

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

NEW DELHI BENCH-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, Special Bench, New Delhi vide its Order dated 1<sup>st</sup> June, 2020 (date of pronouncement), read with Order dated 24<sup>th</sup> February, 2020 (date of pronouncement) passed by New Delhi Bench-V, New Delhi, inter alia, directed for convening of a meeting of Equity Shareholders of ECE Industries Ltd through Video Conferencing 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, and other connected matters, if any. 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 of 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, 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 1<sup>st</sup> 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/its 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 exchange ratio, etc.,) that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal, New Delhi Bench, New Delhi 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 Monday, 20<sup>th</sup> July, 2020, at 3:30 P.M. through Video Conferencing,** when you are requested to attend.

**Facility of remote e-voting will be available during the prescribed time period before the meeting. Accordingly, Shareholders can vote through remote electronic means (without attending the meeting) instead of voting in the Shareholders' meeting.**

The Hon'ble Tribunal has appointed Mr Gauri Shankar Parashar, Advocate, as the Chairperson; Ms Shivani Gupta, Advocate, as the Alternate Chairperson and Mr Nitin Aggarwal, Chartered Accountant, as the Scrutinizer of the aforesaid meeting.

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 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, New Delhi Bench, New Delhi.

Dated this 10<sup>th</sup> day of June, 2020

Sd/-  
**Gauri Shankar Parashar, Advocate**  
Chairperson of the meeting of Equity Shareholders of  
ECE Industries Ltd

Through

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

**Notes:**

1. A physical meeting of the meeting of the Equity Shareholders of ECE Industries Ltd was scheduled to be held on 18<sup>th</sup> April, 2020 which had to be postponed/cancelled due to locked down imposed by the Government. In view of COVID-19 pandemic, the present meeting is proposed to be convened through Video Conferencing in terms of the Order passed by the Hon'ble National Company Law Tribunal and in compliance the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013, if any. Facility of remote e-voting will be available during the prescribed time period before the meeting.
2. **Notice of the meeting will be sent through only e-mail to all such shareholders who have registered their e-mail ids.**
3. **Shareholders who have not registered their e-mail id, can register their email id in following manner:**
  - a. **Shareholders holding shares in physical mode can send an email to [info@masserv.com](mailto:info@masserv.com) with scanned copies of signed**

**request letter, front and back page of any one share certificate and Pan Card.**

**b. Shareholders holding shares in Dematerialized (Demat) mode can update their email id's with their respective depository and send client master copy to [info@masserv.com](mailto:info@masserv.com).**

- 4. Please note that there would not be any physical dispatch of notice through post/courier.**
5. Only Equity Shareholders of the Company may attend and vote at the meeting of Shareholders through e-voting system.
6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorising its representative to attend the meeting and vote on its behalf; or to vote through remote e-voting. The said Resolution/Authorization may be sent to the Scrutinizer at the following email id: [nitin.ca2012@gmail.com](mailto:nitin.ca2012@gmail.com).
- 7. Please take note that since the meeting is proposed to be held through Video Conferencing, option of attending the meeting through proxy is not applicable/available.**
8. Central Depository Services (India) Limited (CDSL) has been appointed to provide platform for convening the meeting through video conferencing, remote e-voting before the meeting and to conduct e-voting during the meeting, in a secured manner.
- 9. Instructions for attending the meeting through Video Conferencing and remote e-voting are given at the end of this notice.**
10. This Notice is being sent to all the Equity Shareholders, whose names appear in the Register of Members/Beneficial Owners as on June 12, 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 July 13, 2020, being the cut-off date for voting, will be entitled to avail the facility of remote e-voting and will be entitled to attend and vote in the meeting through video conferencing. The schedule for remote e-voting will be as per the following detail:

Commencement of remote e-voting	16 <sup>th</sup> July, 2020 at 9:00 A.M. IST
End of remote e-voting	19 <sup>th</sup> July, 2020 at 5:00 P.M. IST

11. Members attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.

12. 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 through remote e-voting and attend the meeting through video conferencing and vote in the meeting.
13. Notice of the meeting, Explanatory Statement and other documents are also being placed on the following websites:

