



NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COURT III

24. C.P.(CAA)/96/MB/2023

IN

C.A.(CAA)/8/MB/2023

CORAM: SHRI H. V. SUBBA RAO, MEMBER (J)
MS. MADHU SINHA, MEMBER (T)

ORDER SHEET OF THE HEARING OF MUMBAI BENCH OF THE NATIONAL
COMPANY LAW TRIBUNAL ON **22.06.2023**

NAME OF THE PARTIES: Creixent Special Steels Limited

SECTION 230(I) OF COMPANIES ACT, 2013

ORDER

C.P.(CAA)/96/MB/2023

Mr. Hemant Sethi appearing for the petitioner and Ms. Rupa Sutar appearing for the Regional Director are present.

Ms. Rupa Sutar, representative of RD submits that most of the objections raised by the RD are routine in nature and RD has no objection for approving the scheme.

Heard the counsel appearing for the petitioner. The above company petition is **allowed**. Detailed order would follow:

Sd/-
MADHU SINHA
Member (Technical)
//RKS//

Sd/-
H. V. SUBBA RAO
Member (Judicial)

Certified True Copy
Copy Issued, "free of cost"
On 12/7/2023

P. S. Sonawane
Deputy Registrar 12/7/2023
National Company Law Tribunal Mumbai Bench
(D. 9021) 23/6/2023





**IN THE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT MUMBAI
COURT-III**

**CP (CAA) NO. 96 OF 2023
IN
CA (CAA) NO. 8 /MB/ 2023**

IN THE MATTER OF:

Sections 230 to 232 and other applicable
Provisions of the companies act, 2013 read
with the companies (Compromises, Arrangements and
Amalgamations) Rules, 2016

In the matter of:

Composite Scheme of Arrangement amongst Creixent
Special Steels Limited ("petitioner / transferor
company 1") and JSW Ispat Special Products Limited
("petitioner / transferor company 2") and JSW Steel
Limited ("Petitioner / Transferee Company")

CREIXENT SPECIAL STEELS LIMITED

CIN : U27209MH2018PLC375319

PAN : AAHCC4291P

A Company Incorporated Under the Companies
Act, 2013, Having Its Registered Office At JSW
Centre, Bandra Kurla Complex, Bandra (East),
Mumbai – 400051

...

PETITIONER/
TRANSFEROR
COMPANY 1

AND

JSW ISPAT SPECIAL PRODUCTS LIMITED

CIN : L02710MH1990PLC363582





IN THE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT MUMBAI, COURT-III

CP (CAA) NO. 96 OF 2023 IN CA (CAA) NO. 8 /MB/ 2023

PAN : AAACM0501D

A Company Incorporated Under the Companies Act, 1956, Having Its Registered Office At JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai – 400051

... PETITIONER /
TRANSFEROR
COMPANY 2

AND

JSW STEEL LIMITED

CIN : L27102MH1994PLC152925

PAN : AAACJ4323N

A Company Incorporated Under the Companies Act, 1956, Having Its Registered Office At Jsw Centre, Bandra Kurla Complex, Bandra (East), Mumbai – 400051

... PETITIONER/
TRANSFEEEE
COMPANY

Order delivered on: 22.06.2023

CORAM: SHRI H.V. SUBBA RAO, HON'BLE MEMBER (Judicial)
MS. MADHU SINHA, HON'BLE MEMBER (Technical)

Appearances:

Advocates for the Petitioner Companies: Mr. Gaurav Joshi, Senior Counsel,

Mr. Ankit Lohia, a/w Mr. Anirudh Das,

Ms. Meghna Rajadhyaksha, Mr. Nirmal Mahtani, Ms. Kriti Kalyani,





Mr. Harit Lakhani i/b Shardul
Amarchand Mangaldas & Co

Representative of Regional Director: Ms. Rupa Sutar Deputy Director,
in Office of Regional Director, MCA
(WR), Mumbai

ORDER

1. We have heard the Representative for the Petitioner Companies and the officer of the Regional Director, Western Region, Mumbai ("**Regional Director**"), Ms. Rupa Sutar. No objector has come before this Tribunal to oppose the Scheme and nor has any party controverted any averments made in the Petition to the Scheme.
2. The Counsel for the Petitioner Companies states that the present Company Petition has been filed jointly by the Petitioner Companies with the object to obtain the sanction of this Tribunal to the Composite Scheme for an Arrangement amongst Creixent Special Steels Limited ("**Petitioner/Transferor Company 1**"), JSW Ispat Special Products Limited ("**Petitioner/Transferor Company 2**") and JSW Steel Limited ("**Petitioner/Transferee Company**") and their respective shareholders and creditors ("**Scheme**") (collectively referred to as "**Petitioner Companies**").
3. The Counsel for the Petitioner Companies submits that the (i) Petitioner/Transferor Company 1 is *inter alia*, engaged in the business of trading in steel and steel products and holding investments; (ii) Petitioner/Transferor Company 2 is *inter alia* engaged in the business of manufacturing and marketing of sponge iron, pellets, steel and ferro alloys; and (iii) Petitioner/Transferee Company is engaged in the business of manufacturing steel and





offers a wide gamut of steel products.

