

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
CHANDIGARH BENCH, AT CHANDIGARH**

**CA [CAA] NO. \_\_\_\_\_/Chd/\_\_\_\_\_2022**

**In the matter of the Companies Act, 2013**

**And**

**In the matter of Sections 230-232 and other applicable  
provisions of the Companies Act, 2013 and Companies  
(Compromises, Arrangements and Amalgamations)**

**Rules, 2016**

**And**

**In the matter of Composite Scheme of Arrangement  
Amongst**

**JINDAL UNITED STEEL LIMITED**

A public limited company incorporated under the Companies Act, 2013 having its registered office at O.P. Jindal Marg, Hisar-125005, Haryana through its authorized representative, Mr. Akhand Kirty, mobile no.: 8051168592, e-mail address: akhand.kirty@jindalstainless.com

**.... Applicant Company 1 /  
Amalgamated Company**

**AND**


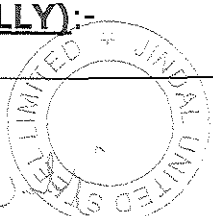

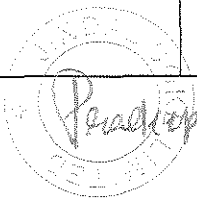
**JINDAL COKE LIMITED**

A public limited company incorporated under the Companies Act, 2013 having its registered office at O.P. Jindal Marg, Hisar - 125005, Haryana, through its authorized representative, Mr. Pradeep Tahiliani, mobile no.: 9818730222, e-mail address: pradeep.tahiliani@jindalstainless.com

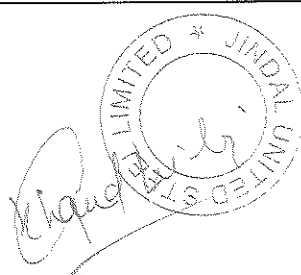
**.... Applicant Company 2 /  
Amalgamating Company**



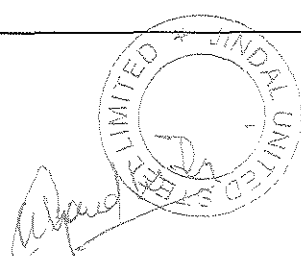

S.NO.	PARTICULARS	PAGES
1.	Memo of Parties	
2.	Notice of Admission	
3.	List of Dates & Synopsis	
4.	Chart showing the status of the shareholders, secured creditors and unsecured creditors of the Applicant Companies	
5.	Joint application under Section 230-232 read with applicable provisions of the Companies Act, 2013 and Rule 3 and Rule 18 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016	
6.	Affidavit of Mr. Akhand Kirty, Company Secretary and Authorized Representative of Applicant Company 1	
7.	Affidavit of Mr. Pradeep Tahiliani, Company Secretary and Authorized Representative of Applicant Company 2	
8.	<b><u>ANNEXURE-A.1:-</u></b> Composite Scheme of Arrangement	
9.	<b><u>ANNEXURE-A.2 (COLLY): -</u></b> Certified true copy of the Certificate of Incorporation and Memorandum of Association and Articles of Association of the Applicant Company 1	
10.	<b><u>ANNEXURE-A.3 (COLLY):-</u></b>	

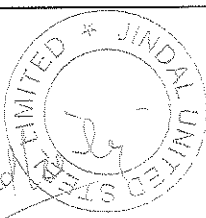

S.NO.	PARTICULARS	PAGES
	Certified true copies of the audited financial statements of Applicant Company 1 for the financial years ended March 31, 2019, March 31, 2020, March 31, 2021, and the unaudited financial statements of the Applicant Company 1 for the period ended September 30, 2021.	
11.	<b><u>ANNEXURE-A.4 (COLLY):-</u></b> Certified true copies of the Board Resolution and Board Report of the Applicant Company 1 dated January 28, 2022, approving the Scheme of Arrangement.	
12.	<b><u>ANNEXURE-A.5(COLLY):-</u></b> List of Equity Shareholders of the Applicant Company 1 as on January 15, 2022, certified by N.C Aggarwal & Co. (CA) vide certificate dated February 4, 2022, along with consent Affidavits of Equity Shareholders of Applicant Company 1.	
13.	<b><u>ANNEXURE-A.6(COLLY):-</u></b> List of Preference Shareholders of the Applicant Company 1 as on January 15, 2022, certified by N.C Aggarwal & Co. (CA) vide certificate dated February 4, 2022, along with consent Affidavits of Preference Shareholders of Applicant Company 1.	



14.	<b><u>ANNEXURE-A.7(COLLY):-</u></b>  List of Secured Creditors of the Applicant Company 1 as on December 31, 2021, certified by N.C Aggarwal & Co. (CA) vide certificate dated February 4, 2022.	
15.	<b><u>ANNEXURE-A.8(COLLY):-</u></b>  List of Unsecured Creditors of the Applicant Company 1 as on December 31, 2021, certified by N.C Aggarwal & Co. (CA) vide certificate dated February 4, 2022.	
16.	<b><u>ANNEXURE-A.9 (COLLY): -</u></b>  Certified true copy of the Certificate of Incorporation and Memorandum of Association and Articles of Association of the Applicant Company 2.	
17.	<b><u>ANNEXURE-A.10 (COLLY):-</u></b>  Certified true copies of the audited financial statements of Applicant Company 2 for the financial years ended March 31, 2019, March 31, 2020, March 31, 2021, and the unaudited financial statements of the Applicant Company 2 for the period ended September 30, 2021.	
18.	<b><u>ANNEXURE-A.11 (COLLY):-</u></b>  Certified true copies of the Board Resolution and Board Report of the Applicant Company 2 dated	

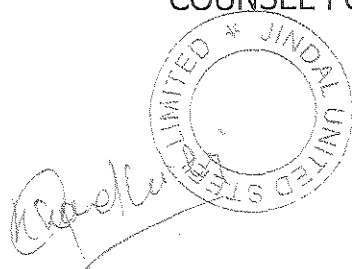
	January 28, 2022, approving the Scheme of Arrangement.	
19.	<b><u>ANNEXURE-A.12(COLLY):-</u></b> List of Equity Shareholders of the Applicant Company 2 as on January 15, 2022, certified by N.C Aggarwal & Co. (CA) vide certificate dated February 4, 2022, along with consent Affidavits of Equity Shareholders of Applicant Company 2.	
20.	<b><u>ANNEXURE-A.13(COLLY):-</u></b> List of Preference Shareholders of the Applicant Company 2 as on January 15, 2022, certified by N.C Aggarwal & Co. (CA) vide certificate dated February 4, 2022, along with consent Affidavits of Preference Shareholders of Applicant Company 2.	
21.	<b><u>ANNEXURE-A.14 (COLLY):-</u></b> List of Secured Creditors of the Applicant Company 2 as on December 31, 2021, certified by N.C Aggarwal & Co. (CA) vide certificate dated February 4, 2022.	
22.	<b><u>ANNEXURE-A.15 (COLLY):-</u></b> List of Unsecured Creditors of the Applicant Company 2 as on December 31, 2021, certified by N.C Aggarwal & Co. (CA) vide certificate dated February 4, 2022.	

23.	<b><u>ANNEXURE-A.16 (COLLY): -</u></b>  Certified true copies of the Valuation Report dated January 28, 2022 issued by Mr. Niranjana Kumar Registered Valuer (IBBI Registration No.- IBBI/RV/06/2018/10137).	
24.	<b><u>ANNEXURE - A.17 (COLLY):</u></b>  Certificates of Statutory Auditors of Applicant Company 1 and Applicant Company 2 dated February 4, 2022 certifying that the accounting treatment specified in the Composite Scheme of Arrangement is in conformity with the accounting standards prescribed under Section 133 of the Act.	
25.	<b><u>ANNEXURE -A.18 (COLLY):</u></b>  Affidavits from each of the Applicant Companies <i>qua</i> Sectoral Regulators.	
26.	<b><u>ANNEXURE – A.19 (COLLY):</u></b>  Affidavits from each of the Applicant Companies under Section 230(2) of the Companies Act, 2013	
27.	<b><u>ANNEXURE -A.20 (COLLY):</u></b>  Master Data of the Applicant Companies.	
28.	Vakalatnama	

CHANDIGARH  
DATED: .....

COUNSEL FOR THE APPLICANT COMPANIES



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
CHANDIGARH BENCH, AT CHANDIGARH**

**CA [CAA] NO. \_\_\_\_\_/Chd/\_\_\_\_\_2022**

**In the matter of the Companies Act, 2013**

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**JINDAL UNITED STEEL LIMITED**

A public limited company incorporated under the Companies Act, 2013 having its registered office at O.P. Jindal Marg, Hisar-125005, Haryana through its authorized representative, Mr. Akhand Kirty, mobile no.: 8051168592, e-mail address: akhand.kirty@jindalstainless.com

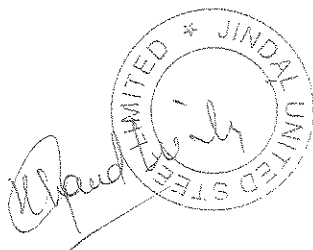
**.... Applicant Company 1 /  
Amalgamated Company**

**AND**

**JINDAL COKE LIMITED**

A public limited company incorporated under the Companies Act, 2013 having its registered office at O.P. Jindal Marg, Hisar - 125005, Haryana, through its authorized representative, Mr. Pradeep Tahiliani, mobile no.: 9818730222, e-mail address: pradeep.tahiliani@jindalstainless.com

**.... Applicant Company 2 /  
Amalgamating Company**



## **MEMO OF PARTIES**

### **1. JINDAL UNITED STEEL LIMITED**

Company incorporated under the Companies Act, 2013

CIN: U28113HR2014PLC053875

PAN: AADCJ4180C

Income Tax Ward/Circle: 13(1), Room No. 316A, 3rd

Floor, CR Building, I.P. Estate, New Delhi

Registered office: O.P. Jindal Marg, Hisar- 125005, Haryana

Tel. No.: 8051168592

E-mail: akhand.kirty@jindalstainless.com

...Applicant Company 1 / Amalgamated Company

### **2. JINDAL COKE LIMITED**

Company incorporated under the Companies Act, 2013

CIN: U23101HR2014PLC053884

PAN: AADCJ4179K

Income Tax Ward/ Circle: 13(1), Room No. 316A, 3rd Floor,

CR Building, I.P. Estate, New Delhi

Registered office: O.P. Jindal Marg, Hisar- 125005,

Haryana

Tel. No.: 9818730222


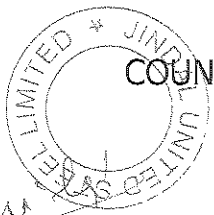


E-mail: pradeep.tahiliani@jindalstainless.com

...Applicant Company 2 / Amalgamating Company

CHANDIGARH

DATED: .....

