



**NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH**

**C.A.(CAA) / MB/171 /2024**

In the matter of the Companies Act, 2013;

**AND**

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder;

**AND**

In the matter of Scheme of Arrangement between Vedanta Limited (“**First Applicant Company**” or “**Demerged Company**”) and Vedanta Aluminium Metal Limited (“**Second Applicant Company**” or “**Resulting Company 1**”) and Talwandi Sabo Power Limited (“**Non-Applicant Company**” or “**Resulting Company 2**”) and Malco Energy Limited (“**Third Applicant Company**” or “**Resulting Company 3**”) and Vedanta Base Metals Limited (“**Fourth Applicant Company**” or “**Resulting Company 4**”) and Vedanta Iron and Steel Limited (“**Fifth Applicant Company**” or



“**Resulting Company 5**”) and their respective shareholders and creditors (“**Scheme**”).

**IN THE MATTER OF:**

**VEDANTA LIMITED** }

A company incorporated under the provisions of the }  
Companies Act, 1956, having its registered office at }  
1<sup>st</sup> floor, C Wing, Unit 103, Corporate Avenue Atul }  
Projects, Chakala Andheri (East) Mumbai – }  
400093. }

CIN: L13209MH1965PLC291394 }

.... First Applicant Company/  
Demerged Company

**VEDANTA ALUMINIUM METAL LIMITED** }

A company incorporated under the provisions of }  
the Companies Act, 2013 having its registered office }  
at C-103 Atul Projects, Corporate Avenue New }  
Link Chakala MIDC, Mumbai – 400093. }

CIN: U24202MH2023PLC411663 }

.... Second Applicant Company  
/ Resulting Company 1



**TALWANDI SABO POWER LIMITED }**

A company incorporated under the provisions of }  
the Companies Act, 1956 having its registered office }  
at C-103 Atul Projects, Corporate Avenue New Link, }  
Chakala MIDC, Mumbai – 400093. }

} .... Non-Applicant Company/  
Resulting Company 2

**MALCO ENERGY LIMITED }**

A company incorporated under the provisions of the }  
Companies Act, 1956 having its registered office at }  
C-103 Atul Projects, Corporate Avenue, New Link }  
Chakala MIDC, Mumbai – 400093. }  
CIN: U31300MH2001PLC428719 }

} ....Third Applicant Company/  
Resulting Company 3

**VEDANTA BASE METALS LIMITED }**

A company incorporated under the provisions of the }  
Companies Act, 2013 having its registered office at }  
C-103 Atul Projects, Corporate Avenue New Link, }  
Chakala MIDC, Mumbai – 400093. }  
CIN: U43121MH2023PLC411696 }



C.A.(CAA)/171/2024

.... Fourth Applicant Company/  
Resulting Company 4

**VEDANTA IRON AND STEEL LIMITED** }

A company incorporated under the provisions of the }  
Companies Act, 2013 having its registered office at }  
C-103 Atul Projects, Corporate Avenue New Link }  
Chakala MIDC, Mumbai – 400093. }  
CIN: U24109MH2023PLC411777 }  
}

.... Fifth Applicant Company/  
Resulting Company 5

*The First Applicant Company, Second Applicant Company, Third Applicant Company, Fourth Applicant, and Fifth Applicant shall be collectively referred to as “Applicant Companies”.*

Order delivered on: **21.11.2024**

Coram:

Hon’ble Ms. Reeta Kohli, Member (Judicial)

Hon’ble Ms. Madhu Sinha, Member (Technical)

**For the Applicants:** Mr. Hemant Sethi, Ms. Devanshi Sethi, Ms. Tanaya Sethi,  
Advocates.



**ORDER**

1. The learned counsel appearing for the objector of non-applicant, Company no.2 Talwandi Sabo Power limited submits that being the creditor of Talwandi Sabo Power Limited has dues of 1251 crores pending as an EPC Contractor. The counsel for the objector submits that the scheme by the Applicant being composite scheme, Applicant no. 2 Talwandi Sabo Power limited cannot be left out as a non-applicant. The scheme may not be considered in peace-meal manner and the arrangement may only be considered once non-applicant no. 2 is also a party before the Court. The counsel has further informed that the Registered office of non-applicant no. 2 has already been shifted to Maharashtra vide order dated 30.09.2024. Therefore, non-applicant deserves to be made an applicant.
2. On the other hand, the learned counsel appearing for the applicant has vehemently opposed the presence of the objector at this stage stating that this Petition is merely a first motion and in terms of the Hon'ble Supreme Court in *2002 (10) SCC 498 Rainbow Denim Vs. Ramakattu Chemical Ltd.*, the Hon'ble Supreme Court has categorically held that the time for filing any objections is not at this initial stage. It has been held as under: -

*“The appropriate time for the company judge to consider the scheme is subsequent to approval thereof by the shareholders and creditors of the appellant-company. Therefore, the order of the learned company judge and the order under appeal must be set aside and liberty given to the appellant-company to move the High Court for directions for calling meetings of its shareholders and creditors for the purposes of considering and approving the scheme. Once that has been done, a further application will be required to be made before the learned company judge. That would be the appropriate time for the learned company judge to consider the scheme”.*



3. Further the learned counsel has also brought to our attention *Rule 3(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016*, which states as under: -

*“(2) Where more than one company is involved in a scheme in relation to which an application under sub-rule (1) is being filed, such application may, at the discretion of such companies, be filed as a joint-application.”*