<b>Particulars</b>	<b>Website address</b>
ECE Industries Ltd	<a href="http://www.eceindustriesltd.com">www.eceindustriesltd.com</a>

Encl.: As above

**Instructions:**

- (i) The shareholders need to visit the e-voting website <https://www.evotingindia.com/>
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned in email..</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as</li> </ul>

(DOB)	mentioned in instruction (iii).
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for ECE INDUSTRIES LIMITED on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN**

**THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:**

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, and copy of PAN card to [info@masserv.com](mailto:info@masserv.com)
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to [info@masserv.com](mailto:info@masserv.com)

**INSTRUCTIONS FOR JOINING MEETING THROUGH VC:**

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your name.

In the "last name" field - Enter your folio no. as informed in e-mail

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Event No. 166 553 1030 will start and you will be in the Meeting through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:**

1. System requirement:
  - ✓ Windows 7, 8 or 10
  - ✓ I3
  - ✓ Microphone, speaker
  - ✓ Internet speed minimum 700 kbps
  - ✓ Date and time of computer should be current date and time

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:**

- ✓ Please download webex application from play store

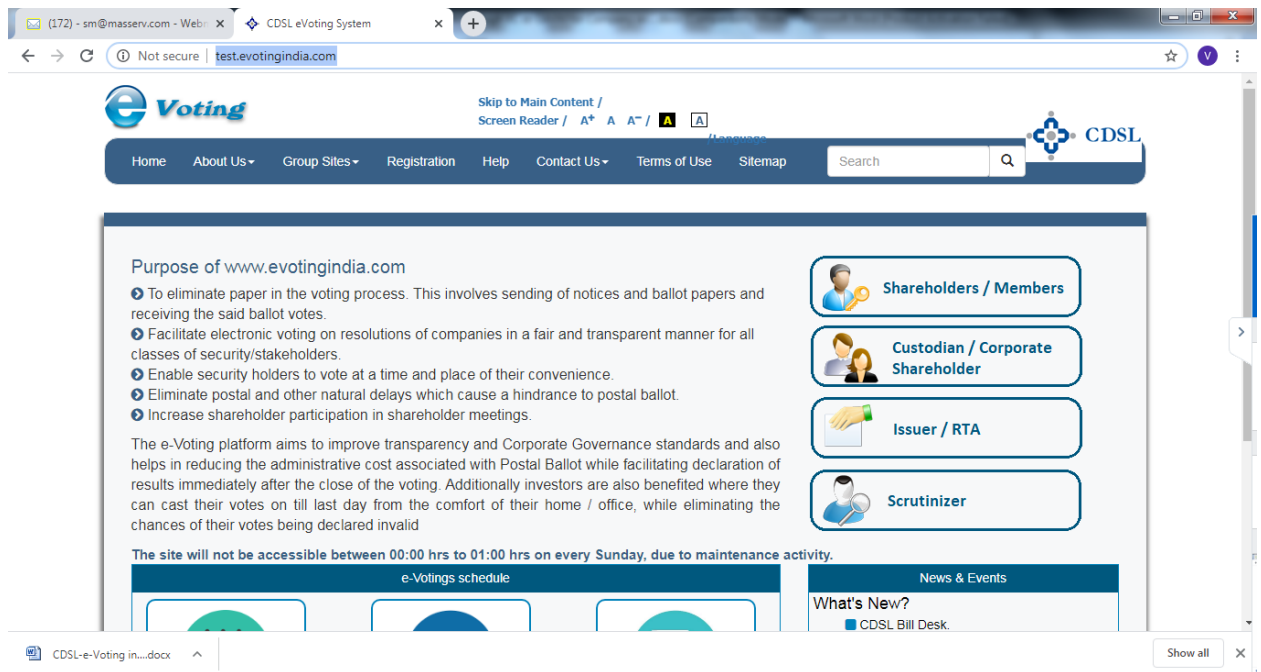
**NOTE:** IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE



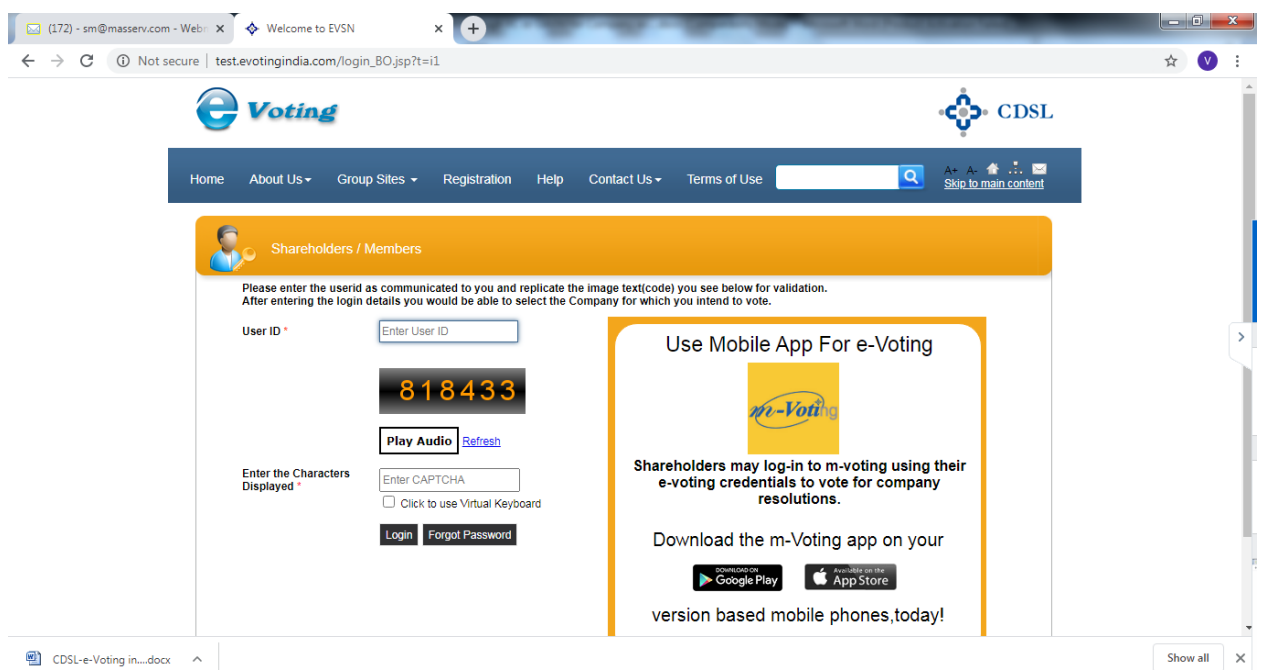
PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE MEETING.

## PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

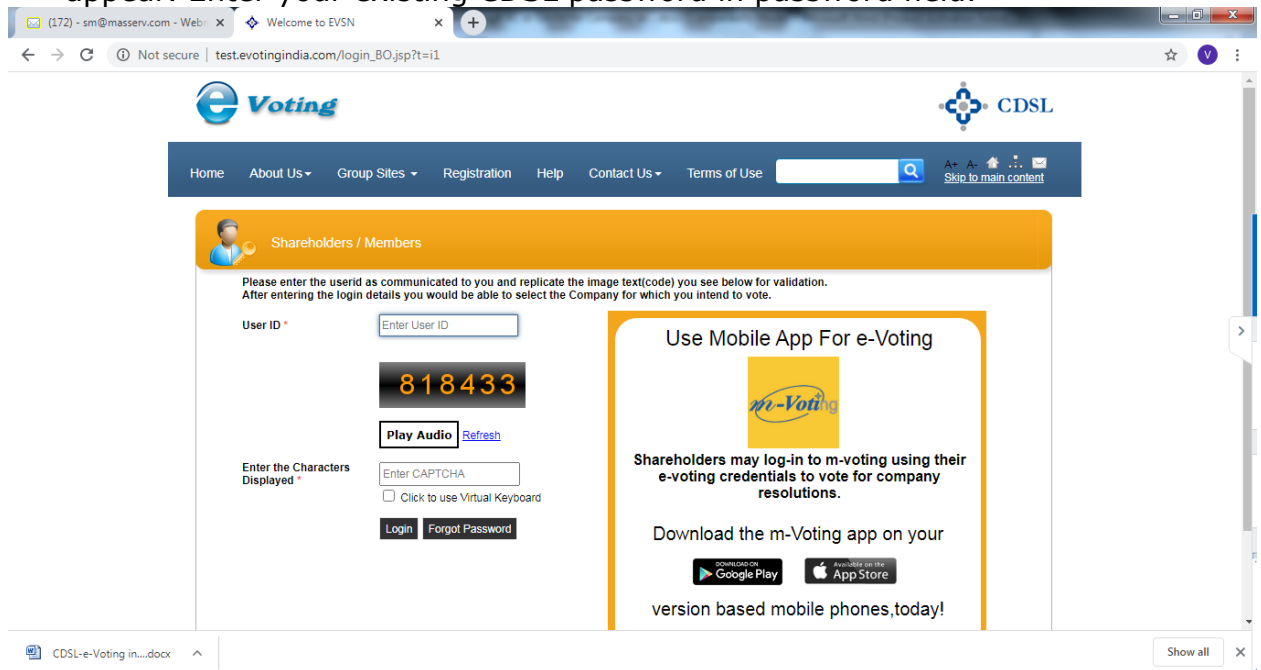
- i. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>. Below screen will be appear.



