

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI
COMPANY APPLICATION NO. CA (CAA) 113 /MB/2023

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230 - 232 and other relevant provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016;

And

In the matter of TP Wind Power Limited (CIN: U40300MH2012PLC316963), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center, 34, Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009, India;

And

In the matter of Walwhan Renewable Energy Limited (CIN: U40103MH2009PLC197021), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;

And

In the matter of Walwhan Energy RJ Limited (CIN: U40105MH2010PLC206475), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;

And

In the matter of Walwhan Solar RJ Limited (CIN: U40300MH2011PLC213470), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;

And

In the matter of Walwhan Urja India Limited (CIN: U40109MH2006PLC165964), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;

And

In the matter of MI Mysolar24 Private Limited (CIN: U40106MH2009PTC326791), a private company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;

And

In the matter of Walwhan Solar BH Limited (CIN: U40106MH2010PLC209615), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;



And

In the matter of Walwhan Solar AP Limited (CIN: U40109MH2008PLC178769), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;

And

Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

In the matter of Walwhan Solar Raj Limited (CIN: U40105MH2010PLC202097), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;

And

In the matter of Walwhan Solar MP Limited (CIN: U40106MH2010PLC206275), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;

And

In the matter of Walwhan Solar PB Limited (CIN: U40300MH2010PLC326052), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;

And

In the matter of Walwhan Solar TN Limited (CIN: U40106MH2010PLC326794), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;



And

In the matter of Walwhan Wind RJ Limited (CIN: U40108MH2006PLC325050), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power

Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009

And

In the matter of Solarsys Renewable Energy Private Limited (CIN: U74999MH2004PTC325049), a private company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;

And

In the matter of Clean Sustainable Solar Energy Private Limited (CIN: U40300MH2014PTC254371), a private company, incorporated under the Companies Act, 2013, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009

And

In the matter of Walwhan Solar MH Limited (CIN: U40108MH2006PLC165673), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009

And

In the matter of Walwhan Solar KA Limited (CIN: U40300MH2012PLC233418), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

And

In the matter of Dreisatz Mysolar24 Private Limited (CIN: U40102MH2009PTC326890), a private company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009

And

In the matter of Northwest Energy Private Limited (CIN: U40108MH2008PTC182762), a private company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009;

And

In the matter of Walwhan Solar Energy GJ Limited (CIN: U40104MH2008PLC184134), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009

And

In the matter of Walwhan Urja Anjar Limited (CIN: U40300MH2010PLC326888), a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009



And

In the matter of Tata Power Renewable Energy Limited (CIN: U40108MH2007PLC168314), a public

Belram Phiroze Mehta
 Authorised Signatory
 For Applicant Company 1 to 21

Rahul Shah
 Authorised Signatory
 For Applicant Company 22

company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Ltd., Corporate Center, A Block, 34, Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra – 400009, India

And

In the matter of Composite Scheme of Arrangement among TP Wind Power Limited, Walwhan Renewable Energy Limited, Walwhan Energy RJ Limited, Walwhan Solar RJ Limited, Walwhan Urja India Limited, MI Mysolar24 Private Limited, Walwhan Solar BH Limited, Walwhan Solar AP Limited, Walwhan Solar Raj Limited, Walwhan Solar MP Limited, Walwhan Solar PB Limited, Walwhan Solar TN Limited, Walwhan Wind RJ Limited, Solarsys Renewable Energy Private Limited, Clean Sustainable Solar Energy Private Limited, Walwhan Solar MH Limited, Walwhan Solar KA Limited, Dreisatz Mysolar24 Private Limited, Northwest Energy Private Limited, Walwhan Solar Energy GJ Limited, Walwhan Urja Anjar Limited and Tata Power Renewable Energy Limited under Sections 230 – 232 of the Companies Act, 2013.



TP Wind Power Limited (CIN: }
 U40300MH2012PLC316963) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center, 34, Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009, India; }
 Walwhan Renewable Energy Limited (CIN: }
 U40103MH2009PLC197021) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center B, 34 Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009; }

... Applicant Company 1/
 Amalgamating Company 1/
 Transferor Company 1

... Applicant Company 2/
 Amalgamating Company 2/
 Transferor Company 2


 Behram Phiroze Mehta
 Authorised Signatory
 For Applicant Company 1 to 21


 Rahul Shah
 Authorised Signatory
 For Applicant Company 22

Walwhan Energy RJ Limited (CIN: }
 U40105MH2010PLC206475) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center B, 34 Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009; }

... Applicant Company 3/
 Amalgamating Company 3/
 Transferor Company 3

Walwhan Solar RJ Limited (CIN: }
 U40300MH2011PLC213470) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center B, 34 Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009 }

... Applicant Company 4/
 Amalgamating Company 4/
 Transferor Company 4

Walwhan Urja India Limited (CIN: }
 U40109MH2006PLC165964) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center B, 34 Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009 }

... Applicant Company 5/
 Amalgamating Company 5/
 Transferor Company 5

MI Mysolar24 Private Limited (CIN: }
 U40106MH2009PTC326791) is a private }
 company, incorporated under the Companies Act, }
 1956, and having its registered office at c/o The }
 Tata Power Company Limited, Corporate Center B, }
 34 Sant Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009 }

... Applicant Company 6/
 Amalgamating Company 6/
 Transferor Company 6

Walwhan Solar BH Limited (CIN: }
 U40106MH2010PLC209615) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center B, 34 Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009 }

... Applicant Company 7/
 Amalgamating Company 7/
 Transferor Company 7




 Behram Phiroze Mehta
 Authorised Signatory
 For Applicant Company 1 to 21


 Rahul Shah
 Authorised Signatory
 For Applicant Company 22

Walwhan Solar AP Limited (CIN: }
 U40109MH2008PLC178769) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center B, 34 Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009 }

... Applicant Company 8/
 Amalgamating Company 8/
 Transferor Company 8

Walwhan Solar Raj Limited (CIN: }
 U40105MH2010PLC202097) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center B, 34 Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009, }

... Applicant Company 9/
 Amalgamating Company 9/
 Transferor Company 9

Walwhan Solar MP Limited (CIN: }
 U40106MH2010PLC206275) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center B, 34 Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009 }

... Applicant Company 10/
 Amalgamating Company 10/
 Transferor Company 10

Walwhan Solar PB Limited (CIN: }
 U40300MH2010PLC326052) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center B, 34 Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009, }

... Applicant Company 11/
 Amalgamating Company 11/
 Transferor Company 11

Walwhan Solar TN Limited (CIN: }
 U40106MH2010PLC326794) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center B, 34 Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009 }

... Applicant Company 12/
 Amalgamating Company 12/
 Transferor Company 12




 Behram Phiroze Mehta
 Authorised Signatory
 For Applicant Company 1 to 21


 Rahul Shah
 Authorised Signatory
 For Applicant Company 22

Walwhan Wind RJ Limited (CIN: U40108MH2006PLC325050) is a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009

... Applicant Company 13/
Amalgamating Company 13/
Transferor Company 13

Solarsys Renewable Energy Private Limited (CIN: U74999MH2004PTC325049) is a private company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009

... Applicant Company 14/
Amalgamating Company 14/
Transferor Company 14

Clean Sustainable Solar Energy Private Limited (CIN: U40300MH2014PTC254371) is a private company, incorporated under the Companies Act, 2013, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009

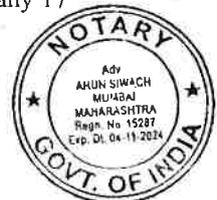
... Applicant Company 15/
Amalgamating Company 15/
Transferor Company 15

Walwhan Solar MH Limited (CIN: U40108MH2006PLC165673) is a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009

... Applicant Company 16/
Amalgamating Company 16/
Transferor Company 16

Walwhan Solar KA Limited (CIN: U40300MH2012PLC233418) is a public company, incorporated under the Companies Act, 1956, and having its registered office at c/o The Tata Power Company Limited, Corporate Center B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009

... Applicant Company 17/
Amalgamating Company 17/
Transferor Company 17




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Dreisatz Mysolar24 Private Limited (CIN: }
 U40102MH2009PTC326890) is a private }
 company, incorporated under the Companies Act, }
 1956, and having its registered office at c/o The }
 Tata Power Company Limited, Corporate Center B, }
 34 Sant Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009 }

... Applicant Company 18/
 Amalgamating Company 18/
 Transferor Company 18

Northwest Energy Private Limited (CIN: }
 U40108MH2008PTC182762) is a private }
 company, incorporated under the Companies Act, }
 1956, and having its registered office at c/o The }
 Tata Power Company Limited, Corporate Center B, }
 34 Sant Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009 }

... Applicant Company 19/
 Amalgamating Company 19/
 Transferor Company 19

Walwhan Solar Energy GJ Limited (CIN: }
 U40104MH2008PLC184134) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center B, 34 Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009 }

... Applicant Company 20/
 Amalgamating Company 20/
 Transferor Company 20

Walwhan Urja Anjar Limited (CIN: }
 U40300MH2010PLC326888) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Limited, Corporate Center B, 34 Sant }
 Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra 400009 }

... Applicant Company 21/
 Amalgamating Company 21/
 Transferor Company 21

Tata Power Renewable Energy Limited (CIN: }
 U40108MH2007PLC168314) is a public company, }
 incorporated under the Companies Act, 1956, and }
 having its registered office at c/o The Tata Power }
 Company Ltd., Corporate Center, A Block, 34, }
 Sant Tukaram Road, Carnac Bunder, Mumbai, }
 Maharashtra – 400009, India }

... Applicant Company 22/
 Amalgamated Company /
 Transferee Company




 Behram Phiroze Mehta
 Authorised Signatory
 For Applicant Company 1 to 21


 Rahul Shah
 Authorised Signatory
 For Applicant Company 22

I. Details of the Company Scheme Application:**(a) Particulars of Applicant Company 1 / Amalgamating Company 1 / Transferor Company 1:**

- [i] Name of Applicant Company 1 / Amalgamating Company 1 / Transferor Company 1 & : TP Wind Power Limited
- Company Identification Number [CIN] : U40300MH2012PLC316963
- Permanent Account Number [PAN] : AACCI9295G
- [ii] Address of Registered Office : C/o. The Tata Power Company Ltd., Corporate Centre, 34, Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009, India.

(b) Particulars of Applicant Company 2/ Amalgamating Company 2/ Transferor Company 2:

- [i] Name of Applicant Company 2 : Walwhan Renewable Energy Limited
Amalgamating Company 2/
Transferor Company 2 &
- Company Identification Number [CIN] : U40103MH2009PLC197021
- Permanent Account Number [PAN] : AAACW9092M
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited, Corporate Centre B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009.

(c) Particulars of Applicant Company 3/ Amalgamating Company 3/ Transferor Company 3:

- [i] Name of Applicant Company 3 : Walwhan Energy RJ Limited
Amalgamating Company 3/
Transferor Company 3 &
- Company Identification Number [CIN] : U40105MH2010PLC206475
- Permanent Account Number [PAN] : AABCW0219P
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited, Corporate Centre B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra 400009.



(d) Particulars of Applicant Company 4/ Amalgamating Company 4/
Transferor Company 4:

[i] Name of Applicant Company 4 : Walwhan Solar RJ Limited
Amalgamating Company 4/
Transferor Company 4 &

Company Identification : U40300MH2011PLC213470
Number [CIN]

Permanent Account Number : AABCW0645F
[PAN]

[ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

(e) Particulars of Applicant Company 5/ Amalgamating Company 5/
Transferor Company 5:

[i] Name of Applicant Company 5 : Walwhan Urja India Limited
Amalgamating Company 5/
Transferor Company 5 &

Company Identification : U40109MH2006PLC165964
Number [CIN]

Permanent Account Number : AAACW6751D
[PAN]

[ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

(f) Particulars of Applicant Company 6/ Amalgamating Company 6/
Transferor Company 6:

[i] Name of Applicant Company 6 : MI Mysolar24 Private Limited
Amalgamating Company 6/
Transferor Company 6 &

Company Identification : U40106MH2009PTC326791
Number [CIN]

Permanent Account Number : AAGCM4584N
[PAN]

[ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.



(g) Particulars of Applicant Company 7/ Amalgamating Company 7/
Transferor Company 7:

- [i] Name of Applicant Company 7 : Walwhan Solar BH Limited
Amalgamating Company 7/
Transferor Company 7 &
- Company Identification : U40106MH2010PLC209615
Number [CIN]
- Permanent Account Number : AABCW0327L
[PAN]
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

(h) Particulars of Applicant Company 8/ Amalgamating Company 8/
Transferor Company 8:

- [i] Name of Applicant Company 8 : Walwhan Solar AP Limited
Amalgamating Company 8/
Transferor Company 8 &
- Company Identification : U40109MH2008PLC178769
Number [CIN]
- Permanent Account Number : AAACW7599M
[PAN]
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

(i) Particulars of Applicant Company 9/ Amalgamating Company 9/
Transferor Company 9:

- [i] Name of Applicant Company 9 : Walwhan Solar Raj Limited
Amalgamating Company 9/
Transferor Company 9 &
- Company Identification : U40105MH2010PLC202097
Number [CIN]
- Permanent Account Number : AADCV3448D
[PAN]
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.



(j) Particulars of Applicant Company 10/ Amalgamating Company 10/
Transferor Company 10:

- [i] Name of Applicant Company : Walwhan Solar MP Limited
10 Amalgamating Company
10/ Transferor Company 10 &
- Company Identification : U40106MH2010PLC206275
Number [CIN]
- Permanent Account Number : AABCW0019M
[PAN]
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

(k) Particulars of Applicant Company 11/ Amalgamating Company 11/
Transferor Company 11:

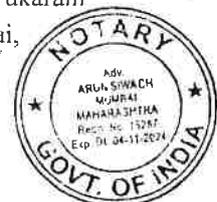
- [i] Name of Applicant Company : Walwhan Solar PB Limited
11 Amalgamating Company
11/ Transferor Company 11 &
- Company Identification : U40300MH2010PLC326052
Number [CIN]
- Permanent Account Number : AABCW0420G
[PAN]
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

(l) Particulars of Applicant Company 12/ Amalgamating Company 12/
Transferor Company 12:

- [i] Name of Applicant Company : Walwhan Solar TN Limited
12 Amalgamating Company
12/ Transferor Company 12 &
- Company Identification : U40106MH2010PLC326794
Number [CIN]
- Permanent Account Number : AABCW0020E
[PAN]
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



(m) **Particulars of Applicant Company 13/ Amalgamating Company 13/
Transferor Company 13:**

- [i] Name of Applicant Company : Walwhan Wind RJ Limited
13 Amalgamating Company
13/ Transferor Company 13 &
- Company Identification : U40108MH2006PLC325050
Number [CIN]
- Permanent Account Number :
[PAN] AADCC0409K
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

(n) **Particulars of Applicant Company 14/ Amalgamating Company 14/
Transferor Company 14:**

- [i] Name of Applicant Company : Solarsys Renewable Energy Private
14 Amalgamating Company Limited
14/ Transferor Company 14 &
- Company Identification : U74999MH2004PTC325049
Number [CIN]
- Permanent Account Number : AADCP5053E
[PAN]
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

(o) **Particulars of Applicant Company 15/ Amalgamating Company 15/
Transferor Company 15:**

- [i] Name of Applicant Company : Clean Sustainable Solar Energy Private
15 Amalgamating Company Limited
15/ Transferor Company 15 &
- Company Identification : U40300MH2014PTC254371
Number [CIN]
- Permanent Account Number :
[PAN] AAFCC6140D
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.



(p) Particulars of Applicant Company 16/ Amalgamating Company 16/ Transferor Company 16:

- [i] Name of Applicant Company : Walwhan Solar MH Limited
16 Amalgamating Company
16/ Transferor Company 16 &
- Company Identification Number [CIN] : U40108MH2006PLC165673
- Permanent Account Number [PAN] : AAACP2094C
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

(q) Particulars of Applicant Company 17/ Amalgamating Company 17/ Transferor Company 17:

- [i] Name of Applicant Company : Walwhan Solar KA Limited
17 Amalgamating Company
17/ Transferor Company 17 &
- Company Identification Number [CIN] : U40300MH2012PLC233418
- Permanent Account Number [PAN] : AABCW2667F
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

(r) Particulars of Applicant Company 18/ Amalgamating Company 18/ Transferor Company 18:

- [i] Name of Applicant Company : Dreisatz Mysolar24 Private Limited
18 Amalgamating Company
18/ Transferor Company 18 &
- Company Identification Number [CIN] : U40102MH2009PTC326890
- Permanent Account Number [PAN] : AADCD3957H
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



(s) **Particulars of Applicant Company 19/ Amalgamating Company 19/
Transferor Company 19:**

- [i] Name of Applicant Company : Northwest Energy Private Limited
19 Amalgamating Company
19/ Transferor Company 19 &
- Company Identification : U40108MH2008PTC182762
Number [CIN]
- Permanent Account Number : AACCN8296N
[PAN]
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

(t) **Particulars of Applicant Company 20/ Amalgamating Company 20/
Transferor Company 20:**

- [i] Name of Applicant Company : Walwhan Solar Energy GJ Limited
20 Amalgamating Company
20/ Transferor Company 20 &
- Company Identification : U40104MH2008PLC184134
Number [CIN]
- Permanent Account Number : AABCU0136B
[PAN]
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

(u) **Particulars of Applicant Company 21/ Amalgamating Company 21/
Transferor Company 21:**

- [i] Name of Applicant Company : Walwhan Urja Anjar Limited
21 Amalgamating Company
21/ Transferor Company 21 &
- Company Identification : U40300MH2010PLC326888
Number [CIN]
- Permanent Account Number : AABCW0053D
[PAN]
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre B, 34 Sant Tukaram
Road, Carnac Bunder, Mumbai,
Maharashtra 400009.



(v) Particulars of Applicant Company 22/ Amalgamated Company / Transferee Company:

- [i] Name of Applicant Company : Tata Power Renewable Energy Limited
22 Amalgamated Company /
Transferee Company &
Company Identification : U40108MH2007PLC168314
Number [CIN]
Permanent Account Number : AABCI7118M
[PAN]
- [ii] Address of Registered Office : C/o. The Tata Power Company Limited,
Corporate Centre, A Block, 34 Sant
Tukaram Road, Carnac Bunder, Mumbai,
Maharashtra 400009.

