTS PRIVATE LIMITED** is a private limited company incorporated under the Companies Act, 1956 on 16.01.1987. The Authorized Share Capital of the Applicant Company-V / Transferor Company-III as on 31.03.2022 as follows:

PARTICULARS	AMOUNT IN RS.
<u>AUTHORISED CAPITAL</u>	
20,00,000 equity shares of Rs.10 each	2,00,00,000
TOTAL	2,00,00,000
<u>ISSUED, SUBSCRIBED AND PAID UP</u>	
<u>CAPITAL</u>	
18,20,892 equity shares of Rs.10 each fully paid up.	1,82,08,920
TOTAL	1,82,08,920

17. From the certificate of incorporation filed, that the **RENAISSANCE CORPORATE CONSULTANTS LIMITED** is an unlisted public limited company incorporated under the Companies Act, 2013 on 22.01.2020. The Authorized Share Capital of the Applicant Company-VI / Resulting Company-II as on 31.03.2022 as follows:

PARTICULARS	AMOUNT IN RS.
<u>AUTHORISED CAPITAL</u>	
35,00,000 equity shares of Rs.10 each	3,50,00,000
TOTAL	3,50,00,000
<u>ISSUED, SUBSCRIBED AND PAID UP</u>	
<u>CAPITAL</u>	
1,000 equity shares of Rs.10 each	10,000
TOTAL	10,000

18. The Applicant companies have filed their respective Memorandum and Articles of Association inter alia delineating their object clauses. The 1st Applicant Company has filed its last available audited financial Statements for the year ended as on 31.03.2021 and unaudited financial statements as on 31.03.2022.

The 2nd to 6th Applicant companies have filed their available audited financial Statements for the year ended as on 31.03.2022.

19. The Board of Directors of the Applicant Companies vide meetings held on 12.11.2021 have unanimously approved the proposed Scheme as contemplated above and copies of resolutions passed thereon have been placed on record by the companies.

20. The Appointed date as specified in the Scheme is **01.04.2022.**

21. The Statutory Auditors of all the Applicant Companies have examined the Scheme in terms of provisions of Sec. 232 of Companies Act, 2013 and the rules made thereunder and certified that the Accounting Standards is in compliance with Section 133 of the Companies Act, 2013.

22. Taking into consideration the application filed by the Applicant Companies and the documents filed therewith this Tribunal issues the following directions: -

A) IN RELATION TO THE RENAISSANCE ADVANCED CONSULTANCY LIMITED [Applicant Company-I / Transferor Company-I / Demerged Company-I] (for brevity RACL) :

(i) With respect to Equity shareholders:

Since, it is represented by RACL that there are **881** (Eight Hundred and Eighty one) Equity Shareholders in the

Company. Meeting of the Equity Shareholders of the RACL is directed to be held at **10.00 AM** on **03.12.2022** at the registered office of RACL or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) With respect to Secured Creditors:

Since it is represented by the RACL that there is **NIL** Secured Creditor in the Company, hence the necessity of Convening, holding and conducting a meeting **does not arise**.

(iii) With respect to Unsecured Creditors:

Since it is represented by the RACL that there are that there are **45 (Forty Five)** Unsecured Creditors in RACL whose consents by way of affidavits have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is **dispensed with**.

B) IN RELATION TO THE RENAISSANCE CONSULTANCY SERVICES LIMITED [Applicant Company-II / Resulting Company Company-I] (for brevity RCSL):

(i) With respect to Equity shareholders:

Since it is represented by the RCSL that there are **7 (Seven)** Equity shareholders in the Company whose consents by way of affidavits have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is **dispensed with**.

(ii) **With respect to Secured Creditors:**

Since it is represented by the RCSL that there are **NIL** Secured Creditors in the Company hence the necessity of Convening, holding and conducting a meeting **does not arise**.

