

ECE INDUSTRIES LTD
[CIN: U 31500 DL 1945 PLC 008279]
Registered Office: ECE House, 28-A, Kasturba Gandhi Marg, New Delhi-110 001
E-mail: ecehodelhi@gmail.com
Website: www.eceindustriesltd.com

Meeting of Equity Shareholders of ECE Industries Ltd scheduled to be held under the supervision of the Hon'ble National Company Law Tribunal

Day	Saturday
Date	18 th April, 2020
Time	3:30 P.M.
Venue	The Executive Club Resort, 439, Kharak Road, Shahoorpur Extension, Sat Bari, Chhatarpur, New Delhi-110 074

LIST OF DOCUMENTS

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1	Notice of the Meeting along with an Instruction Slip for remote e-voting
2	Proxy Form
3	Attendance Slip
4	Explanatory Statement
5	Scheme of Arrangement of Kumar Metals Pvt Ltd and ECE Industries Ltd, under sections 230, 232 and 66 of the Companies Act, 2013, and other applicable provisions, if any
6	Report on Valuation of Shares issued by Mr Gautam Maurya, Chartered Accountant and the IBBI Registered Valuer in respect of Securities or Financial Assets
7	Audited Financial Statements for the year ended 31 st March, 2019, of Kumar Metals Pvt Ltd and ECE Industries Ltd
8	Un-audited Financial Statements (provisional) for the period ended 15 th December, 2019 of Kumar Metals Pvt Ltd and ECE Industries Ltd
9	Route map for the venue of the meeting

Sd/-
Prakash Kumar Mohta
Chairperson of the meeting of Equity Shareholders
of ECE Industries Ltd

Through

Sd/-
Rajeev K Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicants
785, Pocket-E, Mayur Vihar-II
Delhi Meerut Expressway/NH-24
Delhi 110 091
Mobile: 93124 09354
e-mail: rajeev391@gmail.com
Website: www.rgalegal.in

Date: 5th March, 2020
Place: New Delhi

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH (COURT V), NEW DELHI
(ORIGINAL JURISDICTION)
COMPANY APPLICATION NO. CA (CAA) 15 (ND) OF 2020
IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)
SECTIONS 230, 232 & 66**

**AND
IN THE MATTER OF SCHEME OF ARRANGEMENT
AND
IN THE MATTER OF**

ECE INDUSTRIES LTD

APPLICANT/TRANSFeree COMPANY

AND

KUMAR METALS PVT LTD

NON-APPLICANT/TRANSFEROR COMPANY

NOTICE CONVENING MEETING

**To
The Equity Shareholders
of ECE Industries Ltd**

Take Notice that the Hon'ble National Company Law Tribunal, New Delhi Bench (Court V), New Delhi vide its Order dated 24th February, 2020 (date of pronouncement), inter alia, directed for convening of a meeting of Equity Shareholders of ECE Industries Ltd (the Transferee Company) for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement of Kumar Metals Pvt Ltd and ECE Industries Ltd. In the said meeting the following Special Business will be transacted:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution with specific majority as provided under sections 230, 232 & 66 of the Companies Act, 2013, and other applicable provisions, if any:

“Resolved that pursuant to the provisions of sections 230, 232 & 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, consent to the meeting be and is hereby given for the proposed Amalgamation of Kumar Metals Pvt Ltd (the Transferor Company) with ECE Industries Ltd (the Transferee Company); Re-organisation of Capital of ECE Industries Ltd, on voluntary basis; and other connected matters.

Resolved further that the Report on Valuation of Shares of Mr Gautam Maurya, a Chartered Accountant and the Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI) vide registration No. IBBI/RV/05/2019/10980, as placed before the meeting, be and is hereby received, considered and taken on record. The Valuation of Equity Shares of ECE Industries Ltd at ₹231.00 per Equity Share (face value ₹10 each) as calculated by the Registered Valuer, fair and reasonable, be and is hereby noted.

Resolved further that ₹233.66 per Equity Share, being the higher of the price calculated by the Registered Valuer, i.e., ₹231.00 per Equity Share and the Final Exit Price calculated for the purpose of the Delisting of ECE Industries Ltd, i.e., ₹233.66 per Equity Share; being fair and reasonable to the Shareholders, be and is hereby approved as the Final Price for the purpose of the proposed Re-organisation of Capital of ECE Industries Ltd.