4. The Counsel for the Petitioner Companies submits that as set out in the Scheme, the proposed Composite Scheme of Arrangement would accomplish the following benefits –
- (a) **Synergies in business:** The Petitioner Companies are engaged in similar and/ or complementary businesses and their proposed amalgamation pursuant to the Scheme will create synergies between their businesses, including by pooling of their financial, managerial, technical, distribution, marketing and other resources. The proposed amalgamation is expected to, *inter-alia*, result in reduction of costs, better alignment, coordination and streamlining of day-to-day operations of the units;
 - (b) **Optimization of raw material procurement:** The Petitioner/Transferee Company has captive iron ore mines and merchant iron ore mines. The manufacturing unit of the Petitioner/Transferor Company 2 situated at Raigarh sources iron ore from the merchant mines of the Petitioner/Transferee Company and pursuant to the proposed amalgamation, the Petitioner/Transferor Company 2 will also source iron ore from the captive iron ore mines of the Petitioner/Transferee Company, which are located closer to the Petitioner/Transferor Company 2, than the merchant iron ore mines of the Petitioner/Transferee Company. Such combined sourcing of raw materials will result in reduction in overall cost of procurement. Further, the requirement of coke for the manufacturing activities of the Petitioner/Transferor Company 2 can also be supplied





by the Petitioner/ Transferee Company, thereby resulting in further reduction of procurement costs;

- (c) **Utilization of surplus rolling capacity:** The Petitioner/Transferor Company 2 commenced its slab manufacturing capacity in FY 2022. With the commissioning of a second electric arc furnace (EAF) by Petitioner/Transferor Company 2 expected in Q2 FY 2023, its ability to produce crude steel will increase. The facilities of the Petitioner/Transferee Company at Vijayanagar and Anjar have surplus rolling capacity. Thus, the slabs manufactured by the Petitioner/Transferor Company 2 can be rolled in the said facilities of the Petitioner/Transferee Company, thereby providing opportunity for transfer of intermediate products within the facilities, and thereby increasing the capacity utilization of the Petitioner/Transferee Company's rolling mills;
- (d) **Simplified structure and management efficiency:** The proposed amalgamation will result in a simplification of the existing corporate structure and eliminate administrative duplications, consequently reducing the administrative costs of maintaining separate companies, while reducing the multiple legal and regulatory compliances; and
- (e) **Enhancing presence in central India:** The Petitioner/Transferee Company does not have manufacturing presence in central India. Pursuant to the proposed amalgamation, the Petitioner/Transferee Company shall be better positioned to service customer needs basis their combined portfolio of products and





marketing capabilities in central India. The proposed amalgamation will provide opportunities to access new markets, segments, product offerings and customers in central India. Further, with a common credit management system, the customers are expected to benefit from an improved channel financing facility from the combined company.

(f) **Improved automation:** The proposed amalgamation will result in increased level of automation across all plants of the Petitioner/Transferor Company 2 by using the information technology application and systems of the Petitioner/Transferee Company.

5. The Counsel for the Petitioner Companies submits that the Board of Directors of the Transferor Company 1, Transferor Company 2 and the Transferee Company in their respective Board Meetings conducted on 27th May, 2022 have approved the Scheme. The Appointed Date fixed under the Scheme is 1st April, 2022.
6. The Counsel for the Petitioner Companies submits that by Order dated 12th January, 2023 passed by this Tribunal in CA(CAA)/8/MB/2023, the Tribunal was, *inter alia*, pleased to dispense with the requirement of convening the meeting of the Equity Shareholders, Preference Shareholders and Unsecured Creditors of the Petitioner/Transferor Company 1. The Petitioner/ Transferor Company 1 has no Secured Creditors.
7. The Counsel for the Petitioner Companies submits that by the Order dated 12th January, 2023, the Tribunal was also pleased to (i) dispense with the requirement of convening the meeting of the Preference Shareholders, Secured Creditors and Unsecured Creditors





of the Petitioner/Transferor Company 2; (ii) direct the Petitioner/ Transferor Company 2 to convene the meeting of its Equity Shareholders on 17th March, 2023, to consider the Scheme; and (iii) direct the Petitioner/ Transferor Company 2 to issue notice of the Scheme to the Unsecured Creditors of the Petitioner/Transferor Company 2.