4. Therefore, in view of Rule 3(2) the counsel submits that it is the discretion of the applicant company to file a joint application or not. The counsel has further submitted that this petition was filed prior to the shifting of the Registered office of non-applicant no. 2 from Punjab to Maharashtra and that is the reason the company number 2 is non-applicant in the present case. Since the Registered office has been shifted now on 30.09.2024 thus, he shall be filing a separate petition qua the non-applicant company which may be dealt with independently. The counsel for the applicant is otherwise also disputing the claims of the objector stating that they have filed counter claims against the objector.
5. After having heard the learned counsel for the parties and also after appreciating the proposed minutes and also the arrangement of the companies where the applicant no. 2 is non-applicant the interest of the objector is neither being affected nor dealt with in any manner in this application. In addition, the shareholders meeting and that of the Creditors are yet to take place where the shareholders and creditors may take a call either way responding to the proposed arrangement. In addition, in view of the judgment of the Hon’ble Supreme Court, we deem it appropriate to reject the contentions of the objector at this stage and appreciate the 1<sup>st</sup> Motion Scheme.



## Scheme

1. The Learned Counsel for the Applicants states that the present scheme is a Scheme of Arrangement (“**Scheme**”) between Vedanta Limited (“**First Applicant Company**” or “**Demerged Company**”), Vedanta Aluminium Metal Limited (“**Second Applicant Company**” or “**Resulting Company 1**”), Talwandi Sabo Power Limited (“**Non-Applicant Company**” or “**Resulting Company 2**”), Malco Energy Limited (“**Third Applicant Company**” or “**Resulting Company 3**”), Vedanta Base Metals Limited (“**Fourth Applicant Company**” or “**Resulting Company 4**”) and Vedanta Iron and Steel Limited (“**Fifth Applicant Company**” or “**Resulting Company 5**”) and their respective shareholders and creditors under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, and rules framed thereunder.
2. The Demerged Company is a diversified natural resource company engaged in the business of extraction, refining, manufacture and sale of various metals and minerals, generation and sale of power and other businesses including semiconductor manufacturing, display glass manufacturing, etc. The equity shares of the Demerged Company are listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”). The Listed Debt Securities (*as defined in the Scheme*) of the Demerged Company are listed on the BSE.
3. The Resulting Company 1 is Vedanta Aluminium Metal Limited, a wholly owned subsidiary of the Demerged Company. The Resulting Company 1 has been incorporated with the objective of *inter alia* carrying on the business of metallurgists and miners including beneficiation, dressing, concentration, smelting, refining and the extraction, manufacture and fabrication, purchase and sale of metals and in particular to manufacture, produce and/or otherwise



deal in alumina, aluminium and aluminium products and by-products and the sale, dealing or other disposition of alumina, aluminium and aluminium products and by-products. Following the coming into effect of Part II of the Scheme, the Resulting Company 1 will carry on the Aluminium Business (*as defined in the Scheme*).

4. The Resulting Company 2 (Non-Applicant Company) is Talwandi Sabo Power Limited, a wholly owned subsidiary of the Demerged Company. The Resulting Company 2 is authorized by its memorandum of association to engaged in the business of *inter alia* generation, transmission and distribution of power for supply to the state electricity boards, power utilities, generating companies, transmission companies, distribution companies, etc. Following the coming into effect of Part III of the Scheme, the Resulting Company 2 will carry on the Merchant Power Business (*as defined in the Scheme*). The Registered office of Non-Applicant Company has been shifted from State of Haryana to State of Maharashtra pursuant to order dated September 30, 2024 passed by the Regional Director, Northern Region, Ministry of Corporate Affairs, a separate application is being filed by the Non-Applicant Company before this Hon'ble Tribunal.
5. The Resulting Company 3 is MALCO Energy Limited, a wholly owned subsidiary of the Demerged Company. The Resulting Company 3 is authorized by its memorandum of association to engaged in the business of *inter alia* processing ferrous and non-ferrous metals and mining, refining and preparing of market ores, minerals, metals and substances of every kind and description and processing them. Following the coming into effect of Part IV of the Scheme, the Resulting Company 3 will carry on the Oil and Gas Business (*as defined in the Scheme*).





6. The Resulting Company 4 is Vedanta Base Metals Limited, a wholly owned subsidiary of the Demerged Company. The Resulting Company 4 has been incorporated with the objective of *inter alia* carrying on the business of prospecting, exploring, mining, winning, importing, exporting, dealing, processing, buying, selling and distributing and generally dealing in earth and ore of all kinds including copper, zinc, precious metals and other metallic minerals. Following the coming into effect of Part V of the Scheme, the Resulting Company 4 will carry on the Base Metals Business (*as defined in the Scheme*).
7. The Resulting Company 5 is Vedanta Iron and Steel Limited, a wholly owned subsidiary of the Demerged Company. The Resulting Company 5 has been incorporated with the objective of *inter alia* carrying on business as explorers and miners of ferrous ores and minerals and manufacturers, exporters, importers, buyers, sellers and dealers in all kinds and description of iron and steel, their alloys and any other special steel group and their products, and all varieties of profiles and products whether forged, rolled, cast or drawn and all products intermediated and by-products consequent to or obtained in the process of manufacture of above articles. Following the coming into effect of Part VI of the Scheme, the Resulting Company 5 will carry on the Iron Ore Business (*as defined in the Scheme*). The equity shares of the Resulting Company 5 are presently not listed on recognized stock exchanges.
8. The proposed Scheme has been approved by the respective board of directors of the Demerged Company and the Resulting Companies on the following dates:
  - a. Demerged Company: September 29, 2023
  - b. Resulting Company 1: October 13, 2023
  - c. Resulting Company 2: October 10, 2023



