

**IN THE NATIONAL COMPANY LAW TRIBUNAL
COURT NO. IV, NEW DELHI
CA (CAA)-107/(ND)/2021**

{Sections 230-232 and Other Applicable Provisions of The Companies Act, 2013 Read with Companies (Compromises, Arrangements, And Arrangements) Rules, 2016}

IN THE MATTER OF:

**SCHEME OF AMALGAMATION
OF**

Shree Lakshmi Metal Udyog Limited
(Transferor Company No.1/Applicant Company-1)

AND

Apollo Tricoat Tubes Limited
(Transferor Company No.2/ Applicant Company-2)

WITH

APL Apollo Tubes Limited
(Transferee Company No.3/ Applicant Company-3)

AND

THEIR RESPECTIVE CREDITORS AND SHAREHOLDERS

ORDER PRONOUNCED ON: 30.11.2021

CORAM:

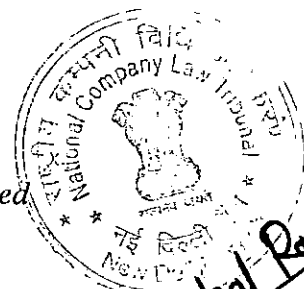
**DR. DEEPTI MUKESH
HON'BLE MEMBER (JUDICIAL)**

**MS. SUMITA PURKAYASTHA
HON'BLE MEMBER (TECHNICAL)**

MEMO OF PARTIES

CA (CAA)-107(ND)/2021

Shree Laxmi Metal Udhog Limited and APL Apollo Tubes Limited



Vishal Rana
07.12.2021

Shri Lakshmi Metal Udhog Limited

Having its registered office at:
37, Hargobind Enclave, Vikas Marg,
Delhi – 110092.

...Transferor Company No.1 / Applicant Company-1

AND

Apollo Tricoat Tubes Limited

Having registered office at:
37, Hargobind Enclave.Vikas Marg,
Delhi-110092

...Transferor Company No.2/ Applicant Company-2

WITH

APL Apollo Tubes Limited

Having registered office at:
37, Hargobind Enclave,Vikas Marg,
Delhi-110092

...Transferee Company/ Applicant Company-3

For the Applicants :Mr. Mahesh Agarwal, Adv.
Mr. Rajeev Kumar, Adv.

For The OL : Ms. Hemlata Rawat, Adv.
Mr.Aayushmaan Vatsyayana, Adv.

ORDER

Per- Dr. Deepti Mukesh, Member (Judicial)

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Shree Laxmi Metal Udhog Limited and APL Apollo Tubes Limited



1. This is an application filed by Shri. Lakshmi Steel Metal Udyog (for brevity "Transferor Company No.1"), Apollo Tricoat Tubes Limited (for brevity "Transferor Company No.2") and APL Apollo Tubes Limited (for brevity "Transferee Company"), jointly 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 between the applicants.
2. An affidavit in support of the above application sworn by Mr. Shivam Maheshwari, Mr. Surbhi Arora and Mr. Deepak C S, being the authorized representative of the Transferor Company No.1, Transferor Company No.2 and Transferee Company respectively, who has been authorized vide board resolution dated 27.02.2021 passed at their respective board meetings. The copy of respective board resolutions dated 27.02.2021 have been annexed. It is also represented that the registered office of all the applicant companies is under the domain of Registrar of Companies, NCT of New Delhi & Haryana and within the territorial jurisdiction of this Tribunal.
3. The Transferor No.1 Company is a public limited company incorporated on 25.04.1994 under the provisions of Companies Act, 1986, bearing CIN: U85110DL1994PLC224835 and having registered office at 37, Hargobind Enclave, Vikas Marg, Delhi- 110092. The company was initially incorporated in the name and style of "*Estima Investment & Financial Services Private Limited.*" Thereafter on 13.01.1995 the company was converted from private limited company to Public limited company and the name of the company was changed from "*Estima Investment & Financial Services Private Limited*" to "*Estima Investment & Financial Services Limited.*" Again on 16.09.2003, the name of the company was again changed from "*Estima Investment & Financial*

