



IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH (Court-II)
KOLKATA

C.A. (CAA) No. 192/KB/2023

In the matter of:

The Companies Act, 2013;

-And-

In the matter of:

An application under Sections 230-232 of the said Act;

- And-

In the matter of:

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

- And-

In the matter of:

THE INDIAN STEEL & WIRE PRODUCTS LIMITED, [CIN: U27106WB1935PLC008447], a company incorporated under the Companies Act, 1913 and a public limited company within the meaning of the Companies Act, 2013, having its registered office at Flat-7D & E, 7th Floor, Everest House, 46C Chowringhee Road, Kolkata-700071

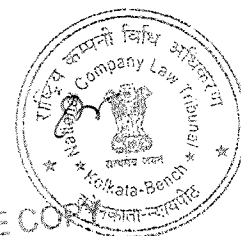
... **Transferor Company/Applicant Company**

- With-

TATA STEEL LIMITED [CIN: L27100MH1907PLC000260], a company incorporated under the provisions of the Indian Companies Act, 1882 and a public limited company within the meaning of the Companies Act, 2013, having its registered office at Bombay House, 24, Homi Mody Street, Fort, Mumbai 400 001, Maharashtra;

... **Transferee Company/Non-Applicant**

- And-





In the matter of:

The Indian Steel & Wire Products Limited

... **Transferor Company/Applicant Company**

- And-

In the matter of:

1. The Indian Steel & Wire Products Limited

... **Applicant**

Coram:

Smt. Bidisha Banerjee : Member (Judicial)

Shri Arvind Devanathan : Member (Technical)

Appearances:

For the Petitioners:

Mr. Ratnanko Banerji, Senior. Advocate

Mr. Soorjya Ganguli, Advocate

Ms. Pooja Chakrabarti, Advocates

Ms. Akshita Bohra, Advocate

Mr. Aritra Deb, Advocate

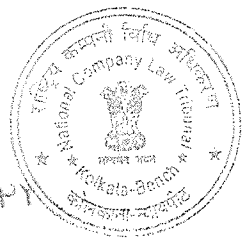
Ms. Devanshi Prasad, Advocate

Order pronounced on: 18.01.2024

ORDER

Per: Arvind Devanathan, Member (Technical)

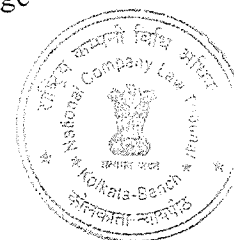
1. The Court is convened through hybrid mode.
2. The instant application has been filed in the first stage of the proceedings under Section 230 read with Section 232 of the Companies Act, 2013 (“Act”) for directions with regard to meetings of shareholders and creditors in connection with the proposed **Scheme of Amalgamation** amongst **Tata Steel Limited** (“**Transferee Company**”) and **The Indian Steel & Wire Products Limited** (“**Transferor Company**” or “**Applicant Company**”) and their respective shareholders, whereby and whereunder the Transferor Company/Applicant Company is proposed to be amalgamated into and with the Transferee Company and the entire





undertaking of the Transferor Company/Applicant Company is proposed to be amalgamated into and with the Transferee Company with effect from the Appointed Date, viz., April 1, 2022, in such manner and on such terms and conditions as stated in the said Scheme of Amalgamation (“Scheme”), a copy whereof is annexed to the Application and marked as **Exhibit “C”** [page 43 of the Application].

3. It is stated that as the Registered Office of the Transferee Company is situated in Maharashtra and hence, outside the territorial jurisdiction of this Hon’ble Tribunal, the Transferee Company has filed a separate Company Scheme Application in respect of the Scheme under Sections 230 to 232 of the Companies Act, 2013 before the Mumbai Bench of the Hon’ble National Company Law Tribunal on September 20, 2023.
4. The Board of Directors of both the Transferor Company/Applicant Company and the Transferee Company have approved the said Scheme at their respective meetings held on September 22, 2022, being **Exhibit “AA”** [page 1453 to 1464 of the Application], respectively, subject to the directions and sanctions of this Tribunal as required under law and other authorities that may be necessary.
5. The Transferor Company/Applicant Company is engaged in the business of wire rods, TMT rebars, wires and wire products as an external processing agent of the Transferee Company and manufacturing and direct marketing of welding products, nails, rolls and castings.
6. It is stated in the Application that the Statutory Auditors of the Transferor Company/Applicant Company, Price Waterhouse & Co., Chartered Accountants LLP, and the statutory auditors of the Transferee Company, Price Waterhouse & Co., Chartered Accountants LLP have confirmed that the accounting treatment contained in the Scheme is in compliance with applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 and other generally accepted accounting principles. Copies of the certificates have been annexed with the Application, as **Exhibit “V”** [page 1426 of the Application], and **Exhibit “W”** [page 1428 of the Application].