- d. Resulting Company 3: October 13, 2023
  - e. Resulting Company 4: October 13, 2023
  - f. Resulting Company 5: October 13, 2023
9. The Board of Directors of the Applicant Companies have formulated the Scheme for demerger of demerged undertakings viz. Aluminium Undertaking (as defined under the Scheme), the Merchant Power Undertaking (as defined under the Scheme), the Oil and Gas Undertaking (as defined under the Scheme), the Base Metals Undertaking (as defined under the Scheme) and the Iron Ore Undertaking (as defined under the Scheme) from First Applicant Company into Second Applicant Company (Resulting Company1), Non-Applicant Company (Resulting Company 2), Third Applicant Company (Resulting Company 3), Fourth Applicant Company (Resulting Company 4) and Fifth Applicant Company (Resulting Company 5), respectively.
10. The Appointed Date for the Scheme is the same as the Effective Date (as defined in the Scheme).
11. There are no proceedings pending against the Applicant Companies under the Insolvency and Bankruptcy Code 2016 or any winding up proceedings are pending against the Applicant Companies under Companies Act 1956/2013 and no investigation or proceedings under the Companies Act, 1956/ Companies Act, 2013 have been initiated or are pending in relation to the Applicant Companies.
12. Learned Counsel for the Applicant Companies submits that the rationale of the Scheme is:
- (i) *“First Applicant Company has interests in multiple businesses including metals, mining, and exploration of natural resources (zinc-*



*lead-silver, iron ore, steel, copper, aluminium, nickel, and oil and gas) and power generation.*

- (ii) Each of the varied businesses carried on by First Applicant Company by itself or through strategic investments in subsidiaries or through affiliate companies (including demerged undertakings viz. Aluminium Undertaking (as defined under the Scheme), the Merchant Power Undertaking (as defined under the Scheme), the Oil and Gas Undertaking (as defined under the Scheme), the Base Metals Undertaking (as defined under the Scheme) and the Iron Ore Undertaking (as defined under the Scheme) have significant potential for growth and profitability.*
- (iii) The nature of risk and competition involved in each of these businesses, financial profiles and return ratios are distinct from others and consequently each of the abovementioned business undertakings is capable of attracting a different set of investors, lenders, strategic partners, and other stakeholders. The manner of handling and management of each of the abovementioned businesses is also distinct.*
- (iv) In order to lend enhanced focus to the operation of identified businesses, First Applicant Company proposes to segregate and organize these businesses as separate entities, through demergers of each of the demerged undertakings viz. Aluminium Undertaking (as defined under the Scheme), the Merchant Power Undertaking (as defined under the Scheme), the Oil and Gas Undertaking (as defined under the Scheme), the Base Metals Undertaking (as defined under the Scheme) and the Iron Ore Undertaking (as defined under the Scheme).*



- (v) *The following benefits shall accrue on demergers of the demerged undertakings of the First Applicant Company /Demerged Company:*
- a. creation of independent global scale companies focusing exclusively on mining, production and/or supply of aluminium, iron-ore, copper, oil & gas and on generation and distribution of power and exploring new opportunities and taking advantage of the growth potential in the said sectors;*
  - b. enabling greater focus of management in the relevant businesses thereby allowing new opportunities to be explored for each business efficiently and allowing a focused strategy in operations;*
  - c. each of the independent companies can attract different sets of investors, strategic partners, lenders, and other stakeholders enabling independent collaboration and expansion in these specific companies without committing the existing organization in its entirety;*
  - d. enabling investors to separately hold investments in businesses with different investment characteristics thereby enabling them to select investments which best suit their investment strategies and risk profiles;*
  - e. enabling focused and sharper capital market access (debt and equity) and thereby unlocking the value of the demerged undertakings and creating enhanced value for shareholders.*
- (vi) *The Scheme is in the interests of all stakeholders of the First Applicant Company /Demerged Company, Resulting Company 1,*



*Resulting Company 2, Resulting Company 3, Resulting Company 4, and Resulting Company 5.”*

13. The Share Capital of the Applicants as on July 20, 2024, is as under:

- (i) The authorised share capital of the Demerged Company / First Applicant Company is INR 74,12,01,00,000 (Indian Rupees Seven Thousand Four Hundred Twelve Crores and One Lakh) divided into 44,02,01,00,000 equity shares of INR 1 (Indian Rupees One) each and 3,01,00,00,000 preference shares of INR 10 (Indian Rupees Ten) each. The issued, subscribed and paid-up share capital of the Demerged Company is INR 3,91,06,86,689 (Indian Rupees Three Hundred Ninety One Crores, Six Lakhs, Eighty Six Thousand Six Hundred Eighty Nine) divided into 3,91,06,86,689 equity shares of INR 1 (Indian Rupees One) each. The listed capital of the Demerged Company is 3,91,03,88,057 equity shares of INR 1 (Indian Rupee One) each and 2,98,632 shares are under abeyance category which are pending for allotment being sub-judice.
- (ii) The authorised share capital of the Resulting Company 1 / Second Applicant Company is INR 1,00,000 (Indian Rupees One Lakh) divided into 1,00,000 equity shares of INR 1 (Indian Rupees One) each. The issued, subscribed and paid-up share capital of the Resulting Company 1 is INR 1,00,000 (Indian Rupees One Lakh) divided into 1,00,000 equity shares of INR 1 (Indian Rupees One) each.
- (iii) The authorised share capital of the Resulting Company 3 / Third Applicant Company is INR 3,01,00,00,000 (Indian Rupees Three Hundred One Crores) divided into 88,00,00,000 equity shares of INR 2 (Indian Rupees Two) each and 12,50,000 preference shares of INR



1,000 (Indian Rupees One Thousand) each. The issued, subscribed and paid-up share capital of the Resulting Company 3 is INR 4,67,32,812 (Indian Rupees Four Crores, Sixty Seven Lakhs, Thirty Two Thousand, Eight Hundred and Twelve) divided into 2,33,66,406 equity shares of INR 2 (Indian Rupees Two) each.