- (w) The Applicant Companies hereinabove have filed the present Company Application (hereinafter referred to as “**Application**”), under Sections 230-232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) and in terms of Rule 3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in respect of the Composite Scheme of Arrangement among TP Wind Power Limited, Walwhan Renewable Energy Limited, Walwhan Energy RJ Limited, Walwhan Solar RJ Limited, Walwhan Urja India Limited, MI Mysolar24 Private Limited, Walwhan Solar BH Limited, Walwhan Solar AP Limited, Walwhan Solar Raj Limited, Walwhan Solar MP Limited, Walwhan Solar PB Limited, Walwhan Solar TN Limited, Walwhan Wind RJ Limited, Solarsys Renewable Energy Private Limited, Clean Sustainable Solar Energy Private Limited, Walwhan Solar MH Limited, Walwhan Solar KA Limited, Dreisatz Mysolar24 Private Limited, Northwest Energy Private Limited, Walwhan Solar Energy GJ Limited, Walwhan Urja Anjar Limited (hereinafter collectively referred to as the “**Transferor Companies**” / “**Amalgamating Companies**”) and Tata Power Renewable Energy Limited hereinafter referred to as the “**Transferee Company**” / “**Amalgamated Company**”) under Sections 230 – 232 of the Companies Act, 2013




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

(hereinafter referred to as the “Scheme”). By the present Application, the Applicant Companies are seeking directions from this Hon’ble Tribunal for (i) dispensation of holding meetings of the equity shareholders of the respective Applicant Companies; (ii) dispensation of the meetings of the secured creditors of the Applicant Companies (iii) dispensation of the meetings of the unsecured creditors of the Applicant Companies; (iv) dispensation of the meeting of the preference shareholders of Applicant Company 22 and (v) such other directions this Hon’ble Tribunal may deem fit. Hereto annexed and marked as ANNEXURE “A” is a copy of the proposed Scheme.

II. Jurisdiction of the Bench

The Applicant Companies have their respective registered offices in Mumbai, in the State of Maharashtra. The Applicant Companies therefore declare that the subject matter of the Application is within the jurisdiction of this Hon’ble Tribunal.

III. Limitation:

The Applicant Companies declare that the Act does not stipulate any time within which the Application under Sections 230-232 of the Act is required to be filed before the Hon’ble Tribunal. In any event, the Scheme that forms the subject matter of the present Application was approved by the respective Board of Directors of the respective Applicant Companies between 23rd January, 2023 to 27th January, 2023. The present Application is therefore not barred by the law of limitation.

IV. Facts of the case are given below:

Particulars of Applicant Company 1

- 1) Applicant Company 1 is a public company, incorporated on May 23, 2012 under the Companies Act, 1956 and is primarily engaged in the business of generating and selling wind power. The equity shares of Applicant Company 1 are not listed on any stock exchange. Applicant Company 1 is a wholly owned subsidiary of the Applicant Company 22.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- 2) The objects for which Applicant Company 1 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To carry on the business of exploration, generation, development, transmission, distribution, supply, accumulation, utilisation, consumption, employment and conservation of power and any other source, type and form of conventional, non-conventional, renewable and alternate energy specifically from fuel cells, coal, gas, lignite, oil, bio-mass, waste, thermal, solar, hydel, geo-hydel, wind and tidal waves and all other renewable resources.

2. To manufacture, buy, sell, lease, import, export, hire, supply, install, use, put up, repair, maintain, assemble, deal in trade, construct, lay-down, establish, fix, carry out and run related wind farms, plants, power houses, machinery, equipment, goods, gadgets, parts, tools and accessories for these purposes and to execute and transact all such other work including acquisition of land, obtaining all related clearances including evacuation clearances, implementation, commissioning, power sale of renewable energy projects and all others acts, matters as the Company may think expedient or convenient in connection therewith.

3. To undertake Engineering, Procurement and Construction (EPC) renewable energy projects and to execute and transact all such work, acts, matters as the Company may think expedient or convenient in connection therewith.

4. To carry out necessary studies, analyses, measurements and tests of these purposes relating to all aspects and to carry out energy audits and undertake contracts for determining, recommending and monitoring proper application and utilisation of energy; to organise seminars, conferences, workshops, exhibitions, training and study programmes and to disseminate information in any manner as considered appropriate and to engage in preparing and supplying of basic and/or detailed engineering know how, process, technology, and design for systems and controls in connection therewith.

5. To provide consultancy services and conduct feasibility studies concerning integrated resources, management plans, least cost power plans, efficient transmission and distribution systems, energy conservation potential, renewable energy potential, pollution control, environmental impact statements, power plant feasibility studies and for all other related business."

Clause B(18) of the Memorandum of Association of Applicant Company 1 which contains provisions for amalgamations and arrangements, is reproduced herein below:



"18. Subject to the provisions of Section 391 to 394 of the Companies Act, 1956, to amalgamate, to enter into partnership or into any arrangement for sharing profit, union of interests, co-operation, joint-venture, reciprocal concession with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on."

Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

Hereto annexed and marked as ANNEXURE "B" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 1, as amended up to date.

- 3) The authorised, issued, subscribed and paid-up share capital of Applicant Company 1 as on January 23, 2023 is as under:

Particulars	Amount in INR
Authorized Share Capital	
6,10,00,000 equity shares of INR 10 each	61,00,00,000
Total	61,00,00,000
Issued, Subscribed and Paid up Share Capital	
6,03,00,000 equity shares of INR 10 each	60,30,00,000
Total	60,30,00,000

Hereto annexed and marked as ANNEXURE "C" are the certified true copies of the audited financial statements of Applicant Company 1 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "D" are the certified true copies of the unaudited financial statements of Applicant Company 1 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 1 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 1, except those arising or resulting in the normal and ordinary course of business.

- 4) The Company Master Data of the Applicant Company 1 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "E" is the certified true copy of the Company Master Data of the Applicant Company 1 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 2

- 5) Applicant Company 2 is a public company, incorporated on November 11, 2009 under the Companies Act, 1956 and is primarily engaged in the business of operating a network of solar plants and wind energy power plants across India by holding interest in its subsidiaries. The equity shares of Applicant Company 2 are not listed




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

on any stock exchange. Applicant Company 2 is a wholly owned subsidiary of the Applicant Company 22.

- 6) The objects for which Applicant Company 2 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To develop renewable energy technologies and resources for generation of solar, bio-mass, hydro wind energies."

Clause B(17) of the Memorandum of Association of Applicant Company 2 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"17. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limiting competition with any individual, person or Company having similar objects."

Hereto annexed and marked as ANNEXURE "F" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 2, as amended up to date.

- 7) The authorised, issued, subscribed and paid-up share capital of Applicant Company 2 as on January 23, 2023 is as under:

Particulars	Amount (INR)
Authorized Share Capital	
88,15,30,800 equity shares of INR 10 each	8,81,53,08,000
7,00,00,000 preference shares of INR 45.49 each	3,18,46,92,000
50,00,00,000 preference shares of INR 10 each	5,00,00,00,000
Total	17,00,00,00,000
Issued, Subscribed and Paid up Share Capital	
61,13,55,942 equity shares of INR 10 each	6,11,35,59,420
Total	6,11,35,59,420

Hereto annexed and marked as ANNEXURE "G" are the certified true copies of the audited financial statements of Applicant Company 2 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "H" are the certified true copies of the unaudited financial statements of Applicant Company 2 as on December 31, 2022.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

There has been no material change in the abovementioned capital structure of Applicant Company 2 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 2, except those arising or resulting in the normal and ordinary course of business.

- 8) The Company Master Data of the Applicant Company 2 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "I" is the certified true copy of the Company Master Data of the Applicant Company 2 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 3

- 9) Applicant Company 3 is a public company, incorporated on August 11, 2010 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 3 are not listed on any stock exchange. Applicant Company 3 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.
- 10) The objects for which Applicant Company 3 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To carry on the business of developing, maintaining and operating of project for generating or generation and supply and distribution of and otherwise dealing in electricity from solar energy and to carry on in India or elsewhere the business of establishing, commissioning, setting up, operating and maintaining electric power generating stations based on conventional/non-conventional resources, tie-lines, sub-stations and transmission lines on build, own and transfer (BOT) and / or build, own, lease and transfer (BOLT) basis."

Clause B(24) of the Memorandum of Association of Applicant Company 3 which contains provisions for amalgamations and arrangements, is reproduced herein below:



"24. To amalgamate, enter into any Partnership or partially or fully amalgamate with or acquire interest in the business of any Company, person or firm carrying on or engaged in, or about to carry on or engage in any business or transaction included


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

in the objects of the Company, or to enter into any arrangement or sharing profits, or for co-operation or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain mortgage share, and deal with any shares, debentures, debenture-stock or securities so received."

Hereto annexed and marked as ANNEXURE "J" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 3, as amended up to date.

- 11) The authorised, issued, subscribed and paid-up share capital of Applicant Company 3 as on January 23, 2023 is as under:

Particulars	Amount in INR
Authorized Share Capital	
3,00,00,000 equity shares of INR 10 each	30,00,00,000
Total	30,00,00,000
Issued, Subscribed and Paid up Share Capital	
10,000 equity shares of INR 10 each	1,00,000
Total	1,00,000

Hereto annexed and marked as ANNEXURE "K" are the certified true copies of the audited financial statements of Applicant Company 3 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "L" are the certified true copies of the unaudited financial statements of Applicant Company 3 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 3 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 3, except those arising or resulting in the normal and ordinary course of business.

- 12) The Company Master Data of the Applicant Company 3 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "M" is the certified true copy of the Company Master Data of the Applicant Company 3 as available on the website of MCA as on March 6, 2023 February, 2023.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Particulars of Applicant Company 4

13) Applicant Company 4 is a public company, incorporated on February 13, 2011 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 4 are not listed on any stock exchange. Applicant Company 4 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.

14) The objects for which Applicant Company 4 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To develop renewable energy technologies and resources for generation of solar, bio-mass, hydro wind energies."

Clause B(24) of the Memorandum of Association of Applicant Company 4 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"24. To amalgamate with any other company having objects altogether or in part similar to those of this company."

Hereto annexed and marked as ANNEXURE "N" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 4, as amended up to date.

15) The authorised, issued, subscribed and paid-up share capital of Applicant Company 4 as on January 23, 2023 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
75,00,000 equity shares of INR 10 each	7,50,00,000
Total	7,50,00,000
Issued, Subscribed and Paid up Share Capital	
75,00,000 equity shares of INR 10 each	7,50,00,000
Total	7,50,00,000



Hereto annexed and marked as ANNEXURE "O" are the certified true copies of the audited financial statements of Applicant Company 4 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "P" are the certified true copies of the unaudited

Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

financial statements of Applicant Company 4 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 4 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 4, except those arising or resulting in the normal and ordinary course of business.

- 16) The Company Master Data of the Applicant Company 4 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "Q" is the certified true copy of the Company Master Data of the Applicant Company 4 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 5

- 17) Applicant Company 5 is a public company, incorporated on December 4, 2006 under the Companies Act, 1956 and was incorporated with the main object of carrying on the business of electrician, mechanical engineers, suppliers of electricity for the purposes of light, heat, motive power or otherwise, and manufacturers of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation. Applicant Company 5 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.
- 18) The equity shares of Applicant Company 5 are not listed on any Stock Exchange.
- 19) The objects for which Applicant Company 5 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To carry on the business of electrician, mechanical engineers, suppliers of electricity for the purposes of light, heat, motive power or otherwise, and manufacturers of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, galvanism, magnetism or otherwise and to carry on in India or elsewhere the business of establishing, commissioning, setting up, operating and maintaining electric power generating stations based on conventional/non-conventional resources, tie-lines, sub-stations and transmission lines on build, own




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

and transfer (BOT) and/or build, own, lease and transfer (BOLT) basis and to carry on in India or elsewhere the business of acquiring, operating, managing and maintaining existing power generation stations, tie-lines, sub-stations and transmission lines, either owned by the private sector or public sector or the Government or Governments or other public authorities and for any or all or the aforesaid purposes, to do all the necessary or ancillary activities as may be considered necessary or beneficial or desirable and to acquire concessions or licenses granted by, and enter into contracts with the Government of India or the Government of any Province in India, or the Government of any State in India, or any municipal or local authority, company or person in India, or elsewhere, for the construction and maintenance of an electric installation for the production, transmission or use of electric power for lighting, heating, pumping, signaling, telephoni, or traction or motive purposes, including the application thereof to tramcars, omnibuses, carriages, ships, conveyances and objects, or any other purpose and to start and/or carry on and engage in and conduct research and development in the fields of electronics, electronic/electronically controlled processes or in respect of matters technical or operational, and to carry on investigation and experiments of all kinds, to originate, develop and improve and discoveries, inventions, processes and formulae, and particularly to manufacture, purchase or otherwise acquire, own, hold, operate, sell or otherwise transfer, lease, licence, use, distribute otherwise dispose off and generally to deal in property of every kind and description, including without limitation of the generality of the foregoing, computers, electronic, electrical and mechanical devices, appliances and machines and parts thereof"

Clause B(8) of the Memorandum of Association of Applicant Company 5 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"8. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company."

Hereto annexed and marked as ANNEXURE "R" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 5, as amended up to date.

- 20) The authorised, issued, subscribed and paid-up share capital of Applicant Company 5 as on January 23, 2023 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
50,000 equity shares of INR 10 each	5,00,000
Total	5,00,000
Issued, Subscribed and Paid up Share Capital	
50,000 equity shares of INR 10 each	5,00,000
Total	5,00,000



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

Hereto annexed and marked as ANNEXURE "S" are the certified true copies of the audited financial statements of Applicant Company 5 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "T" are the certified true copies of the unaudited financial statements of Applicant Company 5 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 5 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 5, except those arising or resulting in the normal and ordinary course of business.

- 21) The Company Master Data of the Applicant Company 5 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "U" is the certified true copy of the Company Master Data of the Applicant Company 5 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 6

- 22) Applicant Company 6 is a private company, incorporated on October 9, 2009 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 6 are not listed on any Stock Exchange. Applicant Company 6 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.
- 23) The objects for which Applicant Company 6 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To carry on the business of setting-up solar powered electricity power plant, solar power plants, wind power plant, tidal wave energy plants, hydro electrical power plants, thermal power plants;

2. To trade, manufacture and assemble all types of solar energy equipment, systems, appliances, spares, components such as solar thermal system, solar Solar thermal system, Solar photovoltaic system, Solar cookers, Solar refrigeration, and cold storage system, Solar distillation system, Solar powered electricity generation system, Solar chilling plant, Solar drying systems, Solar ice making plants, all types of wind powered machines such as windmill pumping system for various purposes, wind energy generators to produce electricity and as a motive of miscellaneous applications, all types of bio-gas systems/appliances such as bio-gas plants of al



✓
Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

✍
Rahul Shah
Authorised Signatory
For Applicant Company 22

types based on different raw materials and end uses, Bio-gas of industrial uses, all types of bio-mass production, conversion and generation systems including improved and efficient chulhas and stoves, Geo-thermal and tidal wave energy-systems and appliances Micro-tidal system equipments and appliances and all other renewable energy equipments.”

Clause B(22) of the Memorandum of Association of Applicant Company 6 which contains provisions for amalgamations and arrangements, is reproduced herein below:

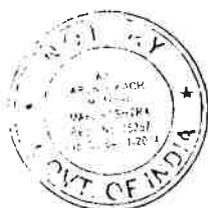
“22. Subject to the provisions of Section 391 to 394 and 394A of the Companies Act, 1956, to amalgamate or to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal rights with any person or persons of company or companies carrying on or engaged in the main business of the Company.”

Hereto annexed and marked as ANNEXURE “V” is the certified true copy of the Memorandum and Articles of Association of Applicant Company 6, as amended up to date.

- 24) The authorised, issued, subscribed and paid-up share capital of Applicant Company 6 as on January 23, 2023 is as under:

Particulars	Amount (INR)
Authorized Share Capital	
2,00,00,000 equity shares of INR 10 each	20,00,00,000
Total	20,00,00,000
Issued, Subscribed and Paid up Share Capital	
1,80,50,000 equity shares of INR 10 each	18,05,00,000
Total	18,05,00,000

Hereto annexed and marked as ANNEXURE “W” are the certified true copies of the audited financial statements of Applicant Company 6 as on March 31, 2022. Hereto annexed and marked as ANNEXURE “X” are the certified true copies of the unaudited financial statements of Applicant Company 6 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 6 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 6, except those arising or resulting in the normal and ordinary course of business.




Belram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- 25) The Company Master Data of the Applicant Company 6 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "Y" is the certified true copy of the Company Master Data of the Applicant Company 6 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 7

- 26) Applicant Company 7 is a public company, incorporated on October 29, 2010 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 7 are not listed on any Stock Exchange. Applicant Company 7 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.
- 27) The objects for which Applicant Company 7 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To develop renewable energy technologies and resources for generation of solar, bio-mass, hydro wind energies."

Clause B(9) of the Memorandum of Association of Applicant Company 7 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"9. To amalgamate, enter into partnership or into any agreement for Sharing profits or losses in joint venture, which the company is authorised to carry on and to give or accept by way of consideration for any of the acts, or things aforesaid or property acquired, any shares, debentures or other securities of any kind that may be agreed upon and to hold, retain, sell mortgage, or deal with the same."

Hereto annexed and marked as ANNEXURE "Z" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 7, as amended up to date.

- 28) The authorised, issued, subscribed and paid-up share capital of Applicant Company 7 as on January 23, 2023 is as under:



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

Particulars	Amount (in INR)
Authorized Share Capital	
3,50,00,000 equity shares of INR 10 each	35,00,00,000
Total	35,00,00,000
Issued, Subscribed and Paid up Share Capital	
3,05,10,000 equity shares of INR 10 each	30,51,00,000
Total	30,51,00,000

Hereto annexed and marked as ANNEXURE "AA" are the certified true copies of the audited financial statements of Applicant Company 7 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "BB" are the certified true copies of the unaudited financial statements of Applicant Company 7 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 7 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 7, except those arising or resulting in the normal and ordinary course of business.

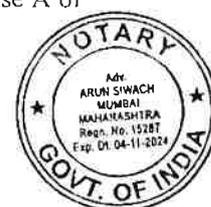
- 29) The Company Master Data of the Applicant Company 7 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "CC" is the certified true copy of the Company Master Data of the Applicant Company 7 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 8

- 30) Applicant Company 8 is a public company, incorporated on February 11, 2008 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 8 are not listed on any Stock Exchange. Applicant Company 8 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.
- 31) The objects for which Applicant Company 8 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



"1. To carry on in India or elsewhere the business of establishing, commissioning, setting up, operating, supplying, generating, distributing and dealing in electricity and solar energy and maintaining electric power transmission systems/networks, power systems, generating stations based on conventional/ non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner including build, own and transfer (BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis or otherwise."

Clause B(9) of the Memorandum of Association of Applicant Company 8 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"9. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company."

Hereto annexed and marked as ANNEXURE "DD" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 8, as amended up to date.

- 32) The authorised, issued, subscribed and paid-up share capital of Applicant Company 8 as on January 23, 2023 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
2,50,00,000 equity shares of INR 10 each	25,00,00,000
Total	25,00,00,000
Issued, Subscribed and Paid up Share Capital	
2,03,73,956 equity shares of INR 10 each	20,37,39,560
Total	20,37,39,560

Hereto annexed and marked as ANNEXURE "EE" are the certified true copies of the audited financial statements of Applicant Company 8 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "FF" are the certified true copies of the unaudited financial statements of Applicant Company 8 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 8 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position


Beltram Pittuze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



of Applicant Company 8, except those arising or resulting in the normal and ordinary course of business.

- 33) The Company Master Data of the Applicant Company 8 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "GG" is the certified true copy of the Company Master Data of the Applicant Company 8 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 9

- 34) Applicant Company 9 is a public company, incorporated on April 16, 2010 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 9 are not listed on any Stock Exchange. Applicant Company 9 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.
- 35) The objects for which Applicant Company 9 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To develop renewable energy technologies and resources for generation of solar, bio-mass, hydro wind energies."