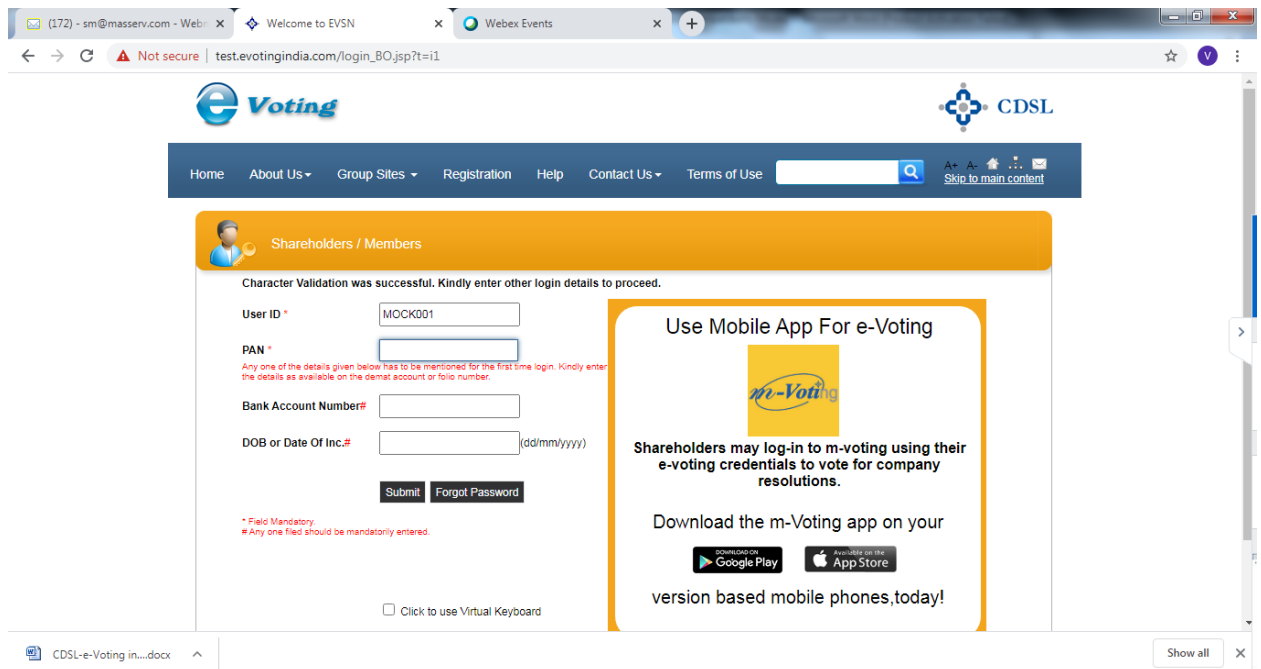
- ii. Press Shareholders/Members tab, after which the below screen will be appear.