8. The Learned Counsel for the Petitioner Companies submits that, as per the directions of this Tribunal in the Order dated 12th January, 2023, the meeting of the Equity Shareholders of the Petitioner/Transferor Company 2 was duly convened on 17th March, 2023. The Chairman and the Scrutinizer appointed by the Tribunal have filed their respective reports on 28th March, 2023 (at Annexure N, Page 776-796 of the Company Scheme Petition). As per the said reports, the respective Equity Shareholders (which includes public shareholders) of the Petitioner / Transferor Company 2 have approved the Scheme with requisite statutory majority.
9. The Counsel for the Petitioner Companies further submits that, in compliance with the Order dated 12th January, 2023, notice of the Scheme has been issued to 1599 Unsecured Creditor(s) of the Petitioner/ Transferor Company 2 by Email/ Courier/ Hand delivery. Accordingly, the Petitioner/Transferor Company 2 has filed an Affidavit on 9th March, 2023 certifying compliance of the issuance of notices to the Equity Shareholders and Unsecured Creditors of the Petitioner/Transferor Company 2.
10. The Counsel for the Petitioner Companies submits that by the Order dated 12th January, 2023, the Tribunal was also pleased to (i) direct the Petitioner/ Transferee Company to convene the meeting of its Equity Shareholders on 17th March, 2023, to consider the Scheme;





(ii) dispense with the requirement of convening the meeting of the Secured Creditors and Unsecured Creditors of the Petitioner/Transferee Company; (iii) direct the Petitioner/ Transferee Company to issue notice of the Scheme to the Unsecured Creditors of the Petitioner/ Transferee Company.

11. The Learned Counsel for the Petitioner Companies submits that, as per the directions of this Tribunal in the Order dated 12th January, 2023, the meeting of the Equity Shareholders of the Petitioner/Transferee Company was duly convened on 17th March, 2023. The Chairman and the Scrutinizer appointed by the Tribunal have filed their respective reports on 28th March, 2023 (at Annexure O, Page 795-810 of the Company Scheme Petition). As per the said reports, the respective Equity Shareholders (which includes public shareholders) of the Petitioner / Transferee Company have approved the Scheme with requisite statutory majority.
12. The Counsel for the Petitioner Companies further submits that, in compliance with the Order dated 12th January, 2023, notice of the Scheme has been issued to the 8,711 Unsecured Creditor(s) of the Petitioner/ Transferee Company through Email/ Courier. Accordingly, the Petitioner/Transferee Company has filed an Affidavit on 14th March, 2023 certifying compliance of the issuance of notices to the Unsecured Creditors of the Petitioner/Transferee Company.
13. The Counsel for the Petitioner Companies submits that by the Order dated 12th January, 2023, the Tribunal was also pleased to direct the Petitioner Companies to serve notices, pursuant to Section 230(5) of the Companies Act, 2013 ("**Companies Act**") and as per the Rule 8 (Compromises, Arrangements and Amalgamations) Rules, 2016, to (i) The Central Government, through Regional Director, Everest, 5th





Floor, 100 Marine Drive, Mumbai-400002; (ii) The Registrar of Companies, Mumbai; (iii) Official Liquidator, High Court, Bombay (for the Petitioner/ Transferor Company 1 and the Petitioner/ Transferor Company 2); (iv) the Securities and Exchange Board of India (“SEBI”) (for the Petitioner/ Transferor Company 2 and the Petitioner/ Transferee Company); (v) Jurisdictional Income Tax Authorities; (vi) the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (for the Petitioner/ Transferor Company 2 and the Petitioner/ Transferee Company) and (vii) any other applicable sectoral regulators.

14. The Counsel for the Petitioner Companies submits that aforesaid notices of the Scheme have been dispatched by hand delivery/email/courier to the relevant statutory authorities. The Counsel for the Petitioner Companies submits that Petitioner/ Transferor Company 1 and Petitioner/ Transferor Company 2, and Petitioner/ Transferee Company have filed their respective compliance affidavit demonstrating issuance of the aforesaid notices under Section 230(5) of the Companies Act on 9th March, 2023 and 14th March, 2023 respectively.
15. Further, by order dated 12th April, 2023, the present Petition was admitted by this Tribunal. By the said order, this Tribunal had directed the Petitioner Companies to publish the general notice of hearing at least 10 (ten) days before the date fixed for hearing in the newspapers namely the Financial Express (English Daily) and Navshakti (Marathi Daily) both having circulation in Mumbai as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
16. The Counsel for the Petitioner Companies submits that it has filed its





compliance affidavit dated 8th June, 2023 recording the aforesaid compliances.