COUNSEL FOR THE APPLICANT COMPANIES



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
CHANDIGARH BENCH: CHANDIGARH**

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**NOTICE OF ADMISSION**

Date: \_\_\_\_\_

From:

**JINDAL UNITED STEEL LIMITED**

A public limited company incorporated under the Companies Act, 2013 having its registered office at O.P. Jindal Marg, Hisar-125005, Haryana through its authorized representative, Mr. Akhand Kirty, mobile no.: 8051168592, e-mail address: akhand.kirty@jindalstainless.com

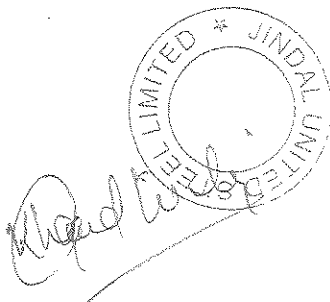
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A public limited company incorporated under the Companies Act, 2013 having its registered office at O.P. Jindal Marg, Hisar - 125005, Haryana, through its authorized representative, Mr. Pradeep Tahiliani, mobile no.: 9818730222, e-mail address: pradeep.tahiliani@jindalstainless.com

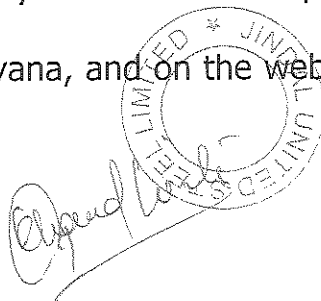
**.... Applicant Company 2 /  
Amalgamating Company**



To: The Registrar,  
NCLT (Chandigarh Bench)

The Parties named above request that the Hon'ble Tribunal be pleased to grant the following reliefs:

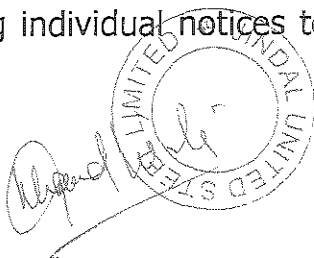
- I. To grant dispensation of meetings and publication and dispatch of notices of equity shareholders of the Applicant Company 1 in light of consent affidavits (being 100 % in value and in number) already obtained.
- II. To grant dispensation of meetings and publication and dispatch of notices of Non-Cumulative Compulsory Convertible Preference shareholders of the Applicant Company 1 in light of consent affidavits (being 100 % in value and in number) already obtained.
- III. To grant dispensation of meetings and publication and dispatch of notices of Non-Cumulative Non-Convertible Redeemable Preference shareholders of the Applicant Company 1 in light of consent affidavits (being 100 % in value and in number) already obtained.
- IV. Issuing directions for convening the meeting of the secured creditors of the Applicant Company 1 through video conference or other audio visual means and for publication of notices of such meeting in the Financial Express or any other English newspaper and in Jan Satta or any other Hindi newspaper having wide circulation in Haryana, and on the website of the Applicant Company



1, not less than thirty days before the date fixed for the meeting, and for giving individual notices to the secured creditors of the Applicant Company 1 as on December 31, 2021 through courier or speed post or registered post or email, in Form CAA 2 of Companies (Compromise, Arrangement and Amalgamations) Rules, 2016, and for fixing the quorum of the said meeting.


V. Issuing directions for convening the meeting of the unsecured creditors of the Applicant Company 1 through video conference or other audio visual means and for publication of notices of such meeting in the Financial Express or any other English newspaper and in Jan Satta or any other Hindi newspaper having wide circulation in Haryana, and on the website of the Applicant Company 1, not less than thirty days before the date fixed for the meeting, and for giving individual notices only to the unsecured creditors of the Applicant Company 1 having unsecured debt of more than INR 1,00,000 each in the Applicant Company 1 as on December 31, 2021, through courier or speed post or registered post or email, in Form CAA 2 of Companies (Compromise, Arrangement and Amalgamations) Rules, 2016, and for fixing the quorum of the said meeting.

VI. Issuing directions for dispensation of the requirement of issuing individual notices to unsecured creditors of the





Applicant Company 1 having unsecured debt equal to or less than INR 1,00,000 only as on December 31, 2021.

- VII. To grant dispensation of meetings and publication and dispatch of notices of equity shareholders of the Applicant Company 2 in light of consent affidavits (being 100 % in value and in number) already obtained.
- VIII. To grant dispensation of meetings and publication and dispatch of notices of Non-Cumulative Non-Convertible Redeemable Preference shareholders of the Applicant Company 2 in light of consent affidavits (being 100 % in value and in number) already obtained.
- IX. Issuing directions for convening the meeting of the secured creditors of the Applicant Company 2 through video conference or other audio visual means and for publication of notices of such meeting in the Financial Express or any other English newspaper and in Jan Satta or any other Hindi newspaper having wide circulation in Haryana, and on the website of the Applicant Company 2, not less than thirty days before the date fixed for the meeting, and for giving individual notices to the secured creditors of the Applicant Company 2 as on December 31, 2021 through courier or speed post or registered post or email, in Form CAA 2 of Companies (Compromise, Arrangement and Amalgamations) Rules, 2016, and for fixing the quorum of the said meeting.





*Pradeep Taniwar*

- X. Issuing directions for convening the meeting of the unsecured creditors of the Applicant Company 2 through video conference or other audio visual means and for publication of notices of such meeting in the Financial Express or any other English newspaper and in Jan Satta or any other Hindi newspaper having wide circulation in Haryana, and on the website of the Applicant Company 2, not less than thirty days before the date fixed for the meeting, and for giving individual notices only to the unsecured creditors of the Applicant Company 2 having unsecured debt of more than INR 1,00,000 each in the Applicant Company 2 as on December 31, 2021, through courier or speed post or registered post or email, in Form CAA 2 of Companies (Compromise, Arrangement and Amalgamations) Rules, 2016, and for fixing the quorum of the said meeting.
- XI. Issuing directions for dispensation of the requirement of issuing individual notices to unsecured creditors of the Applicant Company 2 having unsecured debt equal to or less than INR 1,00,000 only as on December 31, 2021.
- XII. Issuing necessary directions for appointment of Chairperson(s), Alternate Chairperson(s) and Scrutinizer(s) for the meeting or each of the meetings to be held and terms of appointment and remuneration for such Chairperson(s), Alternate Chairperson(s) and Scrutinizer(s).



- XIII. Issuing necessary directions fixing the time period within which the Chairperson(s) so appointed shall report the result of such meetings to this Hon'ble Tribunal.
- XIV. Issuing necessary directions for issuing notices of the Scheme to (a) the Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs, (b) Jurisdictional Registrar of Companies, (c) Income Tax Department through the Nodal Officer-Principal Chief Commissioner of Income Tax, (d) Official Liquidator, seeking their representation if any, on the Scheme.
- XV. Issuing necessary directions permitting the filing of the petition and other documents as may be required, for the purpose of sanctioning the Scheme.
- XVI. Passing such other and further orders as are deemed necessary in the facts and circumstances of the case.
- XVII. It is also prayed that the Applicant Companies may kindly be exempted from filing certified copies and true typed copies of the Annexures and permission to file photocopies thereof may kindly be granted, in the interest of justice.

The aforementioned relief is sought under Section 232 read with Section 230 of the Companies Act, 2013 and the Rules 5, 6, 7, 8,


17, 18, 19, 20 and 24 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 read with National Company Law Tribunal Rules, 2016 and any other applicable provisions, that the Hon'ble NCLT may deem appropriate.

**For the following reasons:**

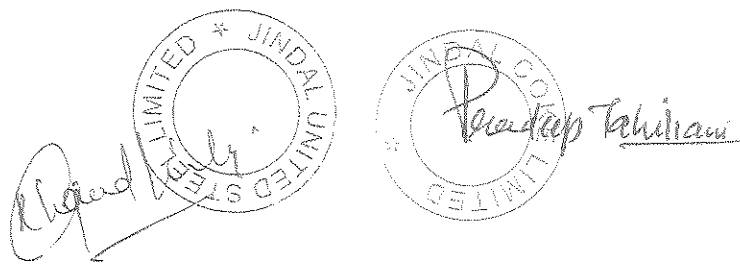
1. This Composite Scheme of Arrangement ("**Scheme**") is presented under Section 230 to 232 read with applicable provisions of the Companies Act, 2013 ("**Act**") for the amalgamation of Applicant Company 2 with Applicant Company 1 and other incidental and consequential actions in the manner provided in the Scheme.
2. The need and rationale for the Scheme has been provided in Clause 3 of the Scheme and the accompanying application and the management of the respective Companies is of the view that this Scheme is in the interest of the customers, employees, lenders, shareholders and all other stakeholders of the respective Applicant Companies.
3. This Scheme has been unanimously approved by the respective Boards of Directors of each of the Applicant Companies on January 28, 2022.
4. This Scheme has been consented to by 100% of the equity shareholders as on January 15, 2022 of Applicant



Company 1 and Applicant Company 2 who have submitted their respective affidavits in support thereof.

5. This Scheme has been consented to by 100% of the Non-Cumulative Non-Convertible Redeemable Preference Shareholders as on January 15, 2022, of Applicant Company 1 and Applicant Company 2 who have submitted their respective affidavits in support thereof.
6. This Scheme has been consented to by 100% of the Non-Cumulative Compulsory Convertible Redeemable Preference Shareholders as on January 15, 2022, of Applicant Company 1 who have submitted their respective affidavits in support thereof.
7. Directions for convening meetings of the secured and unsecured creditors of Applicant Company 1 and Applicant Company 2 have been prayed for.
8. Kindly refer to the contents of the application (Form No. NCLT.1), providing details of all the Applicant Companies along with the Scheme related information.

In support of this Application, each of the Applicant Companies have attached an affidavit setting out the facts on which the Applicant Companies rely.



Two circular corporate seals of Jindal Steel & Power Limited are visible. The left seal has a handwritten signature over it. The right seal has a handwritten signature 'Pradeep Teli' over it.