- (iv) The authorised share capital of the Resulting Company 4 / Fourth Applicant Company is INR 1,00,000 (Indian Rupees One Lakh) divided into 1,00,000 equity shares of INR 1 (Indian Rupees One) each. The issued, subscribed and paid-up share capital of the Resulting Company 4 is INR 1,00,000 (Indian Rupees One Lakh) divided into 1,00,000 equity shares of INR 1 (Indian Rupees One) each.
- (v) The authorised share capital of the Resulting Company 5 / Fifth Applicant Company is INR 1,00,000 (Indian Rupees One Lakh) divided into 1,00,000 equity shares of INR 1 (Indian Rupees One) each. The issued, subscribed and paid-up share capital of the Resulting Company 5 is INR 1,00,000 (Indian Rupees One Lakh) divided into 1,00,000 equity shares of INR 1 (Indian Rupees One) each.
14. The Learned Counsel for the Applicants further submits that the consideration of the Scheme, as determined by the share entitlement ratio dated September 29, 2023, issued by BDO Valuation Advisory LLP is attached as **Annexure P1 - P5 (Page No. 1288-1371, Volumes 8 & 9)** to the Company Scheme Application. The share entitlement ratios are as follows:
- (i) *The consideration for the demerger of the Aluminium Undertaking shall be the issue by the Resulting Company 1 of 1 (One) fully paid-up equity share of the Resulting Company 1 having face value of INR*



*1 (Indian Rupee One) each for every 1 (One) fully paid-up equity share of INR 1 (Indian Rupee One) each of the Demerged Company.*

- (ii) The consideration for the demerger of the Merchant Power Undertaking shall be the issue by the Resulting Company 2 of 1 (One) fully paid-up equity share of the Resulting Company 2 having face value of INR 10 (Indian Rupees Ten) each for every 1 (One) fully paid-up equity share of INR 1 (Indian Rupee One) each of the Demerged Company.*
  - (iii) The consideration for the demerger of the Oil and Gas Undertaking shall be the issue by the Resulting Company 3 of 1 (One) fully paid-up equity share of the Resulting Company 3 having face value of INR 1 (Indian Rupee One) each for every 1 (One) fully paid-up equity share of INR 1 (Indian Rupee One) each of the Demerged Company.*
  - (iv) The consideration for the demerger of the Base Metals Undertaking shall be the issue by the Resulting Company 4 of 1 (One) fully paid-up equity share of the Resulting Company 4 having face value of INR 1 (Indian Rupee One) each for every 1 (One) fully paid-up equity share of INR 1 (Indian Rupee One) each of the Demerged Company.*
  - (v) The consideration for the demerger of the Iron Ore Undertaking shall be the issue by the Resulting Company 5 of 1 (One) fully paid-up equity share of the Resulting Company 5 having face value of INR 1 (Indian Rupee One) each for every 1 (One) fully paid-up equity share of INR 1 (Indian Rupee One) each of the Demerged Company.*
15. The Counsel for the Applicants submits that the equity shares of Demerged Company are listed on BSE and NSE (together referred as the “**Stock Exchanges**”) and has 17,81,268 (Seventeen Lakhs Eighty One Thousand Two



Hundred Sixty Eight) equity shareholders as on July 20, 2024. The Listed Debt Securities (*as defined under the Scheme*) of the Demerged Company are listed on the BSE.

16. Pursuant to the Securities Exchange Board of India (“SEBI”) circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, as amended from time to time (“SEBI Circular”) read with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), the Applicant Companies had applied to the Stock Exchanges for their observation letter to file the Scheme for sanction before National Company Law Tribunal (“NCLT”) and received observation letter with no adverse observations dated July 31, 2024, from BSE and observation letter with no objection dated July 30, 2024, from NSE respectively, to file the Scheme with the NCLT. The observation letters are attached as **Annexures R1 - R2 (Page No. 1407-1416, Volume 9)** to the Company Scheme Application for the Demerged Company.

#### **FIRST APPLICANT COMPANY / DEMERGED COMPANY**

17. Learned Counsel for the Applicant Companies submits that as on July 20, 2024, the Demerged Company has 17,81,268 equity shareholders. A meeting of the equity shareholders of the Demerged Company be convened and held within 90 days from the date of receipt of the order. The meeting shall be convened through video conferencing, other audio-visual means or in the physical presence of shareholders, for the purpose of considering, and, if thought fit, approving with or without modification(s), the Scheme, wherein the equity shareholders of the Demerged Company will be able to cast their votes electronically. In addition to the above, the Demerged Company shall provide facility of remote e-voting to its equity shareholders to cast their votes.