17. The Counsel on behalf of the Petitioner Companies submits that the Petitioner Companies have complied with all requirements as per directions of this Tribunal and they have made requisite filings to demonstrate compliance. Moreover, the Petitioner Companies undertake to comply with all statutory / regulatory requirements, if and to extent applicable, as may be required under the Companies Act, 2013 and the Rules made thereunder. The said undertaking is accepted.
18. The Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai, has filed his Report dated 12th May, 2023 ("**Report**"). In paragraph 2 (a) to 2 (h) of the Report, the Regional Director has made certain observations. In response to the observations made by the Regional Director, the Petitioner Companies have given necessary undertakings and clarification as per affidavit in reply dated 1st June, 2023, filed on 2nd June, 2023. The said observation of Regional Director and responses of the Petitioner Companies are as under:

Regional Director Report dated 12 th May, 2023	Affidavit in Reply dated 1 st June, 2023, filed on 2 nd June, 2023
Clause 2(a) a) In compliance of AS-14 (IND AS-103), the Petitioner Companies shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 (IND AS-8) etc.	Para 3 The Petitioner Companies undertake that in addition to compliance with IND AS 103, the Transferee Company will also pass such accounting entries as may be necessary in connection with the Scheme to comply with the other applicable accounting standards including IND AS-8.
Clause 2(b)	Para 4





Regional Director Report dated 12th May, 2023	Affidavit in Reply dated 1st June, 2023, filed on 2nd June, 2023
<p>b) As per Definition of the Scheme,</p> <p>“Appointed Date” means April 01, 2022.</p> <p>“Effective Date” for the purposes of amalgamation of Transferor Company 1 with the Transferee Company in accordance with Section I of this Scheme, shall mean the Effective Date 1; and for the purposes of amalgamation of Transferor Company 2 with the Transferee Company in accordance with Section II of this Scheme, shall mean the Effective Date 2.</p> <p>In this regard, it is submitted that Section 232(6) of the Companies Act, 2013 states that the scheme under this section shall clearly indicate an appointed date from which it shall be effective and the scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. However, this aspect may be decided by the Hon’ble Tribunal taking into account its inherent powers.</p>	<p>The Petitioner Companies submit that the definitions reproduced in the Report are as set out in the Scheme. Further, the term Appointed Date as defined in the Scheme clearly means April 01, 2022, and the same is in accordance with the provisions of Section 232(6) of the Companies Act, 2013 (“Companies Act”).</p> <p>The Petitioner Companies confirms that the aforesaid Appointed Date for the Scheme complies with the requirements set out in Circular No. F.No.7112/2019/CL-1 dated August 21, 2019, issued by the Ministry of Corporate Affairs</p>
<p>Clause 2(c)</p> <p>Petitioner Company have to undertake to comply with section 232(3)(i) of Companies Act, 2013, where the transferor company is dissolved, the fee and stamp duty paid by the transferor company on its authorised capital shall be set-off against fees and stamp duty payable by the transferee company on its authorised capital subsequent to the amalgamation and therefore, petitioners to undertake that the transferee company shall pay the difference of fees and stamp duty.</p>	<p>Para 5</p> <p>Petitioner Companies hereby undertake that the Transferee Company will comply with Section 232(3)(i) of the Companies Act. The fee and stamp duty paid by the Transferor Companies on its authorised capital shall be set-off against the fees and stamp duty payable by the Transferee Company upon aggregation of its authorised capital subsequent to the amalgamation as per the Scheme. Accordingly, the Transferee Company undertakes to pay the difference of such fees and stamp duty, if any, arising on account of the Scheme.</p>
<p>Clause 2(d)</p>	<p>Para 6</p>