(iii) **With respect to Unsecured Creditors:**

Since it is represented by the RCSL that there that there are that there are **5 (Five)** Unsecured Creditors in RCSL whose consents by way of affidavits have been obtained and are placed on record. Perusing the certificate of Chartered Accountant at **page 657** of the typed set it was noted that the credit value of Syt.Abhishek Dalmia is recorded as 3,60,000/- and consent affidavit of Syt.Abhishek Dalmia in this regard was placed at page 665 of the typed set but in the calculation sheet at page 658, instead of Syt.Abhishek Dalmia's name one Syt.Sundar Rajan Bala was recorded because of this ambiguity meeting of the Unsecured Creditors of the RCSL is directed to be held at **12.00 PM** on **03.12.2022** at the registered office of RCSL or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

C) IN RELATION TO THE RENAISSANCE STOCKS LIMITED [Applicant Company-III / Transferor Company-II] (for brevity RSL):

(i) **With respect to Equity shareholders:**

Since it is represented by the RSL that there are **7 (Seven)** Equity shareholders in the Company whose consents by way

of affidavits have been obtained. Considering the prayer (ii) at **page 60** of the part-1 of the typed set meeting of the Equity Shareholders of the RSL is directed to be held at **02.00 PM** on **03.12.2022** at the registered office of RSL or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Since it is represented by the RSL that there are **NIL** Secured Creditors in the Company hence the necessity of Convening, holding and conducting a meeting **does not arise**.

(iv) **With respect to Unsecured Creditors:**

Since it is represented by the RSL that there that there are that there are **4 (Four)** Unsecured Creditors in RSL whose consents by way of affidavits have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is **dispensed with**.

D) IN RELATION TO THE REVATHI EQUIPMENT LIMITED [Applicant Company-IV / Transferee Company / Demerged Company-II](for brevity REL):

(i) **With respect to Equity shareholders:**

Since, it is represented by the REL that there are **5298 (Five Thousand Two Hundred and Ninety Eight only)** Equity shareholders in the Company. Meeting of the Equity

shareholders of the REL is directed to be held at **03.00 PM** on **03.12.2022** at the registered office of the REL or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Since it is represented by the Applicant Company 4 / Transferee Company (2) that there are **3 (Three)** secured creditors in the Company whose consents by no objection letters have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is ***dispensed with***.

(iii) **With respect to Unsecured Creditors:**

Since it is represented by the REL that there are **340 (Three Hundred and Forty)** unsecured creditors in the Company Meeting of the Unsecured Creditors of the REL is directed to be held at **05.00 PM** on **03.12.2022** at the registered office of the REL or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

E) IN RELATION TO THE SEMAC CONSULTANTS PRIVATE LIMITED Applicant Company-V / Transferor Company-III](for brevity SCPL):

(i) **With respect to Equity shareholders:**

Since, it is represented by the SCPL that there are **15 (Fifteen)** Equity shareholders in the Company. Meeting of the Equity shareholders of the SCPL is directed to be held at

10.00 AM on **04.12.2022** at the registered office of the SCPL or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Since it is represented by the SCPL that there are **NIL** Secured Creditors in the Company hence the necessity of Convening, holding and conducting a meeting **does not arise**.

(iii) **With respect to Unsecured Creditors:**

Since it is represented by the SCPL that there are **45 (Forty Five)** unsecured creditors in the Company. Meeting of the Unsecured Creditors of the SCPL is directed to be held at **12.00 PM** on **04.12.2022** at the registered office of the SCPL or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

F) IN RELATION TO THE RENAISSANCE CORPORATE CONSULTANTS LIMITED [Applicant Company-VI / Resulting Company-II](for brevity RCCL):

(i) **With respect to Equity shareholders:**

Since, it is represented by the RCCL that there are 7 **(Seven)** Equity shareholders in the Company. Meeting of the Equity shareholders of the RCCL is directed to be held at **2.00 PM** on **04.12.2022** at the registered office of the RCCL or if not convenient at any other suitable place for which

prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Since it is represented by the RCCL that there are **NIL** Secured Creditors in the Company hence the necessity of Convening, holding and conducting a meeting **does not arise**.


(iii) **With respect to Unsecured Creditors:**

Since it is represented by the RCCL that there that there are that there are **3 (Three)** Unsecured Creditors in RCCL whose consents by way of affidavits have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is **dispensed with**.