7. The Authorized Equity Share Capital of the Transferor Company/Applicant Company is presently Rs. 26,00,00,000/- divided into 2,60,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-Up share capital is presently Rs. 8,61,47,860/- divided into 86,14,786 Equity Shares of Rs. 10/- each.
8. The Transferor Company/Applicant Company has the following classes of shareholders and creditors:

Number of Equity Shareholders as on March 31, 2023	Number of Secured Creditors as on September 30, 2022	Number of Unsecured Creditors as on September 30, 2022
810 (Exhibit DD at page no. 1483 of the Application)	NIL (Exhibit EE at page no. 1627 of the Application)	684 (Exhibit FF at page no. 1629 of the Application)

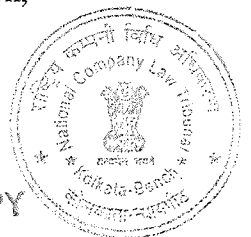
9. A certificate by an independent chartered accountant dated July 19, 2023 certifying the shareholding pattern of the Transferor Company/Applicant Company as on March 31, 2023 is annexed with the Application and marked as **Exhibit "DD"** [page 1483 of the Application].
10. The Transferor Company/Applicant Company has NIL secured creditors as on September 30, 2022. A certificate by an independent chartered accountant dated April 8, 2023, certifying the number of secured creditors of the Transferor Company/Applicant Company to be NIL is annexed with the Application and marked as **Exhibit "EE"** [page 1627 of the Application].
11. The unsecured creditors of the Transferor Company/Applicant Company constituting more than 90% (Ninety percent) of the outstanding debt have given their consent in writing agreeing to the Scheme and also consenting to waive the requirement of holding the meeting of the unsecured creditors of the Transferor Company/ Applicant Company, by way of their respective affidavits. A certificate by an independent chartered accountant





dated August 8, 2023, certifying the number of unsecured creditors of the Transferor Company/Applicant Company, who have given their consent affidavits, along with copies of the affidavits provided in this regard, by the unsecured creditors of the Transferor Company/Applicant Company are annexed hereto and collectively marked **Exhibit "GG"** [page 1701 of the Application].

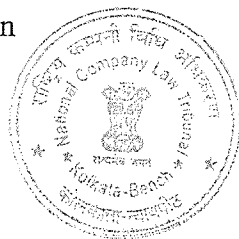
12. It is also submitted that the Scheme does not involve any corporate debt restructuring or any arrangement whatsoever between the Transferor Company/Applicant Company and creditors within the meaning of Sections 230 to 232 of Companies Act, 2013.
13. Under provisions of the Competition Act, 2002 read with item 9 of Schedule I of Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, the instant Scheme of Amalgamation will not require any clearance from the Competition Commission of India.
14. In the facts and circumstances of this case, orders and directions are sought accordingly for (i) convening and holding the meeting of the equity shareholders of the Transferor Company/Applicant Company for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme amongst the Transferor Company/Applicant Company and the Transferee Company and their respective shareholders; (ii) dispensing with the requirement of convening and holding the meeting of the secured creditors of the Transferor Company/Applicant Company for the proposed Scheme in view of there being NIL secured creditors; and (iii) dispensing with the requirement of convening and holding the meeting of the unsecured creditors of the Transferor Company/Applicant Company for the proposed Scheme in view of the affidavits received from more than 90% of the outstanding debt of the unsecured creditors of the Transferor Company/Applicant Company, consenting to the dispensation of the meeting of unsecured creditors; and (iv) service of notices on the Statutory Authorities as stated in paragraph no. 43 of the Application, pursuant to Section 230(5) of the Companies Act, 2013.





15. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Transferor Company/Applicant Company, we allow the instant application and make the following orders:

- a. **Meeting(s) to be held:** Meeting of the Equity Shareholders of the Transferor Company/Applicant Company shall be convened and held on **11.03.2024 or any adjourned dates thereof during normal business hours** for the purpose of considering, and, if though fit, approving, with or without modification(s), the proposed Scheme, in compliance with the applicable provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, read with applicable circulars issued by Ministry of Corporate Affairs from time to time.
- b. **Mode of the meeting:** The meeting shall be held physically at Rotary Sadan, 94/2 Chowringhee Road, Kolkata 700020 or any other venue, as notified, depending on availability.
- c. **Notice for the meeting:**
 - i. **Advertisement:** As per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, at least 30 (thirty) clear days before the meeting to be held, as aforesaid, an advertisement of the notice of meeting be published once each in the “**Business Standard**” in English and “**Aajkal**” in Bengali, both circulated in West Bengal for the Applicant Company.. The notice of the meeting shall also be placed on the website of the Transferor Company/Applicant Company. The publication shall indicate the time within which the copies of the Scheme shall be made available to the concerned persons free of charge from the Registered Office of the Transferor Company/Applicant Company. The publication shall also indicate that the statement required to be furnished pursuant to Section 102 read with Section 230-232 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Transferor Company/Applicant Company in





accordance with the second proviso to sub-section (3) of Section 230 of the Companies Act, 2013 and Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

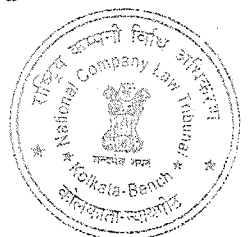
- ii. **Individual notices:** At least 30 (thirty) clear days before the aforesaid meeting of the Equity Shareholders of the Applicant Company be held, as aforesaid, a notice convening the said meeting(s), indicating the date and time as aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent pursuant to Section 102 read with Sections 230-232 of the Companies Act, 2013, shall be sent to each of the Equity Shareholders of the Transferor Company/Applicant Company as per Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in hard copy through hand delivery through special messenger or by speed post or courier to addresses of the Equity Shareholders duly registered with the Registrar and Transfer Agent/Applicant Company.
- d. **Chairperson:** Mtr. Vikram Wadhera, Adv. (having mobile no.: 9748220706) shall be appointed as the Chairperson for the aforesaid meeting of the Equity Shareholders of the Applicant Company and shall be paid a consolidated sum of Rs.1 lakh as remuneration for acting as Chairperson.
- e. **Scrutinizer:** Ms. Shruti Singhanian, PCS (having mobile no.: 9874847954) shall be appointed as the Scrutinizer for the aforesaid meeting of the Equity Shareholders of the Applicant Company to be held. and shall be paid a consolidated sum of Rs.75,000/- towards remuneration for acting as Scrutinizer.
- f. **Quorum and Attendance:** That the quorum of the aforesaid meeting of the Equity Shareholders of the Transferor Company/Applicant Company shall be as prescribed under Section 103 of the Companies Act, 2013. For the meeting to be held physically, only attendance of such persons physically present at the





venue shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter, the persons/shareholders present shall be deemed to constitute the quorum.

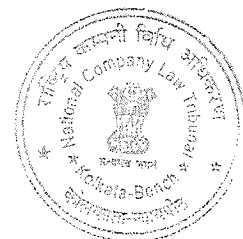
- g. **Mode of Voting:** Voting in the meeting shall be conducted by postal ballot/by show of hands since the meeting would be held physically.
- h. **Cut-off date:** The cut-off date for determining the eligibility of equity shareholders who will be entitled to vote and value of their votes shall be 13.02.2024 and the value of the votes cast shall be reckoned and scrutinized with reference to the said date. The voting rights of the Equity Shareholders of the Applicant Company shall be in proportion to their share of the paid-up Equity Share Capital of the Applicant Company as on the cut-off date and as per the respective Register of Members of the Applicant Company. Further, where the entries in the books/ register/ depository records are disputed, the Chairperson of the meeting shall determine the voting rights for the purposes of the meeting of Equity Shareholders and his decision in that behalf would be final.
- i. **Voting procedure:** The voting procedure at the meeting will be conducted through postal ballot/by show of hands.
- j. **Proxies:** A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Transferor Company/Applicant Company. Voting in case of body corporate, and voting by authorised representatives shall be permitted, provided the prescribed form/authorization is filed with the Transferor Company/Applicant Company no later than 48 hours before the commencement of the aforesaid meeting as required