Regional Director Report dated 12th May, 2023	Affidavit in Reply dated 1st June, 2023, filed on 2nd June, 2023
<p>The Hon'ble Tribunal may kindly seek the undertaking that this Scheme is approved by the requisite majority of members and creditors as per Section 230(6) of the Act in meetings duly held in terms of Section 230(1) read with 7 subsection (3) to (5) of Section 230 of the Act and the Minutes thereof are duly placed before the Tribunal.</p>	<p>Petitioner Companies submit that as per the directions contained in the order dated January 12, 2023 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal") in C.A. (CAA)/8/MB/2023 ("Order"), the following dispensations were granted:</p> <ol style="list-style-type: none">i. Dispensation from convening the meeting of the equity shareholders of the Transferor Company 1.ii. Dispensation from convening the meeting of the preference shareholders of the Transferor Company 1 and the Transferor Company 2.iii. Dispensation from convening the meeting of the secured creditors of the Transferor Company 2 and the Transferee Company.iv. Dispensation from convening the meeting of the unsecured creditors of the Transferor Company 1.v. Dispensation from convening the meeting of the unsecured creditors of the Transferor Company 2 and Transferee Company. <p>The Hon'ble Tribunal vide its Order dispensed with convening the meetings of the unsecured creditors of the Transferor Company 2 and the Transferee Company (as set out in point (v) above) and directed the Transferor Company 2 and Transferee Company to send notices to all its unsecured</p>





Regional Director Report dated 12 th May, 2023	Affidavit in Reply dated 1 st June, 2023, filed on 2 nd June, 2023
	<p>creditors as on September 30, 2022. The Transferor Company 2 and the Transferee Company have duly complied with the directions of the Hon'ble Tribunal and sent notices to its respective unsecured creditors as on September 30, 2022. The said unsecured creditors were given an opportunity to raise objections before the Tribunal, if any, in connection with the Scheme within 30 (thirty) days from the receipt of such notice. The Transferor Company 2 and the Transferee Company submit that no such objection has been received from their respective unsecured creditors in relation to the proposed Scheme.</p> <p>Further, the Transferee Company has no preference shareholders and the Transferor Company 1 has no secured creditors. The Hon'ble Tribunal also directed the Transferor Company 2 and the Transferee Company to convene and hold the meeting of their respective equity shareholders.</p> <p>Accordingly, Transferor Company 2 and Transferee Company duly convened the meeting of their respective equity shareholders on March 17, 2023, after serving notices of their respective meeting in accordance with Section 230(3) of the Companies Act.</p> <p>This Scheme has been approved by the requisite majority of the respective shareholders of the Petitioner Companies (as applicable), in accordance with Section 230</p>





Regional Director Report dated 12 th May, 2023	Affidavit in Reply dated 1 st June, 2023, filed on 2 nd June, 2023												
	of the Companies Act and the directions of the Hon'ble Tribunal												
<p>Clause 2(e)</p> <p>The Petitioner Company states that the Transferee Company shall be in compliance with provisions of Section 2(1B) of the Income Tax Act, 1961. In this regards, the petitioner company shall ensure compliance of all the provisions of Income Tax Act and Rules thereunder.</p>	<p>Para 7</p> <p>Petitioner Companies submit that they will be in compliance with all the applicable provisions of the Income-Tax Act, 1961 ("IT Act") and the applicable rules made thereunder, including Section 2(1B) of the IT Act, in relation to the Scheme.</p>												
<p>Clause 2(f)</p> <p>Petitioner Company may be directed to undertake that the petitioner company shall comply with the observations given in letter issued by NSE and BSE vide letter dated 14.12.2022, in respect of transferor Company-2 and Transferee Company and letter dated 09.01.2023, in respect of Transferor Company-1.</p>	<p>Para 8</p> <p>Petitioner Companies submit that they undertake to comply with the observations of the Bombay Stock Exchange and National Stock Exchange issued vide letters dated December 14, 2022 (in respect of the Transferor Company 2 and the Transferee Company) and a letter dated January 09, 2023 (in respect of the Transferor Company 1)</p>												
<p>Clause 2(g)</p> <p>It is observed from latest MGT-7 for the year ending 31.03.2022 filed by the petitioner companies that petitioner companies have following corporate body shareholders having more than 10% shareholding, but form Ben-2 has not been filed:-</p> <table border="1" data-bbox="140 1630 906 1832"><thead><tr><th data-bbox="140 1630 414 1832">Petitioner Company</th><th data-bbox="421 1630 730 1832">Name of Shareholder</th><th data-bbox="737 1630 906 1832">% of shares held</th></tr></thead><tbody><tr><td> </td><td> </td><td> </td></tr></tbody></table>	Petitioner Company	Name of Shareholder	% of shares held				<p>Para 9</p> <p>Petitioner Companies state the following with respect to requirement of filing Form BEN-2 under Section 90 of the Companies Act:</p> <table border="1" data-bbox="928 1594 1544 1908"><thead><tr><th data-bbox="928 1594 1114 1796">Name of Company</th><th data-bbox="1120 1594 1321 1796">Name of Shareholder</th><th data-bbox="1327 1594 1544 1796">Status of Form BEN - 2</th></tr></thead><tbody><tr><td data-bbox="928 1805 1114 1908">Creixent Special</td><td data-bbox="1120 1805 1321 1908">AION Investments</td><td data-bbox="1327 1805 1544 1908">There is no individual</td></tr></tbody></table>	Name of Company	Name of Shareholder	Status of Form BEN - 2	Creixent Special	AION Investments	There is no individual
Petitioner Company	Name of Shareholder	% of shares held											
Name of Company	Name of Shareholder	Status of Form BEN - 2											
Creixent Special	AION Investments	There is no individual											





