

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI**

CA (CAA) 3083/MB/2019

CA (CAA) 129/ND//2019

In the matter of the Companies Act, 2013;

And

In the matter of Applications under Sections 230 - 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of Tata Steel Limited [CIN: L27100MH1907PLC000260], a company incorporated under 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 400001, Maharashtra;

And

In the matter of Bamnival Steel Limited [CIN: U27310MH2018PLC304494], a company incorporated under the Companies Act, 2013, having its registered office at Tarapur Complex, Plot No. F8, MIDC, Tarapur Industrial Area, Palghar, Thane 401506, Maharashtra;



And

In the matter of Tata Steel BSL Limited [CIN: L74899DL1983PLC014942], a company incorporated under the Companies Act, 1956 and a public limited company within the meaning of the Companies Act, 2013, having its registered office at Ground Floor, Mira Corporate Suites, Plot No. 1 & 2, Ishwar Nagar, Mathura Road, South Delhi, New Delhi 110065;

And

In the matter of Composite Scheme of Amalgamation of Bannipal Steel Limited and Tata Steel BSL Limited (formerly known as Bhushan Steel Limited) into and with Tata Steel Limited.

Tata Steel Limited [CIN:)
L27100MH1907PLC000260], a company)
incorporated under 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,) ...Applicant Company 1/
Fort, Mumbai 400001, Maharashtra) Transferee Company

Bannipal Steel Limited)
[CIN: U27310MH2018PLC304494], a)
company incorporated under the)



Companies Act, 2013 and having its)
registered office at Tarapur Complex, Plot)
No. F8, MIDC, Tarapur Industrial Area,) ...Applicant Company 2/
Palghar, Thane 401506, Maharashtra) Transferor Company 1

Tata Steel BSL Limited [CIN:)
L74899DL1983PLC014942], a company)
incorporated under the Companies Act,)
1956 and a public limited company within)
the meaning of the Companies Act, 2013,)
having its registered office at Ground)
Floor, Mira Corporate Suites, Plot No. 1 &)
2, Ishwar Nagar, Mathura Road, South) ...Applicant Company 3/
Delhi, New Delhi 110065) Transferor Company 2

Order delivered on the 20.02.2020

Coram:- Hon'ble Suchitra Kanuparthi, Member (Judicial)

Hon'ble Chandra Bhan Singh, Member (Technical)

For the Applicant Companies: Sneha Nagrekar a/w Aarathi Krishna i/b. AZB & Partners, Advocates for the Applicant Companies 1 and 2 and Devna Arora a/w Apeksha Dhanvijay i/b P&A Law Offices, Advocates for the Applicant Company 3.

Per: Chandra Bhan Singh, Member (Technical)

ORDER

1. The counsel for the Applicant Companies submits that the proposed Composite Scheme of Amalgamation of Bannipal Steel Limited ("Applicant Company 2" or "Transferor Company 1") and Tata Steel BSL Limited (formerly known as



Bhushan Steel Limited) (“Applicant Company 3” or “Transferor Company 2”) into and with Tata Steel Limited (“Applicant Company 1” or “Transferee Company”) (“Scheme”) provides for:

- (i) the amalgamation of the Applicant Company 2 into and with the Applicant Company 1 and consequent dissolution of the Applicant Company 2 without winding up;
 - (ii) the amalgamation of the Applicant Company 3 into and with the Applicant Company 1 and consequent dissolution of the Applicant Company 3 without winding up.
2. The counsel for the Applicant Companies submits that the registered offices of the Applicant Companies 1 and 2 are situated in Maharashtra and within the territorial jurisdiction of this Hon’ble Tribunal. The registered office of the Applicant Company 3 is situated in New Delhi. An application bearing no. CA(CAA) 129/ND/2019 was filed by the Applicant Company 3 in respect of the Scheme under Sections 230 - 232 of the Companies Act, 2013 before the New Delhi Bench of the National Company Law Tribunal on September 9, 2019. Subsequently, a transfer application bearing no. CA 1955 (PB)/2019 was filed before the Principal Bench of the National Company Law Tribunal for transfer of the application CA(CAA) 129/ND/2019 from the New Delhi Bench to this Hon’ble Bench. The Principal Bench allowed the transfer application and directed that the application CA(CAA) 129/ND/2019 be transferred from New Delhi Bench to this Hon’ble Bench vide order dated September 27, 2019. The registry was further directed by the New Delhi Bench to take urgent steps and place the matter before this Hon’ble Bench vide order dated September 30, 2019.