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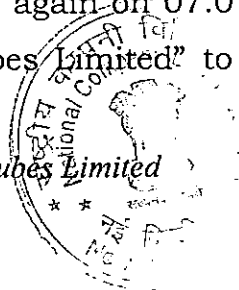
Services Limited” to “*Shri Lakshmi Metal Udhyog Limited.*” The fresh certificates of incorporation issued by the Ministry of Corporate Affairs have been annexed. The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (divided into 70,00,000 Equity Shares of Rs. 10/- each) and the Issued, subscribed and Paid-Up Share Capital is Rs. 5,89,50,000/- (divided into 58,95,000 Equity shares of Rs. 10/- each). The company is engaged in the business of production of ERW steel Tubes and GP coils.

4. The Transferor No.2 Company is a public limited company incorporated on 12.01.1983 under the provisions of Companies Act, 1986, bearing CIN: L74900DL1983PLC014972 and having registered office at 37, Hargobind Enclave, Vikas Marg, Delhi- 110092. The company was initially incorporated in the name and style of “*Best Steel Logistics Limited.*” On 21.08.2018 the name of the company was changed to “*Apollo Tricoat Tubes Limited*” On 28.07.2014, the company was listed on BSE limited. The fresh certificates of incorporation issued by the Ministry of Corporate Affairs have been annexed. The Authorized Share Capital of the Company is Rs. 6,50,00,000/- (divided into 3,25,00,000 Equity Shares of Rs. 2/- each) and the Issued, subscribed and Paid-Up Share Capital is Rs. 6,08,00,000/- (divided into 3,04,00,000 Equity shares of Rs. 2/- each). The company is engaged in the business of production of steel designer roofing, fencing, steel door frames, designer hand railing etc.

5. The Transferee Company is a public limited company, incorporated on 24.02.1986 under the provisions of Companies Act, 1956, bearing CIN: L74899DL1986PLC023443 and having registered office at 37, Hargobind Enclave, Vikas Marg, Delhi- 110092. The company was initially incorporated in the name and style of “*Bihar Tubes Private Limited*”, on 19.10.1993, the company was converted from Private limited company to Public limited company and the name of the company was changed from “*Bihar Tubes Private limited*” to “*Bihar Tubes limited.*” Thereafter, again on 07.07.2010 the name of the company was changed from “*Bihar Tubes Limited*” to “*APL Apollo Tubes*

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Limited.” On 05.12.2011 the shares of the company were listed on BSE limited and on 14.12.2011 the shares of the company were listed on National Stock Exchange of India limited. The fresh certificates of incorporation issued by the Ministry of Corporate Affairs have been annexed. The Authorized Share Capital of the Company is Rs.45,00,00,000 /- (divided into 22,50,00,000 Equity shares of Rs.2/- each) and the Issued, Subscribed and Paid-Up Share Capital is Rs. 24,97,92,000/- (Divided into 12,48,96,000 Equity Share of Rs. 2/- each). The company is engaged in the business of production of EW steels tubes.

6. All the applicant companies have filed their respective Memoranda and Articles of Association inter alia delineating their object clauses, as well as their last Audited Annual Accounts for the year ended 31st March 2021 and the provisional balance sheet upto 30th June 2021.
7. The Board of Directors of all the Applicant companies vide meeting held on 27th February 2021 have unanimously approved the proposed Scheme of amalgamation as contemplated above. Copies of resolutions passed in the said board meetings of all the applicant companies have been placed on record.
8. That all the applicant companies have annexed the certificates from statutory auditors in compliance under Section 133 of the Companies Act, 2013 read with Rule 7 of companies (Accounts) Rules, 2014 and other Generally Accepted Accounting Principles.
9. That the Transferor No.1 company is not a listed therefore no objection from BSE or NSE is not required. As regards the Transferor No.2 company no objection letter obtained from BSE limited dated 02, August 2021 is annexed and as regards the Transferee Company no objection letters obtained from BSE limited and National Stock Exchange of the India Limited dated 02, August 2021 are annexed.