Regional Director Report dated 12 th May, 2023			Affidavit in Reply dated 1 st June, 2023, filed on 2 nd June, 2023		
Creixent Special Steels Limited	Aion Investments Private Limited	41.87%	Steels Limited (Transferor Company 1)	Private II Limited	shareholder having a majority stake in AION Investments Private II Limited.
	JSW Steel Limited	48.00%			
	JTPM Atsali Limited	10.13%			
JSW Ispat Special Products Limited	Creixent Special Steels Limited	48.12%	Hence, there is no requirement of filing BEN-2 as per Section 90 of the Companies Act read with the relevant rules.		
JSW Steel Limited	JFE Steel International Europe BV	99.83%			
	JSW Techno Projects Management Ltd	10.94%			
Therefore, petitioner company may be directed to clarify and comply with the same as required u/s. 90 of the Companies Act, 2013 r.w. companies (Significant Beneficial Owners) Rules, 2018.			JSW Steel Limited	There is no individual shareholder having a majority stake in JSW	





Regional Director Report dated 12 th May, 2023	Affidavit in Reply dated 1 st June, 2023, filed on 2 nd June, 2023		
			Steel Limited. Hence, there is no requirement of filing BEN-2 as per Section 90 of the Companies Act read with the relevant rules.
		JTPM Atsali Limited	There is no individual shareholder with a majority stake in JTPM Atsali Limited. Hence, there is no requirement of filing BEN-2 as





Regional Director Report dated 12 th May, 2023	Affidavit in Reply dated 1 st June, 2023, filed on 2 nd June, 2023		
			per Section 90 of the Companies Act read with the relevant rules.
	JSW Ispat Special Products Limited (Transferor Company 2)	Creixent Special Steels Limited	As stated above, there is no individual shareholder with a majority stake in Creixent Special Steels Limited. Hence, there is no requirement of filing BEN-2 as per Section 90 of the Companies





Regional Director Report dated 12 th May, 2023	Affidavit in Reply dated 1 st June, 2023, filed on 2 nd June, 2023		
			Act read with the relevant rules.
	JSW Steel Limited (Transferee Company)	JFE Steel International Europe BV (“JFE”)	There is no individual shareholder with a majority stake in JFE. Hence, there is no requirement of filing BEN-2 as per Section 90 of the Companies Act read with the relevant rules.





Regional Director Report dated 12 th May, 2023	Affidavit in Reply dated 1 st June, 2023, filed on 2 nd June, 2023	
		JSW Techno Projects Management Ltd Form BEN – 2 has been filed for JSW Techno Projects Management Ltd by JSW Steel Limited on 20/10/2020 with SRN R67813469, which is annexed hereto as Annexure B.
<p>Clause 2(h)</p> <p>That on examination of the report of the Registrar of Companies, Mumbai dated 18.04.2023 (Annexed as Annexure A-1)) that all the Petitioner Companies fall within the jurisdiction of ROC, Mumbai. It is submitted that no complaint and /or representation regarding the proposed scheme of Amalgamation has been received against the Petitioner Companies. Further, the petitioner companies have filed Financial Statements up to 31.03.2022 further observations in ROC report are as under:-</p> <p>i. That the ROC Mumbai in his report dated 18.04.2023 has stated that Inspection against the</p>	<p>Para 10</p> <p>So far as the observation of the Registrar of Companies, Mumbai (“ROC”) in paragraph 2(h)(i) of the Report is concerned, the Petitioner Companies submit that the requisite documents have been submitted to the Regional Director (WR) vide letter dated November 7, 2022. An acknowledgement of filing of this letter is attached hereto as Annexure C. If any additional documents are required by the Regional Director (WR) for inspection, the Transferee Company shall provide such documents as may be</p>	



**Regional Director Report dated 12th May, 2023****Affidavit in Reply dated 1st June, 2023,
filed on 2nd June, 2023**

transferee company namely JSW Steel Limited is pending. Various complaint against the Transferor Company-2 are pending with ROC.