18. Learned Counsel for the Applicant Companies submit that there are 38 secured creditors of the Demerged Company having an outstanding amount of around INR 5,26,99,75,01,159. A meeting of the secured creditors of the Demerged Company be convened and held within 90 days from the date of receipt of the order. The meeting shall be convened through video conferencing, other audio-visual means or in the physical presence of the secured creditors, for the purpose of considering, and, if thought fit, approving with or without modification(s), the Scheme, wherein the secured creditors of the Demerged Company will be able to cast their votes electronically. In addition to the above, the Demerged Company shall provide facility of remote e-voting to its secured creditors to cast their votes.
  
19. Learned Counsel for the Applicant Companies submit that there are 4142 unsecured creditors of the Demerged Company having an outstanding amount of INR 2,04,67,76,58550. A meeting of the unsecured creditors of the Demerged Company be convened held within 90 days from the date of receipt of the order. The meeting shall be convened through video conferencing, other audio-visual means or in the physical presence of unsecured creditors, for the purpose of considering, and, if thought fit, approving with or without modification(s), the Scheme, wherein the unsecured creditors of the Demerged Company will be able to cast their votes electronically. In addition to the above, the Demerged Company shall provide facility of remote e-voting to its unsecured creditors to cast their votes.
  
20. In terms of the meetings to be convened of equity shareholders, secured creditors and unsecured creditors of the Demerged Company, it is hereby directed as under:
  - (i) That at least 30 days before the said meetings of the equity shareholders, secured creditors and unsecured creditors of the



Demerged Company to be held as aforesaid, a notice convening the said meeting(s) together with a copy of the Scheme, a copy of statement disclosing all material facts as required under Section 230 (3) of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 shall be sent by e-mail to those equity shareholders, secured creditors and unsecured creditors whose email addresses are registered in the records of the Demerged Company and by speed post to those equity shareholders, secured creditors and unsecured creditors whose addresses are registered in the records of the Demerged Company (where email is not available), and to make available the said notice on the website of the Demerged Company for those equity shareholders, secured creditors and unsecured creditors whose e-mail or postal addresses are not available with the First Applicant/ Demerged Company or for those equity shareholders, secured creditors and unsecured creditors who may not have received the said notice. The Demerged Company shall ensure that, the equity shareholders, secured creditors and unsecured creditors of the Demerged Company whose e-mail addresses are not available with the Demerged Company or who have not received notice convening said meetings, can access / download the said notices from the website of the Demerged Company, viz, <https://www.vedantalimited.com/> and the websites of the Stock Exchanges, i.e., BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, in terms of circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, and May 5, 2022 (including any amendments and clarifications thereto), issued by the Ministry of



Corporate Affairs, as applicable to the manner in which notices are required to be sent.

- (ii) At least 30 days before the meetings of the equity shareholders, secured creditors and unsecured creditors of the Demerged Company to be held as the aforesaid, a notice of the meetings of the equity shareholders, secured creditors and unsecured creditors of the Demerged Company shall be advertised in two local newspapers *viz* “Business Standard” in English having nationwide circulation and “Navshakti” in Marathi, having circulation in Maharashtra

21. The Demerged Company undertakes to:

- (i) Issue the notice convening the meeting of its equity shareholders, secured creditors and unsecured creditors as per applicable laws by email to those equity shareholders, secured creditors and unsecured creditors whose email addresses are registered in the records of the Demerged Company and by speed post to those equity shareholders, secured creditors and unsecured creditors whose addresses are registered in the records of the Demerged Company (where email is not available), and to make available the said notice on the website of the Demerged Company, for those equity shareholders, secured creditors and unsecured creditors whose email or postal addresses are not available with the Demerged Company or for those equity shareholders, secured creditors and unsecured creditors who may not have received the said notice,
- (ii) Issue statement containing all the particulars as per Section 230 of the Companies Act, 2013;



- (iii) Publish the notice of the meeting of its equity shareholders, secured creditors and unsecured creditors in the Business Standard in the English language and a Marathi translation thereof in Navshakti, both having circulation in Mumbai, or such other newspapers as this Hon'ble Tribunal may direct.
- (iv) Issue form of proxy/ies as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014 to its equity shareholders, secured creditors and unsecured creditors, if any, and to make available the said form of proxy on the website of the Demerged Company.

The undertaking is accepted.

22. That Mr. Dindayal Jalan, Independent Director of the Demerged Company, and failing him, Ms. Pallavi Joshi Bakhru, Independent Director of the Demerged Company, shall be the Chairperson of the aforesaid meetings of the equity shareholders, secured creditors and unsecured creditors of the Demerged Company.
23. That Mr. Upendra Shukla (FCS - Membership No.: 2727, COP No.: 1654), Practicing Company Secretary and failing him Mr. Hitesh Kothari (FCS - Membership No.: 6038, COP No.: 26758), Practicing Company Secretary is hereby appointed as Scrutinizer of the respective meetings of the equity shareholders, secured creditors and unsecured creditors of the Demerged Company. The fee of the professional appointed as Scrutinizer for each of the aforesaid meetings of the Demerged Company to be held as aforesaid shall be INR 50,000 excluding applicable taxes.
24. The Chairperson appointed for the aforesaid meetings of the Demerged Company to issue notice of the meetings referred above. The Chairperson shall



have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as may be applicable for meetings of equity shareholders, secured creditors and unsecured creditors convened and held through video conferencing or other audio-visual mode, in relation to the conduct of the meeting including for deciding procedural questions that may arise at the meeting or at any adjournment thereof or any other matter including, an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).