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10. It is stated that the Transferor No.1 Company is having Seven Equity Shareholders, certificate from Chartered Accountants certifying list of shareholders is annexed. It is further represented that the Company has one Secured Creditor and 126 unsecured creditors, certificate from Chartered Accountants certifying list of secured and unsecured creditors is annexed.

- (i) In relation to the shareholders, it seeks directions for holding/convening of the meetings.
- (ii) In relation to the secured creditors of the Company, it seeks directions for holding/convening of the meetings.
- (i) In relation to the unsecured creditors of the Company, it seeks directions for holding/convening of the meetings.

11. It is stated that the Transferor No.2 Company is having 25,957 Equity Shareholders, certificate from Chartered Accountants certifying list of shareholders is annexed. It is further represented that the Company has three Secured Creditor and 380 unsecured creditors, certificate from Chartered Accountants certifying list of secured and unsecured creditors is annexed.

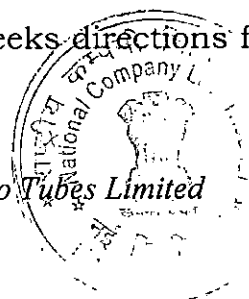
- (i) In relation to the shareholders, it seeks directions for holding/convening of the meetings.
- (ii) In relation to the secured creditors of the Company, it seeks directions for holding/convening of the meetings.
- (iii) In relation to the unsecured creditors of the Company, it seeks directions for holding/convening of the meetings.

12. It is stated that the Transferee Company is having 65,695 Equity Shareholders, certificate from Chartered Accountants certifying list of shareholders is annexed. It is further represented that the Company has Five Secured Creditor and 1076 unsecured creditors, certificate from Chartered Accountants certifying list of secured and unsecured creditors is annexed.

- (i) In relation to the shareholders, it seeks directions for holding/convening of the meetings.

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- (i) In relation to the secured creditors of the Company, it seeks directions for holding/convening of the meetings.
- (ii) In relation to the unsecured creditors of the Company, it seeks directions for holding/convening of the meetings.

13. The appointed date as specified in the Scheme is 1st April, 2021 subject to the directions of this Tribunal.

14. The Transferor No.2 and the Transferee company are public companies limited companies limited by shares and are governed by the rule and regulations of SEBI. Further the book value of assets and turnover of the Applicants do not fall within the definition of "combinations" under the Competition Act, 2002 and therefore, there is no requirement of seeking approval from Competition Commission of India.

15. There are no pending investigation or proceedings against the applicant companies under the provisions of companies act.

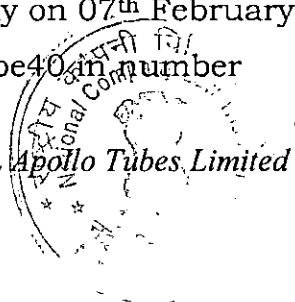
16. Taking into consideration the submissions and the documents filed therewith, we propose to issue the following directions with respect to calling, convening and holding of the meetings of the Shareholders, Secured and Unsecured Creditors of all the applicant companies as follows: -

A) In relation to the Transferor No.1 Company:

- (i) **With respect to Equity shareholders:** Meeting of the equity shareholders be convened, virtually on 07th February 2022 at 10:00 A.M. The quorum of the meeting shall be 2 in number
- (ii) **With respect to Secured Creditors:** Meeting of the secured creditors be convened, virtually on 07th February 2022 at 11:30 A.M. The quorum of the meeting shall be 1 in number
- (iii) **With respect to Unsecured Creditors:** Meeting of the unsecured Creditor be convened, virtually on 07th February 2022 at 12:30 P.M. The quorum of the meeting shall be 40 in number

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B) In relation to Transferor No.2 Company:

- (i) **With respect to Equity shareholders:** Meeting of the equity shareholders be convened, virtually on 07th February 2022 at 4:30 P.M. The quorum of the meeting shall be 5000 in number
- (ii) **With respect to Secured Creditors:** Meeting of the secured creditors be convened, virtually on 07th February 2022 at 2:30 A.M. The quorum of the meeting shall be 1 in number
- (iii) **With respect to Unsecured Creditors:** Meeting of the unsecured Creditor be convened, virtually on 07th February 2022 at 3:30 P.M. The quorum of the meeting shall be 90 in number