3. Considering the background, circumstances, rationale and benefits of the Scheme, the proposed amalgamation is beneficial, advantageous and not prejudicial to the shareholders, creditors and other stakeholders of the Applicant Companies and is beneficial to the public at large.
4. A meeting of the Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) of the Applicant Company 1, be convened and held at Yashwantrao Chavan Pratishthan Auditorium, Y.B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai 400021 on Tuesday, March 31, 2020 at 3 p.m., or any adjourned dates thereof, for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme.
5. A meeting of the Equity Shareholders of the Applicant Company 3, be convened and held at Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi 110016 on Monday, March 23, 2020 at 10:30 a.m., or any adjourned dates thereof, for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme.
6. The Counsel for the Applicant Companies submits that the Applicant Company 3 has obtained consent affidavit from its preference shareholder approving the proposed Scheme. The said consent affidavit is filed with this Hon'ble Tribunal along with the Company Scheme Application (CA (CAA) 129/ND/2019), which is annexed and marked as Exhibit U. In view of the fact that the Applicant Company 3 has filed consent affidavit, there is no requirement of convening and holding meeting of the



preference shareholder of the Applicant Company 3, the meeting is therefore dispensed with.

7. The Counsel for the Applicant Companies submits that the Applicant Company 2 has obtained consent affidavits from all its shareholders approving the proposed Scheme. The said consent affidavits are filed with this Hon'ble Tribunal along with the Company Scheme Application (CA (CAA) 3083/MB/2019), which are annexed and marked as Exhibits T-1 to T-7. In view of the fact that the Applicant Company 2 has filed consent affidavits, there is no requirement of convening and holding meeting of the shareholders of the Applicant Company 2, the meeting is therefore dispensed with.
8. At least 30 (thirty) clear days before the aforesaid meetings of the Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) of the Applicant Company 1 and the Equity Shareholders of Applicant Company 3 be held as aforesaid, notices convening the said meetings at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed form of proxy, shall be sent by registered post or by air mail or by courier or by speed post or by hand delivery at the registered or last known addresses or by e-mail to the registered e-mail address to each of the Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) of the Applicant Company 1 as per the records of the Applicant Company 1/ the Depositories on such cut-off date as may be fixed and to each of the Equity Shareholders of the Applicant Company 3 as per the records of the Applicant Company 3/ the Depositories on such cut-off date as may be fixed.



9. In view of Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Applicant Company 1 and the Applicant Company 3 are required to provide the facility of remote e-voting to its shareholders in respect of all shareholder resolutions. Additionally, the Applicant Company 1 and the Applicant Company 3 proposes to offer the facility of voting by postal ballot to its Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) in respect of the resolution to be passed at the said meetings of the Equity Shareholders. Accordingly, the Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) of the Applicant Company 1 and the Equity Shareholders of the Applicant Company 3 are allowed to avail remote e-voting facility and/or voting by postal ballot and/or voting by ballot/e-voting at the venue, for the said meetings to be held on Tuesday, March 31, 2020 at 3 p.m. and Monday, March 23, 2020 at 10:30 a.m. respectively. The e-voting facility and postal ballot facility for the Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) of the Applicant Company 1 and the Equity Shareholders of the Applicant Company 3 shall be provided in compliance with the conditions specified under the Companies (Management and Administration) Rules, 2014 as substituted by the Company (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, as applicable.