25. The quorum for the aforesaid meeting of the equity shareholders of the Demerged Company shall be as prescribed under Section 103 of the Companies Act, 2013, and would include equity shareholders present through video conferencing and / or other audio-visual means. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.
26. The value and the number of shares held by each equity shareholders of the Applicants shall be in accordance with the books / register of the Demerged Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the meeting shall determine the value for the purpose of the meetings of equity shareholders of the Applicants and his / her decision in that behalf would be final.
27. The quorum fixed for the meeting of secured creditors shall be 5 (five). In case the required quorum as stated above is not present at the commencement of meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.
28. The quorum fixed for the meeting of unsecured creditors shall be 15 (fifteen). In case the required quorum as stated above is not present at the



commencement of meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.

29. It is submitted that the list of the secured and unsecured creditors of the Demerged Company shall be in accordance with the books / register of the Demerged Company and where the entries in the books / register are disputed, the Chairperson of the meeting shall determine the value for the purpose of the meetings of secured creditors and unsecured creditors of the Demerged Company and his / her decision in that behalf would be final.
30. That the Chairperson to file an affidavit not less than seven (7) days before the date fixed for the holding of the meetings of the equity shareholders, secured creditors and unsecured creditors of the Demerged Company and report to this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with, as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
31. The voting for the meetings of the equity shareholders, secured creditors and unsecured creditors of the Demerged Company shall be allowed electronically at the said meetings and through remote e-voting by equity shareholders, secured creditors and unsecured creditors, as the case may be, or by their respective authorized representatives. The voting in case of body corporate be permitted, provided the prescribed form / authorisation is filed with the Demerged Company at its registered office not later than 48 (Forty-Eight) hours before the start of the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
32. The Chairpersons shall report to this Tribunal, the results of the aforesaid respective meetings of the Demerged Company within 30 (thirty) days of the conclusion of the aforesaid meetings, and the said report shall be verified by



his affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016.

**RESULTING COMPANY 1 / SECOND APPLICANT COMPANY**

33. Learned Counsel for the Applicants submits that as on July 20, 2024, the Resulting Company 1 has 7 equity shareholders (including 6 nominee shareholders). A meeting of the equity shareholders of the Resulting Company 1 to approve the scheme be dispensed with since, Resulting Company 1 has received consents from all the equity shareholders in the form of affidavits approving the Scheme. The consent affidavits of the equity shareholders of the Resulting Company 1 are annexed as Annexures V1 -V7 (Page No. 1521 to 1543, Volume 10) to the Company Scheme Application. Accordingly, the requirement to hold meeting of the equity shareholders of the Resulting Company 1 is dispensed with.

34. Learned Counsel for the Applicants submits that Resulting Company 1 has no secured creditor. The Resulting Company 1 has one unsecured creditor to the value of INR 8,60,000. The unsecured creditor of the Resulting Company 1 has given its consent to the Scheme in the form of affidavit approving the Scheme. The consent affidavit of the unsecured creditor is annexure as Annexure EE (Page No. 1629-1631, Volume 10) to the Company Scheme Application. Accordingly, the requirement to hold meeting of the secured creditors does not arise and the requirement to hold meeting of the unsecured creditors of the Resulting Company 1 is dispensed with.

**RESULTING COMPANY 3 / THIRD APPLICANT COMPANY**

35. Learned Counsel for the Applicants submits that as on July 20, 2024, the Resulting Company 3 has 7 equity shareholders (including 6 nominee shareholders). A meeting of the equity shareholders of the Resulting Company



3 to approve the scheme be dispensed with since, Resulting Company 3 has received consents from all the equity shareholders in the form of affidavits approving the Scheme. The consent affidavits of the equity shareholders of the Resulting Company 3 are annexed as Annexures X1- X7 (Page no.1546 to 1566, Volume 10) to the Company Scheme Application. Accordingly, the requirement to hold meeting of the equity shareholders of the Resulting Company 3 is dispensed with.

36. Learned Counsel for the Applicants submits that Resulting Company 3 has 2 secured creditors having an aggregate amount of INR 1,00,55,64,168. A meeting of the secured creditors of the Resulting Company 3 be convened and held within 90 days from the date of receipt of the order. The meeting to be convened through video conferencing, other audio-visual means in the physical presence of secured creditors, for the purpose of considering, and, if thought fit, approving, with or without modification(s), the Scheme, wherein the secured creditors of the Resulting Company 3 will be able to cast their votes electronically. In addition to the above, the Resulting Company 3 shall provide facility of remote e-voting to its secured creditors to cast their votes.
37. Learned Counsel for the Applicants submit that the Resulting Company 3 has 243 unsecured creditors having an aggregate outstanding amount of INR 7,58,34,07,088. A meeting of the unsecured creditors of the Resulting Company 3 be convened held within 90 days from the date of receipt of the order. The meeting to be convened through video conferencing, other audio-visual means or in the physical presence of the unsecured creditors, for the purpose of considering, and, if thought fit, approving, with or without modification(s), the Scheme, wherein the unsecured creditors of the Resulting Company 3 will be able to cast their votes electronically. In addition to the above, the Resulting Company 3 shall provide facility of remote e-voting to its unsecured creditors to cast their votes.