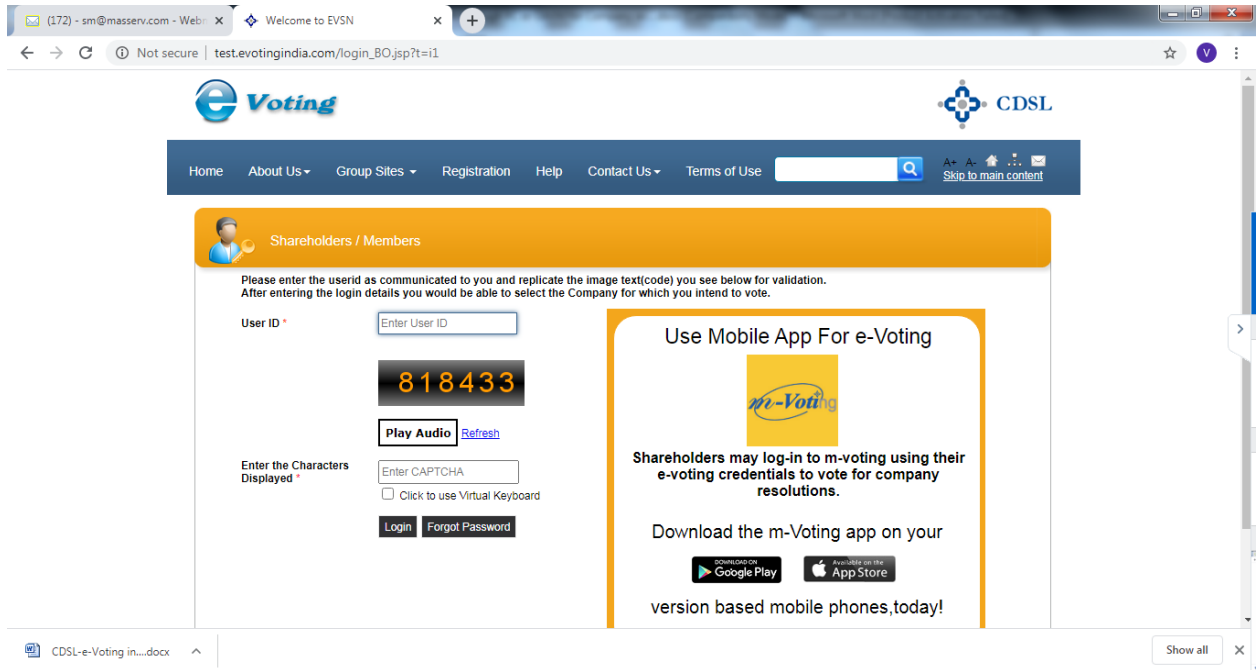
- iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above. Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



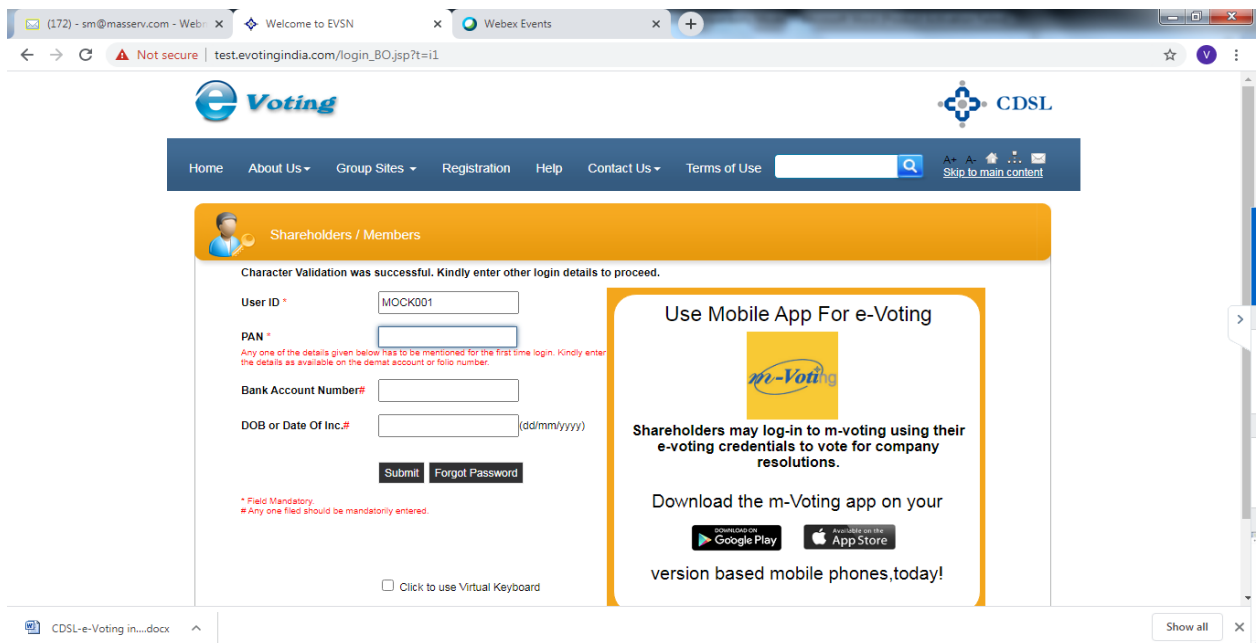
- iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.