10. At least 30 (thirty) days before the aforesaid meetings of the Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) of the Applicant Company 1 and the Equity

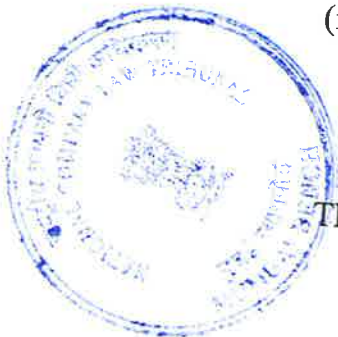


Shareholders of the Applicant Company 3 to be held as aforesaid, an advertisement of notice convening the said meetings, indicating the place, date and time aforesaid and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of proxy can be obtained free of charge at the registered offices of the Applicant Company 1 and the Applicant Company 3 as aforesaid, shall be published once each in 'Business Standard' in English and 'Navshakti' in Marathi, both circulated at Mumbai for the Applicant Company 1 and in 'Business Standard' in English and 'Jansatta' in Hindi, both circulated at New Delhi for the Applicant Company 3.

11. The Applicant Company 1 and the Applicant Company 3 undertake to:

- (i) issue notice convening meeting of the Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) of Applicant Company 1 and the Equity Shareholders of the Applicant Company 3 as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
- (ii) issue statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- (iii) issue form of proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
- (iv) advertise the notice convening meeting as per Form No. CAA.2 (Rule 7) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.



12. Mr. O. P. Bhatt, Independent Director of the Applicant Company 1, failing him, Mr. Aman Mehta, Independent Director of the Applicant Company 1, failing him, Mr. Deepak Kapoor, Independent Director of the Applicant Company 1, failing him, Mr. T. V. Narendran, Chief Executive Officer and Managing Director of the Applicant Company 1, failing him, Mr. Koushik Chatterjee, Executive Director and Chief Financial Officer of the Applicant Company 1, is appointed as the Chairperson for the aforesaid meeting of the Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) of the Applicant Company 1.
13. Mr. Adarsh Sharma, Independent Chartered Accountant, failing him, Mr. Krishnava Dutt, Independent Director of the Applicant Company 3, failing him, Mr. Rajeev Singhal, Managing Director of the Applicant Company 3, is appointed as the Chairperson for the aforesaid meeting of the Equity Shareholders of the Applicant Company 3.
14. The scrutinizer for the aforesaid meetings of the Applicant Company 1 and the Applicant Company 3 shall be Mr. P. N. Parikh, (Membership No. FCS 327 and CP No. 1228), failing him, Ms. Jigyasa Ved, (Membership No. FCS 6488 and CP No. 6018), failing her, Mr. Mitesh Dhabliwala (Membership No. FCS 8331 and CP No. 9511) of M/s. Parikh & Associates, Practicing Company Secretaries.
15. The quorum for the aforesaid meetings of the Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) of the Applicant Company 1 and the Equity Shareholders of the Applicant Company 3 shall be as prescribed under Section 103 of the Companies Act, 2013. In case the required quorum as stated above is not present at the commencement of meetings, the



meetings shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.

16. The Chairperson appointed for the aforesaid meetings of the Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) of the Applicant Company 1 and the Equity Shareholders of the Applicant Company 3 shall have all powers as per the respective Articles of Association of the Applicant Company 1 and the Applicant Company 3 and also under the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meetings, including for deciding procedural questions that may arise at the meetings or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the aforesaid meetings by any person(s).
17. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the aforesaid meetings, is filed with the Applicant Company 1 and the Applicant Company 3 at their respective registered offices, not later than 48 hours before start of the aforesaid meetings as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
18. The voting rights of the Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) of the Applicant Company 1 and the Equity Shareholders of the Applicant Company 3 shall be in proportion to their share of the paid up equity share capital of the Applicant Company 1 and the Applicant Company 3 respectively as on the cut-off date and as per the respective Register of Members of the Applicant Company 1 and the



Applicant Company 3. 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.