**Name and Title of person signing on behalf of Applicant**

**Company 1:**

Akhand Kirty

Company Secretary and Authorized Representative

**Signature:**

**Tel No.:** 8051168592

**E-Mail:** akhand.kirty@jindalstainless.com

**Name and Title of person signing on behalf of Applicant**

**Company 2:**

Pradeep Tahiliani

Company Secretary and Authorized Representative

**Signature:**

**Tel No.:** 9818730222

**E-Mail:** pradeep.tahiliani@jindalstainless.com

**This form is prescribed under Rule 34 of NCLT Rules, 2016  
and under Rule 3 of The Companies (Compromises,  
Arrangements and Amalgamations) Rules, 2016.**

**Company Application No [     ]**



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
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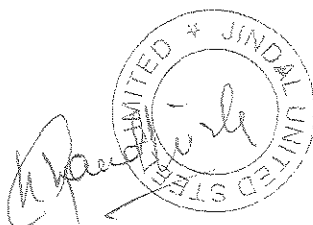
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**.... Applicant Company 2 /  
Amalgamating Company**



## BRIEF SYNOPSIS

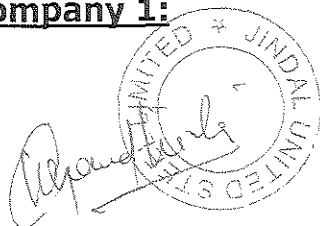
1. The present Joint Application is being filed seeking sanction of the Composite Scheme of Arrangement (hereinafter referred to as the "**Scheme**") between Jindal United Steel Limited ("**Amalgamated Company**" / "**Applicant Company 1**") and Jindal Coke Limited ("**Amalgamating Company / Applicant Company 2**") and their respective shareholders and creditors.
2. Applicant Company 1 is a public limited company, incorporated under the Companies Act, 2013, having its registered office at O.P. Jindal Marg, Hisar- 125005, Haryana. Its Corporate Identity Number ('CIN') is U28113HR2014PLC053875 and Permanent Account Number ('PAN') is AADCJ4180C. Applicant Company 1 was incorporated on 1<sup>st</sup> December 2014. The Applicant Company 1 is engaged in the business of hot rolling and cold rolling of stainless steel for multiple application. The Income Tax Ward/ Circle is 13(1), Room No. 316A, 3rd Floor, CR Building, I.P. Estate, New Delhi. There has been no change in the name or registered office of the Applicant Company 1 in the immediately preceding 5 (five) years.
3. Applicant Company 2 is a public limited company, incorporated under the Companies Act, 2013, having its registered office at O.P. Jindal Marg, Hisar- 125005,



Haryana. Its Corporate Identity Number ('CIN') is U23101HR2014PLC053884 and Permanent Account Number ('PAN') is AADCJ4179K. Applicant Company 2 was incorporated on 2<sup>nd</sup> December 2014. The Applicant Company 2 is engaged in the business of manufacturing, processing, finishing, and dealing in all kinds and forms of Coke and Coke products. The Income Tax Ward/ Circle is 13(1), Room No. 316A, 3rd Floor, CR Building, I.P. Estate, New Delhi. There has been no change in the name or registered office of the Applicant Company 2 in the immediately preceding 5 (five) years.

4. The Board of Directors of the Applicant Companies at their respective Board meetings, all held on January 28, 2022 have approved and adopted the Scheme subject to the approval of the shareholders and creditors and the sanction from the Hon'ble National Company Law Tribunal, Chandigarh Bench.
5. **Appointed date:** Opening of business hours on April 01, 2021 or such other date as may be approved by the Hon'ble Tribunal.
6. The Applicant Companies have filed the present Joint Application broadly praying for the following directions/orders:

**Applicant Company 1:**



7. To grant dispensation of meetings and publication and dispatch of notices of equity shareholders of the Applicant Company 1 in light of consent affidavits (being 100 % in value and in number) already obtained.
8. To grant dispensation of meetings and publication and dispatch of notices of Non-Cumulative Compulsory Convertible Preference shareholders of the Applicant Company 1 in light of consent affidavits (being 100 % in value and in number) already obtained.
9. To grant dispensation of meetings and publication and dispatch of notices of Non-Cumulative Non-Convertible Redeemable Preference shareholders of the Applicant Company 1 in light of consent affidavits (being 100 % in value and in number) already obtained.
10. Issuing directions for convening the meeting of the secured creditors of the Applicant Company 1 through video conference or other audio visual means and for publication of notices of such meeting in the Financial Express or any other English newspaper and in Jan Satta or any other Hindi newspaper having wide circulation in Haryana, and on the website of the Applicant Company 1, not less than thirty days before the date fixed for the meeting, and for giving individual notices to the secured creditors of the Applicant Company 1 as on December 31, 2021 through courier or speed post or registered post or email, in Form CAA 2 of Companies (Compromise, Arrangement and

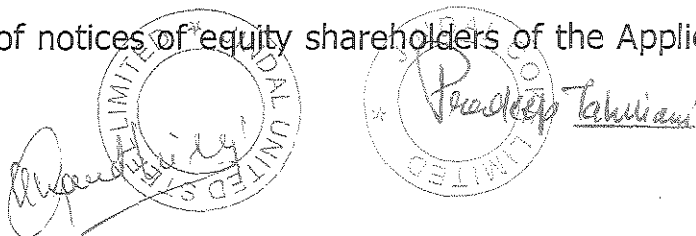
   

Amalgamations) Rules, 2016, and for fixing the quorum of the said meeting.

11. Issuing directions for convening the meeting of the unsecured creditors of the Applicant Company 1 through video conference or other audio visual means and for publication of notices of such meeting in the Financial Express or any other English newspaper and in Jan Satta or any other Hindi newspaper having wide circulation in Haryana, and on the website of the Applicant Company 1, not less than thirty days before the date fixed for the meeting, and for giving individual notices only to the unsecured creditors of the Applicant Company 1 having unsecured debt of more than INR 1,00,000 each in the Applicant Company 1 as on December 31, 2021, through courier or speed post or registered post or email, in Form CAA 2 of Companies (Compromise, Arrangement and Amalgamations) Rules, 2016, and for fixing the quorum of the said meeting.
12. Issuing directions for dispensation of the requirement of issuing individual notices to unsecured creditors of the Applicant Company 1 having unsecured debt equal to or less than INR 1,00,000 only as on December 31, 2021.

**Applicant Company 2:**

13. To grant dispensation of meetings and publication and dispatch of notices of equity shareholders of the Applicant



Company 2 in light of consent affidavits (being 100 % in value and in number) already obtained.

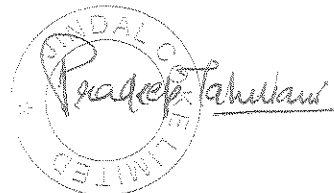
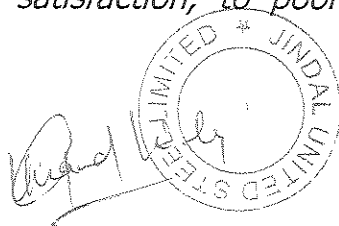
14. To grant dispensation of meetings and publication and dispatch of notices of Non-Cumulative Non-Convertible Redeemable Preference shareholders of the Applicant Company 2 in light of consent affidavits (being 100 % in value and in number) already obtained.
15. Issuing directions for convening the meeting of the secured creditors of the Applicant Company 2 through video conference or other audio visual means and for publication of notices of such meeting in the Financial Express or any other English newspaper and in Jan Satta or any other Hindi newspaper having wide circulation in Haryana, and on the website of the Applicant Company 2, not less than thirty days before the date fixed for the meeting, and for giving individual notices to the secured creditors of the Applicant Company 2 as on December 31, 2021 through courier or speed post or registered post or email, in Form CAA 2 of Companies (Compromise, Arrangement and Amalgamations) Rules, 2016, and for fixing the quorum of the said meeting.
16. Issuing directions for convening the meeting of the unsecured creditors of the Applicant Company 2 through video conference or other audio visual means and for publication of notices of such meeting in the Financial Express or any other English newspaper and in Jan Satta or

any other Hindi newspaper having wide circulation in Haryana, and on the website of the Applicant Company 2, not less than thirty days before the date fixed for the meeting, and for giving individual notices only to the unsecured creditors of the Applicant Company 2 having unsecured debt of more than INR 1,00,000 each in the Applicant Company 2 as on December 31, 2021, through courier or speed post or registered post or email, in Form CAA 2 of Companies (Compromise, Arrangement and Amalgamations) Rules, 2016, and for fixing the quorum of the said meeting.

17. Issuing directions for dispensation of the requirement of issuing individual notices to unsecured creditors of the Applicant Company 2 having unsecured debt equal to or less than INR 1,00,000 only as on December 31, 2021.

18. The rationale for, and the benefits of the Scheme are, *inter alia*, as follows:

*"3.1.1 The Amalgamated Company proposes to enter into this Scheme with Amalgamating Company to consolidate their respective manufacturing/service capabilities thereby increasing efficiencies in operations and use of resources and better catering to stainless steel and steel industry, to consolidate their diversified product and services portfolio for improving overall customer satisfaction, to pool their human resource*





*talent for optimal utilization of their expertise, to integrate the marketing and distribution channels for better efficiency, and to ensure optimization of working capital utilization.*

**3 .1.2** *The management of the respective Companies are of the view that the amalgamation proposed in this Scheme is, in particular, expected to have the following benefits:*

**a)** *Reduction in management overlaps and elimination of legal and regulatory compliances and associated costs due to operation of multiple entities.*

**b)** *Optimization of the allocated capital and availability of funds which can be deployed more efficiently to pursue the operational growth opportunities.*

**c)** *Consolidation of businesses under the Amalgamation, which would result in pooling of financial, managerial, technical and human resources, thereby creating stronger base for future growth and value accretion for the stakeholders*

**d)** *Consolidation of production capabilities to create larger scale of business and operations to cater to demand of stainless steel and steel industry.*

**e)** *Consolidation of the complementing strengths will enable the Amalgamated Company to have increased*

*capability for offering diversified products and services on a single platform.*

*f) The combined financial strength is expected to further accelerate the scaling up of the operations of the Amalgamated Company.*

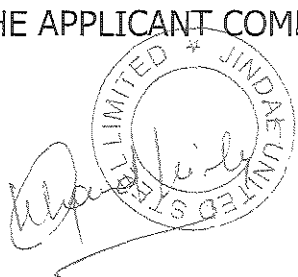

*g) The consolidation of funds and resources will lead to optimization of working capital utilization and stronger financial leverage given the simplified capital structure, improved balance sheet, optimized management structure and consolidation of cross location talent pool.*

**3.1.3** *The management of the respective Companies is of the view that this Scheme is in the interest of the customers, employees, lenders, shareholders, and all other stakeholders of the respective Companies. Further, the Scheme will enable the synergies that already exist between the Amalgamating Company and the Amalgamated Company in terms of services and resources to be used optimally for the benefit of their stakeholders."*

CHANDIGARH

DATED: \_\_\_\_\_

COUNSEL FOR THE APPLICANT COMPANIES

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
CHANDIGARH BENCH, AT CHANDIGARH**

**CA [CAA] NO. \_\_\_\_\_/Chd/\_\_\_\_\_2022**

**In the matter of the Companies Act, 2013**

**And**

**In the matter of Sections 230-232 and other applicable  
provisions of the Companies Act, 2013 and Companies  
(Compromises, Arrangements and Amalgamations)**

**Rules, 2016**

**And**

**In the matter of Composite Scheme of Arrangement  
Between**

**JINDAL UNITED STEEL LIMITED**

A public limited company incorporated under the Companies Act, 2013 having its registered office at O.P. Jindal Marg, Hisar-125005, Haryana through its authorized representative, Mr. Akhand Kirty, mobile no.: 8051168592, e-mail address: akhand.kirty@jindalstainless.com