C) In relation to the Transferee Company:

- (i) **With respect to Equity shareholders:** Meeting of the equity shareholders be convened, virtually on 08th February 2022 at 02:00 P.M. The quorum of the meeting shall be 15000 in number
- (ii) **With respect to Secured Creditors:** Meeting of the secured creditors be convened, virtually on 08th February 2022 at 10:30 A.M. The quorum of the meeting shall be 2 in number
- (iii) **With respect to Unsecured Creditors:** Meeting of the unsecured Creditor be convened, virtually on 08th February 2022 at 11:30 P.M. The quorum of the meeting shall be 250 in number

17. The meetings of the Equity shareholders, secured and unsecured creditors of all the applicant companies shall be convened as directed:

- (i) The chairperson appointed for the meeting is Ms. Deepa Krishnan, Former Member (Technical) NCLT having email id
- (ii) The alternate Chairperson appointed for the meetings is Ms. Swarlipi Deb Roy, Advocate, having contact no. 8510094876 and email id: rkabel_sdr@yahoo.in

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- (iii) The observer/Scrutinizer appointed for the meeting is Ms. Shruti Rawat, PCS having contact no. 8377836964
- (iv) The fees for all the appointees above named in addition to meeting their incidental expense shall be as follows:
- For the Chairperson: Rs. 2,00,000/-
 - For the alternate Chairperson: Rs.1,40,000/-
 - For the observer: Rs. 1,15,000/-
- (v) The chairperson will file report within a week from the date of holding of the above said meetings.
- (vi) The notice of the above said meetings shall be sent by both the Applicant companies through registered post or through courier or through email, 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 proposed scheme of amalgamation, copy of explanatory statement as required to be sent under the companies Act, 2013, the prescribed form of proxy shall also be sent along and in addition to the above and any other documents as may be prescribed under the Act or rules may also be duly sent with the notice.
- (vii) The Applicant Companies shall publish advertisement in the newspapers namely, "Business Standard" (English, Delhi edition) and "Business Standard" (Hindi, Delhi edition) not less than 30 days before the aforesaid meetings.
- (viii) Voting shall be allowed on the proposed Scheme by voting in person, the chairperson shall be responsible to report the result of the meeting within a period of 3 days of the conclusion of the hearing with details of voting on the proposal scheme.

18. Notice of this application shall also be served on the following Statutory Authorities:

- Regional Director, Ministry of Corporate Affairs, B-2 Wing, 2 Floor, Paryawaran Bhavan, CGO Complex, New Delhi-110003;

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18. Notice of this application shall also be served on the following Statutory Authorities:

- (i) Regional Director, Ministry of Corporate Affairs, B-2 Wing, 2 Floor, Paryawaran Bhavan, CGO Complex, New Delhi-110003;
- (ii) Registrar of Companies at 4 floor, IFCI Tower, 61, Nehru Place, New Delhi-110019;
- (iii) Official liquidator, Lok Nayak Bhavan, 8 Floor, Khan Market, New Delhi-110001;
- (iv) Income Tax Department, Income Tax Office, Additional Commissioner of Income Tax, Special Range 4, Central Revenue Building, IP Estate, New Delhi-110002. The notices to Income Tax Authorities shall disclose sufficient details like PAN, ward numbers and assessing officers
- (v) and to such other Sectoral Regulatory Authorities who may govern the working of the respective companies involved in the Scheme.

The application is allowed on the aforesaid terms and stands disposed of.

SD/-
SUMITA PURKAYASTHA
MEMBER (TECHNICAL)

SD/-
DR. DEEPTI MUKESH
MEMBER (JUDICIAL)

Vishal Rana
07.12.2021

Gand
07/12/2021

सहायक पंजीयक
ASSISTANT REGISTRAR
राष्ट्रीय कम्पनी विधि अधिकरण
NATIONAL COMPANY LAW TRIBUNAL
C.G.O. COMPLEX, NEW DELHI-110003

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