- ii. As per Master Data at MCA portal, Transferor Company no. 1 & 2 are having below mentioned Charges with the Status as "OPEN".

Transferor Co No.1 and 2 Assets under charge	Charge Amount	Date of Creation	Status
As per Schedule III of attached Unattested SPA Transferor Co.No.2 Assets under charge	26000000000	18/12/2018	OPEN
Uncalled Share Capital; Motor Vehicle (Hypothecation); Immovable property or any interest therein; Goodwill; Book debts; Trademark; Floating charge; Movable property (not	9000000000	18/12/2018	OPEN

reasonably required and co-operate with the Regional Director (WR).

The Transferor Company 2 will co-operate with the ROC in respect of resolution of the pending complaints, if any, received by the ROC.

So far as the observation of the ROC in paragraph 2(h)(ii) of the Report is concerned, the Petitioner Companies state that upon the Scheme becoming effective, all the open charges of the Transferor Companies will stand transferred to and continue to appear as open charges in the name of the Transferee Company.





Regional Director Report dated 12 th May, 2023				Affidavit in Reply dated 1 st June, 2023, filed on 2 nd June, 2023
being pledge); Copyright; As per the executed DoH and Declaration				
Letter of Credit against fixed Deposits	206000000	30/11/2021	OPEN	
Motor Vehicle (Hypothecation); Immovable property or any interest therein; Goodwill; Book debts; Trademark; Floating charge; Movable property (not being pledge); Copyright; As per executed DOH and Declaration	26000000000	18/12/2018	OPEN	
Memorandum of Deposit of Title Deed was	2000000000	23/09/2022	OPEN	





Regional Director Report dated 12 th May, 2023				Affidavit in Reply dated 1 st June, 2023, filed on 2 nd June, 2023
executed on 23rd September 2022 by JSW Ispat Special Products Limited (as the Borrower) in favour of Catalyst Trusteeship Limited,				<p>So far as the observation of the ROC in paragraph 2(h)(iii) of the Report is concerned, the Transferor Company 1 submits that all the outstanding liabilities of the Transferor Companies, including dues to MSMEs, will be transferred to the Transferee Company. The liabilities will not be affected by the proposed Scheme, and will be paid off in the ordinary course of business.</p> <p>So far as the observation of the ROC in paragraph 2(h)(iv) of the Report is concerned, the Transferor Company 2 submits that all the outstanding liabilities of the Transferor Company 2, including dues to MSMEs, will be transferred to the Transferee Company. The liabilities will not be affected by the proposed Scheme and will be paid off in the ordinary course of business.</p> <p>So far as the observation of the ROC in paragraph 2(h)(v) of the Report is concerned, the Petitioner Companies hereby undertake that the Transferee Company will comply with Section 232(3)(i) of the Companies Act. The fee and stamp duty paid by the Transferor Companies on its authorised capital shall be set-off against the fees and stamp duty payable by the Transferee Company upon aggregation of its authorised capital subsequent to the amalgamation as</p>
iii.	Transferor Company No. 1 has attached Financial Statement as at 31/03/2022, and it has Borrowings of Rs. 433.88/- (Rs. In Crores), Lease Liabilities Rs. 0.45/- (rs. In Crores), Outstanding Dues to MSME Rs. 5.63/- (Rs. In Crores) and Outstanding dues to Creditors other than MSME Rs 843.18/- (Rs. In Crores) and Other Current Liabilities of Rs. 92.94/- (Rs. In Crores).			
iv.	Transferor Co No. has attached Financial Statement as at 31/03/2022, and it has Borrowings of Rs. 2239.98/- (Rs. In Crores), Lease Liabilities Rs. 0.45/- (Rs. In Crores), Outstanding Dues to MSME Rs. 5.63/- (Rs. In Crores) and Outstanding dues to Creditors other than MSME Rs. 843.07/- (rs in Crores) and Other Current Liabilities of Rs. 93.59/- (Rs. In Crores).			
v.	As per the provisions of Section 232(3)(1) of the Companies Act, 2013, where the transferor Company is dissolved, the fee, if any, paid by the transferor Company on its authorized capital shall			