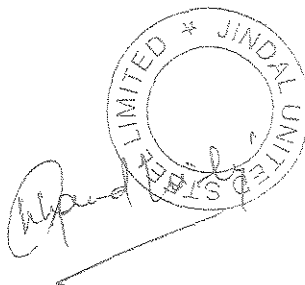
**.... Applicant Company 1 /  
Amalgamated Company**

**AND**

**JINDAL COKE LIMITED**

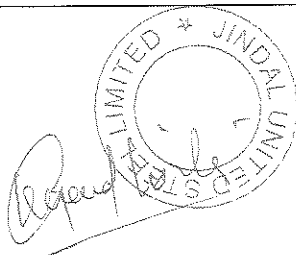
A public limited company incorporated under the Companies Act, 2013 having its registered office at O.P. Jindal Marg, Hisar - 125005, Haryana, through its authorized representative, Mr. Pradeep Tahiliani, mobile no.: 9818730222, e-mail address: pradeep.tahiliani@jindalstainless.com

**.... Applicant Company 2 /  
Amalgamating Company**



**LIST OF EVENTS**

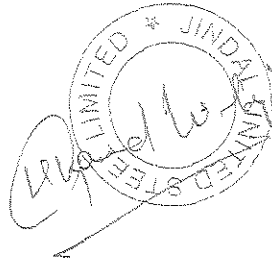
S. No.	Date	Particulars
1.	01.12.2014	The Applicant Company 1 was incorporated, on December 01, 2014, under the provisions of the Companies Act, 2013 under the name "Jindal United Steel Limited". The registered office of the Applicant Company 1 is located at O.P. Jindal Marg, Hisar- 125005, Haryana.
2.	02.12.2014	The Applicant Company 2 was incorporated on December 02, 2014, under the provisions of the Companies Act, 2013 under the name "Jindal Coke Limited". The registered office of Applicant Company 2 is located at O.P. Jindal Marg, Hisar- 125005, Haryana.
3.	28.01.22	The Board of Directors of Applicant Company 1 approved and adopted the Composite Scheme of Arrangement.
4.	28.01.22	The Board of Directors of Applicant Company 1 approved and adopted the Composite Scheme of Arrangement.
5.	01.04.21	Appointed Date for Scheme of Arrangement
		Hence, this Joint Application by Applicant Companies under Section 230 to 232 read with applicable provisions of the Companies Act, 2013.



CHANDIGARH

DATED: .....

COUNSEL FOR THE APPLICANT COMPANIES



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
CHANDIGARH BENCH, AT CHANDIGARH**

**CA [CAA] NO. \_\_\_\_\_/Chd/\_\_\_\_\_2022**

**In the matter of the Companies Act, 2013**

**And**

**In the matter of Sections 230-232 and other applicable  
provisions of the Companies Act, 2013 read with  
Companies (Compromises, Arrangements and  
Amalgamations) Rules, 2016**

**And**

**In the matter of Composite Scheme of Arrangement  
Between**

**JINDAL UNITED STEEL LIMITED**

A public limited company incorporated under the Companies Act, 2013 having its registered office at O.P. Jindal Marg, Hisar-125005, Haryana through its authorized representative, Mr. Akhand Kirty, mobile no.: 8051168592, e-mail address: akhand.kirty@jindalstainless.com

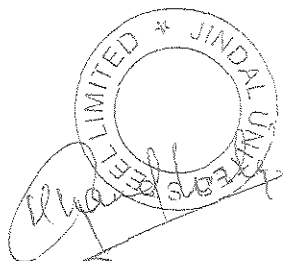
**.... Applicant Company 1 /  
Amalgamated Company**

**AND**

**JINDAL COKE LIMITED**

A public limited company incorporated under the Companies Act, 2013 having its registered office at O.P. Jindal Marg, Hisar - 125005, Haryana, through its authorized representative, Mr. Pradeep Tahiliani, mobile no.: 9818730222, e-mail address: pradeep.tahiliani@jindalstainless.com

**.... Applicant Company 2 /  
Amalgamating Company**



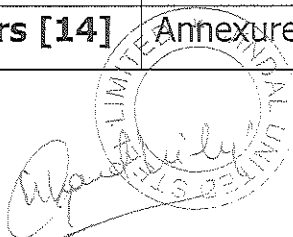
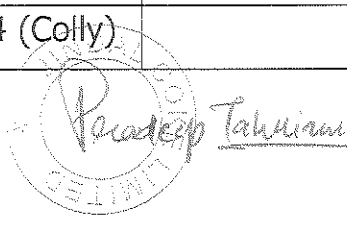
**CHART SHOWING THE STATUS OF THE SHAREHOLDERS,  
SECURED CREDITORS AND UNSECURED CREDITORS OF  
THE APPLICANT COMPANIES**

Applicant Company 1: JINDAL UNITED STEEL LIMITED

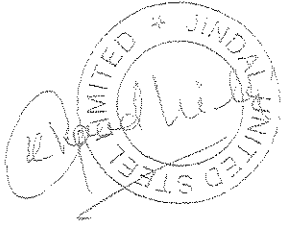
	<b>Annexure</b>	<b>Page No.</b>
<b>Equity Shareholders [7]</b>	Annexure-A.5 (Colly) [List + Consents]	
<b>Non-Cumulative Non-Convertible Redeemable Preference shareholders [1]</b>	Annexure-A.6 (Colly) [List + Consents]	
<b>Non-Cumulative Compulsory Convertible Preference shareholders [1]</b>	Annexure-A.6 (Colly) [List + Consents]	
<b>Secured Creditors [14]</b>	Annexure-A.7 (Colly) [List + Consents]	
<b>Unsecured Creditors [463]</b>	Annexure-A.8 (Colly) [List + Consents]	

Applicant Company 2: JINDAL COKE LIMITED

	<b>Annexure</b>	<b>Page No.</b>
<b>Equity Shareholders [7]</b>	Annexure-A.12 (Colly) [List + Consents]	
<b>Non-Cumulative Non-Convertible Redeemable Preference shareholders [1]</b>	Annexure-A.13 (Colly) [List + Consents]	
<b>Secured Creditors [14]</b>	Annexure-A.14 (Colly)	

		[List + Consents]	
<b>Unsecured</b>	<b>Creditors</b>	Annexure-A.15 (Colly)	
<b>[318]</b>		[List + Consents]	





**FORM NCLT 1**  
**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,**  
**CHANDIGARH BENCH, AT CHANDIGARH**

**CA [CAA] NO. \_\_\_\_\_/Chd/\_\_\_\_\_2022**

**In the matter of the Companies Act, 2013**

**And**

**In the matter of Sections 230-232 read with applicable  
provisions of the Companies Act, 2013 and Companies  
(Compromises, Arrangements and Amalgamations)**

**Rules, 2016**

**And**

**In the matter of Composite Scheme of Arrangement  
Between**

**JINDAL UNITED STEEL LIMITED**

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**.... Applicant Company 1 /  
Amalgamated Company**

**AND**

**JINDAL COKE LIMITED**

A public limited company incorporated under the Companies Act, 2013 having its registered office at O.P. Jindal Marg, Hisar - 125005, Haryana, through its authorized representative, Mr. Pradeep Tahiliani, mobile no.: 9818730222, e-mail address: pradeep.tahiliani@jindalstainless.com

**.... Applicant Company 2 /  
Amalgamating Company**



**JOINT APPLICATION BY APPLICANT COMPANY 1 AND  
APPLICANT COMPANY 2 UNDER SECTIONS 230-232 READ  
WITH APPLICABLE PROVISIONS OF THE COMPANIES  
ACT, 2013 AND RULES 3 AND 18 OF COMPANIES  
(COMPROMISES, ARRANGEMENTS AND  
AMALGAMATIONS) RULES, 2016.**

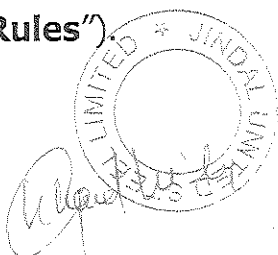
TO,

THE HON'BLE MEMBERS OF THE NATIONAL COMPANY LAW  
TRIBUNAL AT CHANDIGARH

THE APPLICANT COMPANIES MOST RESPECTFULLY  
SUBMIT AS UNDER:

**A. DETAILS OF THE JOINT APPLICATION**

1. This is a Joint Application by Jindal United Steel Limited (**"Amalgamated Company / Applicant Company 1"**) and Jindal Coke Limited (**"Amalgamating Company / Applicant Company 2"**), and their respective shareholders and creditors (collectively, referred to as the **"Applicant Companies"**) seeking suitable orders/directions under Section 230(1) of the Companies Act, 2013 (the **"Act"**) read with Rules 3 and 5 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the **"Rules"**).



2. The present Joint Application is being moved *ex parte* and accordingly, there is no respondent to the present Joint Application. It is not intended that this Joint Application be served on any person.

#### **B. JURISDICTION OF THE BENCH**



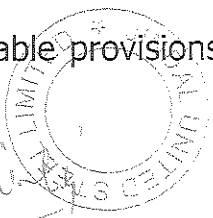

3. Each Applicant Company has its registered office in the State of Haryana. Therefore, the Applicant Companies, hereby, submit that the subject matter of this Joint Application is within the jurisdiction of this Hon'ble Tribunal.
4. It is further declared that the present Joint Application filed by the Applicant Companies is maintainable in view of the Rule 3(2) of the Rules.

#### **C. LIMITATION**

5. The Applicant Companies further submit that the Joint Application is being filed within the period prescribed under Section 232 read with Section 230 of the Act (as applicable), in relation to a Composite Scheme of Arrangement (hereinafter referred to as "**the Scheme**") amongst the Applicant Companies.

#### **D. FACTS OF THE CASE**

6. The proposed Composite Scheme of Arrangement between the Applicant Companies and their respective shareholders and creditors is pursuant to the provisions of Sections 230 – 232 read applicable provisions of the Act and rules and

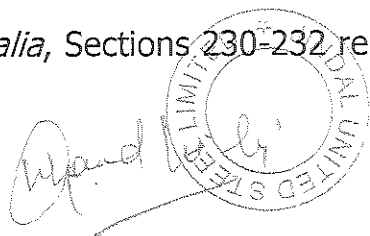


regulations issued thereunder and and also read with Sections 2(1B) and the other applicable provisions of the Income-tax Act, 1961 (the "**Scheme**"). The management of the respective Applicant Companies are of the view that this Scheme is in the interest of the customers, employees, lenders, shareholders and all other stakeholders of the respective Applicant Companies. Further, the Scheme will enable the synergies that already exist between the Applicant Companies in terms of services and resources to be used optimally for the benefit of their stakeholders.

7. The opening of business hours on April 01, 2021, has been assigned as the appointed date of the Scheme (the "**Appointed Date**"). Upon the Scheme becoming effective, the following shall be deemed to have occurred on the Appointed Date in the following order:

- 7.1. Amalgamation/merger by absorption of Applicant Company 2 into and with Applicant Company 1; and
- 7.2. Various other matters consequential or otherwise integrally connected herewith.