38. In terms of the meetings to be convened of secured creditors and unsecured creditors of the Resulting Company 3, it is hereby directed as under:

- (i) That at least 30 days before the said meetings of the secured creditors and unsecured creditors of the Resulting Company 3 to be held as aforesaid, a notice convening the said meeting together with a copy of the Scheme, a copy of statement disclosing all material facts as required under Section 230 (3) of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016, shall be sent by email to those secured creditors and unsecured creditors whose email addresses are registered in the records of the Resulting Company 3, and by speed post to those secured creditors and unsecured creditors whose addresses are registered in the records of the Resulting Company 3 (where email is not available), and to make available the said notice on the website of the Demerged Company, for those secured creditors and unsecured creditors whose email or postal addresses are not available with the Resulting Company 3, or for those secured creditors and unsecured creditors who may not have received the said notice, in terms of circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, and May 5, 2022 (including any amendments and clarifications thereto), issued by the Ministry of Corporate Affairs, as applicable to the manner in which notices are required to be sent.
- (ii) At least 30 days before the meetings of the secured creditors and unsecured creditors of the Resulting Company 3 to be held as the aforesaid, a notice of the meetings of the secured and unsecured creditors of the Resulting Company 3 shall be advertised in two local



newspapers viz, “Business Standard” in English having nationwide circulation and “Navshakti” in Marathi, having circulation in Maharashtra stating that copy of the Scheme and the said statement required to be furnished pursuant to Section 230 (3) of the Companies Act, 2013, can be obtained free of charge by emailing the Resulting Company 3 at [comp.sect@vedanta.co.in](mailto:comp.sect@vedanta.co.in).

39. The Resulting Company 3 undertakes to:

- (i) Issue the notice convening the meeting of its secured creditors and unsecured creditors as per applicable laws by email to those secured creditors and unsecured creditors whose email addresses are registered in the records of the Resulting Company 3, and by speed post to those secured creditors and unsecured creditors whose addresses are registered in the records of the Resulting Company 3 (where email is not available), to make available the said notice on the website of the Demerged Company, for those secured creditors and unsecured creditors whose email or postal addresses are not available with the Resulting Company 3, or for those secured creditors and unsecured creditors who may not have received the said notice, in terms of circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, September 25, 2023 and September 19, 2024 (including any amendments and clarifications thereto), issued by the Ministry of Corporate Affairs, as applicable to the manner in which notices are required to be sent.
- (ii) Issue statement containing all the particulars as per Section 230 of the Companies Act, 2013;



- (iii) Publish the notice of the meeting of its secured creditors and unsecured creditors in the Business Standard in the English language and a Marathi translation thereof in Navshakti, both having circulation in Mumbai, or such other newspapers as this Hon'ble Tribunal may direct.
- (iv) Issue form of proxy/ies as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014 to its secured creditors and unsecured creditors, if any, and to make available the said proxy on the website of the Demerged Company.

The undertaking is accepted.

- 40. That Mr. A R Narayanaswamy, Independent Director of the Resulting Company 3, and failing him, Mr. Dindayal Jalan, Independent Director of the Demerged Company, shall be the Chairperson of the aforesaid meetings of the secured creditors and unsecured creditors of the Resulting Company 3.
- 41. That Mr. Upendra Shukla (FCS - Membership No.: 2727, COP No.: 1654), Practicing Company Secretary and failing him Mr. Hitesh Kothari (FCS - Membership No.: 6038, COP No.: 26758), Practicing Company Secretary is hereby appointed as Scrutinizer of the respective meetings of the secured creditors and unsecured creditors of the Resulting Company 3. The fee of the professional appointed as Scrutinizer for each of the aforesaid meetings of the Resulting Company 3 to be held as aforesaid shall be INR 50,000, excluding applicable taxes.
- 42. That the Chairperson appointed for the aforesaid respective meetings is authorised to issue the advertisement and send out the notices of the meetings referred to above. The said Chairperson shall have all powers as per articles of association and under the Companies Act, 2013, in relation to the conduct of



the meetings, including for deciding procedural questions that may arise or at any adjournment thereof or resolution, if any, proposed at the aforesaid respective meetings by any person(s).

43. The quorum fixed for the meeting of secured creditors shall be 1 (one). In case the required quorum as stated above is not present at the commencement of meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.
44. The quorum fixed for the meeting of unsecured creditors shall be 15 (fifteen). In case the required quorum as stated above is not present at the commencement of meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.
45. The value and the number of shares held by each secured creditors and unsecured creditors of the Resulting Company 3 shall be in accordance with the books / register of the Resulting Company 3 and where the entries in the books / register are disputed, the Chairperson of the meeting shall determine the value for the purpose of the meetings of secured creditors and unsecured creditors of the Resulting Company 3 and his/her decision in that behalf would be final.
46. That the Chairperson to file an affidavit not less than seven (7) days before the date fixed for the holding of the meetings of the secured creditors and unsecured creditors of the Resulting Company 3 and report to this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with, as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.



47. The voting for the meetings of the secured creditors and unsecured creditors of the Resulting Company 3 shall be allowed electronically at the said meetings and through remote e-voting by secured creditors and unsecured creditors, as the case may be, or by their respective authorized representatives. The voting in case of body corporate be permitted, provided the prescribed form / authorisation is filed with the Resulting Company 3 at its registered office not later than 48 (Forty-Eight) hours before the start of the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
48. The Chairpersons shall report to this Tribunal, the results of the aforesaid respective meetings of the Resulting Company 3 within 30 (thirty) days of the conclusion of the aforesaid meetings, and the said report shall be verified by his affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