Clause B(17) of the Memorandum of Association of Applicant Company 9 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"17. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limiting competition with any individual, person or Company having similar objects."

Hereto annexed and marked as ANNEXURE "HH" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 9, as amended up to date.

- 36) The authorised, issued, subscribed and paid-up share capital of Applicant Company 9 as on January 23, 2023 is as under:


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



Particulars	Amount in INR
Authorized Share Capital	
40,00,000 equity shares of INR 10 each	4,00,00,000
Total	4,00,00,000
Issued, Subscribed and Paid up Share Capital	
28,74,999 equity shares of INR 10 each	2,87,49,990
Total	2,87,49,990

Hereto annexed and marked as ANNEXURE "II" are the certified true copies of the audited financial statements of Applicant Company 9 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "JJ" are the certified true copies of the unaudited financial statements of Applicant Company 9 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 9 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 9, except those arising or resulting in the normal and ordinary course of business.

- 37) The Company Master Data of the Applicant Company 9 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "KK" is the certified true copy of the Company Master Data of the Applicant Company 9 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 10

- 38) Applicant Company 10 is a public company, incorporated on August 5, 2010 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 10 are not listed on any Stock Exchange. Applicant Company 10 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.
- 39) The objects for which Applicant Company 10 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



"1. To carry on the business of developing, maintaining and operating of project for generating or generation and supply and distribution of and otherwise dealing in electricity from solar energy and to carry on in India or elsewhere the business of establishing, commissioning, setting up, operating and maintaining electric power generating stations based on conventional/non-conventional resources, tie-lines, sub-stations and transmission lines on build, own and transfer (BOT) and/or build, own, lease and transfer (BOLT) basis."

Clause B(23) of the Memorandum of Association of Applicant Company 10 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"23. To amalgamate, enter into any Partnership or partially or fully amalgamate with or acquire interest in the business of any Company, person or firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the Company, or to enter into any arrangement or sharing profits, or for co-operation or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain mortgage share, and deal with any shares, debentures, debenture-stock or securities so received."

Hereto annexed and marked as ANNEXURE "LL" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 10, as amended up to date.

- 40) The authorised, issued, subscribed and paid-up share capital of Applicant Company 10 as on January 23, 2023 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
30,00,00,000 equity shares of INR 10 each	3,00,00,00,000
Total	3,00,00,00,000
Issued, Subscribed and Paid up Share Capital	
18,60,14,136 equity shares of INR 10 each	1,86,01,41,360
Total	1,86,01,41,360

Hereto annexed and marked as ANNEXURE "MM" are the certified true copies of the audited financial statements of Applicant Company 10 as on March 31, 2022.

Hereto annexed and marked as ANNEXURE "NN" are the certified true copies of the unaudited financial statements of Applicant Company 10 as on December 31, 2022.

There has been no material change in the abovementioned capital structure of


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



Applicant Company 10 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 10, except those arising or resulting in the normal and ordinary course of business.

- 41) The Company Master Data of the Applicant Company 10 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "OO" is the certified true copy of the Company Master Data of the Applicant Company 10 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 11

- 42) Applicant Company 11 is a public company, incorporated on December 23, 2010 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 11 are not listed on any Stock Exchange. Applicant Company 11 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.
- 43) The objects for which Applicant Company 11 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To develop renewable energy technologies and resources for generation of solar, bio-mass, hydro wind energies."

Clause B(9) of the Memorandum of Association of Applicant Company 11 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"9. To amalgamate, enter into partnership or into any agreement for sharing profits or losses in joint venture, which the company is authorised to carry on and to give or accept by way of consideration for any of the acts, or things aforesaid or property acquired, any shares, debentures or other securities of any kind that may be agreed upon and to hold, retain, sell mortgage, or deal with the same."

Hereto annexed and marked as ANNEXURE "PP" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 11, as amended up to date.


Behram Phiroze Melha
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



- 44) The authorised, issued, subscribed and paid-up share capital of Applicant Company 11 as on January 23, 2023 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
10,00,00,000 equity shares of INR 10 each	1,00,00,00,000
Total	1,00,00,00,000
Issued, Subscribed and Paid up Share Capital	
9,60,10,000 equity shares of INR 10 each	96,01,00,000
Total	96,01,00,000

Hereto annexed and marked as ANNEXURE "QQ" are the certified true copies of the audited financial statements of Applicant Company 11 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "RR" are the certified true copies of the unaudited financial statements of Applicant Company 11 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 11 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 11, except those arising or resulting in the normal and ordinary course of business.

- 45) The Company Master Data of the Applicant Company 11 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "SS" is the certified true copy of the Company Master Data of the Applicant Company 11 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 12

- 46) Applicant Company 12 is a public company, incorporated on July 23, 2010 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 12 are not listed on any Stock Exchange. Applicant Company 12 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



- 47) The objects for which Applicant Company 12 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To carry on the business of developing, maintaining and operating of project for generating or generation and distribution of electricity or any form of power of energy and to carry on the business of generators, suppliers, distributors, importers, exporters and dealers in electricity including without limitation thermal, solar, hydro, wind, tidal and any form of energy and to carry on the business of electrician, mechanical engineers, suppliers of electricity for the purposes of light, heat, motive power or otherwise and manufacturers of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, galvanism, magnetism or otherwise and to carry on in India or elsewhere the business of establishing, commissioning, setting up, operating and maintaining electric power generating stations based on conventional/non-conventional resources, tie-lines, sub-stations and transmission lines on build, own and transfer (BOT) and/or build, own, lease and transfer (BOLT) basis and to carry on in India or elsewhere the business of acquiring, operating, managing and maintaining existing power generation stations, tie-lines, sub-stations and transmission lines, either owned by the private sector or public sector or the Government or Governments or other public authorities."

Clause B(22) of the Memorandum of Association of Applicant Company 12 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"22. To amalgamate with any other Company having objects altogether or in part similar to those of this Company."

Hereto annexed and marked as ANNEXURE "TT" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 12, as amended up to date.

- 48) The authorised, issued, subscribed and paid-up share capital of Applicant Company 12 as on January 23, 2023 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
14,00,00,000 equity shares of INR 10 each	1,40,00,00,000
Total	1,40,00,00,000
Issued, Subscribed and Paid up Share Capital	
5,00,00,000 equity shares of INR 10 each	50,00,00,000
Total	50,00,00,000


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



Hereto annexed and marked as ANNEXURE "UU" are the certified true copies of the audited financial statements of Applicant Company 12 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "VV" are the certified true copies of the unaudited financial statements of Applicant Company 12 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 12 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 12, except those arising or resulting in the normal and ordinary course of business.

- 49) The Company Master Data of the Applicant Company 12 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "WW" is the certified true copy of the Company Master Data of the Applicant Company 12 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 13

- 50) Applicant Company 13 is a public company, incorporated on November 23, 2006 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 13 are not listed on any Stock Exchange. Applicant Company 13 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.
- 51) The objects for which Applicant Company 13 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To carry on the business of electrician, mechanical engineers, suppliers of electricity for the purposes of light, heat, motive power or otherwise, and manufacturers of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, galvanism, magnetism or otherwise and to carry on in India or elsewhere the business of establishing, commissioning, setting up, operating and maintaining electric power generating stations based on conventional/non-conventional resources, tie-lines, sub-stations and transmission lines on build. own


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



and transfer (BOT) and/or build, own, lease and transfer (BOLT) basis and to carry on in India or elsewhere the business of acquiring, operating, managing and maintaining existing power generation stations, tie-lines, sub-stations and transmission lines, either owned by the private sector or public sector or the Government or Governments or other public authorities and for any or all of the aforesaid purposes, to do all the necessary or ancillary activities as may be necessary or beneficial or desirable and to acquire concessions or licenses granted by, and enter into contracts with the Government of India or the Government of any Province in India, or the Government of any State in India, or any municipal or local authority, company or person in India, or elsewhere, for the construction and maintenance of an electric installation for the production, transmission or use of electric power for lighting, heating, pumping, signaling, telephonic, or traction or motive purposes, including the application thereof to tramcars, omnibuses, carriages, ships, conveyances and objects, or any other purpose and to start and/or carry on and engage in and conduct research and development in the fields of electronics, electronic/electronically controlled processes or in respect of matters technical or operational, and to carry on investigation and experiments of all kinds, to originate, develop and improve and discoveries, inventions, processes and formulae, and particularly to manufacture, purchase or otherwise acquire, own, hold, operate, sell or otherwise transfer, lease, licence, use, distribute otherwise dispose off and generally to deal in property of every kind and description, including without limitation of the generality of the foregoing, computers, electronic, electrical and mechanical devices, appliances and machines and parts thereof."

Clause B(34) of the Memorandum of Association of Applicant Company 13 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"To amalgamate, enter into any Partnership or partially amalgamate with or acquire interest in the business of any Company, person or firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the Company, or to enter into any arrangement or sharing profits, or for co-operation or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain mortgage share, and deal with any shares, debentures, debenture-stock or securities so received.."

Hereto annexed and marked as ANNEXURE "XX" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 13, as amended up to date.

- 52) The authorised, issued, subscribed and paid-up share capital of Applicant Company 13 as on January 23, 2023 is as under:




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Particulars	Amount (in INR)
Authorized Share Capital	
20,60,00,000 equity shares of INR 10 each	2,06,00,00,000
Total	2,06,00,00,000
Issued, Subscribed and Paid up Share Capital	
14,86,81,820 equity shares of INR 10 each	1,48,68,18,200
Total	1,48,68,18,200

Hereto annexed and marked as ANNEXURE "YY" are the certified true copies of the audited financial statements of Applicant Company 13 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "ZZ" are the certified true copies of the unaudited financial statements of Applicant Company 13 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 13 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 13, except those arising or resulting in the normal and ordinary course of business.

- 53) The Company Master Data of the Applicant Company 13 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "AAA" is the certified true copy of the Company Master Data of the Applicant Company 13 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 14

- 54) Applicant Company 14 is a private company, incorporated on December 8, 2004 under the Companies Act, 1956 and was incorporated with the main object of generating power supply through renewable energy source such as solar, photo voltaic, wind mill and or any other means including transmission and distribution supply. The equity shares of Applicant Company 14 are not listed on any Stock Exchange. Applicant Company 14 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

- 55) The objects for which Applicant Company 14 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To carry on and generate power supply through renewable energy source such as solar, photo voltaic, wind mill and or any other means including transmission and distribution supply and sell such power either directly or through transmission lines and facilities of Central / State Governments or Private companies or Electricity Boards to industries and to Central/State Government other consumers of electricity including captive consumption for any industrial projects promoted by this company or promoter companies and generally to develop, generate, accumulate power at any other place or places and to transmit, distribute, sell and supply such power.

2. To construct, establish, operate, manage power stations, boiler houses, steam turbines, switch yards, transformer yards, Sub-stations, transmission lines, accumulators, workshops and all construct, lay down, establish, fix erect, equip, and maintain power generating machinery and all other types of Plant and Machinery, electrical equipment and cables, computer and control equipment, transmission lines, accumulators, fitting and apparatus in the capacity of principals, contractors or otherwise and to undertake business of consultants and contractors in setting up all types of plants for production of electricity, electronics and other allied fields.

3. To carry on the business of supply of electricity for the purpose of light, heat, motive power or otherwise and manufacture of and dealers in apparatus and things required for or capable of being used in connection with the generation distribution, supply, accumulation and employment of electricity (including in the term electricity, solar energy, tidal power or any other natural resources), galvanism, magnetism or otherwise.

4. To carry on the business of consultancy in planning, developing and implementation of comprehensive energy efficiency, conservation and cost reduction measures on a turnkey basis."

Clause B(5) of the Memorandum of Association of Applicant Company 14 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"5. Subject to sections 391 to 394A of the Companies Act 1956 and Section 230, 231 and 232 of Companies Act, 2013, to amalgamate with any other Company having objects altogether or in part similar to those of this Company."

Hereto annexed and marked as ANNEXURE "BBB" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 14, as amended up to date.

- 56) The authorised, issued, subscribed and paid-up share capital of Applicant Company 14 as on January 23, 2023 is as under:




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Particulars	Amount (in INR)
Authorized Share Capital 5,00,000 equity shares of INR 10 each	50,00,000
Total	50,00,000
Issued, Subscribed and Paid up Share Capital 5,00,000 equity shares of INR 10 each	50,00,000
Total	50,00,000

Hereto annexed and marked as ANNEXURE "CCC" are the certified true copies of the audited financial statements of Applicant Company 14 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "DDD" are the certified true copies of the unaudited financial statements of Applicant Company 14 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 14 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 14, except those arising or resulting in the normal and ordinary course of business.

- 57) The Company Master Data of the Applicant Company 14 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "EEE" is the certified true copy of the Company Master Data of the Applicant Company 14 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 15

- 58) Applicant Company 15 is a private company, incorporated on March 15, 2014 under the Act and is primarily engaged in the business of power generation. The equity shares of Applicant Company 15 are not listed on any Stock Exchange. Applicant Company 15 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- 59) The objects for which Applicant Company 15 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To carry on in India or elsewhere the business of establishing, commissioning, commissioning, setting up, operating and generating of electricity/ power supply through renewable energy sources such as wind, solar, bio-mass, hydro, geo-thermal, co-generation and/ or any other means including transmission, distribution, supply and sale of such power either directly or through transmission lines and facilities of Central I State Governments or Private companies or Electricity Boards to industries and to Central/State Government and other consumers of electricity including captive consumption for any industrial projects promoted by this company or promoter companies and generally to develop, generate, accumulate power at any other place or places and to transmit, distribute, sell and supply such power."

Clause B(15) of the Memorandum of Association of Applicant Company 15 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"15. Subject to sections 391 to 394A of the Companies Act, 1956, to amalgamate with any other Company having objects altogether or in part similar to those of this Company."

Hereto annexed and marked as ANNEXURE "FFF" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 15, as amended up to date.

- 60) The authorised, issued, subscribed and paid-up share capital of Applicant Company 15 as on January 23, 2023 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
10,000 equity shares of INR 10 each	1,00,000
Total	1,00,000
Issued, Subscribed and Paid up Share Capital	
10,000 equity shares of INR10 each	1,00,000
Total	1,00,000

Hereto annexed and marked as ANNEXURE "GGG" are the certified true copies of the audited financial statements of Applicant Company 15 as on March 31, 2022.


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



Hereto annexed and marked as ANNEXURE "HHH" are the certified true copies of the unaudited financial statements of Applicant Company 15 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 15 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 15, except those arising or resulting in the normal and ordinary course of business.

- 61) The Company Master Data of the Applicant Company 15 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "III" is the certified true copy of the Company Master Data of the Applicant Company 15 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 16

- 62) Applicant Company 16 is a public company, incorporated on November 20, 2006 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 16 are not listed on any Stock Exchange. Applicant Company 16 is a wholly owned subsidiary of the Applicant Company 2 and thus a step down subsidiary of the Transferee Company.
- 63) The objects for which Applicant Company 16 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To carry on the business of electrician, mechanical engineers, suppliers of electricity for the purposes of light, heat, motive power or otherwise, and manufacturers of and dealers in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, galvanism, magnetism or otherwise and to carry on in India or elsewhere the business of establishing, commissioning, setting up, operating and maintaining electric power generating stations based on conventional/non-conventional resources, tie-lines, sub-stations and transmission lines on build, own and transfer (BOT) and/or build, own, lease and transfer (BOLT) basis and to carry on in India or elsewhere the business of acquiring, operating, managing and maintaining existing power generation stations, tie-lines, sub-stations and transmission lines, either owned by the private sector or public sector or the Government or Governments or other public authorities and for any or all of the aforesaid purposes, to do all the necessary or ancillary activities as may be considered necessary, or beneficial or desirable and to acquire concessions or


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



licenses granted by, and enter into contracts with the Government of India or the Government of any Province in India, or the Government of any State in India, or any municipal or local authority, company or person in India, or elsewhere, for the construction and maintenance of an electric installation for the production, transmission or use of electric power for lighting, heating, pumping, signaling, telephonic, or traction or motive purposes, including the application thereof to tramcars, omnibuses, carriages, ships, conveyances and objects, or any other purpose and to start and/or carry on and engage in and conduct research and development in the fields of electronics, electronic/electronically controlled processes or in respect of matters technical or operational, and to carry on investigation and experiments of all kinds, to originate, develop and improve and discoveries, inventions, processes and formulae, and particularly to manufacture, purchase or otherwise acquire, own, hold, operate, sell or otherwise transfer, lease, licence, use, distribute otherwise dispose off and generally to deal in property of every kind and description, including without limitation of the generality of the foregoing, computers, electronic, electrical and mechanical devices, appliances and machines and parts thereof"

Clause B(26) of the Memorandum of Association of Applicant Company 16 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"26. To amalgamate with any other company having objects altogether or in part similar to those of this company."

Hereto annexed and marked as ANNEXURE "JJJ" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 16, as amended up to date.

- 64) The authorised, issued, subscribed and paid-up share capital of Applicant Company 16 as on January 23, 2023 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
5,00,00,000 equity shares of INR 10 each	50,00,00,000
Total	50,00,00,000
Issued, Subscribed and Paid up Share Capital	
50,000 equity shares of INR 10 each	5,00,000
Total	5,00,000

Hereto annexed and marked as ANNEXURE "KKK" are the certified true copies of the audited financial statements of Applicant Company 16 as on March 31, 2022.

Hereto annexed and marked as ANNEXURE "LLL" are the certified true copies of


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



the unaudited financial statements of Applicant Company 16 as on December 31, 2022.

There has been no material change in the abovementioned capital structure of Applicant Company 16 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 16, except those arising or resulting in the normal and ordinary course of business.

- 65) The Company Master Data of the Applicant Company 16 is available on the website of the Ministry of Corporate Affairs (“MCA”). Hereto annexed and marked as ANNEXURE “MMM” is the certified true copy of the Company Master Data of the Applicant Company 16 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 17

- 66) Applicant Company 17 is a public company, incorporated on July 16, 2012 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 17 are not listed on any Stock Exchange. Applicant Company 17 is a wholly owned subsidiary of the Applicant Company 8 (which in turn is a wholly owned subsidiary of Applicant Company 2, which in turn is a wholly owned subsidiary of the Transferee Company) making Applicant Company 17 a group company of the Transferee Company.
- 67) The objects for which Applicant Company 17 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

“1. To carry on in India or elsewhere the business of establishing, commissioning, setting up, operating and generating of electricity/ power supply through renewable energy sources such as wind, solar, bio-mass, hydro, geo-thermal, co-generation and/or any other means including transmission, distribution, supply and sale of such power either directly or through transmission lines and facilities of Central/State Governments or Private companies or Electricity Boards to industries and to Central/State Government and other consumers of electricity including captive consumption for any industrial projects promoted by this Company or promoter companies and generally to develop, generate, accumulate power at any other place or places and to transmit, distribute, sell and supply such power.”



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21



Rahul Shah
Authorised Signatory
For Applicant Company 22



Clause B(14) of the Memorandum of Association of Applicant Company 17 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"14. Subject to sections 391 to 394A of the Act, to amalgamate with any other Company having objects altogether or in part similar to those of this Company."