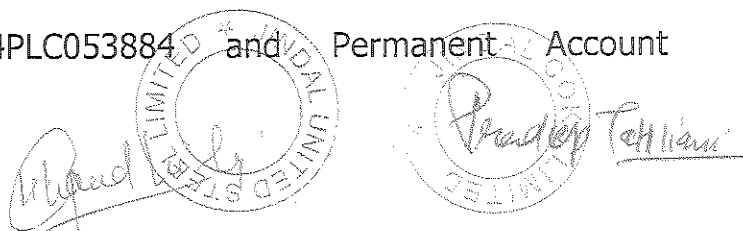
8. The Applicant Companies have therefore formulated the Scheme for this purpose. The ensuing paragraphs the details of the Applicant Company 1 and Applicant Company 2 relevant for the purpose of the sanctioning of the Scheme by this Hon'ble Tribunal and seek appropriate orders under, *inter alia*, Sections 230-232 read with applicable provisions



of the Act. The proposed Scheme is annexed hereto and marked as **ANNEXURE-A.1**. The Applicant Companies seek leave of this Hon'ble Tribunal to refer to and rely on the contents of the Scheme as part and parcel of this Application.

9. **JINDAL UNITED STEEL LIMITED (the "Amalgamated Company" or "Applicant Company 1")** is a public limited company, incorporated under the Companies Act, 2013, having its registered office at O.P. Jindal Marg, Hisar-125005, Haryana. Its Corporate Identity Number ('CIN') is U28113HR2014PLC053875 and Permanent Account Number ('PAN') is AADCJ4180C. Applicant Company 1 was incorporated on 1st December 2014. The Applicant Company 1 is engaged in the business of hot rolling and cold rolling of stainless steel for multiple application. The Income Tax Ward/ Circle is 13(1), Room No. 316A, 3rd Floor, CR Building, I.P. Estate, New Delhi. There has been no change in the name or registered office of the Applicant Company 1 in the immediately preceding 5 (five) years.

10. **JINDAL COKE LIMITED (the "Amalgamating Company" or "Applicant Company 2")** is a public limited company, incorporated under the Companies Act, 2013, having its registered office at O.P. Jindal Marg, Hisar-125005, Haryana. Its Corporate Identity Number ('CIN') is U23101HR2014PLC053884 and Permanent Account



Number ('PAN') is AADCJ4179K. Applicant Company 2 was incorporated on 2nd December 2014. The Applicant Company 2 is engaged in the business of manufacturing, processing, finishing, and dealing in all kinds and forms of Coke and Coke products. The Income Tax Ward/ Circle is 13(1), Room No. 316A, 3rd Floor, CR Building, I.P. Estate, New Delhi. There has been no change in the name or registered office of the Applicant Company 2 in the immediately preceding 5 (five) years.

11. The Applicant Company 1 was incorporated as a public limited company on 1<sup>st</sup> December 2014 under the provisions of the Companies Act, 2013 under the name and style of "Jindal United Steel Limited". There has been no change in the name of Applicant Company 1 in the last 5 years.
12. The main objects of the Applicant Company 1 as currently set out in its Memorandum of Association are as follows:

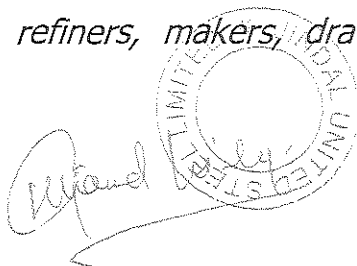
*"III. (a) The objects to be pursued by the company on its incorporation are:*

- 1. To carry on the business of manufactures, processors, refiners, smelters, makers, converts, finishers, Importers, exporters, agents, merchants, buyers, sellers and dealers in all kinds and forms of steels Including tools and alloy steels, stainless and all other special steels, iron and other metals and alloys, all kinds of*





*goods, products, articles or merchandise whatsoever manufactured wholly or partly from steels and other metals and alloys; and also the business and iron masters, steel and metal converters, colliery proprietors, coke manufacturers, ferroalloy manufactures miners, smelters and engineers in all their respective branches and to search for, get, work, raise, make, merchantable, manufacture, process, buy sell and otherwise deal in iron, Pig Iron, Granulated slag, Iron Ore Fines, steel and other metal, coal, coke, brick-carth, fire-clay, bricks, ores, minerals and mineral substances, gases, alloy. Metal, metal scrap, chemicals and chemical substances of all kinds and to set up Steel and non-ferrous melting furnaces, converters, AP Lines and casting facilities to produce stainless steel, ferrous and non-ferrous metals, alloy steels, steel and non-ferrous ingots, continuous cast slabs, blooms, rounds, billets of various cross-sections, alloys and special steel,*



- 2. To set up Hot and Cold Rolling facilities to shape the cast metal into flats, angles, rounds, squares, rails, joist channels, slabs, strips, sheets, plates, coils both Hot & Cold roiled, deformed bars, plain and cold twisted bars and shafting and blank-coins and to carry on all or any of the business of manufacturing, developing, assemblers, engineers, consultants, erectors, founders, smelters, refiners, makers, drawers, sinkers, miners,*



*workers, repairers, hire purchase dealers, import and export agents, representatives. Contractors and dealers of and in forging, Casting of Steel, Stainless and Special Steels, Carbon Steel and Mild Steel ,alloys and ferrous and non-ferrous metals, auto parts, tools and implements, dies, jigs, steel pipes and tubes and pipe fittings. Iron and Steel products, cast iron and Steel and tubular structural.*

3. *To search, win, work, get, raise, quarry, smelt, refine, dress, manufacture, manipulate, convert, make merchantable, sell, buy, Import, export or otherwise deal in iron ore, all kinds of metal, metalliferous ore, manganese ore, chrome ore, nickel ore, coal, lignite, limestone, quartz, zinc ore, copper based ore and all other minerals and substances, whatsoever and to manufacture, sell, buy, import and otherwise deal in any such articles and commodities and to manufacture, deal, import and export stainless steel, pig Iron, sponge Iron, ferro silicon, ferro chrome, ferro manganese and other ferrous substances and metals of every description and grades and to manufacture, deal, import, and export all kinds and varieties of non-ferrous raw metals such as aluminum, copper, tin, lead etc. and the byproducts obtained in processing and manufacturing these raw metals and to deal in to make and deal in ferrous/non-ferrous and special alloys & steels including non-metallic*



  




*for the purpose of use in Defence, Aero & Space, nuclear and for other applications.*

- 4. To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultant, collaborator, or otherwise to deal in electric power in all its branches at such place or places as may be permitted by appropriate authorities by establishments of diesel power plants, thermal power plants, hydraulic power plants, atomic power plants, wind power plants, solar power plants and other power plants based on any source of energy as may be developed or invented in future.*
- 5. To carry on the business of manufacturing, producing, compressing and liquefying Oxygen, Argon, Nitrogen, hydrogen, Acetylene, Carbollic Acid, Chlorine, Neon, Helium and any other gases of kindred substances or any compounds thereof by any process and of dealing in such gases, substances and compounds and to manufacturer, buy. sell, let on hire and otherwise deals in cylinders, compressors, plants, machineries. apparatus, tools, equipment, spare parts and other articles and things or manufacturing, compressing, liquefying, solidifying, storing and transporting all kinds of gases and to do all such things as are incidental to*

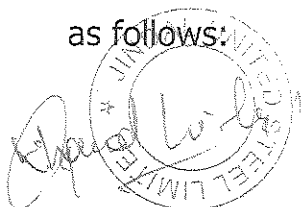
*the said business."*

Copies of the Certificate of Incorporation along with Memorandum and Articles of Association of the Applicant Company 1 are annexed herewith as **ANNEXURE-A.2 (COLLY)**.

13. Further, Object clause III(b)(5) of the Memorandum of Association of the Applicant Company 1 authorizes it to amalgamate:

*"5. To acquire and undertake all or any part of the business property and liabilities of any person or company carrying on any business which this company is authorized to carry on, or possessed of property suitable for the purpose of the Company. To amalgamate with any company having objects altogether or in part, similar to those of this company and to expand the company's activities by opening branches and / or by appointing agents in India, and in any foreign country (at peace with this country) to start agencies, shops in different parts of India and elsewhere as the Board of Directors may decide for the expansion of the business of the company and control the business of any other company or companies having objects similar to this company." c*

14. The Authorized, Issued, Subscribed and Paid-up share capital of Applicant Company 1 as on January 15, 2022 is as follows:

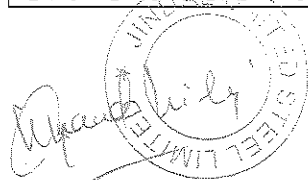
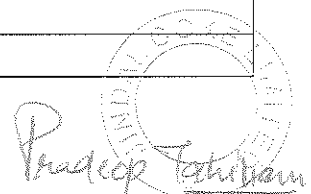


<b>Particulars</b>	<b>Amount (in INR)</b>
<b>Authorized:</b>	
55,50,00,000 Equity Shares of ₹ 10 each	5,55,00,00,000
26,50,00,000 Preference Shares of ₹ 10 each	2,65,00,00,000
<b>Total</b>	<b>8,20,00,00,000</b>
<b>Issued, Subscribed and Paid-up:</b>	
46,16,08,315 Equity Shares of ₹ 10 each fully paid up	4,61,60,83,150
5,50,31,563 Non- Cumulative Compulsorily Convertible Preference Shares ₹ 10 each fully paid up	55,03,15,630
8,76,73,311 Non- Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10 each fully paid up	87,67,33,110
<b>Total</b>	<b>6,04,31,31,890</b>

15. Subsequent to January 15, 2022, there has been no change in the authorized, issued, subscribed and paid-up share capital of the Applicant Company 1.

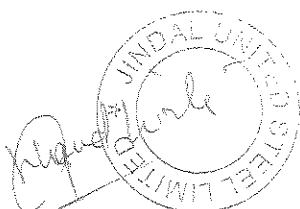
16. The extracts of the limited reviewed Balance Sheet of the Applicant Company 1 on a standalone basis as at September 30, 2021 is as follows:

<b>PARTICULARS</b>	<b>AMOUNT (Rs. Lakhs)</b>
<b><u>EQUITY &amp; LIABILITIES</u></b>	
<b>Shareholders' Funds</b>	

<b>PARTICULARS</b>	<b>AMOUNT (Rs. Lakhs)</b>
Share Capital	42,844.59
Reserves & Surplus	6,626.20
<b>Non-Current Liabilities</b>	
Borrowings	2,30,982.25
Other financial and non-current liabilities/provision	402.17
Deferred tax liability (net)	-
<b>Current Liabilities</b>	
Borrowings	390.33
Trade Payable	22,885.30
Other financial and current liabilities/provision	127.75
<b>TOTAL</b>	<b>3,04,258.59</b>
<b>ASSETS</b>	
<b>Non-Current Assets</b>	
Fixed Assets including CWIP	2,69,604.16
Non-Current Investments	11.21
Other Assets (including financial and non-financial)	2,284.67
<b>Current Assets</b>	
Inventory	3,425.30
Trade receivable	2,545.00
Cash and Bank Balances	1,839.95
Other Assets (including financial and non-financial)	24,548.30
<b>TOTAL</b>	<b>3,04,258.59</b>

**Note-1: Pl refer published Balance sheet**




Certified true copies of the audited financial statements of Applicant Company 1 for the financial years ended March 31, 2019, March 31, 2020, March 31, 2021 and the unaudited financial statements for the period ended September 30, 2021 of the Applicant Company 1 are annexed hereto and collectively marked as **ANNEXURE-A.3 (COLLY)**.