Regional Director Report dated 12 th May, 2023	Affidavit in Reply dated 1 st June, 2023, filed on 2 nd June, 2023
<p>be set-off against any fees payable by the Transferee company on its authorized capital subsequent to the amalgamation. Therefore, remaining fee, if any after setting-off the fees already paid by the transferor company on its authorized capital, has to be paid by the transferee Company on the increased authorized capital subsequent to the amalgamation.</p> <p>vi. The Inspection Pending against the Transferee Company as per Monthly DO information by RD Office.</p> <p>vii. Interest of the Creditors should be protected.</p> <p>viii. May be decided on its merit.</p> <p>The petitioners companies may please be directed to submit reply on the above observations and file its (Transferee Company) reply on the complaint issues before ROC, Mumbai to process the complaint on MCA-21 portal. Further, Investigation u/ s. 206(5) is under process against the company namely JSW Steel Limited on the basis of CEIB reference for verifying the bogus entries.</p>	<p>per the Scheme. Accordingly, the Transferee Company undertakes to pay the difference of such fees and stamp duty, if any, arising on account of the Scheme.</p> <p>So far as the observation of the ROC in paragraph 2(h)(vi) of the Report is concerned, the Petitioner Companies submit that the requisite information/documents sought have been submitted to the Regional Director (WR) vide letter dated November 7, 2022. An acknowledgement of filing of this letter is attached hereto as Annexure C. If any additional documents are required by the Regional Director (WR), the Transferee Company shall provide such documents as may be reasonably required and co-operate with the Regional Director (WR).</p> <p>So far as the observation of the ROC in paragraph 2(h)(vii) of the Report is concerned, the Petitioner Companies submit that the interest of the creditors of the Petitioner Companies in connection with the Scheme, will be protected.</p>

19. The observations made by the Regional Director have been explained by the Counsel for the Petitioner Companies in paragraph 18 above. The Affidavit dated 1st June, 2023 filed by the Petitioner Companies on 2nd June, 2023, the clarifications and undertakings given by the Petitioner Companies are accepted by this Tribunal, and the Petitioner Companies are directed to comply with the same. Moreover,





the Petitioner Companies undertake to comply with all the statutory requirements, if any, as may be required under the Companies Act, 2013 and the Rules made thereunder. Ms. Rupa Sutar, the Authorized Representative of the Regional Director, MCA (WR), Mumbai is present at the time of the hearing has submitted that the explanation and clarifications given by the Petitioner Companies are found satisfactory she stated that they have no serious objections for approving the scheme by the Tribunal.

20. Further, the Official Liquidator has filed its Report on June 14, 2023 stating *inter alia* that the affairs of the Transferor Company 1 and Transferor Company 2 have been conducted in a proper manner.
21. From the material on record, the Scheme appears to be fair and reasonable and does not violate of any provisions of law and is not contrary to public policy.
22. All the assets and liabilities including taxes, duties and charges, if any, of the Transferor Company 1 and Transferor Company 2, shall pursuant to Section 230/ 232 of the Companies Act, 2013, be transferred to and become the assets and liabilities of the Transferee Company.
23. Since all the requisite statutory compliances have been fulfilled, consolidated Company Scheme Petition in C.P. (CAA) 96 / 2023 filed by Petitioner Companies are made absolute in terms of prayer clause (x) of the said Company Scheme Petition.
24. The Scheme is sanctioned hereby, and the Appointed Date of the Scheme would be 1st April, 2022.
25. The Petitioner Companies are directed to lodge a certified copy of this order along with a copy of the Scheme with the concerned Registrar





of Companies, electronically in E-Form INC-28 within 30 (thirty) days from the date of receipt of the Order, duly certified by the Registry of this Tribunal.

26. The Petitioner Companies are directed to lodge a certified copy of this order and the Scheme duly authenticated by the Deputy / Assistant Registrar of this Tribunal, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty, payable, if any, within 60 (sixty) working days from the date of receipt of certified copy of the Order from the Registry of this Tribunal.
27. All concerned regulatory authorities to act on a copy of this Order duly certified by the Deputy Registrar / Assistant Registrar of this Tribunal along with copy of the Scheme.
28. Any person interested is at liberty to apply this Tribunal in the above matters for any direction that may be necessary.
29. Any concerned Authorities are at liberty to approach this Tribunal for any further clarification as may be necessary.
30. Ordered accordingly. C.P. (CAA) / 96 / MB / 2023 is allowed and **disposed-off**.

Sd/-

MADHU SINHA
Member (Technical)



Sd/-

H.V. SUBBA RAO
Member (Judicial)

Certified True Copy
Copy Issued "free of cost"
On 12/7/2023

P.S. Sonawane
Deputy Registrar 12/7/2023
National Company Law Tribunal Mumbai Bench

(D-9021) 13/6/2023