Hereto annexed and marked as ANNEXURE "NNN" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 17, as amended up to date.

- 68) The authorised, issued, subscribed and paid-up share capital of Applicant Company 17 as on January 23, 2023 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
1,70,00,000 equity shares of INR 10 each	17,00,00,000
Total	17,00,00,000
Issued, Subscribed and Paid up Share Capital	
10,000 equity shares of INR 10 each	1,00,000
Total	1,00,000

Hereto annexed and marked as ANNEXURE "OOO" are the certified true copies of the audited financial statements of Applicant Company 17 as on March 31, 2022.

Hereto annexed and marked as ANNEXURE "PPP" are the certified true copies of the unaudited financial statements of Applicant Company 17 as on December 31, 2022.

There has been no material change in the abovementioned capital structure of Applicant Company 17 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 17, except those arising or resulting in the normal and ordinary course of business.

- 69) The Company Master Data of the Applicant Company 17 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "QQQ" is the certified true copy of the Company Master Data of the Applicant Company 17 as available on the website of MCA as on March 6, 2023.


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



Particulars of Applicant Company 18

- 70) Applicant Company 18 is a private company, incorporated on October 9, 2009 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 18 are not listed on any Stock Exchange. The equity shares of Applicant Company 18 are held by Applicant Company 14 (95.86%) (which is a wholly owned subsidiary of Applicant Company 2, which in turn is a wholly owned subsidiary of Applicant Company 22, i.e. the Transferee Company) and Applicant Company 2 (4.14%), making Applicant Company 18 a group company of the Transferee Company.
- 71) The objects for which Applicant Company 18 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To generate electrical power by non conventional methods including solar, hydel, bio-mass, waste, thermal, geo-hydel, wind and tidal waves and to promote, own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, carry on, control, take on hire/lease solar energy power plants, power plants, co-generation power plants, Energy Conservation Projects, power houses, transmission and distribution system for generation, distribution and supply of electrical energy and buy, sell, supply, exchange market function as a license and deal in electrical power, energy to appropriate authorities, Licensees, specific industrial units and other consumers to industrial, commercial, agricultural, household and any other purpose in India and elsewhere in any area and to establish captive power plants on a co-operative basis for a group of industrial and other consumers and supply power of the participants in the co-operative effort directly or through the transmission lines by entering into appropriate arrangements."

Clause B(22) of the Memorandum of Association of Applicant Company 18 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"22. Subject to the provisions of Section 391 to 394 and 394A of the Companies Act, 1956, to amalgamate or to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal rights with any person or persons of company or companies carrying on or engaged in the main business of the Company."




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Hereto annexed and marked as ANNEXURE "RRR" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 18, as amended up to date.

- 72) The authorised, issued, subscribed and paid-up share capital of Applicant Company 18 as on January 23, 2023 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
2,00,00,000 equity shares of INR 10 each	20,00,00,000
Total	20,00,00,000
Issued, Subscribed and Paid up Share Capital	
1,67,60,000 equity shares of INR 10 each	16,76,00,000
Total	16,76,00,000

Hereto annexed and marked as ANNEXURE "SSS" are the certified true copies of the audited financial statements of Applicant Company 18 as on March 31, 2022.

Hereto annexed and marked as ANNEXURE "TTT" are the certified true copies of the unaudited financial statements of Applicant Company 18 as on December 31, 2022.

There has been no material change in the abovementioned capital structure of Applicant Company 18 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 18, except those arising or resulting in the normal and ordinary course of business.

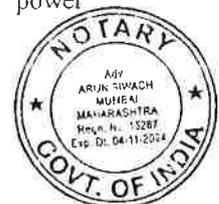
- 73) The Company Master Data of the Applicant Company 18 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "UUU" is the certified true copy of the Company Master Data of the Applicant Company 18 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 19

- 74) Applicant Company 19 is a private company, incorporated on May 28, 2008 under the Companies Act, 1956 and is primarily engaged in the business of power


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



Hereto annexed and marked as ANNEXURE "VVV" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 19, as amended up to date.

- 76) The authorised, issued, subscribed and paid-up share capital of Applicant Company 19 as on January 23, 2023 is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
1,60,00,000 equity shares of INR 10 each	16,00,00,000
Total	16,00,00,000
Issued, Subscribed and Paid up Share Capital	
1,60,00,000 equity shares of INR 10 each	16,00,00,000
Total	16,00,00,000

Hereto annexed and marked as ANNEXURE "WWW" are the certified true copies of the audited financial statements of Applicant Company 19 as on March 31, 2022.

Hereto annexed and marked as ANNEXURE "XXX" are the certified true copies of the unaudited financial statements of Applicant Company 19 as on December 31, 2022.

There has been no material change in the abovementioned capital structure of Applicant Company 19 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 19, except those arising or resulting in the normal and ordinary course of business.

- 77) The Company Master Data of the Applicant Company 19 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "YYY" is the certified true copy of the Company Master Data of the Applicant Company 19 as available on the website of MCA as on March 6, 2023.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Particulars of Applicant Company 20

- 78) Applicant Company 20 is a public company, incorporated on June 30, 2008 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 20 are not listed on any Stock Exchange. The equity shares of Applicant Company 20 are held by Applicant Company 8 (49%) (which is a wholly owned subsidiary of Applicant Company 2, which in turn is a wholly owned subsidiary of Applicant Company 22) and Applicant Company 2 (51%), making Applicant Company 20 a group company of the Transferee Company.
- 79) The objects for which Applicant Company 20 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To carry on business of power generation by various conventional and non-conventional methods and technologies including but not limited to wind, solar, hydel, geo-hydel, tidal waves, bio-mass, coal, gas lignite, oil, waste and thermal etc., and by using methods and technologies that are not existing today, but may be invented in future.

2. To promote, own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, take on hire/lease power plants, energy conservation projects, power houses, transmission and distribution systems for generation, distribution, transmission and supply of electrical energy and buy, sell, supply, exchange, market, function as a licensee and deal in electrical power and energy and to make investment/acquire, whether partially or wholly, in joint venture or in collaboration with any other person, any other companies or entities carrying on the same or similar business and to make investments in equity, debt or other instruments convertible into equity of such other companies carrying on the same or similar business.

3. To generate, accumulate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electrical energy can be employed and to manufacture and deal in all apparatuses and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity including the terms electricity, all power that may be directly or indirectly derived there from or may be incidentally hereafter discovered in dealing with electricity."

Clause B(23) of the Memorandum of Association of Applicant Company 20 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"23. To amalgamate enter into partnership or into any arrangement for sharing of profits, amalgamation, union of interest, co-operation, joint venture,



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

collaboration with Indian or Foreign Company, firm or company carrying on or engaged in or about to carry on similar business or otherwise."

Hereto annexed and marked as ANNEXURE "ZZZ" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 20, as amended up to date.

- 80) The authorised, issued, subscribed and paid-up share capital of Applicant Company 20 as on January 23, 2023 is as under:

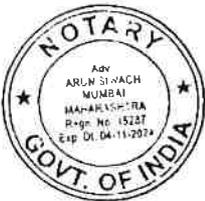
Particulars	Amount (in INR)
Authorized Share Capital	
2,36,00,000 equity shares of INR 10 each	23,60,00,000
Total	23,60,00,000
Issued, Subscribed and Paid up Share Capital	
2,36,00,000 equity shares of INR 10 each	23,60,00,000
Total	23,60,00,000

Hereto annexed and marked as ANNEXURE "AAAA" are the certified true copies of the audited financial statements of Applicant Company 20 as on March 31, 2022.

Hereto annexed and marked as ANNEXURE "BBBB" are the certified true copies of the unaudited financial statements of Applicant Company 20 as on December 31, 2022.

There has been no material change in the abovementioned capital structure of Applicant Company 20 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 20, except those arising or resulting in the normal and ordinary course of business.

- 81) The Company Master Data of the Applicant Company 20 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "CCCC" is the certified true copy of the Company Master Data of the Applicant Company 20 as available on the website of MCA as on March 6, 2023.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Particulars of Applicant Company 21

82) Applicant Company 21 is a public company, incorporated on August 25, 2010 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The equity shares of Applicant Company 21 are not listed on any Stock Exchange. The equity shares of Applicant Company 21 are held by Applicant Company 5 (26%) (which is a wholly owned subsidiary of Applicant Company 2, which in turn is a wholly owned subsidiary of Applicant Company 22) and Applicant Company 2 (74%), making Applicant Company 21 a group company of the Transferee Company.

83) The objects for which Applicant Company 21 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

"1. To develop renewable energy technologies and resources for generation of solar, bio-mass, hydro wind energies."

Clause B(23) of the Memorandum of Association of Applicant Company 21 which contains provisions for amalgamations and arrangements, is reproduced herein below:

"23. To amalgamate, enter into any Partnership or partially or fully amalgamate with or acquire interest in the business of any Company, person or firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the Company, or to enter into any arrangement or sharing profits, or for co-operation or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain mortgage share, and deal with any shares, debentures, debenture-stock or securities so received."

Hereto annexed and marked as ANNEXURE "DDDD" is the certified true copy of the Memorandum and Articles of Association of Applicant Company 21, as amended up to date.

84) The authorised, issued, subscribed and paid-up share capital of Applicant Company 21 as on January 23, 2023 is as under:


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



Particulars	Amount in INR
Authorized Share Capital	
1,50,00,000 equity shares of INR 10 each	15,00,00,000
Total	15,00,00,000
Issued, Subscribed and Paid up Share Capital	
1,42,82,500 equity shares of INR 10 each	14,28,25,000
Total	14,28,25,000

Hereto annexed and marked as ANNEXURE "EEEE" are the certified true copies of the audited financial statements of Applicant Company 21 as on March 31, 2022. Hereto annexed and marked as ANNEXURE "FFFF" are the certified true copies of the unaudited financial statements of Applicant Company 21 as on December 31, 2022. There has been no material change in the abovementioned capital structure of Applicant Company 21 as on date. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 21, except those arising or resulting in the normal and ordinary course of business.

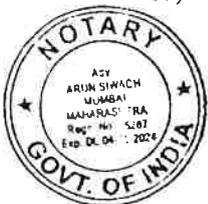
- 85) The Company Master Data of the Applicant Company 21 is available on the website of the Ministry of Corporate Affairs ("MCA"). Hereto annexed and marked as ANNEXURE "GGGG" is the certified true copy of the Company Master Data of the Applicant Company 21 as available on the website of MCA as on March 6, 2023.

Particulars of Applicant Company 22

- 86) Applicant Company 22 is a public company, incorporated on March 2, 2007 under the Companies Act, 1956 and is primarily engaged in the business of power generation. The non-convertible debentures of Applicant Company 22 are listed on the National Stock Exchange of India Limited. Applicant Company 22 is the holding company of Applicant Company 1 to Applicant Company 22.

- 87) The objects for which Applicant Company 22 has been established are set out in its Memorandum of Association. The relevant object clauses as set out in Clause A of the Memorandum of Association are as hereunder:

1. *To engage in all aspects of the business of power generation, including but not limited to solar power generation, wind power generation and captive*




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

generation, and sale of electrical energy, as also undertake all other activities that are permitted under the applicable law (which shall mean and include the Electricity Act, 2003, read with any other applicable Central and State enactment, rules, regulations, orders, directions, licenses, permissions and other stipulations duly imposed by a lawful authority to the extent relevant and applicable); to plan, promote and organize an integrated and efficient development of power generation capacities from various fuels and sources including solar, wind, hydro, geothermal and other renewable energy sources and, in this behalf, to undertake all necessary activities, including to plan, investigate, research, design and prepare generation project reports and to construct, operate and maintain, renovate and modernize power stations, tie-lines, sub-stations, dedicated transmission lines, transmission lines and related projects.

2. To establish, operate and maintain unit (s) of the generating station, including setting up of units for captive use by Captive User; to takeover, acquire, operate, maintain and use the existing electricity generating stations and assets and/or the electric generation stations owned or controlled by any third party or other Government Corporation/Authority/other person, including any right, title or interest therein; to supply and sell power generated to various entities including distribution companies and other customers directly from stations in accordance with the applicable laws; to engage in the business of distribution and retail supply of electricity in accordance with the provisions of the applicable law, to carry on the business of purchase, sale, import, export, production, trade, manufacture, distribution or otherwise dealing in all aspects of power, including to plan, investigate, research and diagnose operational difficulties and weaknesses; to advice on remedial facilities, Renovations, Modernisation of Power Stations and Projects; to plan and implement schemes for power development with backward integration and fuel linkages (like coal, liquified natural gas, syngas orimulsion lignite, coal-bed methane, etc.) in all its aspects; to set up, promote, operate and carry on the business of coal mining, coal washeries, liquified natural gas for supply of fuel to stations; to undertake on contracts projects involving installation, operation, management, renovation and modernization of all necessary plants, establishments and works.

3. To coordinate, aid and advise on the activities of other companies and concerns including its subsidiaries, associates and affiliates, engaged in generation, distribution, trading and wheeling of electrical energy; to determine their economic and financial objectives / targets; to review, control, guide and direct their performance with a view to secure optimum utilization of all resources placed at their disposal; to undertake allied, ancillary and other businesses and undertakings (including utilization of steam generated at power stations, coal ash and other by-products) with a view to optimally utilize its assets and expertise, as also to perform its functions and obligations; to lay down, establish, fix and carry out all necessary infrastructure including cables, wires, lines, step up transformers and other related infrastructure.

Clause B(13) of the Memorandum of Association of Applicant Company 22 which contains provisions for amalgamations and arrangements, is reproduced herein below:



"13. To amalgamate or enter into partnership / consortium/arrangement for sharing of projects/activities, funding and profits with any person or company or body or authority including any government carrying on or engaged in any operation capable of being conducted so conveniently in conjunction with the business / activities of the Company, or to directly or indirectly benefit the Company."


Belram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Hereto annexed and marked as ANNEXURE “HHHH” is the certified true copy of the Memorandum and Articles of Association of Applicant Company 22, as amended up to date.

- 88) The authorised, subscribed and paid-up share capital of Applicant Company 22 as on February 28, 2023 is as under:

Particulars	Amount (INR)
Authorized Share Capital	
2,50,00,00,000 equity shares of INR 10 each	25,00,00,00,000
20,00,00,00,000 preference shares of INR 100 each	20,00,00,00,000
Total	45,00,00,00,000
Subscribed and Paid up Share Capital	
1,37,94,78,180 equity shares of INR 10 each	13,79,47,81,800
20,00,00,00,000 preference shares of INR 100 each	20,00,00,00,000
Total	33,79,47,81,800

Hereto annexed and marked as ANNEXURE “III” are the certified true copies of the audited financial statements of Applicant Company 22 as on March 31, 2022. Hereto annexed and marked as ANNEXURE “JJJ” are the certified true copies of the unaudited financial statements of Applicant Company 22 as on December 31, 2022. On February 28, 2023, the Transferee Company allotted 20,00,00,000 (Twenty Crore) Compulsorily Convertible Preference Shares (CCPS) at face value of INR 100 (Rupees One Hundred Only) each at par aggregating to INR 2,000 crore (Rupees Two Thousand Crore Only) on a preferential basis to GreenForest New Energies Bidco Limited. Further, subsequent to the date of the aforesaid audited financial statements, there has been no material change in the financial position of Applicant Company 22, except those arising or resulting in the normal and ordinary course of business.

- 89) The Company Master Data of the Applicant Company 22 is available on the website of the Ministry of Corporate Affairs (“MCA”). Hereto annexed and marked as ANNEXURE “KKKK” is the certified true copy of the Company Master Data of the Applicant Company 22 as available on the website of MCA as on March 6, 2023.



Behram Piroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

Salient Features of the Scheme

- 90) The Scheme provides, *inter alia*, for:
- a) the amalgamation of the Amalgamating Companies into the Amalgamated Company, by way of merger by absorption and the dissolution of the Amalgamating Companies without winding up and the consequent cancellation of all issued and outstanding equity shares of the Amalgamating Companies as set out in Clause 23 of the Scheme, in accordance with this Scheme (hereinafter each referred to as an “Amalgamation” and collectively referred to as “Amalgamations”); and
 - b) various other matters incidental, consequential or otherwise integrally connected therewith; pursuant to provisions of Sections 230 - 232 and other relevant provisions of the Act in the manner provided for in this Scheme and in compliance with the provisions of the Income Tax Act, 1961.
- 91) The Applicant Companies submit that the Amalgamation of the Amalgamating Companies into the Amalgamated Company shall be in full compliance with the provisions of Section 2(1B) of the Income Tax Act, 1961 such that
- a) all the properties of the Amalgamating Companies, immediately before each of the Amalgamations, shall become properties of the Amalgamated Company, by virtue of the Amalgamation; and
 - b) all the liabilities of the Amalgamating Companies, immediately before each of the Amalgamations, shall become the liabilities of the Amalgamated Company, by virtue of the Amalgamation.
- 92) The Applicant Companies submit that the Amalgamating Companies are direct and indirect wholly owned subsidiaries of the Amalgamated Company and upon the Scheme becoming effective, the shares held directly or indirectly by the Amalgamated Companies as set out in clause 23 of the Scheme, will stand cancelled and no consideration whatsoever shall pass from the Amalgamated Company to any of the Amalgamating Companies or otherwise.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

93) The relevant clauses of the Scheme are as under:

(xxvii) "*Appointed Date*" shall mean April 1, 2022, or such other date as may be determined mutually by the Boards of the Amalgamated Company and the Amalgamating Companies and as the NCLT may direct/ allow;

(xxix) "*Effective Date*" means the last of the dates on which all the conditions and matters referred to in Clause 71 occur or have been fulfilled or waived in accordance with this Scheme. Any references in this Scheme to 'date of coming into effect of the Scheme' or 'effectiveness of the Scheme' or 'upon the Scheme becoming effective' shall mean the Effective Date;

71. Effectiveness of the Scheme

The coming into effect of this Scheme on the Appointed Date is conditional upon and subject to:

- (i) *this Scheme being approved by the respective requisite majorities of the members and creditors (where applicable) of the Companies, as required under the Act, subject to any dispensation that may be granted by the NCLT;*
- (ii) *sanctions and order under the provisions of Sections 230 to 232 of the Act being obtained from the NCLT at Mumbai, Maharashtra;*
- (iii) *the certified copies of the order of the NCLT approving this Scheme having been filed with the Registrar of Companies in Maharashtra;*
- (iv) *such other approvals and sanctions including sanction of any Governmental Authority as may be required by law in respect of the Scheme being obtained;*
- (v) *approvals from any contracting party as may be required by contract in respect of the Scheme being obtained; and*
- (vi) *the Board of the Amalgamated Company passing a resolution confirming the effectiveness of the Scheme.*



A copy of the proposed Scheme is Annexure "A" to this Company Application. The Scheme is not prejudicial to the interest of the shareholders and creditors of the Applicant Companies


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

94) The rationale for the Scheme is as follows:

- a) Applicant Company 22 is the parent company of the renewable energy portfolio of the group holding multiple special purpose vehicles (i.e., the Amalgamating Companies) engaged in generation of renewable power across India. While each of the Amalgamating Companies caters to distinct geographical locations across India, it is proposed to consolidate the businesses for creation of a single larger unified entity and reduce the number of entities within the group to achieve optimal and efficient utilization of capital; enhance operational and management efficiencies and have a simplified organizational structure.
- b) Thus, the Amalgamation pursuant to this Scheme would, *inter alia*, have the following benefits:
 - (i) Consolidation of businesses would achieve simplification of holding structure of entities forming part of the group, improve operational and management efficiencies, streamline business operations and decision-making process and enable greater economies of scale.
 - (ii) Would lead to creation of a single unified entity with a wider and stronger capital and asset base, having greater capacity for conducting its operations more efficiently and competitively.
 - (iii) Reduce the number of companies within the group, as well as achieving a reduction in administrative costs, overheads and multiplicity of legal and regulatory compliances.
 - (iv) Enable greater efficiency in cash management by reduction of cash traps at SPV level, which can be deployed more effectively for maximizing shareholder value;
 - (v) Will result in increased financial strength and balance sheet and will facilitate financing availability;
 - (vi) The group can participate more competitively and efficiently in further growth opportunities.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- 95) The Boards of Directors of the Applicant Companies in their respective Board Meetings, all held between January 23, 2023 and January 27, 2023, have approved the Scheme. Hereto annexed and marked as ANNEXURE "LLLL-1" to "LLLL-22" are the certified true copies of the resolutions of the Board of Directors of the Applicant Companies respectively, duly approving the Scheme.
- 96) Item 9 of Schedule I of the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011 ("**Combination Regulations**") provides for an exemption for merger or amalgamation of enterprises in which more than fifty per cent (50%) shares or voting rights in each of such enterprises are held by enterprise(s) within the same group. Given that (i) Applicant Company 1 and Applicant Company 2 are wholly owned subsidiaries of Applicant Company 22; (ii) Applicant Company 3 to 16 are wholly owned subsidiaries of Applicant Company 2; and (iii) Applicant Company 17 to 21 are step down subsidiaries of Applicant Company 2, the Scheme can avail the exemption under Item 9 of Schedule I of the Combination Regulations. Thus, notice to and the approval of the Competition Commission of India (CCI) is not required for the present Scheme. Applicant Companies, therefore, say that the aforesaid notices mentioned above are not required to be given to the CCI.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 1

- 97) There are 7 equity shareholders of Applicant Company 1 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "MMMM" is the certified copy of certificate dated February 15, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 1 as on February 3, 2023.
- 98) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

1. Hereto annexed and marked as ANNEXURES “NNNN-1” to “NNNN-7” are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 1 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon’ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.