19. The respective Chairpersons to report to this Tribunal, the result of the aforesaid meetings within 30 (thirty) days of the conclusion of the aforesaid meetings, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
20. The Counsel for the Applicant Companies submits that since the Scheme is an arrangement between the Applicant Companies and their respective shareholders as contemplated under Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Companies Act, 2013 as there is no compromise and/or arrangement with the creditors and the debenture holders and as no sacrifice is called for by the creditors and the debenture holders, only a meeting of the shareholders is proposed to be held with in accordance with the provisions of Section 230(1)(b) of the Companies Act, 2013. Therefore, the meeting of the Secured Creditors of the Applicant Company 1 and the Applicant Company 3, the Unsecured Creditors of the Applicant Companies 1, 2 and 3 and the Unsecured Debenture Holders of the Applicant Company 1 are not required to be convened. The Counsel for the Applicant Companies further submits that the Applicant Companies may be allowed to issue individual notices to their creditors (as applicable) as on July 31, 2019 and debenture holders (as applicable) as on August 2, 2019, stating therein that they may submit their representations in relation to the Scheme, if any, to the Hon'ble Tribunal within 30 (thirty) days from the



date of receipt of the said notice and copy of such representations shall simultaneously be served upon the respective Applicant Companies. Further, the Applicant Company 1 do not have any Secured Debenture Holders, the Applicant Company 2 do not have any Secured Creditors, Secured Debenture Holders and Unsecured Debenture Holders and the Applicant Company 3 do not have any Secured Debenture Holders and Unsecured Debenture Holders. Accordingly, the question of convening a meeting of the Secured Debenture Holders of the Applicant Company 1, the Secured Creditors, the Secured Debenture Holders and the Unsecured Debenture Holders of the Applicant Company 2 and the Secured Debenture Holders and the Unsecured Debenture Holders of the Applicant Company 3 does not arise. Accordingly, this bench hereby directs the Applicant Company 1 to issue notices to its sole Secured Creditor as on July 31, 2019 and all its Unsecured Debenture Holders as on August 2, 2019, the Applicant Company 2 to issue notices to all its Unsecured Creditors as on July 31, 2019 and the Applicant Company 3 to issue notices to all its Secured Creditors as on July 31, 2019, by courier/ registered post/ speed post/ hand delivery or through e-mail (to those creditors/ debenture holders whose e-mail addresses are duly registered with the Applicant Companies), at their last known address as per the records of the Applicant Companies, with a direction that they may submit their representations, if any, to the Tribunal within 30 (thirty) days from the date of receipt of the said notice and copy of such representations shall simultaneously be served upon the respective Applicant Companies. Further, this bench hereby directs the Applicant Company 1 and the Applicant Company 3 to issue notices to all those Unsecured Creditors having value of



Rs. 10,00,000 (Rupees Ten Lakhs only) and more, as on July 31, 2019, by courier/ registered post/ speed post/ hand delivery or through e-mail (to those creditors whose e-mail addresses are duly registered with the Applicant Company 1 and the Applicant Company 3), at their last known address as per the records of the Applicant Company 1 and the Applicant Company 3 respectively, with a direction that they may submit their representations, if any, to the Tribunal within 30 (thirty) days from the date of receipt of the said notice and copy of such representations shall simultaneously be served upon the Applicant Company 1 and the Applicant Company 3.

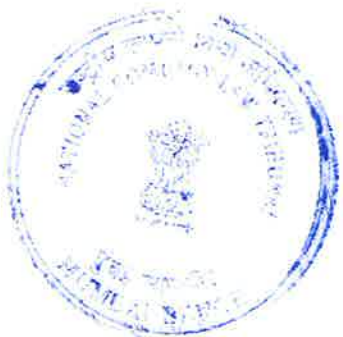
21. The Applicant Company 1, pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, is directed to serve notices along with a copy of the Scheme upon: (i) Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai, Maharashtra, (ii) the Registrar of Companies, Mumbai, (iii) Deputy Commissioner of Income Tax, Room No 552, 5th Floor, Aaykar Bhavan, Maharshi Karve Road, Mumbai Maharashtra 400020, (iv) Securities and Exchange Board of India, (v) BSE Limited, and (vi) National Stock Exchange of India Limited, with a direction that they may submit their representations, if any, within a period of 30 (thirty) days from the date of receipt of such notice, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company 1, failing which, it will be presumed that the aforesaid authorities have no representations to make on the Scheme.