under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

- k. **Voting Rights:** The voting rights of the equity shareholders of the Transferor Company/Applicant Company shall be in proportion to their share of the paid-up equity share capital of the Transferor Company/Applicant Company as on the cut-off date and in accordance with the Register of Members or index of beneficial owners of the Transferor Company/Applicant Company. Further, where the entries in the books / register / depository records are disputed, the Chairperson of the meeting shall determine the voting rights for the purpose of the aforesaid meeting of the Equity Shareholders and his decision in that behalf would be final.
- l. The Chairperson appointed for the aforesaid meeting of the Transferor Company/Applicant Company, or any other person authorized by the Chairperson shall issue notices of the meeting of the Equity Shareholders referred to above and shall have all powers as per the Articles of Association of the Applicant Company and also under the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as may be applicable, in relation to the conduct of the meeting, including for deciding procedural questions that may arise at the meeting or at any adjournments thereof or any other matter including, an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
- m. **Scrutinizer's Report/Declaration of Results:** The votes cast by the equity shareholders shall be scrutinized by the Scrutinizer. The Scrutinizer shall prepare and submit the Scrutinizer's Report to the Chairperson of the meeting. The Chairperson shall declare the results of the meeting after submission of the report of the Scrutinizer.

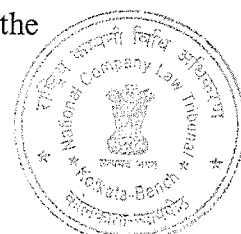




- n. The resolution for approval of the Scheme put to a meeting shall be deemed to have been duly passed on the date of such meeting under the provisions of Section 230(1) read with Section 232(1) of the Companies Act, 2013 and other applicable laws.
- o. The value of each equity shareholder shall be in accordance with the books and records of the Transferor Company/Applicant Company and, where entries in the books are disputed, the Chairperson shall determine the value for purposes of the said meeting.
- p. The Chairperson shall report to this Tribunal, the results of the said meeting within four (4) weeks of conclusion of the said meeting. The said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- q. The Confirmation Petition to be filed within four (4) weeks from the date of filing of the Chairperson's Report.
- r. Notice under Section 230(5) of the Companies Act, 2013 along with all accompanying documents, including a copy of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013 shall also be served on the following:
- i. Central Government of India (through Regional Director, Eastern Region, Ministry of Corporate Affairs);
 - ii. Registrar of Companies, West Bengal;
 - iii. Income-Tax Authorities having jurisdiction over the Transferor Company/Applicant Company; and
 - iv. Official Liquidator having jurisdiction over the Transferor Company/Applicant Company
 - v. Reserve Bank of India

by sending the same by hand delivery through special messenger, by speed post and by e-mail within two weeks from the date of receiving this order.

The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days from the date of receipt of the





notice with a copy of such representation being simultaneously sent to the Advocates/Authorized Representative of the said Transferor Company/Applicant Company. If no such representation is received by the Tribunal within such period, it shall be presumed that such authorities have no representation to make on the said Scheme. Such notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 in Form No. CAA3 of the said Rules with necessary variations, incorporating the directions herein.

16. The Transferor Company/Applicant Company to file an affidavit proving service of notices of meeting(s) and publication of advertisement and compliance of all directions contained herein at least a week before the meeting(s) to be held. Since the list of equity shareholders of the Transferor Company/Applicant Company, to whom the notice of the aforesaid meeting of the equity shareholders will be issued, is voluminous, the Transferor Company/Applicant Company is allowed to submit the said list with the Registry in a form of a compact disc/pen drive.
17. **Meetings Dispensed and Not Required:** In view of there being NIL secured creditors in the Applicant Company, the meeting of the secured creditors of the Transferor Company/Applicant Company for considering the Scheme is being dispensed with.. Further, in view of consent to the Scheme received by more than 90% (ninety per cent) in value of unsecured creditors of the Transferor Company/Applicant Company, by way of respective consent affidavits, the meeting of the unsecured creditors of the Transferor Company/Applicant Company for considering the Scheme is being dispensed
18. The application being Company Application C.A. (CAA) No. 192 of 2023 is disposed of accordingly.





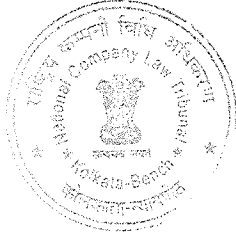
19. Urgent certified copy of this order, if applied for, be issued upon compliance with all requisite formalities.

Arvind Devanathan
Member (Technical)

Bidisha Banerjee
Member (Judicial)

This Order signed on this, the 18th day of January 2024.

Sayon [Steno]



CERTIFIED TO BE TRUE COPY

NO. 113/2024
Date of Presentation
of application for Copy 22/01/2024
No. of Pages Twelve Pages
Copying Fee 5/-
Registration & Postage Fee -
Total ₹ 80/-
Date of Receipt &
Record of Copy 23/01/2024
Date of Preparation of Copy 23/01/24
Date of Deliver of Copy 23/01/24

DD / DR / AR / Court Officer
National Company Law Tribunal
Kolkata Bench