- 99) There are no secured creditors of Applicant Company 1 as on January 31, 2023. Hereto annexed and marked as ANNEXURE “OOOO” is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 1 as on January 31, 2023. Applicant Company 1 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 1, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 1 as on date.
- 100) There are 7 unsecured creditors of Applicant Company 1 as on January 31, 2023 having an aggregate outstanding amount of INR 20,13,35,504/- (Rupees Twenty Crores Thirteen Lacs Thirty Five Thousand Five Hundred Four Only). Hereto annexed and marked as ANNEXURE “PPPP” is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 1 as on January 31, 2023.
- 101) The Applicant Company 1 further submits that the present Scheme inter alia includes an amalgamation between Applicant Company 1 and Applicant Company 22. Applicant Company 1 is a wholly owned subsidiary of Applicant Company 22. The Applicant Company 1 submits that the Scheme is in no manner prejudicial to the interests of their respective unsecured creditors. Further, the Scheme does not contemplate any variation in the rights of the unsecured creditors of Applicant Company 1 and in no manner whatsoever is the liability of the said unsecured creditors of Applicant Company 1 proposed to be reduced or extinguished under the Scheme. Applicant Company 1 also submits that the networth of Applicant Company




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

1 is positive being INR 7,389.71 lakhs as on December 31, 2022. Hereto annexed and marked as ANNEXURE "QQQQ" is the certified true copy of the networth certificate of Applicant Company 1 dated February 23, 2023, issued by the statutory auditor of Applicant Company 1. The Applicant Company 1 submits that the said net worth certificate indicates that Applicant Company 1 has a positive net worth of INR 7,389.71 lakhs which is sufficient to meet the liabilities towards the unsecured creditors of Applicant Company 1. The Applicant Company 1 submits that in the event this Hon'ble Tribunal is inclined to dispense with the requirement of holding and convening the meeting of the unsecured creditors of Applicant Company 1, the Applicant Company 1 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 25,00,000., stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 2

- 102) There are 7 equity shareholders of Applicant Company 2 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "RRRR" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 2 as on February 3, 2023.
- 103) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 2. Hereto annexed and marked as ANNEXURES "SSSS-1" to "SSSS-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 2 therefore submits that the convening and holding meeting of its equity shareholders




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.

- 104) There are 2 secured creditors of Applicant Company 2 as on January 31, 2023 having an aggregate outstanding amount of INR 2808,28,52,529/- (Rupees Two Thousand Eight Hundred and Eight Crores Twenty Eight Lacs Fifty Two Thousand Five Hundred Twenty Nine Only). Hereto annexed and marked as **ANNEXURE "TTTT"** is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of secured creditors of Applicant Company 2 as on January 31, 2023.
- 105) Applicant Company 2 states that it has reached out to its secured creditors to procure their confirmation, approval and consent by way of their respective Affidavits of consent to the Scheme. Applicant Company 2 is in the process of receiving the said affidavits and is positive that it will garner approval, confirmation and consent to the Scheme from the requisite percentage of secured creditors as set out in Section 230(9) of the Act. Applicant Company 2 states that it will file the requisite Affidavits of Consent from the secured creditors of Applicant Company 2 in this Hon'ble Tribunal either by the time this Application is taken up for hearing and directions or along with the Company Petition seeking sanction to the Scheme. Applicant Company 2 therefore submits that the convening and holding of meeting of its secured creditors to seek their approval to the Scheme, be dispensed with in view of the respective Affidavits of consent from the said secured creditors that the Applicant Company 2 would be submitting to this Hon'ble Tribunal.
- 106) There are 117 unsecured creditors of Applicant Company 2 as on January 31, 2023 having an aggregate outstanding amount of INR 382,13,35,099/- (Rupees Three Hundred Eighty Two Crores Thirteen Lacs Thirty Five Thousand Ninety Nine Only). Hereto annexed and marked as **ANNEXURE "UUUU"** is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

certifying the list of unsecured creditors in Applicant Company 2 as on January 31, 2023.

- 107) The Applicant Company 2 submits that the present Scheme inter alia includes an amalgamation between Applicant Company 2 and Applicant Company 22. Applicant Company 2 is a wholly owned subsidiary of Applicant Company 22. The Applicant Company 2 submits that the Scheme is in no manner prejudicial to the interests of their respective secured creditors and unsecured creditors and no new shares are being issued. Further, the Scheme does not contemplate any variation in the rights of the secured creditors and unsecured creditors of Applicant Company 2 and in no manner whatsoever is the liability of the said secured creditors and unsecured creditors of Applicant Company 2 proposed to be reduced or extinguished under the Scheme. Further, post this Hon'ble Tribunal considering sanction to the Scheme, the Transferee Company, being the holding company of the Applicant Company 2, would continue to remain in existence and would take on the liabilities of Applicant Company 2. The Applicant Company 2 has operational assets that service its obligations currently. Post the sanction to the Scheme, the operational assets of Applicant Company 2 will become part of the Transferee Company which with its other operational assets will also be available to service the liabilities of the Applicant Company 2. Thus Applicant Company 2 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening of the separate meetings of the secured creditors and unsecured creditors of Applicant Company 2, the Applicant Company 2 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its secured creditors and to its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only) stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 3

108) There are 7 equity shareholders of Applicant Company 3 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "VVVV" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 3 as on February 3, 2023.

109) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 3. Hereto annexed and marked as ANNEXURES "WWW-1" to "WWW-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 3 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.

110) There are no secured creditors of Applicant Company 3 as on January 31, 2023. Hereto annexed and marked as ANNEXURE "XXXX" is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 3 as on January 31, 2023. Applicant Company 3 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 3, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 3 as on date.

111) There are 6 unsecured creditors of Applicant Company 3 as on January 31, 2023 having an aggregate outstanding amount of INR 28,95,18,739/- (Rupees Twenty Eight Crore Ninety Five Lacs Eighteen Thousand Seven Hundred Thirty Nine Only). Hereto annexed and marked as ANNEXURE "YYYY" is the certified copy of




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 3 as on January 31, 2023.

- 112) Out of the total 6 unsecured creditors, 1 unsecured creditor of the Applicant Company 3, having an aggregate outstanding of INR 26,93,86,405/- (Rupees Twenty Six Crores Ninety Three Lacs Eighty Six Thousand Four Hundred and Five Only) comprising of 93.05% of the total outstanding unsecured debt of the Applicant Company 3, has given its Affidavit of consent and approval to the Scheme. Hereto annexed and marked as ANNEXURE "ZZZZ" is Affidavit of consent from the 1 unsecured creditor. The Applicant Company 3 therefore submits that in terms of Section 230(9) of the Companies Act, 2013, as creditors having 93.05% of the total outstanding unsecured debt of the Applicant Company 3 have given their respective Affidavits of consent and approval to the Scheme, this Hon'ble Tribunal may direct that the convening and holding meeting of its unsecured creditors of the Applicant Company 3 to seek their approval to the Scheme, is dispensed with.
- 113) In any event, the Applicant Company 3 submits that (a) the Scheme is in no manner prejudicial to the interests of its unsecured creditors; (b) there is no compromise or arrangement with the unsecured creditors of Applicant Company 3; (c) most of its unsecured creditors are in the nature of sundry creditors and have become unsecured creditors of Applicant Company 3 in the day to day business of Applicant Company 3. The Applicant Company 3 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the meeting of the unsecured creditors of Applicant Company 3, the Applicant Company 3 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 4

- 114) There are 7 equity shareholders of Applicant Company 4 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "AAAAA" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 4 as on February 3, 2023.
- 115) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 4. Hereto annexed and marked as ANNEXURES "BBBBB-1" to "BBBBB-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 4 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.
- 116) There are no secured creditors of Applicant Company 4 as on January 31, 2023. Hereto annexed and marked as ANNEXURE "CCCCC" is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 4 as on January 31, 2023. Applicant Company 4 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 4, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 4 as on date.
- 117) There are 12 unsecured creditors of Applicant Company 4 as on January 31, 2023 having an aggregate outstanding amount of INR 17,16,51,755/- (Rupees Seventeen Crore Sixteen Lacs Fifty One Thousand Seven Hundred Fifty Five Only). Hereto annexed and marked as ANNEXURE "DDDDD" is the certified copy of certificate




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 4 as on January 31, 2023.

- 118) Out of the total 12 unsecured creditors, 1 unsecured creditors of the Applicant Company 4, having an aggregate outstanding of INR 16,96,95,098/- (Rupees Sixteen Crores Ninety Six Lacs Ninety Five Thousand Ninety Eight Only) comprising of 98.86% of the total outstanding unsecured debt of the Applicant Company 4, have given their respective Affidavits of consent and approval to the Scheme. Hereto annexed and marked as ANNEXURE "EEEEEE" is the Affidavit of consent from the 1 unsecured creditor. The Applicant Company 4 therefore submits that in terms of Section 230(9) of the Companies Act, 2013, as creditors having 98.86% of the total outstanding unsecured debt of the Applicant Company 4 have given their respective Affidavits of consent and approval to the Scheme, this Hon'ble Tribunal may direct that the convening and holding meeting of its unsecured creditors of the Applicant Company 4 to seek their approval to the Scheme, is dispensed with.
- 119) In any event, the Applicant Company 4 submits that (a) the Scheme is in no manner prejudicial to the interests of its unsecured creditors; (b) there is no compromise or arrangement with the unsecured creditors of Applicant Company 4; (c) most of its unsecured creditors are in the nature of sundry creditors and have become unsecured creditors of Applicant Company 4 in the day to day business of Applicant Company 4. The Applicant Company 4 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the meeting of the unsecured creditors of Applicant Company 4, the Applicant Company 4 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 5

- 120) There are 7 equity shareholders of Applicant Company 5 as on February 3, 2023. Hereto annexed and marked as ANNEXURE “FFFFF” is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 5 as on February 3, 2023.
- 121) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 5. Hereto annexed and marked as ANNEXURES “GGGGG-1” to “GGGGG-7” are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 5 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon’ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.
- 122) There are no secured creditors of Applicant Company 5 as on January 31, 2023. Hereto annexed and marked as ANNEXURE “HHHHH” is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 5 as on January 31, 2023. Applicant Company 5 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 5, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 5 as on date.
- 123) There are 2 unsecured creditors of Applicant Company 5 as on January 31, 2023 having an aggregate outstanding amount of INR 17,86,93,578/- (Rupees Seventeen Crores Eighty Six Lacs Ninety Three Thousand Five Hundred Seventy Eight Only).



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

Hereto annexed and marked as ANNEXURE "IIIII" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 5 as on January 31, 2023.

- 124) All the unsecured creditors of the Applicant Company 5 have given their respective Affidavits of consent and approval to the Scheme. Hereto annexed and marked as ANNEXURES "JJJJ-1" to "JJJJ-2" are the 2 Affidavits of consent from all the unsecured creditors. The Applicant Company 5 therefore submits that in terms of Section 230(9) of the Companies Act, 2013, as creditors having 100% of the total outstanding unsecured debt of the Applicant Company 5 have given their respective Affidavits of consent and approval to the Scheme, this Hon'ble Tribunal may direct that the convening and holding meeting of its unsecured creditors of the Applicant Company 5 to seek their approval to the Scheme, is dispensed with.
- 125) The Applicant Company 5 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the meeting of the unsecured creditors of Applicant Company 5, the Applicant Company 5 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 6

- 126) There are 7 equity shareholders of Applicant Company 6 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "KKKKK" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 6 as on February 3, 2023.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- 127) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 6. Hereto annexed and marked as ANNEXURES "LLLLL-1" to "LLLLL-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 6 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.
- 128) There is 1 secured creditor of Applicant Company 6 as on January 31, 2023 having an aggregate outstanding amount of INR 27,32,13,075/- (Rupees Twenty Seven Crores Thirty Two Lacs Thirteen Thousand Seventy Five Only). Hereto annexed and marked as ANNEXURE "MMMMM" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of secured creditors of Applicant Company 6 as on January 31, 2023.
- 129) Applicant Company 6 states that it has reached out to its secured creditors to procure their confirmation, approval and consent by way of their respective Affidavits of consent to the Scheme. Applicant Company 6 is in the process of receiving the said affidavits and is positive that it will garner approval, confirmation and consent to the Scheme from the requisite percentage of secured creditors as set out in Section 230(9) of the Act. Applicant Company 6 states that it will file the requisite Affidavits of Consent from the secured creditors of Applicant Company 6 in this Hon'ble Tribunal either by the time this Application is taken up for hearing and directions or along with the Company Petition seeking sanction to the Scheme. Applicant Company 6 therefore submits that the convening and holding of meeting of its secured creditors to seek their approval to the Scheme, be dispensed with in view of the respective Affidavits of consent from the said secured creditors that the Applicant Company 6 would be submitting to this Hon'ble Tribunal.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Kamal Shah
Authorised Signatory
For Applicant Company 22

- 130) There are 12 unsecured creditors of Applicant Company 6 as on January 31, 2023 having an aggregate outstanding amount of INR 30,64,644/- (Rupees Thirty Lacs Sixty Four Thousand Six Hundred Forty Four Only). Hereto annexed and marked as ANNEXURE "NNNNN" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 6 as on January 31, 2023.
- 131) The Applicant Company 6 submits that the present Scheme inter alia includes an amalgamation between Applicant Company 6 and Applicant Company 22. Applicant Company 6 is a wholly owned subsidiary of Applicant Company 2, which in turn is a wholly owned subsidiary of the Transferee Company. Hence it is a step down subsidiary of the Transferee Company. The Applicant Company 6 submits that the Scheme is in no manner prejudicial to the interests of their respective secured creditors and unsecured creditors. Further, the Scheme does not contemplate any variation in the rights of the secured creditors and unsecured creditors of Applicant Company 6 and in no manner whatsoever is the liability of the said secured creditors and unsecured creditors of Applicant Company 6 proposed to be reduced or extinguished under the Scheme. Applicant Company 6 also submits that the networth of Applicant Company 6 is positive being INR 5,366.88 lakhs as on December 31, 2022. Hereto annexed and marked as ANNEXURE "OOOOO" is the certified true copy of the networth certificate of Applicant Company 6 dated February 23, 2023, issued by the statutory auditor of Applicant Company 6. The Applicant Company 6 submits that the said net worth certificate indicates that Applicant Company 6 has a positive net worth of INR 5,366.88 lakhs which is sufficient to meet the liabilities of towards the secured creditors and unsecured creditors of Applicant Company 6. The Applicant Company 6 submits that in the event this Hon'ble Tribunal is inclined to dispense with the requirement of holding and convening the separate meetings of the secured creditors and unsecured creditors of Applicant Company 6, the Applicant Company 6 be directed to issue individual notice of intimation of filing of the present



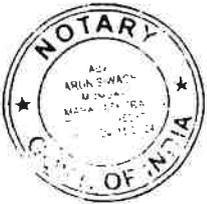

 Behram Phiroze Mehta
 Authorised Signatory
 For Applicant Company 1 to 21


 Rahul Shah
 Authorised Signatory
 For Applicant Company 22

Application and the order passed therein to all its secured creditors and unsecured creditors having an outstanding above INR 5,00,000/- (Rupees Five Lakhs Only), , stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 7

- 132) There are 7 equity shareholders of Applicant Company 7 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "PPPPP" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 7 as on February 3, 2023.
- 133) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 7. Hereto annexed and marked as ANNEXURES "QQQQQ-1" to "QQQQQ-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 7 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.
- 134) There is 1 secured creditor of Applicant Company 7 as on January 31, 2023 having an aggregate outstanding amount of INR 85,01,28,305/- (Rupees Eighty Five Crores One Lac Twenty Eight Thousand Three Hundred and Five Only). Hereto annexed and marked as ANNEXURE "RRRRR" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of secured creditors of Applicant Company 7 as on January 31, 2023.



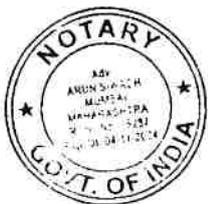

Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

135) Applicant Company 7 states that it has reached out to its secured creditor to procure their confirmation, approval and consent by way of their Affidavit of consent to the Scheme. Applicant Company 7 is in the process of receiving the said affidavit and is positive that it will garner approval, confirmation and consent to the Scheme from the requisite percentage of secured creditors as set out in Section 230(9) of the Act. Applicant Company 7 states that it will file the requisite Affidavit of Consent from the secured creditors of Applicant Company 7 in this Hon'ble Tribunal either by the time this Application is taken up for hearing and directions or along with the Company Petition seeking sanction to the Scheme. Applicant Company 7 therefore submits that the convening and holding of meeting of its secured creditors to seek their approval to the Scheme, be dispensed with in view of the respective Affidavits of consent from the said secured creditors that the Applicant Company 7 would be submitting to this Hon'ble Tribunal.