17. The Board of Directors of the Applicant Company 1 at their Board meeting held on January 28, 2022, have approved and adopted the Scheme subject to the approval of the shareholders and creditors of the Applicant Company 1 and the sanction of the Hon'ble National Company Law Tribunal, Chandigarh Bench. The certified true copy of the Board resolution of the Applicant Company 1 dated January 28, 2022, approving the Scheme is annexed hereto and marked as **ANNEXURE-A.4 (COLLY)**.

18. As on January 15, 2022, there were 7 (Seven) equity shareholders in the Applicant Company 1. The shareholding pattern of Equity shareholders of the Applicant Company 1 as on January 15, 2022, and the certificate issued by N.C Aggarwal & Co. (CA) in relation to the same along with the list of equity shareholders of Applicant Company 1 provided separately in a compact disc are annexed hereto and collectively marked as **ANNEXURE-A.5 (COLLY)**.



19. As on January 15, 2022, there was 1 (One) Non-Cumulative Compulsory Convertible Preference Shareholder and 1 (One) Non-Cumulative Non-Convertible Redeemable Preference Shareholder in the Applicant Company 1. The shareholding pattern of Non-Cumulative Compulsory Convertible Preference Shareholder and Non-Cumulative Non-Convertible Redeemable Preference Shareholder of the Applicant Company 1 as on January 15, 2022, and the certificate issued by Statutory Auditor of the Company in relation to the same along with the list of Preference shareholders of Applicant Company 1 provided separately in a compact disc are annexed hereto and collectively marked as **ANNEXURE-A.6 (COLLY)**.

20. The Applicant Company 1 has 14 [Fourteen] secured creditors with total outstanding secured debt amounting to INR 1,996.92 Crores [ Indian Rupees One Thousand Nine hundred and Ninety-Six Crore and Ninety-Two Lakhs] as on December 31, 2021. The list of secured creditors of the Applicant Company 1 as on December 31, 2021, and the certificate issued by Statutory Auditor in relation to the same are annexed hereto and collectively marked as **ANNEXURE-A.7 (COLLY)**.

21. The Applicant Company 1 has 463 [Four Hundred Sixty-Three] unsecured creditors with total outstanding unsecured debt amounting to INR 226.43 Crores (Indian



*Pradeep Talwar*

Rupees Two Hundred Twenty-Six Crores and Forty Three Lakhs) as on December 31, 2021. As on December 31, 2021, the Applicant Company 1 has 284 unsecured creditors having unsecured debt equal to or less than INR 1,00,000 [Indian Rupees One Lakh] aggregating to INR 75 Lakhs (Indian Rupees Seventy Five Lakhs) i.e., 0.33% of the total unsecured debt of the Applicant Company 1 in terms of value, and 179 unsecured creditors having unsecured debt greater than INR 1,00,000 [Indian Rupees One Lakh] aggregating to approximately INR 225.67 Crores (Indian Rupees Two Hundred Twenty Five Crores and Sixty-Seven Lakhs) i.e. 99.67% of the total unsecured debt of the Applicant Company 1. Given the high number of unsecured creditors, the Applicant Company 1 humbly seeks the approval of this Hon'ble Tribunal for the dispensation of the requirement of issuing individual notices to the unsecured creditors of the Applicant Company 1 having unsecured debt of less than or equal to INR 1,00,000 [Indian Rupees One Lakh] as on December 31, 2021, who constitute 0.33% of the total unsecured debt of Applicant Company 1. The list of unsecured creditors of Applicant Company 1 as on December 31, 2021, and the certificate issued by N Statutory Auditor certifying the same are annexed hereto and marked as **ANNEXURE-A.8 (COLLY)**.

22. The Applicant Company 2 was incorporated as a public limited company on 2<sup>nd</sup> December 2014 under the



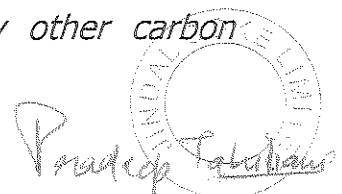
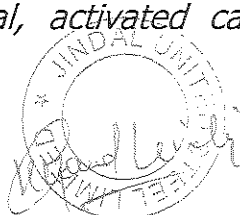
provisions of the Companies Act, 2013 under the name and style of "Jindal Coke Limited". There has been no change in the name of Applicant Company 2 in the last 5 years.

23. The main objects of the Applicant Company 2 as currently set out in its Memorandum of Association are as follows:

*"III. (a) The objects to be pursued by the company on its incorporation are:*

*1. To carry on the business of purchase, sale, manufacture, process, import, export, buyers, sellers, traders, merchants, distribution, deal in, to act as indent or agent, commission agent, distributors, whole sellers, retailers, broker, contractor, or otherwise deal with raw and process materials, semi products and end products of Low ash Metallurgical Coke, carbon, Chemicals, Coal, Coke, Petroleum Coke products, Calcined Petroleum Coke, Ferro Alloys, Electrodes, Petro Products and Petro Products of kinds & specification and other allied items and industrial raw materials.*

*2. To manufacture, purchase, sell, deal in soft coke, Special Smokeless Fuel(SSF) with coal tar recovered by CMPDIL Technology, industrial coke, coke as substitute to Charcoal, processing and distillation of coal tar coal tar chemicals, any other type of coke and organic chemicals based on carbon and tar derivatives, charcoal, bone charcoal, activated charcoal, activated carbon, black or any other carbon*



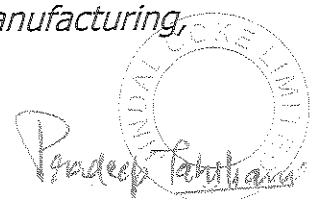
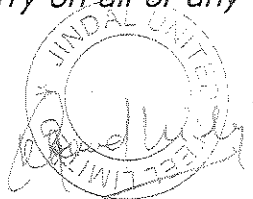


*products, dyes, dye intermediaries, coal mining, use of waste heat for processing or production of any article etc.*

*3. To carry on in all its branches the business of manufacturers and dealers in carbon black of all types, gas black, ebony black, jet black, hydrocarbon black, satin black and silicate of carbon either from natural and/or artificial gas or from any other source.*

*4. To carry on the business of manufactures, processors, refiners, smelters, makers, converts, finishers, importers, exporters, agents, merchants, buyers, sellers and dealers in all kinds and forms of steels including tools and alloy steels, stainless and all other special steels, iron and other metals and alloys, all kinds of goods, products, articles or merchandise whatsoever manufactured wholly or partly from steels and other metals and alloys; and also the business and iron masters, steel and metal converters, colliary proprietors, coke manufacturers, ferroalloy manufactures, miners, smelters and engineers in all their respective branches and to search for, get, work, raise, make, merchantable, manufacture, process, buy, sell and otherwise deal in iron, Pig Iron, Granulated slag, Iron Ore Fines, steel and other metal, coal, coke, brick-carth, fire clay, bricks, ores, minerals and mineral substances, gases, alloy. Metal, metal scrap, chemicals and chemical substances of all kinds.*

*5. To carry on all or any of the business of manufacturing,*

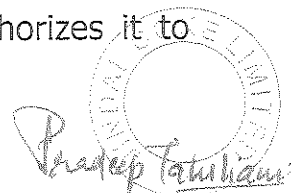
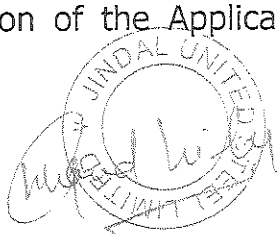


*developing, assemblers, fitters, engineers, consultants, erectors, founders, smelters, refiners, makers, drawers, sinkers, miners, workers, repairers, hire purchase dealers, import and export agents, representatives, Contractors and dealers of and in forging, Casting of Steel, Stainless and Special Steels, Carbon Steel and Mild Steel, alloys and ferrous and non-ferrous metals, auto parts, tools and implements, dies, jigs, steel pipes and tubes and pipe fittings, iron and Steel products, cast iron and Steel and tubular structural.*

*6. To set up Steel and non-ferrous melting furnaces, converters, AP Lines and casting facilities to produce stainless steel, ferrous and non-ferrous metals, alloy steels, steel and non-ferrous ingots, continuous cast slabs, blooms, rounds, billets of various cross sections, alloys and special steel, to make and deal in ferrous/non-ferrous and special alloys & steels including non-metallic for the purpose of use in Defence, Aero & Space, nuclear and for other applications."*

Copies of the Certificate of Incorporation along with Memorandum and Articles of Association of the Applicant Company 2 are annexed herewith as **ANNEXURE-A.9 (COLLY)**.