22. The Applicant Company 2, pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8 of the Companies



(Compromises, Arrangements and Amalgamations) Rules, 2016, is directed to serve notices along with a copy of the Scheme upon: (i) Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai, Maharashtra, (ii) the Registrar of Companies, Mumbai, (iii) Assistant Commissioner of Income Tax, Palghar Circle, Aaykar Bhavan, BIDCO Road, Palghar West, Dist Palghar, Maharashtra, 401404, and (iv) Official Liquidator, High Court, Mumbai, with a direction that they may submit their representation, if any, within a period of 30 (thirty) days from the date of receipt of such notice, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company 2, failing which, it will be presumed that the aforesaid authorities have no representations to make on the Scheme.

23. The Applicant Company 3, pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, is directed to serve notices along with a copy of the Scheme upon: (i) Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, (ii) the Registrar of Companies, New Delhi, (iii) Deputy Commissioner of Income Tax, Central Circle -03, Room No 332, E-2, A.R.A. Centre, Jhandewalan Extn, New Delhi -110055, (iv) Securities and Exchange Board of India, (v) BSE Limited, (vi) National Stock Exchange of India Limited, and (vii) Official Liquidator, High Court, Delhi, with a direction that they may submit their representations, if any, within a period of 30 (thirty) days from the date of receipt of such notice, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company 3, failing



which, it will be presumed that the aforesaid authorities have no representations to make on the Scheme.

24. The Tribunal is appointing Chartered Accountants, M/s Jacob Koshy & Co., 511, Jolly Bhavan No. 1, 10, New Marine Lines Mumbai – 20, with a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only), in respect of Applicant Company 2, for their service to assist the Official Liquidator to file his representation.
25. The Tribunal is appointing Chartered Accountants, M/s Jacob Koshy & Co., 511, Jolly Bhavan No. 1, 10, New Marine Lines Mumbai – 20, with a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only), in respect of Applicant Company 3, for their service to assist the Official Liquidator to file his representation.
26. In view of the averments made in paragraph 44 of the Company Scheme Application (CA (CAA) 3083/MB/2019) and paragraph 41 of the Company Scheme Application (CA (CAA) 129/ND/2019), serving of notice along with a copy of the Scheme on the Competition Commission of India, in terms of Section 230(5) of the Companies Act, 2013, is not required.
27. That the Applicant Companies to file an affidavit of service before the Tribunal proving dispatch of notices upon the shareholders of the Applicant Company 1 and the Applicant Company 3, upon the concerned creditors and debenture holders by the Applicant Companies, upon the regulatory authorities by the Applicant Companies and publication of notice in newspapers by the Applicant Company 1 and the Applicant Company 3 as stated in paragraphs 8, 10, 20, 21, 22 and 23 above. Since the list of Equity Shareholders (holding Fully Paid as well as Partly Paid Equity Shares) of the Applicant Company 1 and the list of the Equity Shareholders of the Applicant Company 3, to whom the



notice of the aforesaid meetings of the Equity Shareholders will be issued, is voluminous, the Applicant Company 1 and the Applicant Company 3 are allowed to submit the said list with the Registry in a form of a compact disc/ pen drive.

Sd/-

**CHANDRA BHAN SINGH
MEMBER, (TECHNICAL)**

Sd/-

**SUCHITRA KANUPARTHI
MEMBER, (JUDICIAL)**

Date :- 20.02.2020
A.M.



Certified True Copy
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On 04.03.2020


Assistant Registrar
National Company Law Tribunal Mumbai Bench