- v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.



- vi. For e-voting, press EVSN number given in EVSN column; and for joining Meeting through video conferencing, click on "Click here" tab under the live streaming column. E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:

The screenshot shows a web browser window with the URL [telecraft.webex.com/mw3300/mywebex/default.do?nomenu=true&siteurl=telecraft&service=6&rnd=0.3323739293425717&main\\_url=https%3A%2F%2Ftelecraft.webex.co...](https://telecraft.webex.com/mw3300/mywebex/default.do?nomenu=true&siteurl=telecraft&service=6&rnd=0.3323739293425717&main_url=https%3A%2F%2Ftelecraft.webex.co...). The page header includes the Cisco Webex logo and 'For telecraft eSOLUTIONS'. The main heading is 'Event Information: Webex Event Demo'. On the right, there are language options: 'English' and 'Mumbai Time'. The event details are as follows:

<b>Event status:</b>	Not started
<b>Date and time:</b>	Monday, May 25, 2020 5:00 pm India Time (Mumbai, GMT+05:30) <a href="#">Change time zone</a>
<b>Duration:</b>	2 hours
<b>Description:</b>	

Below the details, there is a disclaimer: 'By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).' To the right, there is a 'Join Event Now' button. Below it, a message states: 'You cannot join the event now because it has not started.' This is followed by input fields for 'First name:', 'Last name:', 'Email address:', and 'Event password:'. There is also a checkbox for 'I would like to take a free Webex trial (email required)'. A 'Join Now' button is present, along with a link for 'Join by browser NEW!' and a link for 'If you are the host, [start your event](#)'.

### Fill the details as:

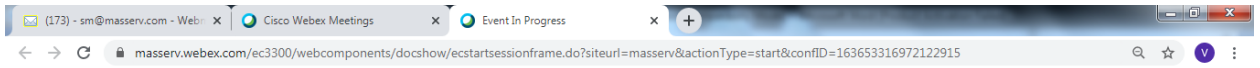
- In the "Name" field - Put your name.
- In the "last name" field - Enter your folio no. as informed in e-mail
- In the "Email ID" field - Put your email ID
- In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Event No. 166 553 1030 will start and you will be in the Meeting through Video conferencing.

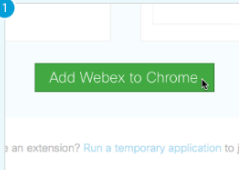
You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

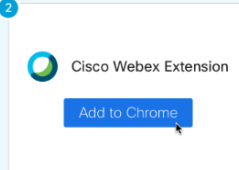
vii. Once you click on 'Join now' tab, the following screen will be appear :



## Step 1 of 2: Add Webex to Chrome

Follow this one-time process to join all Webex meetings quickly.

- 

Select **Add Webex to Chrome**.
- 

Select **Add to Chrome** in the Chrome store.

**Add Webex to Chrome**

Don't want to use an extension? [Run a temporary application](#) to join this meeting.

CDSL-e-Voting in...docx Show all

viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the Meeting.