136) There are 11 unsecured creditors of Applicant Company 7 as on January 31, 2023 having an aggregate outstanding amount of INR 12,96,79,188/- (Rupees Twelve Crores Ninety Six Lacs Seventy Nine Thousand One Hundred Eighty Eight Only). Hereto annexed and marked as ANNEXURE "SSSSS" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 7 as on January 31, 2023.

137) Out of the total 11 unsecured creditors, 2 unsecured creditors of the Applicant Company 7, having an aggregate outstanding of INR 12,71,47,502/- (Rupees Twelve Crores Seventy One Lacs Forty Seven Thousand Five Hundred Two Only) comprising of 98.05% of the total outstanding unsecured debt of the Applicant Company 7, have given their respective Affidavits of consent and approval to the Scheme. Hereto annexed and marked as ANNEXURES "TTTTT-1" to "TTTTT-2" are the 2 Affidavits of consent from the 2 unsecured creditors. The Applicant Company 7 therefore submits that in terms of Section 230(9) of the Companies Act,




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

2013, as creditors having 98.05% of the total outstanding unsecured debt of the Applicant Company 7 have given their respective Affidavits of consent and approval to the Scheme, this Hon'ble Tribunal may direct that the convening and holding meeting of its unsecured creditors of the Applicant Company 7 to seek their approval to the Scheme, is dispensed with.

- 138) The Applicant Company 7 submits that the present Scheme inter alia includes an amalgamation between Applicant Company 7 and Applicant Company 22. Applicant Company 7 is a wholly owned subsidiary of Applicant Company 2, which is in turn a wholly owned subsidiary of the Transferee Company. Hence it is a step down subsidiary of the Transferee Company. The Applicant Company 7 submits that the Scheme is in no manner prejudicial to the interests of their respective secured creditors and unsecured creditors. Further, the Scheme does not contemplate any variation in the rights of the secured creditors and unsecured creditors of Applicant Company 7 and in no manner whatsoever is the liability of the said secured creditors and unsecured creditors of Applicant Company 7 proposed to be reduced or extinguished under the Scheme. Applicant Company 7 also submits that the networth of Applicant Company 7 is positive being INR 15,747.95 lakhs as on December 31, 2022. Hereto annexed and marked as ANNEXURE "UUUUU" is the certified true copy of the networth certificate of Applicant Company 7 dated February 23, 2023, issued by the statutory auditor of Applicant Company 7. The Applicant Company 7 submits that the said net worth certificate indicates that Applicant Company 7 has a positive net worth of INR 15,747.95 lakhs which is sufficient to meet the liabilities of towards the secured creditors and unsecured creditors of Applicant Company 7. The Applicant Company 7 submits that in the event this Hon'ble Tribunal is inclined to dispense with the requirement of holding and convening the separate meetings of the secured creditors and unsecured creditors of Applicant Company 7, the Applicant Company 7 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its secured creditors and unsecured



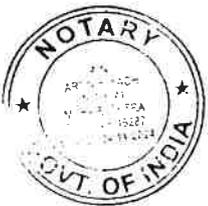

Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), , stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 8

- 139) There are 7 equity shareholders of Applicant Company 8 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "VVVVV" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 8 as on February 3, 2023.
- 140) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 8. Hereto annexed and marked as ANNEXURES "WWWWW-1" to "WWWWW-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 8 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.
- 141) There are no secured creditors of Applicant Company 8 as on January 31, 2023. Hereto annexed and marked as ANNEXURE "XXXXX" is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 8 as on January 31, 2023. Applicant Company 8 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 8, to seek their approval to the Scheme , is not required. There has been no change in position of the status of the secured creditors of Applicant Company 8 as on date.



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shait
Authorised Signatory
For Applicant Company 22

- 142) There are 17 unsecured creditors of Applicant Company 8 as on January 31, 2023 having an aggregate outstanding amount of INR 1,56,54,22,421/- (Rupees One Hundred Fifty Six Crore Fifty Four Lakh Twenty Two Thousand Four Hundred Twenty One Only). Hereto annexed and marked as ANNEXURE "YYYYY" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 8 as on January 31, 2023.
- 143) Out of the total 17 unsecured creditors, 1 unsecured creditor of the Applicant Company 8, having an aggregate outstanding of INR 1,55,92,87,000 (Rupees One Hundred Fifty Five Crores Ninety Two Lacs Eighty Seven Thousand) comprising of 99.61% of the total outstanding unsecured debt of the Applicant Company 8, have given their respective Affidavits of consent and approval to the Scheme. Hereto annexed and marked as ANNEXURE "ZZZZZ" is the Affidavit of consent from the unsecured creditor. The Applicant Company 8 therefore submits that in terms of Section 230(9) of the Companies Act, 2013, as creditors having 99.61% of the total outstanding unsecured debt of the Applicant Company 8 have given their respective Affidavits of consent and approval to the Scheme, this Hon'ble Tribunal may direct that the convening and holding meeting of its unsecured creditors of the Applicant Company 8 to seek their approval to the Scheme, is dispensed with.
- 144) In any event, the Applicant Company 8 submits that (a) the Scheme is in no manner prejudicial to the interests of its unsecured creditors; (b) there is no compromise or arrangement with the unsecured creditors of Applicant Company 8; (c) most of its unsecured creditors are in the nature of sundry creditors and have become unsecured creditors of Applicant Company 8 in the day to day business of Applicant Company 8. The Applicant Company 8 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the meeting of the unsecured creditors of Applicant Company 8, the Applicant Company 8 be directed to issue individual notice of intimation of filing of the present Application and the order




Behram Phiroze Melita
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

passed therein to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 9

- 145) There are 7 equity shareholders of Applicant Company 9 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "AAAAAA" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 9 as on February 3, 2023.
- 146) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 9. Hereto annexed and marked as ANNEXURES "BBBBBB-1" to "BBBBBB-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 9 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.
- 147) There are no secured creditors of Applicant Company 9 as on January 31, 2023. Hereto annexed and marked as ANNEXURE "CCCCCC" is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 9 as on January 31, 2023. Applicant Company 9 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 9, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 9 as on date.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- 148) There are 11 unsecured creditors of Applicant Company 9 as on January 31, 2023 having an aggregate outstanding amount of INR 3,58,51,498/- (Rupees Three Crores Fifty Eight Lacs Fifty One Thousand Four Hundred Ninety Eight Only). Hereto annexed and marked as ANNEXURE "DDDDDD" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 9 as on January 31, 2023.
- 149) Out of the total 11 unsecured creditors, 1 unsecured creditor of the Applicant Company 9, having an aggregate outstanding of INR 3,31,62,484 (Rupees Three Crores Thirty One Lacs Sixty Two Thousand Four Hundred Eighty Four) comprising of 92.50% of the total outstanding unsecured debt of the Applicant Company 9, have given their respective Affidavits of consent and approval to the Scheme. Hereto annexed and marked as ANNEXURE "EEEEEE" is the Affidavit of consent from the unsecured creditor. The Applicant Company 9 therefore submits that in terms of Section 230(9) of the Companies Act, 2013, as creditors having 92.50% of the total outstanding unsecured debt of the Applicant Company 9 have given their respective Affidavits of consent and approval to the Scheme, this Hon'ble Tribunal may direct that the convening and holding meeting of its unsecured creditors of the Applicant Company 9 to seek their approval to the Scheme, is dispensed with.
- 150) In any event, the Applicant Company 9 submits that (a) the Scheme is in no manner prejudicial to the interests of its unsecured creditors; (b) there is no compromise or arrangement with the unsecured creditors of Applicant Company 9; (c) most of its unsecured creditors are in the nature of sundry creditors and have become unsecured creditors of Applicant Company 9 in the day to day business of Applicant Company 9. The Applicant Company 9 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the meeting of the unsecured creditors of Applicant Company 9, the Applicant Company 9 be directed to issue individual notice of intimation of filing of the present Application and the order




 Behram Phiroze Mehta
 Authorised Signatory
 For Applicant Company 1 to 21


 Rahul Shah
 Authorised Signatory
 For Applicant Company 22

passed therein to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 10

- 151) There are 7 equity shareholders of Applicant Company 10 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "FFFFFF" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 10 as on February 3, 2023.
- 152) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 10. Hereto annexed and marked as ANNEXURES "GGGGGG-1" to "GGGGGG-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 10 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.
- 153) There are 3 secured creditors of Applicant Company 10 as on January 31, 2023 having an aggregate outstanding amount of INR 243,72,50,000/- (Rupees Two Hundred Forty Three Crores Seventy Two Lacs Fifty Thousand Only). Hereto annexed and marked as ANNEXURE "HHHHHH" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of secured creditors of Applicant Company 10 as on January 31, 2023.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- 154) Applicant Company 10 states that it has reached out to its secured creditors to procure their confirmation, approval and consent by way of their respective Affidavits of consent to the Scheme. Applicant Company 10 is in the process of receiving the said affidavits and is positive that it will garner approval, confirmation and consent to the Scheme from the requisite percentage of secured creditors as set out in Section 230(9) of the Act. Applicant Company 10 states that it will file the requisite Affidavits of Consent from the secured creditors of Applicant Company 10 in this Hon'ble Tribunal either by the time this Application is taken up for hearing and directions or along with the Company Petition seeking sanction to the Scheme. Applicant Company 10 therefore submits that the convening and holding of meeting of its unsecured creditors to seek their approval to the Scheme, be dispensed with in view of the respective Affidavits of consent from the said secured creditors that the Applicant Company 10 would be submitting to this Hon'ble Tribunal.
- 155) There are 19 unsecured creditors of Applicant Company 10 as on January 31, 2023 having an aggregate outstanding amount of INR 1,19,92,534/- (Rupees One Crore Nineteen Lacs Ninety Two Thousand Five Hundred Thirty Four Only). Hereto annexed and marked as ANNEXURE "IIIIII" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 10 as on January 31, 2023.
- 156) The Applicant Company 10 submits that the present Scheme inter alia includes an amalgamation between Applicant Company 10 and Applicant Company 22. Applicant Company 10 is a wholly owned subsidiary of Applicant Company 2, which is a wholly owned subsidiary of the Transferee Company. Hence Applicant Company 10 is a step down subsidiary of the Transferee Company. The Applicant Company 10 submits that the Scheme is in no manner prejudicial to the interests of their respective secured creditors and unsecured creditors. Further, the Scheme does not contemplate any variation in the rights of the secured creditors and unsecured creditors of Applicant Company 10 and in no manner whatsoever is the liability of



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

the said secured creditors and unsecured creditors of Applicant Company 10 proposed to be reduced or extinguished under the Scheme. Applicant Company 10 also submits that the networth of Applicant Company 10 is positive being INR 62,265.47 lakhs as on December 31, 2022. Hereto annexed and marked as ANNEXURE "JJJJJ" is the certified true copy of the networth certificate of Applicant Company 10 dated February 23, 2023 issued by the statutory auditor of Applicant Company 10. The Applicant Company 10 submits that the said net worth certificate indicates that Applicant Company 10 has a positive net worth of INR 62,265.47 lakhs which is sufficient to meet the liabilities of towards the secured creditors and unsecured creditors of Applicant Company 10. The Applicant Company 10 submits that in the event this Hon'ble Tribunal is inclined to dispense with the requirement of holding and convening the separate meetings of the secured creditors and unsecured creditors of Applicant Company 10, the Applicant Company 10 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its secured creditors and its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only),, stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 11

157) There are 7 equity shareholders of Applicant Company 11 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "KKKKKK" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 11 as on February 3, 2023.



158) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

waive their right to seek a meeting of the equity shareholders of Applicant Company 11. Hereto annexed and marked as ANNEXURES “LLLLLL-1” to “LLLLLL-7” are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 11 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon’ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.

- 159) There are no secured creditors of Applicant Company 11 as on January 31, 2023. Hereto annexed and marked as ANNEXURE “MMMMMM” is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 11 as on January 31, 2023. Applicant Company 11 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 11, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 11 as on date.
- 160) There are 21 unsecured creditors of Applicant Company 11 as on January 31, 2023 having an aggregate outstanding amount of INR 54,08,32,829/- (Rupees Fifty Four Crores Eight Lacs Thirty Two Thousand Eight Hundred Twenty Nine Only). Hereto annexed and marked as ANNEXURE “NNNNNN” is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 11 as on January 31, 2023.
- 161) Out of the total 21 unsecured creditors, 1 unsecured creditor of the Applicant Company 11, having an aggregate outstanding of INR 53,76,38,919 (Rupees Fifty Three Crores Seventy Six Lacs Thirty Eight Thousand Nine Hundred Nineteen) comprising of 99.41% of the total outstanding unsecured debt of the Applicant Company 11, has given its Affidavit of consent and approval to the Scheme. Hereto annexed and marked as ANNEXURES “OOOOOO” is the Affidavit of consent




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

from the said unsecured creditor. The Applicant Company 11 therefore submits that in terms of Section 230(9) of the Companies Act, 2013, as creditors having 99.41% of the total outstanding unsecured debt of the Applicant Company 11 have given their respective Affidavits of consent and approval to the Scheme, this Hon'ble Tribunal may direct that the convening and holding meeting of its unsecured creditors of the Applicant Company 11 to seek their approval to the Scheme, is dispensed with.

- 162) In any event, the Applicant Company 11 submits that (a) the Scheme is in no manner prejudicial to the interests of its unsecured creditors; (b) there is no compromise or arrangement with the unsecured creditors of Applicant Company 11; (c) most of its unsecured creditors are in the nature of sundry creditors and have become unsecured creditors of Applicant Company 11 in the day to day business of Applicant Company 11. The Applicant Company 11 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the meeting of the unsecured creditors of Applicant Company 11, the Applicant Company 11 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), , stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 12

- 163) There are 7 equity shareholders of Applicant Company 12 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "PPPPPP" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 12 as on February 3, 2023.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- 164) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 12. Hereto annexed and marked as ANNEXURES "QQQQQQ-1" to "QQQQQQ-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 12 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.
- 165) There are no secured creditors of Applicant Company 12 as on January 31, 2023. Hereto annexed and marked as ANNEXURE "RRRRRR" is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 12 as on January 31, 2023. Applicant Company 12 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 12, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 12 as on date.
- 166) There are 20 unsecured creditors of Applicant Company 12 as on January 31, 2023 having an aggregate outstanding amount of INR 341,12,44,550/- (Rupees Three Hundred Forty One Crores Twelve lacs Forty Four Thousand Five Hundred Fifty Only). Hereto annexed and marked as ANNEXURE "SSSSSS" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 12 as on January 31, 2023.
- 167) The Applicant Company 12 submits that the present Scheme inter alia includes an amalgamation between Applicant Company 12 and Applicant Company 22. Applicant Company 12 is a wholly owned subsidiary of Applicant Company 2, which is a wholly owned subsidiary of the Transferee Company. Hence it is a step




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

down subsidiary of the Transferee Company. The Applicant Company 12 submits that the Scheme is in no manner prejudicial to the interests of their respective unsecured creditors and no new shares are being issued. Further, the Scheme does not contemplate any variation in the rights of the unsecured creditors of Applicant Company 12 and in no manner whatsoever is the liability of the said unsecured creditors of Applicant Company 12 proposed to be reduced or extinguished under the Scheme. Further, post this Hon'ble Tribunal considering sanction to the Scheme, the Transferee Company, being the holding company of the Applicant Company 2 which in turn holds Applicant Company 12, would continue to remain in existence and would take on the liabilities of Applicant Company 12. The Applicant Company 12 has operational assets that service its obligations currently. Post the sanction to the Scheme, the operational assets of Applicant Company 12 will become part of the Transferee Company which with its other operational assets will also be available to service the liabilities of the Applicant Company 12. Thus, Applicant Company 12 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the meeting of the unsecured creditors of Applicant Company 12, the Applicant Company 12 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), , stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 13

168) There are 7 equity shareholders of Applicant Company 13 as on February 3, 2023.

Hereto annexed and marked as ANNEXURE "TTTTTT" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

certifying the list of equity shareholders and their respective shareholdings in Applicant Company 13 as on February 3, 2023.

- 169) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 13. Hereto annexed and marked as ANNEXURES "UUUUUU-1" to "UUUUUU-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 13 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.
- 170) There are 4 secured creditors of Applicant Company 13 as on January 31, 2023 having an aggregate outstanding amount of INR 279,11,68,479/- (Rupees Two Hundred Seventy Nine Crores Eleven Lacs Sixty Eight Thousand Four Hundred Seventy Nine Only). Hereto annexed and marked as ANNEXURE "VVVVVV" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of secured creditors of Applicant Company 13 as on January 31, 2023.
- 171) Applicant Company 13 states that it has reached out to its secured creditors to procure their confirmation, approval and consent by way of their respective Affidavits of consent to the Scheme. Applicant Company 13 is in the process of receiving the said affidavits and is positive that it will garner approval, confirmation and consent to the Scheme from the requisite percentage of secured creditors as set out in Section 230(9) of the Act. Applicant Company 13 states that it will file the requisite Affidavits of Consent from the secured creditors of Applicant Company 13 in this Hon'ble Tribunal either by the time this Application is taken up for hearing and directions or along with the Company Petition seeking sanction to the Scheme. Applicant Company 13 therefore submits that the convening and holding of meeting



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

of its secured creditors to seek their approval to the Scheme, be dispensed with in view of the respective Affidavits of consent from the said secured creditors that the Applicant Company 13 would be submitting to this Hon'ble Tribunal.

172) There are 14 unsecured creditors of Applicant Company 13 as on January 31, 2023 having an aggregate outstanding amount of INR 131,49,97,616/- (Rupees One Hundred Thirty One Crore Forty Nine Lacs Ninety Seven Thousand Six Hundred Sixteen Only). Hereto annexed and marked as ANNEXURE "WWWWW" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 13 as on January 31, 2023.

173) The Applicant Company 13 submits that the present Scheme inter alia includes an amalgamation between Applicant Company 13 and Applicant Company 22. Applicant Company 13 is a wholly owned subsidiary of Applicant Company 2, which is a wholly owned subsidiary of the Transferee Company. Hence it is a step down subsidiary of the Transferee Company. The Applicant Company 13 submits that the Scheme is in no manner prejudicial to the interests of their respective secured creditors and unsecured creditors and no new shares are being issued. Further, the Scheme does not contemplate any variation in the rights of the secured creditors and unsecured creditors of Applicant Company 13 and in no manner whatsoever is the liability of the said secured creditors and unsecured creditors of Applicant Company 13 proposed to be reduced or extinguished under the Scheme. Further, post this Hon'ble Tribunal considering sanction to the Scheme, the Transferee Company, being the holding company of the Applicant Company 2 which in turn holds Applicant Company 13, would continue to remain in existence and would take on the liabilities of Applicant Company 13. The Applicant Company 13 has operational assets that service its obligations currently. Post the sanction to the Scheme, the operational assets of Applicant Company 13 will become part of the Transferee Company which with its other operational assets will also be available to service the




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

liabilities of the Applicant Company 13. Thus, Applicant Company 13 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the separate meetings of the secured creditors and unsecured creditors of Applicant Company 13, the Applicant Company 13 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its secured creditors and unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 14

174) There are 7 equity shareholders of Applicant Company 14 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "XXXXXX" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 14 as on February 3, 2023.

175) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 14. Hereto annexed and marked as ANNEXURES "YYYYYY-1" to "YYYYYY-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 14 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.



176) There are no secured creditors of Applicant Company 14 as on January 31, 2023. Hereto annexed and marked as ANNEXURE "ZZZZZZ" is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

certifying that there are no secured creditors of Applicant Company 14 as on January 31, 2023. Applicant Company 14 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 14, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 14 as on date.

177) There are 2 unsecured creditors of Applicant Company 14 as on January 31, 2023 having an aggregate outstanding amount of INR 16,43,93,566/- (Rupees Sixteen Crore Forty Three Lacs Ninety Three Thousand Five Hundred Sixty Six Only). Hereto annexed and marked as ANNEXURE "AAAAAAA" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 14 as on January 31, 2023.

178) All the unsecured creditors of the Applicant Company 14 have given their respective Affidavits of consent and approval to the Scheme. Hereto annexed and marked as ANNEXURES "BBBBBBB-1" to "BBBBBBB-2" are the 2 Affidavits of consent from all the unsecured creditors. The Applicant Company 14 therefore submits that in terms of Section 230(9) of the Companies Act, 2013, as creditors having 100% of the total outstanding unsecured debt of the Applicant Company 14 have given their respective Affidavits of consent and approval to the Scheme, this Hon'ble Tribunal may direct that the convening and holding meeting of its unsecured creditors of the Applicant Company 14 to seek their approval to the Scheme, is dispensed with.

179) In any event, the Applicant Company 14 submits that (a) the Scheme is in no manner prejudicial to the interests of its unsecured creditors; (b) there is no compromise or arrangement with the unsecured creditors of Applicant Company 14; (c) most of its unsecured creditors are in the nature of sundry creditors and have become unsecured creditors of Applicant Company 14 in the day to day business of Applicant Company 14. The Applicant Company 14 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the meeting of the unsecured



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

creditors of Applicant Company 14, the Applicant Company 14 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 15

180) There are 7 equity shareholders of Applicant Company 15 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "CCCCCC" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 15 as on February 3, 2023.

181) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 15. Hereto annexed and marked as ANNEXURES "DDDDDD-1" to "DDDDDD-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 15 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.

182) There are no secured creditors of Applicant Company 15 as on January 31, 2023. Hereto annexed and marked as ANNEXURE "EEEEEEE" is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 15 as on January 31, 2023. Applicant Company 15 therefore submits that the convening and holding




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

of the meeting of the secured creditors of Applicant Company 15, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 15 as on date.

- 183) There are 14 unsecured creditors of Applicant Company 15 as on January 31, 2023 having an aggregate outstanding amount of INR 128,19,62,796/- (Rupees One Hundred Twenty Eight Crores Nineteen Lacs Sixty Two Thousand Seven Hundred Ninety Six Only). Hereto annexed and marked as ANNEXURE "FFFFFFF" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 15 as on January 31, 2023.
- 184) Out of the total 14 unsecured creditors, 2 unsecured creditors of the Applicant Company 15, having an aggregate outstanding of INR 1,27,88,78,180/- (Rupees One Hundred Twenty Seven Crores Eighty Eight Lacs Seventy Eight Thousand One Hundred Eighty only) comprising of 99.76% of the total outstanding unsecured debt of the Applicant Company 15, have given their respective Affidavits of consent and approval to the Scheme. Hereto annexed and marked as ANNEXURES "GGGGGGG-1" to "GGGGGGG-2" are the 2 Affidavits of consent from the 2 unsecured creditors. The Applicant Company 15 therefore submits that in terms of Section 230(9) of the Companies Act, 2013, as creditors having 99.76% of the total outstanding unsecured debt of the Applicant Company 15 have given their respective Affidavits of consent and approval to the Scheme, this Hon'ble Tribunal may direct that the convening and holding meeting of its unsecured creditors of the Applicant Company 15 to seek their approval to the Scheme, is dispensed with.
- 185) In any event, the Applicant Company 15 submits that (a) the Scheme is in no manner prejudicial to the interests of its unsecured creditors; (b) there is no compromise or arrangement with the unsecured creditors of Applicant Company 15; (c) most of its unsecured creditors are in the nature of sundry creditors and have become unsecured creditors of Applicant Company 15 in the day to day business of Applicant Company


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22



15. The Applicant Company 15 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the meeting of the unsecured creditors of Applicant Company 15, the Applicant Company 15 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 16

186) There are 7 equity shareholders of Applicant Company 16 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "HHHHHHH" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 16 as on February 3, 2023.

187) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 16. Hereto annexed and marked as ANNEXURES "IIIIII-1" to "IIIIII -7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 16 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.



188) There are no secured creditors of Applicant Company 16 as on January 31, 2023. Hereto annexed and marked as ANNEXURE "JJJJJJ" is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 16 as on January


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

31, 2023. Applicant Company 16 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 16, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 16 as on date.

189) There are 19 unsecured creditors of Applicant Company 16 as on January 31, 2023 having an aggregate outstanding amount of INR 67,62,66,379/- (Rupees Sixty Seven Crores Sixty Two Lacs Sixty Six Thousand Three Hundred Seventy Nine Only). Hereto annexed and marked as ANNEXURE "KKKKKKK" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 16 as on January 31, 2023.

190) Out of the total 19 unsecured creditors, 1 unsecured creditor of the Applicant Company 16, having an aggregate outstanding of INR 67,36,68,276/- (Rupees Sixty Seven Crores Thirty Six Lacs Sixty Eight Two Hundred Seventy Six Only) comprising of 99.62% of the total outstanding unsecured debt of the Applicant Company 16, has given its Affidavit of consent and approval to the Scheme. Hereto annexed and marked as ANNEXURE "LLLLLLL" is the Affidavit of consent from the said unsecured creditor. The Applicant Company 16 therefore submits that in terms of Section 230(9) of the Companies Act, 2013, as creditors having 99.62% of the total outstanding unsecured debt of the Applicant Company 16 have given their respective Affidavits of consent and approval to the Scheme, this Hon'ble Tribunal may direct that the convening and holding meeting of its unsecured creditors of the Applicant Company 16 to seek their approval to the Scheme, is dispensed with.

191) In any event, the Applicant Company 16 submits that (a) the Scheme is in no manner prejudicial to the interests of its unsecured creditors; (b) there is no compromise or arrangement with the unsecured creditors of Applicant Company 16; (c) most of its unsecured creditors are in the nature of sundry creditors and have become unsecured creditors of Applicant Company 16 in the day to day business of Applicant Company



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

16. The Applicant Company 16 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the meeting of the unsecured creditors of Applicant Company 16, the Applicant Company 16 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 17

- 192) There are 7 equity shareholders of Applicant Company 17 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "MMMMMMM" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 17 as on February 3, 2023.
- 193) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 17. Hereto annexed and marked as ANNEXURES "NNNNNNN-1" to "NNNNNNN-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 17 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.
- 194) There are no secured creditors of Applicant Company 17 as on January 31, 2023. Hereto annexed and marked as ANNEXURE "OOOOOOO" is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 17 as on January




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

31, 2023. Applicant Company 17 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 17, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 17 as on date.

195) There are 16 unsecured creditors of Applicant Company 17 as on January 31, 2023 having an aggregate outstanding amount of INR 82,28,75,206/- (Rupees Eighty Two Crores Twenty Eight Lacs Seventy Five Thousand Two Hundred Six Only). Hereto annexed and marked as ANNEXURE "PPPPPP" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 17 as on January 31, 2023.

196) Out of the total 16 unsecured creditors, 2 unsecured creditors of the Applicant Company 17, having an aggregate outstanding of INR 82,10,66,772/- (Rupees Eighty Two Crore Ten Lacs Sixty Six Thousand Seven Hundred Seventy Two Only) comprising of 99.78% of the total outstanding unsecured debt of the Applicant Company 17, have given their respective Affidavits of consent and approval to the Scheme. Hereto annexed and marked as ANNEXURES "QQQQQQQ-1" to "QQQQQQQ-2" are the 2 Affidavits of consent from the 2 unsecured creditors. The Applicant Company 17 therefore submits that in terms of Section 230(9) of the Companies Act, 2013, as creditors having 99.68% of the total outstanding unsecured debt of the Applicant Company 17 have given their respective Affidavits of consent and approval to the Scheme, this Hon'ble Tribunal may direct that the convening and holding meeting of its unsecured creditors of the Applicant Company 17 to seek their approval to the Scheme, is dispensed with.



197) In any event, the Applicant Company 17 submits that (a) the Scheme is in no manner prejudicial to the interests of its unsecured creditors; (b) there is no compromise or arrangement with the unsecured creditors of Applicant Company 17; (c) most of its unsecured creditors are in the nature of sundry creditors and have become unsecured


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

creditors of Applicant Company 17 in the day to day business of Applicant Company 17. The Applicant Company 17 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the meeting of the unsecured creditors of Applicant Company 17, the Applicant Company 17 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 18

198) There are 7 equity shareholders of Applicant Company 18 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "RRRRRRR" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 18 as on February 3, 2023.

199) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 18. Hereto annexed and marked as ANNEXURES "SSSSSS-1" to "SSSSSS-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 18 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.



200) There is 1 secured creditors of Applicant Company 18 as on January 31, 2023 having an aggregate outstanding amount of INR 27,55,91,763/- (Rupees Twenty Seven Crores Fifty Five Lacs Ninety One Thousand Seven Hundred Sixty Three Only).

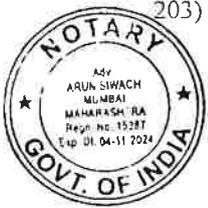

Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Hereto annexed and marked as ANNEXURE "TTTTTTT" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of secured creditors of Applicant Company 18 as on January 31, 2023.

201) Applicant Company 18 states that it has reached out to its secured creditors to procure their confirmation, approval and consent by way of their respective Affidavits of consent to the Scheme. Applicant Company 18 is in the process of receiving the said affidavits and is positive that it will garner approval, confirmation and consent to the Scheme from the requisite percentage of secured creditors as set out in Section 230(9) of the Act. Applicant Company 18 states that it will file the requisite Affidavits of Consent from the secured creditors of Applicant Company 18 in this Hon'ble Tribunal either by the time this Application is taken up for hearing and directions or along with the Company Petition seeking sanction to the Scheme. Applicant Company 18 therefore submits that the convening and holding of meeting of its secured creditors to seek their approval to the Scheme, be dispensed with in view of the respective Affidavits of consent from the said secured creditors that the Applicant Company 18 would be submitting to this Hon'ble Tribunal.

202) There are 16 unsecured creditors of Applicant Company 18 as on January 31, 2023 having an aggregate outstanding amount of INR 40,19,444/- (Rupees Forty Lacs Nineteen Thousand Four Hundred Forty Four Only). Hereto annexed and marked as ANNEXURE "UUUUUUU" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 18 as on January 31, 2023.



203) The Applicant Company 18 submits that the present Scheme inter alia includes an amalgamation between Applicant Company 18 and Applicant Company 22. The equity shares Applicant Company 18 are owned by Applicant Company 14 (which is a wholly owned subsidiary of Applicant Company 2, which is a wholly owned subsidiary of Applicant Company 22) and Applicant Company 2 (which is a wholly


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

owned subsidiary of Applicant Company 22), making it a group company of the Transferee Company. The Applicant Company 18 submits that the Scheme is in no manner prejudicial to the interests of their respective secured creditors and unsecured creditors. Further, the Scheme does not contemplate any variation in the rights of the secured creditors and unsecured creditors of Applicant Company 18 and in no manner whatsoever is the liability of the said secured creditors and unsecured creditors of Applicant Company 18 proposed to be reduced or extinguished under the Scheme. Applicant Company 18 also submits that the networth of Applicant Company 18 is positive being INR 3,840.63 lakhs as on December 31, 2022. The certified true copy of the networth certificate of Applicant Company 18 dated February 23, 2023 issued by the statutory auditor of Applicant Company 18 is annexed as ANNEXURE "VVVVVVV" hereto. The Applicant Company 18 submits that the said net worth certificate indicates that Applicant Company 18 has a positive net worth of INR 3,840.63 lakhs which is sufficient to meet the liabilities of towards the secured creditors and unsecured creditors of Applicant Company 18. The Applicant Company 18 submits that in the event this Hon'ble Tribunal is inclined to dispense with the requirement of holding and convening the separate meetings of secured creditors and unsecured creditors of Applicant Company 18, the Applicant Company 18 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its secured creditors and unsecured creditors having an outstanding above INR 5,00,000/- (Rupees Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.



Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 19

- 204) There are 7 equity shareholders of Applicant Company 19 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "WWWWWWW" is the certified


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 19 as on February 3, 2023.

205) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 19. Hereto annexed and marked as ANNEXURES "XXXXXXX-1" to "XXXXXXX-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 19 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.

206) There are no secured creditors of Applicant Company 19 as on January 31, 2023. Hereto annexed and marked as ANNEXURE "YYYYYYY" is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 19 as on January 31, 2023. Applicant Company 19 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 19, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 19 as on date.

207) There are 10 unsecured creditors of Applicant Company 19 as on January 31, 2023 having an aggregate outstanding amount of INR 7,92,65,014/- (Rupees Seven Crores Ninety Two Lacs Sixty Five Thousand Fourteen Only). Hereto annexed and marked as ANNEXURE "ZZZZZZ" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 19 as on January 31, 2023.



Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21

Rahul Shah
Authorised Signatory
For Applicant Company 22

208) Out of the total 10 unsecured creditors, 2 unsecured creditors of the Applicant Company 19, having an aggregate outstanding of INR 7,64,97,411/- (Rupees Seven Crores Sixty Four Lacs Ninety Seven Thousand Four Hundred Eleven Only) comprising of 96.51% of the total outstanding unsecured debt of the Applicant Company 19, have given their respective Affidavits of consent and approval to the Scheme. Hereto annexed and marked as ANNEXURES "AAAAAAA-1" to "AAAAAAA-2" are the 2 Affidavits of consent from the 2 unsecured creditors. The Applicant Company 19 therefore submits that in terms of Section 230(9) of the Companies Act, 2013, as creditors having 96.51% of the total outstanding unsecured debt of the Applicant Company 19 have given their respective Affidavits of consent and approval to the Scheme, this Hon'ble Tribunal may direct that the convening and holding meeting of its unsecured creditors of the Applicant Company 19 to seek their approval to the Scheme, is dispensed with.

209) In any event, the Applicant Company 19 submits that (a) the Scheme is in no manner prejudicial to the interests of its unsecured creditors; (b) there is no compromise or arrangement with the unsecured creditors of Applicant Company 19; (c) most of its unsecured creditors are in the nature of sundry creditors and have become unsecured creditors of Applicant Company 19 in the day to day business of Applicant Company 19. The Applicant Company 19 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the meeting of the unsecured creditors of Applicant Company 19, the Applicant Company 19 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.



Behram Phiroze Mehta
 Authorised Signatory
 For Applicant Company 1 to 21

Rahul Shah
 Authorised Signatory
 For Applicant Company 22

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 20

210) There are 7 equity shareholders of Applicant Company 20 as on February 3, 2023. Hereto annexed and marked as ANNEXURE "BBBBBBBB" is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 20 as on February 3, 2023.

211) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 20. Hereto annexed and marked as ANNEXURES "CCCCCCCC-1" to "CCCCCCCC-7" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 20 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.

212) There are no secured creditors of Applicant Company 20 as on January 31, 2023. Hereto annexed and marked as ANNEXURE "DDDDDDDD" is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 20 as on January 31, 2023. Applicant Company 20 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 20, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 20 as on date.



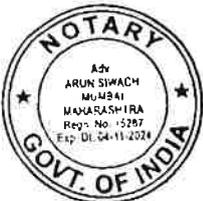
213) There are 10 unsecured creditors of Applicant Company 20 as on January 31, 2023 having an aggregate outstanding amount of INR 22,26,072/- (Rupees Twenty Two Lacs Twenty Six Thousand Seventy Two Only). Hereto annexed and marked as ANNEXURE "EEEEEEEE" is the certified copy of certificate dated February 16,


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 20 as on January 31, 2023.

- 214) The Applicant Company 20 submits that the present Scheme inter alia includes an amalgamation between Applicant Company 20 and Applicant Company 22. The equity shares Applicant Company 20 are owned by Applicant Company 8 (which is a wholly owned subsidiary of Applicant Company 2, which is a wholly owned subsidiary of Applicant Company 22) and Applicant Company 2 (which is a wholly owned subsidiary of Applicant Company 22), making it a group company of the Transferee Company. The Applicant Company 20 submits that the Scheme is in no manner prejudicial to the interests of their unsecured creditors. Further, the Scheme does not contemplate any variation in the rights of the unsecured creditors of Applicant Company 20 and in no manner whatsoever is the liability of the said unsecured creditors of Applicant Company 20 proposed to be reduced or extinguished under the Scheme. Applicant Company 20 also submits that the networth of Applicant Company 20 is positive being INR 2,924.75 lakhs as on December 31, 2022. The certified true copy of the networth certificate of Applicant Company 20 dated February 23, 2023 issued by the statutory auditor of Applicant Company 20 is annexed as ANNEXURE "FFFFFFF" hereto. The Applicant Company 20 submits that the said net worth certificate indicates that Applicant Company 20 has a positive net worth of INR 2,924.75 lakhs which is sufficient to meet the liabilities of towards the unsecured creditors of Applicant Company 20. The Applicant Company 20 submits that in the event this Hon'ble Tribunal is inclined to dispense with the requirement of holding and convening the meeting of unsecured creditors of Applicant Company 20, the Applicant Company 20 be directed to issue individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 5,00,000/- (Rupees Five Lakhs Only), stating therein that they may submit their



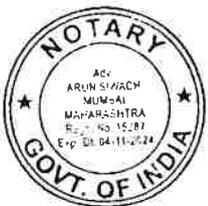

Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 21

- 215) There are 7 equity shareholders of Applicant Company 21 as on February 3, 2023. Hereto annexed and marked as **ANNEXURE "GGGGGGGG"** is the certified copy of certificate dated February 6, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 21 as on February 3, 2023.
- 216) All the said 7 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 21. Hereto annexed and marked as **ANNEXURES "HHHHHHHH-1"** to **"HHHHHHHH -7"** are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 21 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.
- 217) There are no secured creditors of Applicant Company 21 as on January 31, 2023. Hereto annexed and marked as **ANNEXURE "IIIIIIII"** is the certified copy of certificate dated February 24, 2023 from an Independent Chartered Accountant certifying that there are no secured creditors of Applicant Company 21 as on January 31, 2023. Applicant Company 21 therefore submits that the convening and holding of the meeting of the secured creditors of Applicant Company 21, to seek their approval to the Scheme, is not required. There has been no change in position of the status of the secured creditors of Applicant Company 21 as on date.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- 218) There are 12 unsecured creditors of Applicant Company 21 as on January 31, 2023 having an aggregate outstanding amount of INR 45,70,342/-(Rupees Forty Five Lacs Seventy Thousand Three Hundred Forty Two Only). Hereto annexed and marked as **ANNEXURE "JJJJJJJ"** is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 21 as on January 31, 2023.
- 219) The Applicant Company 21 submits that the present Scheme inter alia includes an amalgamation between Applicant Company 21 and Applicant Company 22. The equity shares Applicant Company 21 are owned by Applicant Company 5 (which is a wholly owned subsidiary of Applicant Company 2, which is a wholly owned subsidiary of Applicant Company 22) and Applicant Company 2 (which is a wholly owned subsidiary of Applicant Company 22), making it a group company of the Applicant Company 22. The Applicant Company 21 submits that the Scheme is in no manner prejudicial to the interests of their respective unsecured creditors. Further, the Scheme does not contemplate any variation in the rights of the unsecured creditors of Applicant Company 21 and in no manner whatsoever is the liability of the said unsecured creditors of Applicant Company 21 proposed to be reduced or extinguished under the Scheme. Applicant Company 21 also submits that the networth of Applicant Company 21 is positive being INR 5,199.04 lakhs as on December 31, 2022. The certified true copy of the networth certificate of Applicant Company 21 dated February 23, 2023 issued by the statutory auditor of Applicant Company 21 is annexed as **ANNEXURE "KKKKKKKK"** hereto. The Applicant Company 21 submits that the said net worth certificate indicates that Applicant Company 21 has a positive net worth of INR 5,199.04 lakhs which is sufficient to meet the liabilities of towards the unsecured creditors of Applicant Company 21. The Applicant Company 21 submits that in the event this Hon'ble Tribunal is inclined to dispense with the requirement of holding and convening the meeting of unsecured creditors of Applicant Company 21, the Applicant Company 21 be directed to issue




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

individual notice of intimation of filing of the present Application and the order passed therein to all its unsecured creditors having an outstanding above INR 5,00,000/- (Rupees Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

Status of the Shareholders, Secured Creditors and Unsecured Creditors of Applicant Company 22

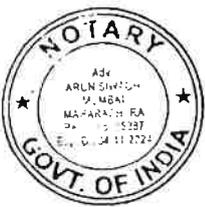
220) There are 8 equity shareholders of Applicant Company 22 as on February 3, 2023.