Resolved further that the salient features/terms and conditions of the amalgamation and re-organisation of share capital, as set out in the draft Scheme of Arrangement placed before the meeting, which, inter-alia, include the following:

- i. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Company will be transferred to and vest in the Transferee Company.***
- ii. All the employees of the Transferor Company in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the Transferor Company on the said date.***
- iii. Appointed Date for the Scheme will be 1st January, 2020, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.***

- iv. Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, no new share will be issued by the Transferee Company pursuant to the Amalgamation.
- v. On Re-organisation of Share Capital, up to 6,13,872 Equity Shares of ₹10 each of the Transferee Company- ECE Industries Ltd which are held by the Public Shareholders will be cancelled and equal number of 9% non-cumulative Compulsorily Redeemable Preference Shares of ₹10 each, credited as fully paid-up, will be issued by the Transferee Company to all such Public Shareholders, on voluntary basis. 9% non-cumulative Compulsorily Redeemable Preference Shares to be issued in terms of the above, will be redeemed in terms of the provisions of the Companies Act, 2013, at price of ₹233.66 per Equity Share [face value of ₹10 each and redemption premium of ₹223.66 per Equity Share] within a maximum period of 20 years from the date of issue of such Redeemable Preference Shares with a put and call option available to the Preference Shareholders and the Issuer Company for early redemption.

It is, however, clarified that a Public Shareholder is entitled to retain his/her/lits equity shareholding in the Transferee Company by giving a notice of such intention to the Transferee Company any time up to the Record Date to be fixed for such purpose. In all the cases where the Transferee Company receives intimation from the Public Shareholders to retain their equity shareholding in the Transferee Company, equity shares with respect to all such shareholders will not be cancelled and will not be replaced with 9% non-cumulative Compulsorily Redeemable Preference Shares. be and are hereby approved in specific.

Resolved further that subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, the draft Scheme of Arrangement of Kumar Metals Pvt Ltd and ECE Industries Ltd, as placed in the meeting, be and is hereby approved.

Resolved further that the Board of Directors of the Company be and is hereby authorized to take necessary steps to obtain necessary approval(s) for the aforesaid Scheme and for effective implementation of the same, including but not limited to, to agree to such conditions or modifications [including the appointed date(s) and share price, as the case may be] that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme.”

Take Further Notice that in pursuance of the said order, a meeting of the **Equity Shareholders of ECE Industries Ltd** is scheduled to be held on **Saturday, 18th April, 2020, at 3:30 P.M. at The Executive Club Resort, 439, Kharak Road, Shahoorpur Extension, Sat Bari, Chhatarpur, New Delhi-110 074**, when you are requested to attend.

Take Further Notice that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you, is deposited at the registered office of the Company as mentioned above not later than 48 hours before the time fixed for the meeting.

Facility of remote e-voting is also available to the Shareholders. Accordingly, Shareholders can vote through electronic means (without attending the meeting) instead of voting in the Shareholders' meeting.

The Hon'ble Tribunal has appointed Mr Prakash Kumar Mohta, Managing Director of ECE Industries Ltd, as the common Chairperson; and Mr Jitender Arora, Company Secretary, as the common Scrutinizer of the aforesaid meetings.

A copy each of the Explanatory Statement [under sections 230, 232 and 66 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any], the proposed Scheme of Arrangement, Form of Proxy, Attendance Slip and other documents, if any, are enclosed.

The proposed Scheme of Arrangement, if approved in the meeting(s), will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal.

Dated this 5th day of March, 2020

Sd/-

Prakash Kumar Mohta

Chairperson of the meeting of Equity Shareholders
of ECE Industries Ltd

Through

Sd/-

Rajeev K Goel, Advocate

For Rajeev Goel & Associates

Counsel for the Applicants

785, Pocket-E, Mayur Vihar-II

Delhi Meerut Expressway/NH-24, Delhi 110 091

Mobile: 93124 09354

e-mail: rajeev391@gmail.com

Website: www.rgalegal.in

Date: 5th March, 2020

Place: New Delhi

Notes:

1. Only Equity Shareholders of the Company may attend and vote (either in person or by proxy or by authorised representative as per Section 113 of the Companies Act, 2013) at the meeting of Equity Shareholders. The authorised representative of a body corporate which is a Shareholder of the Applicant Company may attend and vote at the Equity Shareholders' meeting, provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate is deposited at the registered office of the Company not later than 48 hours before the time fixed for convening the meeting authorising such representative to attend and vote at the meeting; or appropriate authorisation for such purpose is produced at the time of attending the meeting.
2. **An Equity Shareholder of the Company, entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself/herself/itself and such proxy need not be a member/creditor of the Applicant Company. The Form of Proxy duly completed and signed should, however, be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for convening the meeting.**
3. **Please note that a person can act as a proxy on behalf of Equity Shareholders not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) percent of the total paid-up Equity Share Capital of the Company/votes. Further, an Equity Shareholder holding more than 10 (ten) percent of the total paid-up Equity Share Capital of the Company/votes may appoint a single person as proxy and such person shall not act as proxy for any other Equity Shareholder.**
4. All the alterations, made in the Proxy Form, must be initialed.
5. Equity Shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Company/List of Beneficial Owners in respect of such joint holding, will be entitled to vote.
6. All the persons attending the meeting are requested to hand over the enclosed Attendance Slip, duly signed, for admission to the meeting hall.
7. **All the persons attending the meeting are advised to carry their original photo identity proof for verification.**
8. Facility of remote e-voting is also available to the Equity Shareholders. Accordingly, Equity Shareholders can vote through electronic means instead of voting in the Equity Shareholders' meeting. National Securities Depository Ltd (NSDL) has been appointed to provide remote e-voting platform and to conduct e-voting in a secured manner. **Instructions for e-voting are given at the back side of the Attendance Slip.**
9. This Notice is being sent to all the Equity Shareholders, whose names appear in the Register of Members/Beneficial Owners as on 6th March, 2020, as per the detail furnished by the Depositories/RTA. Further, a person, whose name is recorded in the Register of Members/Beneficial Owners as on 11th April, 2020, being the cut-off date for voting, shall be entitled to avail the facility of remote e-voting or voting through ballot paper at the meeting.
10. **The remote e-voting period begins on 14th April, 2020 at 9:00 A.M. and ends on 17th April, 2020 at 5:00 P.M.** During this period, Equity Shareholders of the Company, holding Equity Shares in physical form or in dematerialized form, as on the **cut-off date- 11th day, April, 2020**, may cast their vote electronically. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the aforesaid e-voting period. The e-voting module shall be disabled by NSDL for voting thereafter.
11. It may be noted that remote e-voting is optional. Equity Shareholder(s) can opt only for one mode of voting. If an Equity Shareholder has opted for remote e-voting, then he/she/it should not vote by ballot paper in the meeting, although the Equity Shareholders has a right to attend the meeting. The voting rights of Equity Shareholders shall be in proportion to their shareholding in the paid-up Equity Share Capital.
12. Notice of the meeting, Explanatory Statement, Proxy Form, Attendance Slip and other documents are also being placed on the website of the Transferee Company-www.eceindustriesltd.com.

Encl.: As above

ECE INDUSTRIES LTD
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Registered Office: ECE House, 28-A, Kasturba Gandhi Marg, New Delhi-110 001
E-mail: ecehodelhi@gmail.com
Website: www.eceindustriesltd.com

PROXY FORM

Name of Secured Creditor(s)	
Registered Address	
E-mail id	
Folio No./ Client ID	

I/We, being **Equity Shareholder(s) of ECE Industries Ltd**, hereby appoint the following person(s) as my/our proxy(ies):

1.	Name of Proxy holder	
	Address	
	E-mail id	

or failing him/her

2.	Name of Proxy holder	
	Address	
	E-mail id	

or failing him/her

13	Name of Proxy holder	
	Address	
	E-mail id	

to attend and vote (on a poll) for me/us and on my/our behalf at the meeting of the **Equity Shareholders of ECE Industries Ltd scheduled to be held on Saturday, 18th April, 2020, at 3:30 P.M. at The Executive Club Resort, 439, Kharak Road, Shahoarpur Extension, Sat Bari, Chhatarpur, New Delhi-110 074**, and at any adjournment thereof for the purpose of considering and, if thought fit, approving, with or without modification, the proposed Scheme of Arrangement of Kumar Metals Pvt Ltd and ECE Industries Ltd, and other connected matters, if any.

Signed this _____ day of _____, 2020

Signature of the Equity Shareholder(s):	<table border="1"> <tr> <td style="padding: 5px;">Affix ₹ 1.00 Revenue Stamp</td> </tr> </table>	Affix ₹ 1.00 Revenue Stamp
Affix ₹ 1.00 Revenue Stamp		

Signature of the Proxy holder(s)	1.
	2.
	3.

Notes:

1. Please affix revenue stamp and cancel the Stamp by signing across the Stamp or otherwise.
2. **This Form of Proxy, in order to be effective, must be deposited at the registered office of the Company not later than 48 hours before the time fixed for convening the Meeting.**
3. **Please note that a person can act as a proxy on behalf of Equity Shareholders not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) percent of the total paid-up Equity Share Capital of the Company/votes. Further, an Equity Shareholder holding more than 10 (ten) percent of the total paid-up Equity Share Capital of the Company/votes may appoint a single person as proxy and such person shall not act as proxy for any other Equity shareholder.**
4. All the alterations, made in the Proxy Form, must be initialed.
5. Proxy need not be a member/creditor of the Company.
6. **All the persons attending the meeting are advised to carry their original photo identity proof for verification.**

ROUTE MAP FROM QUTAB MINAR TO E CLUB