23. The quorum for the meetings of the companies infra shall be as follows;

COMPANY	CLASS	QUORUM
APPLICANT COMPANY -I (RENAISSANCE ADVANCED CONSULTANCY LIMITED)	EQUITY SHAREHOLDERS	100
APPLICANT COMPANY -II (RENAISSANCE CONSULTANCY SERVICES LIMITED)	UNSECURED CREDITORS	2
APPLICANT COMPANY -III (RENAISSANCE STOCKS LIMITED)	EQUITY SHAREHOLDERS	2
APPLICANT COMPANY-IV (REVATHI EQUIPMENT LIMITED)	EQUITY SHAREHOLDERS	100
	UNSECURED CREDITORS	68
APPLICANT COMPANY -V (SEMAC CONSULTANTS PRIVATE LIMITED)	EQUITY SHAREHOLDERS	4
	UNSECURED CREDITORS	10
APPLICANT COMPANY -VI (RENAISSANCE CORPORATE CONSULTANTS LIMITED)	EQUITY SHAREHOLDERS	3

- i) The Chairperson appointed for the above said meeting shall be **Mr. K.S.Ravichandran (Mobile No.9443026172)** and would be entitled to fee of **Rs.1,50,000/-** for services in addition to meeting incidental expenses.
- ii) **Mr. Pranav Shankar (Mobile: 8884712901)** is appointed as a Scrutinizer and would be entitled to fee of **Rs.75,000/-** for services in addition to meeting incidental expenses. The Chairperson(s) will file the reports of the meeting within a week from the date of holding of the above said meetings.
- iii) In case the quorum as noted above, for the above meeting of the Applicant Companies is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the person(s) present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the applicant companies at least 48 hours before the meeting. The Chairperson and Alternate Chairperson appointed herein along with Scrutinizer shall ensure that the proxy registers are properly maintained. However, every endeavour should be made by the applicant companies to attain at least the quorum fixed, if not more in relation to approval of the scheme.

- iv) The meetings shall be conducted as per applicable procedure prescribed under the MCA Circular MCA General Circular Nos. (i) 20/2020 dated 5th May, 2020 (AGM Circular), (ii) 14/2020, dated 08.04.2020 (EGM Circular-I) and (iii) 17/2020 dated 13.04.2020 (EGM Circular-II);
- v) That individual notices of the above said meetings shall be sent by the Applicant Company through registered post or speed post or through courier or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, the place and the time as aforesaid, together with a copy of Scheme, copy of explanatory statement, required to be sent under the Companies Act, 2013 and the prescribed form of proxy shall also be sent along and in addition to the above any other documents as may be prescribed under the Act or rules may also be duly sent with the notice.
- vi) That the Applicant Company shall publish advertisement with a gap of atleast 30 clear days before the aforesaid meetings, indicating the day, date and the place and time as aforesaid, to be published in the English Daily "Business Standard" (All India Edition), and "Dinamani Tamil (Tamil Nadu Edition) in Vernacular stating the copies of Scheme, the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and the form of proxy shall be provided free of charge at the registered office of the respective Applicant Companies. Further, the Applicant Company -IV shall also
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effect a publication in the "**Navbharat Times**" (**Hindi All India Edition**) since it is a listed Company.

- vii) The Chairperson shall as aforesaid be responsible to report the result of the meeting within a period of 3 days of the conclusion of the meeting with details of voting on the proposed scheme.
- viii) The companies shall individually send notice to concerned Regional Director, MCA, Registrar of Companies Chennai, Official Liquidator, The Reserve Bank of India and the Income Tax Authorities, as well as other Sectoral regulators who may have significant bearing on the operation of the applicant companies or the Scheme *per se* along with copy of required documents and disclosures required under the provisions of Companies Act, 2013 read with Companies (Compromises, Arrangements, Amalgamations) Rules, 2016.
- ix) The applicant companies shall further furnish copy of the Scheme free of charge within 1 day of any requisition for the Scheme made by every creditor or member of the applicant companies entitled to attend the meetings as aforesaid.
- x) The Authorized Representative of the Applicant Companies shall furnish an affidavit of service of notice of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meetings.

- xi) All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.

24. The Applications stand **allowed** on the aforesaid terms.

-sd-

SAMEER KAKAR
MEMBER (TECHNICAL)

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BACHU VENKAT BALRAM DAS MEMBER
MEMBER (JUDICIAL)