Hereto annexed and marked as ANNEXURE "LLLLLLLL" is the certified copy of certificate dated February 14, 2023 from an Independent Chartered Accountant certifying the list of equity shareholders and their respective shareholdings in Applicant Company 22 as on February 3, 2023.

221) All the said 8 equity shareholders have given their respective Affidavits of consent, constituting 100% in number and in value, approving the Scheme, and agreeing to waive their right to seek a meeting of the equity shareholders of Applicant Company 22. Hereto annexed and marked as ANNEXURES "MMMMMMMM-1" to "MMMMMMMM-8" are the original Affidavits of consent from all the 7 equity shareholders. Applicant Company 22 therefore submits that the convening and holding meeting of its equity shareholders to seek their approval to the Scheme, be dispensed with by this Hon'ble Tribunal in view of the respective Affidavits of consent from all the said equity shareholders.

222) There is 1 preference shareholder of Applicant Company 22 as on February 28, 2023.

Hereto annexed and marked as ANNEXURE "NNNNNNNN" is the certified copy of certificate dated February 28, 2023 from an Independent Chartered Accountant certifying the list of preference shareholder and their respective shareholdings in Applicant Company 22 as on February 28, 2023.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- 223) The sole preference shareholder has given its Affidavit of consent, approving the Scheme, and agreeing to waive their right to seek a meeting of the preference shareholder of Applicant Company 22. Hereto annexed and marked as **ANNEXURES “OOOOOOOO”** is the original Affidavit of consent from the sole preference shareholder. Applicant Company 22 therefore submits that the convening and holding meeting of its preference shareholder to seek their approval to the Scheme, be dispensed with by this Hon’ble Tribunal in view of the Affidavit of consent from the said sole preference shareholder.
- 224) There are 7 secured creditors of Applicant Company 22 as on January 31, 2023 having an aggregate outstanding amount of INR 7030,38,87,579/- (Rupees Seven Thousand Thirty Crores Thirty Eight Lacs Eighty Seven Thousand Five Hundred Seventy Nine Only). Hereto annexed and marked as **ANNEXURE “PPPPPPPP”** is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of secured creditors of Applicant Company 22 as on January 31, 2023.
- 225) Applicant Company 22 states that it has reached out to its secured creditors to procure their confirmation, approval and consent by way of their respective Affidavits of consent to the Scheme. Applicant Company 22 is in the process of receiving the said affidavits and is positive that it will garner approval, confirmation and consent to the Scheme from the requisite percentage of secured creditors as set out in Section 230(9) of the Act. Applicant Company 22 states that it will file the requisite Affidavits of Consent from the secured creditors of Applicant Company 22 in this Hon’ble Tribunal either by the time this Application is taken up for hearing and directions or along with the Company Petition seeking sanction to the Scheme. Applicant Company 22 therefore submits that the convening and holding of meeting of its secured creditors to seek their approval to the Scheme, be dispensed with in view of the respective Affidavits of consent from the said secured creditors that the Applicant Company 22 would be submitting to this Hon’ble Tribunal.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- 226) There are 305 unsecured creditors of Applicant Company 22 as on January 31, 2023 having an aggregate outstanding amount of INR 3845,87,89,578/- (Rupees Three Thousand Eight Hundred Forty Five Crores Eighty Seven Lacs Eighty Nine Thousand Five Hundred Seventy Eight Only). Hereto annexed and marked as ANNEXURE "QQQQQQQQ" is the certified copy of certificate dated February 16, 2023 from an Independent Chartered Accountant certifying the list of unsecured creditors in Applicant Company 22 as on January 31, 2023.
- 227) The Applicant Company 22 submits that the present Scheme inter alia includes an amalgamation between the Amalgamating Companies and Applicant Company 22. Applicant Company 22 is the holding company of Applicant Company 1 and Applicant Company 2. The Applicant Companies 3 to 16 are also wholly owned subsidiaries of Applicant Company 2. Applicant Companies 17 to 21 are owned by Applicant Company 2 along with its subsidiaries. Hence the Amalgamations under the Scheme are between directly wholly owned, indirectly wholly owned subsidiaries or group companies of Applicant Company 22. The Applicant Company 22 submits that (a) the Scheme is in no manner prejudicial to the interests of its secured creditors and unsecured creditors; (b) there is no compromise or arrangement with the creditors of Applicant Company 22; (c) most of its unsecured creditors are in the nature of sundry creditors and have become unsecured creditors of Applicant Company 22 in the day to day business of Applicant Company 22; and (d) the Amalgamating Companies all have operational assets that service their obligations and liabilities today and post the sanction to the Scheme, those operational assets will become part of the Transferee Company which with its existing operational assets will be available to service the liabilities of the Applicant Companies. The Applicant Company 22 submits that in the event this Hon'ble Tribunal is inclined to dispense with the holding and convening the separate meetings of secured creditors and unsecured creditors of Applicant Company 22, the Applicant Company 22 be directed to issue individual notice of intimation of filing of the present Application




Behram Phiroze Melita
Authorised Signatory
For Applicant Company 1 to 21

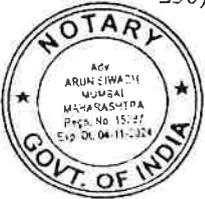

Rahul Shah
Authorised Signatory
For Applicant Company 22

and the order passed therein to all its secured creditors and to all its unsecured creditors having an outstanding above INR 25,00,000/- (Rupees Twenty Five Lakhs Only), stating therein that they may submit their representations, in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the receipt of the said notice.

228) Thus the Applicant Companies seek directions from this Hon'ble Tribunal (i) for the convening and holding meetings of the equity shareholders, secured creditors and unsecured creditors of the Applicant Companies be dispensed with or are not required in view of the averments made in paragraphs 97 to 227 above.

229) The Applicant Companies submit that directions be given to the Applicant Companies to give notice of filing of the present Application and the order passed therein under Section 230(5) of the Act along with all the documents in such formats as may be prescribed to: (i) the Central Government of India (through the Regional Director, Western Region, Ministry of Corporate Affairs); (ii) Registrar of Companies, Mumbai, Maharashtra; (iii) concerned Income Tax Authorities; (iv) concerned Goods And Service Tax Authority; (v) SEBI (by Applicant Company 22 only); (vi) The National Stock Exchange of India Limited (by Applicant Company 22 only); and (vii) The Official Liquidator, High Court, Bombay (by Applicant Companies 1 to 21 only), stating therein that they may submit their representations in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the date of receipt of the said notice, with a copy thereof to the concerned Applicant Company.

230) The Applicant Companies submit that this Hon'ble Tribunal may direct the Applicant Companies to publish the notice of the filing of this Company Application and the order passed therein in the Financial Express (Mumbai Edition) in the English language and a Marathi translation thereof in Loksatta (Mumbai Edition), both having circulation in Mumbai, or such other newspapers as this Hon'ble Tribunal may direct.




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- 231) The Applicant Companies state that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. Hereto annexed and marked as ANNEXURE "RRRRRRRR" is the certified true copy of the Certificate issued by the Statutory Auditor of the Transferee Company dated February 14, 2023, stating that the accounting treatment specified in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act.
- 232) No investigation or proceedings have been instituted and/ or are pending in relation to the Applicant Companies under the provisions of Sections 206 to 229 of the Act or Section 235 to 251 of the Companies Act, 1956 or any other law to the best of their knowledge, apart from the investigations and proceedings mentioned hereinbelow.
- 233) No winding up proceedings have been filed or are pending against the Applicant Companies under the Act or under the Insolvency and Bankruptcy Code 2016, based on the information available in the records of the Applicant Companies.
- 234) The Applicant Companies state that no material proceedings, as sought to be mentioned herein in terms of Section 230 (2) (a) of the Act, are pending against the Applicant Companies, which would adversely affect the present Scheme, if sanctioned by this Hon'ble Tribunal.
- 235) There are no litigations/proceedings which have been filed against Applicant Company 1, Applicant Company 3, Applicant Company 5, Applicant Company 9, Applicant Company 14, Applicant Company 15 and Applicant Company 16 as on 31st January 2023.
- 236) There are certain litigations/proceedings which have been filed against Applicant Company 2, Applicant Company 4, Applicant Company 6, Applicant Company 7, Applicant Company 8, Applicant Company 10, Applicant Company 11, Applicant Company 12, Applicant Company 13, Applicant Company 17, Applicant Company 18, Applicant Company 19, Applicant Company 20, Applicant Company 21 and




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

Applicant Company 22, in the usual course of their business/operations. Lists of litigation and proceedings pending against Applicant Company 2, Applicant Company 4, Applicant Company 6, Applicant Company 7, Applicant Company 8, Applicant Company 10, Applicant Company 11, Applicant Company 12, Applicant Company 13, Applicant Company 17, Applicant Company 18, Applicant Company 19, Applicant Company 20, Applicant Company 21 and Applicant Company 22 are hereto annexed and marked as ANNEXURE "SSSSSSSS-1" to "SSSSSSSS-15".

- 237) None of the Directors of the Applicant Companies, have any interest in the Scheme, except to the extent of their shareholdings, if any in the respective Companies.

V. RELIEFS SOUGHT

In view of the facts mentioned above, the Applicant Companies pray for the following reliefs:

- (a) THAT in view of the averments made in paragraphs 97 to 98, 102 to 103, 108 to 109, 114 to 115, 120 to 121, 126 to 127, 132 to 133, 139 to 140, 145 to 146, 151 to 152, 157 to 158, 163 to 164, 168 to 169, 174 to 175, 180 to 181, 186 to 187, 192 to 193, 198 to 199, 204 to 205, 210 to 211, 215 to 216 and 220 to 221 above, of the Application, stating therein that all the equity shareholders of the respective Applicant Companies have given their Affidavits of consent and approval to the Scheme, a direction be given that convening and holding of the separate meetings of the equity shareholders of the respective Applicant Companies to seek their approval to the Scheme, is dispensed with;
- (b) THAT in view of the averments made in paragraphs 222 and 223, above of the Application, stating therein that the sole preference shareholder of the Applicant Company 22 has given its Affidavit of consent and approval to the Scheme, a direction be given that convening and holding of the separate




Behram Phiroze Melita
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

meeting of the preference shareholders of Applicant Company 22 to seek their approval to the Scheme, is dispensed with;

- (c) THAT in view of the averments made in paragraphs 104 to 105, 128 to 129, 134 to 135, 153 to 154, 170 to 171, 200 to 201, 224 to 225 above, of the Application, directions be given that the convening and holding the separate meetings of the secured creditors of Applicant Company 2, Applicant Company 6, Applicant Company 7, Applicant Company 10, Applicant Company 13, Applicant Company 18, and Applicant Company 22, to seek their approval to the Scheme is dispensed with;
- (d) THAT in view of the averments made in paragraphs 99, 110, 116, 122, 141, 147, 159, 165, 176, 182, 188, 194, 206, 212 and 217 above, of the Application, directions be given that the convening and holding the separate meetings of the secured creditors of Applicant Company 1, Applicant Company 3, Applicant Company 4, Applicant Company 5, Applicant Company 8, Applicant Company 9, Applicant Company 11, Applicant Company 12, Applicant Company 14, Applicant Company 15, Applicant Company 16, Applicant Company 17, Applicant Company 19, Applicant Company 20 and Applicant Company 21, to seek their approval to the Scheme is not required, as there are none;
- (e) THAT in view of the averments made in paragraphs 100 to 101, 106 to 107, 111 to 113, 117 to 119, 123 to 125, 130 to 131, 136 to 138, 142 to 144, 148 to 150, 155 to 156, 160 to 162, 166 to 167, 172 to 173, 177 to 179, 183 to 185, 189 to 191, 195 to 197, 202 to 203, 207 to 209, 213 to 214, 218 to 219, 226 to 227 above, of the Application, directions be given that the convening and holding the separate meetings of the respective unsecured creditors of Applicant Companies to seek their approval to the Scheme is dispensed with;




Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

- (f) THAT the Applicant Companies be directed to give notice of filing of the present Application and the order passed therein by this Hon'ble Tribunal, including copy of the Scheme, to (i) the Central Government of India (through the Regional Director, Western Region, Ministry of Corporate Affairs); (ii) Registrar of Companies, Mumbai, Maharashtra; (iii) concerned Income Tax Authorities; (iv) concerned Goods And Service Tax Authority; (v) SEBI (by Applicant Company 22 only); (vi) The National Stock Exchange of India Limited (by Applicant Company 22 only); and (vii) The Official Liquidator, High Court, Bombay (by Applicant Companies 1 to 21 only), stating therein that they may submit their representations in relation to the Scheme, if any, to this Hon'ble Tribunal within 30 (thirty) days from the date of receipt of the said notice, with a copy thereof to the concerned Applicant Company;
- (g) THAT the Applicant Companies be directed to publish the notice of filing of this Application and the order passed therein in the Financial Express (Mumbai Edition) in the English language and a Marathi translation thereof in Loksatta (Mumbai Edition), both having circulation in Mumbai, or such other newspapers as this Hon'ble Tribunal may deem fit and necessary;
- (h) AND FOR such further and other directions as this Hon'ble Tribunal may deem fit and expedient.

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

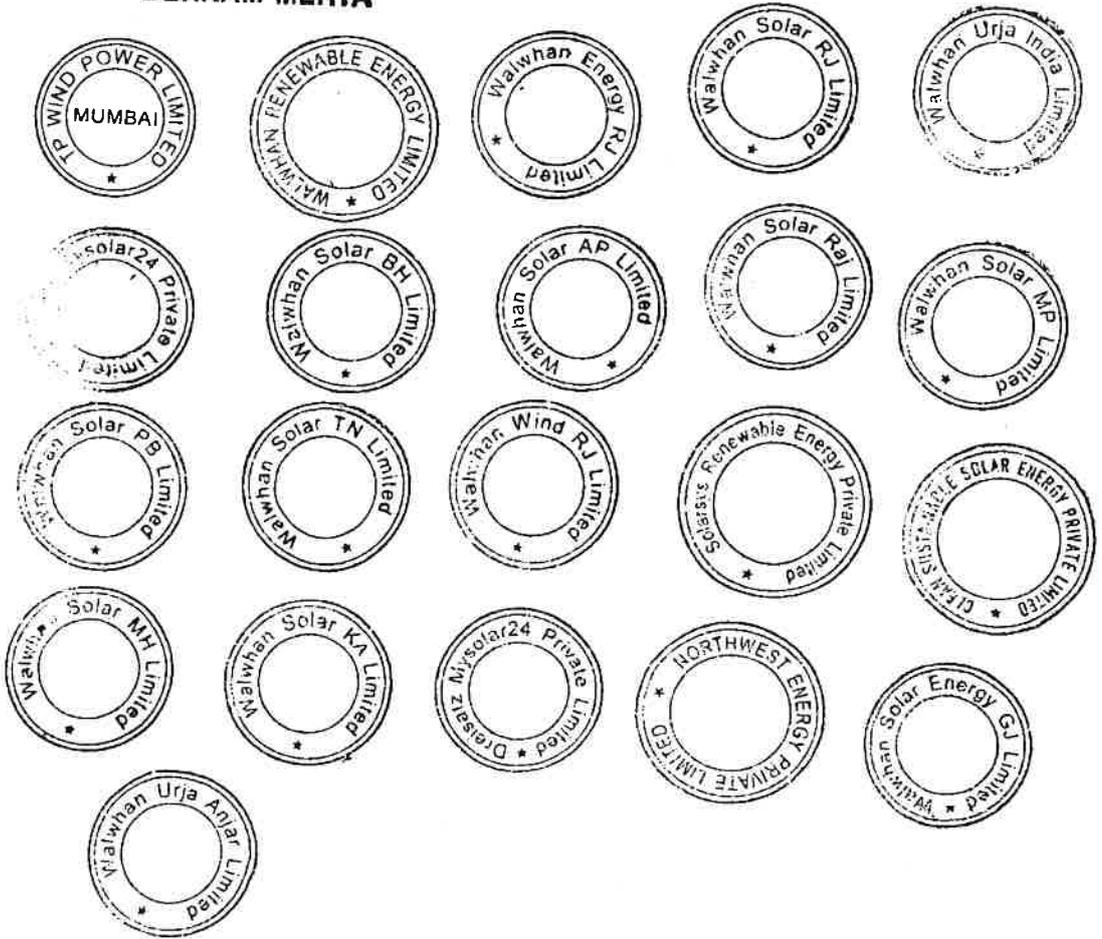


Bank on which drawn	:	Payment made on Bharatkosh website
Transaction Ref. No.	:	
Date	:	
Amount	:	INR 5000/- (Rupees Five Thousand only)


Behram Phiroze Mehta
Authorised Signatory
For Applicant Company 1 to 21


Rahul Shah
Authorised Signatory
For Applicant Company 22

by
BEHRAM MEHTA



(Signature of Authorised Signatory on behalf of Applicant Companies 1 to 21)

[Handwritten Signature]



(Signature of Authorised Signatory of Applicant Company 22)

Date : March 8th, 2023
Place: Mumbai

Cyril Amarchand Mangaldas

[Handwritten Signature]
Advocates for the Applicant Companies