24. Further, Object clause III(b)(5) of the Memorandum of Association of the Applicant Company 2 authorizes it to

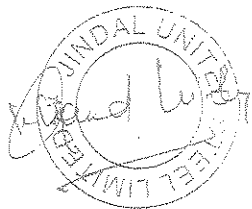


amalgamate:

*"5. To acquire and undertake all or any part of the business property and liabilities of any person or company carrying on any business which this company is authorized to carry on, or possessed of property suitable for the purpose of the Company, To amalgamate with any company having objects altogether or in part, similar to those of this company and to expand the company's activities by opening branches and / or by appointing agents in India, and in any foreign country (at peace with this country) to start agencies, shops in different parts of India and elsewhere as the Board of Directors may decide for the expansion of the business of the company and control the business of any other company or companies having objects similar to this company"*

25. The Authorized, Issued, Subscribed and Paid-up share capital of Applicant Company 2 as on January 15, 2022 is as follows:

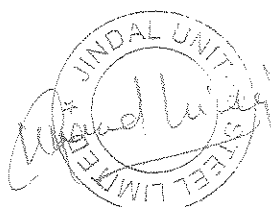
Particulars	Amount (in INR)
Authorized:	
3,50,50,000 Equity Shares of ₹ 10 each	35,05,00,000
11,77,00,000 Preference Shares of ₹ 10 each	1,17,70,00,000
Total	1,52,75,00,000



<b>Issued, Subscribed and Paid-up:</b>	
3,24,32,432 Equity Shares of ₹ 10 each fully paid up	32,43,24,320
10,92,64,641 Non-Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10 each fully paid up	1,09,26,46,410
<b>Total</b>	<b>1,41,69,70,730</b>

26. Subsequent to January 15, 2022, there has been no change in the authorized, issued, subscribed and paid-up share capital of the Applicant Company 2.
27. The extracts of the limited reviewed Balance Sheet of the Applicant Company 2 on a standalone basis as at September 30, 2021 is as follows:

<b>PARTICULARS</b>	<b>AMOUNT (Rs. Lakhs)</b>
<b><u>EQUITY &amp; LIABILITIES</u></b>	
<b>Shareholders' Funds</b>	
Share Capital	3,243.24
Reserves & Surplus	31,965.83
<b>Non-Current Liabilities</b>	
Borrowings	45,593.55
Other financial and non-current liabilities/provision	159.37
Deferred tax liability (net)	7,104.93
<b>Current Liabilities</b>	
Borrowings	268.05
Trade Payable	9,820.25



<b>PARTICULARS</b>	<b>AMOUNT (Rs. Lakhs)</b>
Other financial and current liabilities/provision	6,890.63
<b>TOTAL</b>	<b>1,05,045.85</b>
<b>ASSETS</b>	
<b>Non-Current Assets</b>	
Fixed Assets including CWIP	47,253.14
Non-Current Investments	11.21
Other Assets (including financial and non-financial)	13,128.35
<b>Current Assets</b>	
Inventory	24,689.48
Trade receivable	14,022.07
Cash and Bank Balances	1,136.86
Other Assets (including financial and non-financial)	4,804.74
<b>TOTAL</b>	<b>1,05,045.85</b>

**Note-1: Pl refer published Balance sheet**

Certified true copies of the audited financial statements of Applicant Company 2 for the financial years ended March 31, 2019, March 31, 2020, March 31, 2021 and the unaudited financial statements for the period ended September 30, 2021 of the Applicant Company 2 are annexed hereto and collectively marked as **ANNEXURE-A.10 (COLLY)**.

28. The Board of Directors of the Applicant Company 2 at their Board meeting held on January 28, 2022, have approved




and adopted the Scheme subject to the approval of the shareholders and creditors of the Applicant Company 2 and the sanction of the Hon'ble National Company Law Tribunal, Chandigarh Bench. The certified true copy of the Board resolution of the Applicant Company 2 dated January 28, 2022 approving the Scheme is annexed hereto and marked as **ANNEXURE-A.11 (COLLY)**.

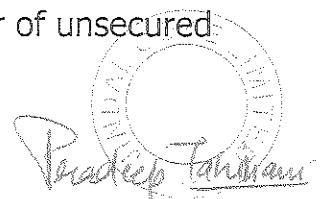
29. As on January 15, 2022, there were 7 (Seven) equity shareholders in the Applicant Company 2. The shareholding pattern of Equity shareholders of the Applicant Company 2 as on January 15, 2022, and the certificate issued by Statutory Auditor in relation to the same along with the list of equity shareholders of Applicant Company 2 provided separately in a compact disc are annexed hereto and collectively marked as **ANNEXURE-A.12 (COLLY)**.

30. As on January 15, 2022, there was 1 (One) Non-Cumulative Non-Convertible Redeemable Preference Shareholder in the Applicant Company 2. The shareholding pattern of Non-Cumulative Non-Convertible Redeemable Preference Shareholder of the Applicant Company 2 as on January 15, 2022, and the certificate issued by Statutory Auditor in relation to the same along with the list of Preference shareholders of Applicant Company 2 provided separately in a compact disc are annexed hereto and collectively marked as **ANNEXURE-A.13 (COLLY)**.



31. The Applicant Company 2 has 14 [Fourteen] secured creditors with total outstanding secured debt amounting to INR 362.70 Crores [Indian Rupees Three Hundred Sixty-Two Crores and Seventy Lakhs] as on December 31, 2021. The list of secured creditors of the Applicant Company 2 as on December 31, 2021, and the certificate issued by Statutory Auditor in relation to the same are annexed hereto and collectively marked as **ANNEXURE-A.14 (COLLY)**.

32. The Applicant Company 2 has 318 [Three Hundred Eighteen] unsecured creditors with total outstanding unsecured debt amounting to INR 118.55 Crores (Indian Rupees One Hundred Eighteen Crores and Fifty-Five Lakhs) as on December 31, 2021. As on December 31, 2021, the Applicant Company 2 has 184 unsecured creditors having unsecured debt equal to or less than INR 1,00,000 [Indian Rupees One Lakh] aggregating to INR 57.05 Lakhs (Indian Rupees Fifty Seven Lakhs and Five Thousand) i.e., 0.48% of the total unsecured debt of the Applicant Company 2 in terms of value, and 134 unsecured creditors having unsecured debt greater than INR 1,00,000 [Indian Rupees One Lakh] aggregating to approximately INR 117.98 Crores (Indian Rupees One Hundred Seventeen Crores and Ninety Eight Lakhs) i.e. 99.52% of the total unsecured debt of the Applicant Company 2. Given the high number of unsecured




creditors, the Applicant Company 2 humbly seeks the approval of this Hon'ble Tribunal for the dispensation of the requirement of issuing individual notices to the unsecured creditors of the Applicant Company 2 having unsecured debt of less than or equal to INR 1,00,000 [Indian Rupees One Lakh] as on December 31, 2021, who constitute 0.48% of the total unsecured debt of Applicant Company 2. The list of unsecured creditors of Applicant Company 2 as on December 31, 2021 and the certificate issued by Statutory Auditor certifying the same are annexed hereto and marked as **ANNEXURE-A.15 (COLLY)**.

33. Certified true copies of the Valuation Report dated January 28<sup>th</sup>, 2022 issued by Mr. Niranjana Kumar, Registered Valuer (IBBI Registration No.- IBBI/RV/06/2018/10137) for the Scheme are annexed herewith and marked as **ANNEXURE – A.16 (COLLY)**.

34. The certificates issued by the respective statutory auditors of the Applicant Companies confirming the compliance of the accounting treatment in the Scheme with the accounting standards issued under Section 133 of the Act are annexed hereto and marked collectively as **ANNEXURE-A.17 (COLLY)**.

35. None of the Directors of the Applicant Companies hold any shares in the respective Applicant Companies.





36. There are no proceedings pending inquiry or investigation under Section 206 to 229 of the Act against the Applicant Companies.
37. The Scheme has been presented pursuant to the provisions of Sections 230 to 232 read with relevant provisions of the Act, as may be applicable, Section 2(1B) and other relevant provisions of the Income-Tax Act, 1961 and other applicable laws, for the (i) amalgamation of Applicant Company 2 with Applicant Company 1, and other incidental and consequential actions, in the manner provided in the Scheme.
38. The rationale for, and the benefits of the Scheme are, *inter alia*, as follows:

*"3.1.1 The Amalgamated Company proposes to enter into this Scheme with Amalgamating Company to consolidate their respective manufacturing/service capabilities thereby increasing efficiencies in operations and use of resources and better catering to stainless steel and steel industry, to consolidate their diversified product and services portfolio for improving overall customer satisfaction, to pool their human resource talent for optimal utilization of their expertise, to integrate the marketing and distribution channels for*



*better efficiency, and to ensure optimization of working capital utilization..*

**3.1.2** *The management of the respective Companies are of the view that the amalgamation proposed in this Scheme is, in particular, expected to have the following benefits:*

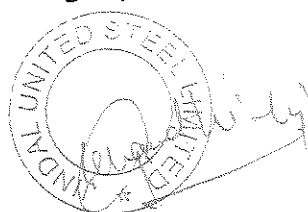
**a)** *Reduction in management overlaps and elimination of legal and regulatory compliances and associated costs due to operation of multiple entities.*

**b)** *Optimization of the allocated capital and availability of funds which can be deployed more efficiently to pursue the operational growth opportunities.*

**c)** *Consolidation of businesses under the Amalgamation, which would result in pooling of financial, managerial, technical and human resources, thereby creating stronger base for future growth and value accretion for the stakeholders*

**d)** *Consolidation of production capabilities to create larger scale of business and operations to cater to demand of stainless steel and steel industry.*

**e)** *Consolidation of the complementing strengths will enable the Amalgamated Company to have increased capability for offering diversified products and services on a single platform.*



*f) The combined financial strength is expected to further accelerate the scaling up of the operations of the Amalgamated Company.*

*g) The consolidation of funds and resources will lead to optimization of working capital utilization and stronger financial leverage given the simplified capital structure, improved balance sheet, optimized management structure and consolidation of cross location talent pool.*

**3.1.3** *The management of the respective Companies is of the view that this Scheme is in the interest of the customers, employees, lenders, shareholders, and all other stakeholders of the respective Companies. Further, the Scheme will enable the synergies that already exist between the Amalgamating Company and the Amalgamated Company in terms of services and resources to be used optimally for the benefit of their stakeholders."*

39. It is submitted that this Scheme is in the interest of the customers, employees, lenders, shareholders and all other stakeholders of the respective Applicant Companies.

40. Certain key clauses of the Scheme are reproduced below:

*40.1. Clause 5.5 of the Part A of the Scheme defines the*

***Appointed Date*** *of the Scheme as "the opening of*



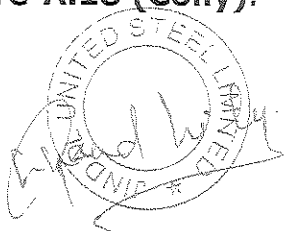
*business hours on April 1, 2021 or such other date as may be approved by the NCLT, with effect from which the Scheme will be deemed to be effective in the manner described in the Scheme”*

*40.2. Clause 5.9 of the Part A of the Scheme defines Effective Date as means the date on which the order of the Court sanctioning the Scheme or any particular parts of the Scheme, is filed with the RoC.*

41. It is respectfully submitted that no corporate debt restructuring is envisaged in the proposed Scheme.
42. Notice of the Application is also required to be given to the following statutory authorities:
- a. The Regional Director
  - b. The Registrar of Companies
  - c. The Official Liquidator
  - d. Income Tax Authorities

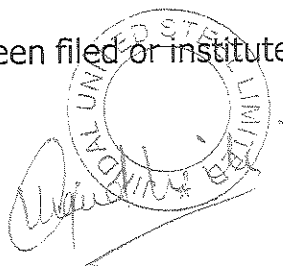
Apart from these sectoral regulators/ authorities no other sectoral regulators are required to be served as per the Applicant Companies. Affidavits of the Applicant Companies regarding the details of the sectoral regulators/statutory authorities to whom notices of the Application are required to be sent are annexed herewith and collectively marked as

**Annexure-A.18 (Colly).**

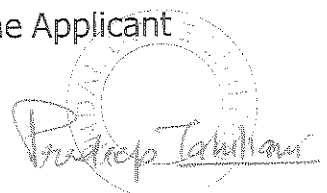


*Pradeep Tarkhani*

43. It is respectfully submitted that the Scheme is not prejudicial to the interest of the equity shareholders and/ or other stakeholders including creditors of any of the Applicant Companies. It is further submitted that the proposed Scheme will be beneficial to the Applicant Companies and their respective shareholders and creditors.
44. To the knowledge of the Applicant Companies, no winding up petition (including under Section 433 read with Section 434 of the Companies Act, 1956) has been filed or instituted or pending against any of the Applicant Companies.
45. To the knowledge of the Applicant Companies, no investigation proceedings have been instituted or are pending in relation to the Applicant Companies under Sections 235 to 251 of the Companies Act, 1956 or under Sections 206 to 229 (Chapter XIV) of the Act. It is submitted that there are no material pending cases against the petitioner Companies as on the date of filing this petition, that impacts the Scheme of Arrangement under section 230 – 232 of the Companies Act, 2013 except the litigation pending against the Applicant companies for its ordinary course of business
46. To the knowledge of the Applicant Companies, no petition or application under Insolvency and Bankruptcy Code, 2016 has been filed or instituted or pending against the Applicant



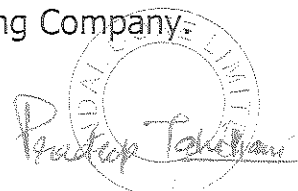
Handwritten signature and circular stamp of Universal Star Limited. The stamp contains the text "UNIVERSAL STAR LIMITED" and "INCORPORATED IN INDIA".