**RESULTING COMPANY 4 / APPLICANT COMPANY 4**

49. Learned Counsel for the Applicants submits that as on July 20, 2024, the Resulting Company 4 has 7 equity shareholders (including 6 nominee shareholders). A meeting of the equity shareholders of the Resulting Company 4 to approve the scheme be dispensed with since, Resulting Company 4 has received consents from all the equity shareholders in the form of affidavits approving the Scheme. The consent affidavits of the equity shareholders of the Resulting Company 4 are annexed to the Company Scheme Application. Accordingly, the requirement to hold meeting of the equity shareholders of the Resulting Company 4 is dispensed with.
50. Learned Counsel for the Applicants submits that as Resulting Company 4 has no secured creditor. The Resulting Company 4 has one unsecured creditor to the value of INR 6,10,000. The unsecured creditor of the Resulting Company



4 has given its consent to the Scheme in the form of consent affidavit approving the Scheme. The consent affidavit is annexed Annexure GG (Page No 1634 to 1635, Volume 10) to the Company Scheme Application. Accordingly, the requirement to hold meeting of the secured creditors does not arise and the requirement to hold meeting of the unsecured creditors of the Resulting Company 4 is dispensed with.

**RESULTING COMPANY 5 / APPLICANT COMPANY 5**

51. Learned Counsel for the Applicants submits that as on July 20, 2024, the Resulting Company 5 has 7 equity shareholders (including 6 nominee shareholders). A meeting of the equity shareholders of the Resulting Company 5 to approve the scheme be dispensed with since, Resulting Company 5 has received consents from all the equity shareholders in the form of affidavits approving the Scheme. The consent affidavits of the equity shareholders of the Resulting Company 5 are annexed Annexure AA (Page No. 1591 to 1592, Volume 10) to the Company Scheme Application. Accordingly, the requirement to hold meeting of the equity shareholders of the Resulting Company 5 is dispensed with.
  
52. Learned Counsel for the Applicants submits that Resulting Company 5 has no secured creditor. The Resulting Company 5 has one unsecured creditor to the value of INR 8,60,000. The unsecured creditor of the Resulting Company 5 has given its consent to the Scheme in the form of affidavit approving the Scheme. The consent affidavit of the unsecured creditor is annexed Annexure II (Page Nos. 1638-1640, Volume 10) to the Company Scheme Application. Accordingly, the requirement to hold meeting of the secured creditors does not arise and the requirement to hold meeting of the unsecured creditors of the Resulting Company 5 is dispensed with.



53. The Learned Counsel for the Applicant Companies submits that in view of the observation letters dated July 31, 2024, issued by BSE and July 30, 2024 issued by NSE, respectively, the Demerged Company is not required to issue notices to the SEBI and NSE under 230(5) of the Companies Act, 2013.
54. The Applicant Companies are accordingly directed to serve notices along with copy of Scheme upon:
- (i) The Central Government through the Regional Director, Western Region, Ministry of Corporate Affairs;
  - (ii) The Registrar of Companies at, Maharashtra, Ministry of Corporate Affairs at Mumbai;
  - (iii) The Income Tax Authority at Assistant Commissioner of Income Tax Circle (First Applicant Company having PAN No. AACCS7101B) within whose jurisdiction the First Applicant Company's assessment is made;
  - (iv) The Income Tax Authority at Assistant Commissioner of Income Tax Circle (Second Applicant Company having PAN No. AAJCV6954A) within whose jurisdiction the Second Applicant Company's assessment is made;
  - (v) The Income Tax Authority at Assistant Commissioner of Income Tax Circle (Third Applicant Company having PAN No. AAHCS6896A) within whose jurisdiction the Third Applicant Company's assessment is made;
  - (vi) The Income Tax Authority at Assistant Commissioner of Income Tax Circle (Fourth Applicant Company having PAN No. AAJCV6960G)



within whose jurisdiction the Fourth Applicant Company's assessment is made;

- (vii) The Income Tax Authority at Assistant Commissioner of Income Tax Circle (Fifth Applicant Company having PAN No. AAJCV6998E) within whose jurisdiction the Fifth Applicant Company's assessment is made;
- (viii) To the Nodal office at Pr. CCIT, Mumbai, 3<sup>rd</sup> floor, Aaykar Bhavan, Maharashi Karve Road, Mumbai 400020;
- (ix) Concerned Goods and Service Tax Authority in Maharashtra within whose jurisdiction the Applicant Companies are assessed to goods and services tax;
- (x) BSE Limited (through the BSE Listing Centre) by the Demerged Company;

any sectoral regulator, pursuant to Section 230(5) of the Companies Act, 2013, and Rule 8 of the Companies (Compromises Arrangements and Amalgamations) Rules, 2016, by email or by speed post or by courier or hand delivery with a direction that they may submit their representations, if any, within a period of 30 (thirty) days from the date of receipt of such notice to the Tribunal with copy of such representations shall simultaneously be served upon the Applicant Companies, failing which, it shall be presumed that the authorities have no representations to make on the Scheme.

55. That the Applicant Companies to file an Affidavit of Service of the directions given by the Tribunal in the Registry for service of notice to the regulatory authorities as stated above and do report to this Tribunal within 10 (ten) days that the directions regarding the issue of notices have been duly complied with.





The Applicant Companies are also directed to include in the affidavit of service of proof of dispatch of documents sent to all its creditors, wherever applicable.

56. The Applicant Companies shall file Affidavit of Service proving dispatch of Notices to relevant shareholders / creditors of the Applicant Companies and service of Notice to the Regulatory Authorities by the Applicant Companies.

Sd/-  
Madhu Sinha  
Member (Technical)

Sd/-  
Reeta Kohli  
Member (Judicial)

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