Handwritten signature and circular stamp of Prudip Tahlan. The stamp contains the text "PRUDIP TAHLAN" and "DIRECTOR".

Companies.

47. None of the directors of the Applicant Companies have any material interest in the Scheme, except to the extent of their respective shareholding in the relevant Applicant Company, if any, and or the extent the said directors are common directors of two or more Applicant Companies.
48. It is submitted that the Annexures appended hereto are either originals or the true copies of their originals.
49. This Joint Application is made *bona fide* and in the interest of justice and no prejudice will be caused to anyone if orders are made and/or directions are given as prayed for.
50. The Scheme does not in any way violate, override or circumvent any provision of the Companies Act, 2013 and the rules and regulations issued thereunder.
51. It is submitted that the Scheme does not contemplate any scheme of corporate debt restructuring as provided for under Section 230(2)(c) of the Act, 2013.
52. The scheme does not envisage reduction of share capital of the Amalgamated Company / Applicant Company No.2.
53. That the assets of Applicant Company No.1/ the Amalgamated Company, are sufficient to meet the liabilities of Applicant Company No.2/ the Amalgamating Company.



54. That the Applicant No. 1/ the Amalgamated Company has sufficient assets to take over the tax liabilities, if any, raised upon Applicant Company No.2/ the Amalgamating Company, as raised by the Income Tax Department, as the case may be.
55. The composite scheme of arrangement envisages provisions regarding interest of workmen and staff under cl.\_\_\_\_ of the Scheme (Annexure A-1).
56. That the Applicant Companies have not filed such or similar application before any other Hon'ble Tribunal or Court, for the sanction of the Composite Scheme of Arrangement annexed with this application.

**E. RELIEFS SOUGHT:**

In view of the facts and grounds mentioned above, the Applicant Companies pray for the following reliefs and seek directions/orders of this Hon'ble Bench of NCLT, *inter alia*, under Section 232 read with Section 230 of the Companies Act, 2013 for:

- I. To grant dispensation of meetings and publication and dispatch of notices of equity shareholders of the Applicant Company 1 in light of consent affidavits (being 100 % in value and in number) already obtained.
- II. To grant dispensation of meetings and publication and dispatch of notices of Non-Cumulative Compulsory

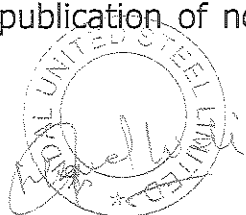


Convertible Preference shareholders of the Applicant Company 1 in light of consent affidavits (being 100 % in value and in number) already obtained.

III. To grant dispensation of meetings and publication and dispatch of notices of Non-Cumulative Non-Convertible Redeemable Preference shareholders of the Applicant Company 1 in light of consent affidavits (being 100 % in value and in number) already obtained.

IV. Issuing directions for convening the meeting of the secured creditors of the Applicant Company 1 through video conference or other audio visual means and for publication of notices of such meeting in the Financial Express or any other English newspaper and in Jan Satta or any other Hindi newspaper having wide circulation in Haryana, and on the website of the Applicant Company 1, not less than thirty days before the date fixed for the meeting, and for giving individual notices to the secured creditors of the Applicant Company 1 as on December 31, 2021 through courier or speed post or registered post or email, in Form CAA 2 of Companies (Compromise, Arrangement and Amalgamations) Rules, 2016, and for fixing the quorum of the said meeting.

V. Issuing directions for convening the meeting of the unsecured creditors of the Applicant Company 1 through video conference or other audio visual means and for publication of notices of such meeting in the Financial

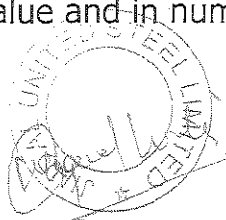


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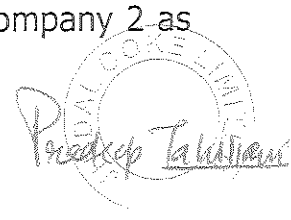
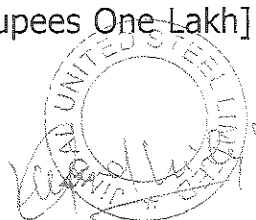
Express or any other English newspaper and in Jan Satta or any other Hindi newspaper having wide circulation in Haryana, and on the website of the Applicant Company 1, not less than thirty days before the date fixed for the meeting, and for giving individual notices only to the unsecured creditors of the Applicant Company 1 having unsecured debt of more than INR 1,00,000 [Indian Rupees One Lakh] each in the Applicant Company 1 as on December 31, 2021, through courier or speed post or registered post or email, in Form CAA 2 of Companies (Compromise, Arrangement and Amalgamations) Rules, 2016, and for fixing the quorum of the said meeting.

- VI. Issuing directions for dispensation of the requirement of issuing individual notices to unsecured creditors of the Applicant Company 1 having unsecured debt equal to or less than INR 1,00,000 [Indian Rupees One Lakh] only as on December 31, 2021.
- VII. To grant dispensation of meetings and publication and dispatch of notices of equity shareholders of the Applicant Company 2 in light of consent affidavits (being 100 % in value and in number) already obtained.
- VIII. To grant dispensation of meetings and publication and dispatch of notices of Non-Cumulative Non-Convertible Redeemable Preference shareholders of the Applicant Company 2 in light of consent affidavits (being 100 % in value and in number) already obtained.



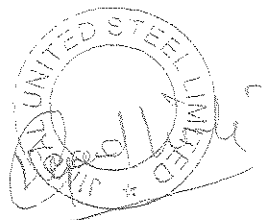
A circular stamp of United Steel Limited. The text "UNITED STEEL LIMITED" is written around the perimeter. Over the stamp, there is a handwritten signature that reads "Pradeep Takhtani".

- IX. Issuing directions for convening the meeting of the secured creditors of the Applicant Company 2 through video conference or other audio visual means and for publication of notices of such meeting in the Financial Express or any other English newspaper and in Jan Satta or any other Hindi newspaper having wide circulation in Haryana, and on the website of the Applicant Company 2, not less than thirty days before the date fixed for the meeting, and for giving individual notices to the secured creditors of the Applicant Company 2 as on December 31, 2021 through courier or speed post or registered post or email, in Form CAA 2 of Companies (Compromise, Arrangement and Amalgamations) Rules, 2016, and for fixing the quorum of the said meeting.
- X. Issuing directions for convening the meeting of the unsecured creditors of the Applicant Company 2 through video conference or other audio visual means and for publication of notices of such meeting in the Financial Express or any other English newspaper and in Jan Satta or any other Hindi newspaper having wide circulation in Haryana, and on the website of the Applicant Company 2, not less than thirty days before the date fixed for the meeting, and for giving individual notices only to the unsecured creditors of the Applicant Company 2 having unsecured debt of more than INR 1,00,000 [Indian Rupees One Lakh] each in the Applicant Company 2 as



on December 31, 2021, through courier or speed post or registered post or email, in Form CAA 2 of Companies (Compromise, Arrangement and Amalgamations) Rules, 2016, and for fixing the quorum of the said meeting.

- XI. Issuing directions for dispensation of the requirement of issuing individual notices to unsecured creditors of the Applicant Company 2 having unsecured debt equal to or less than INR 1,00,000 [Indian Rupees One Lakh] only as on December 31, 2021.
- XII. Issuing necessary directions for appointment of Chairperson(s), Alternate Chairperson(s) and Scrutinizer(s) for the meeting or each of the meetings to be held and terms of appointment and remuneration for such Chairperson(s), Alternate Chairperson(s) and Scrutinizer(s).
- XIII. Issuing necessary directions fixing the time period within which the Chairperson(s) so appointed shall report the result of such meetings to this Hon'ble Tribunal.
- XIV. Issuing necessary directions for issuing notices of the Scheme to (a) the Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs, (b) Jurisdictional Registrar of Companies, (c) Income Tax Department through the Nodal Officer-Principal Chief



Commissioner of Income Tax, (d) Official Liquidator,  
seeking their representation if any, on the Scheme.

XV. Issuing necessary directions permitting the filing of the  
petition and other documents as may be required, for the  
purpose of sanctioning the Scheme.

XVI. Passing such other and further orders as are deemed  
necessary in the facts and circumstances of the case.

XVII. It is also prayed that the Applicant Companies may kindly  
be exempted from filing certified copies and true typed  
copies of the Annexures and permission to file  
photocopies thereof may kindly be granted, in the  
interest of justice.

**VI. PARTICULARS OF BANK DRAFT EVIDENCING  
PAYMENT OF FEE FOR THE APPLICATION MADE:**

Branch of the Bank on which drawn:

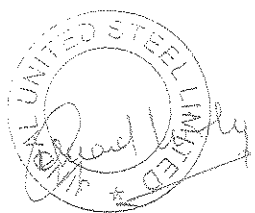
Name of the issuing branch:

Demand Draft No. -

Date:

Amount: Rs. 5000/-

FOR WHICH ACT OF KINDNESS, THE APPLICANT COMPANIES AS  
IN DUTY BOUND SHALL EVER PRAY.





[Authorized representative of Applicant Company 1]

(Signature)  
  
Mr. Pradeep Tahiliani

[Authorized representative of Applicant Company 2]

Through:

Date:  
Place: Chandigarh

Rohit Khanna & Raghav Kapoor  
Advocates  
Counsels for the Applicant companies