

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH**

**CA (CAA) No. 27/ALD/2021**

*(Under Sections 230-232 of the Companies Act, 2013)*

*In the matter of*

The Companies Act, 2013

And

*In the matter of*

Sections 230-232, and other applicable provisions of the Companies Act, 2013 read  
with the Companies (Compromises, Arrangements, and Amalgamations) Rules,  
2016

And

*In the matter of Scheme of Arrangement of:*

**Genus Prime Infra Limited**, having Corporate Identification Number as L24117UP2000PLC032010 and having its registered office situated at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh – 244001.

.....Applicant Company No. 1/ “Amalgamated Company”/ “Resulting Company”

And

**Sansar Infrastructure Private Limited**, having Corporate Identification Number as U70109UP2008PTC093173 and having its registered office situated at Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh - 244001.

.....Applicant Company No. 2/ “Amalgamating Company 1”

And

**Star Vanijya Private Limited**, having Corporate Identification Number as U51109UP2008PTC093817 and having its registered office situated at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001.

.....Applicant Company No. 3/ “Amalgamating Company 2”

And

**Sunima Trading Private Limited**, having Corporate Identification Number as U51909UP2008PTC093671 and having its registered office situated at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001.

.....Applicant Company No. 4/ “Amalgamating Company 3”

And

**Genus Power Infrastructures Limited**, having Corporate Identification Number as L51909UP1992PLC051997 and having its registered office situated at G-123, Sector-63, Noida, Uttar Pradesh – 201307.

.....Applicant Company No. 5/ “Demerged Company”

And

—Sd—

IN THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH

CA (CAA) NO.27/ALD/2021

**Yajur Commodities Limited**, having Corporate Identification Number as U51395UP2007PLC110438 and having its registered office situated at G-123, Sector-63 Noida, Uttar Pradesh – 201307.

.....Applicant Company No.6/ “Amalgamating Company 4”  
their respective Shareholders and Creditors

**Order reserved on 06.12.2021**  
**Order pronounced on: 08.12.2021**

**Coram :** **Sh. Rajasekhar V.K, Member (Judicial)**  
**Sh. Virendra Kumar Gupta, Member (Technical)**

**Counsel on Record for the petitioners:**

For Applicants : Sh. Ankit Kumar Singh, PCS.

**ORDER**

***Per: Rajasekhar V.K., Member (Judicial)***

1. The instant application has been filed in the first stage of the proceedings under Section 230(1) read with Section 232(1) of the Companies Act, 2013 (“Act”) for orders and directions with regard to meetings of shareholders and creditors in connection with the Scheme of Arrangement amongst Genus Prime Infra Limited (“Applicant Company No. 1” or “Resulting Company” or “Amalgamated Company”), Sansar Infrastructure Private Limited (“Applicant Company No. 2” or “Amalgamating Company 1”), Star Vanijya Private Limited (“Applicant Company No. 3” or “Amalgamating Company 2”), Sunima Trading Private Limited (“Applicant Company No. 4” or “Amalgamating Company 3”), Genus Power Infrastructures Limited (“Applicant Company No. 5” or “Demerged Company”), and Yajur Commodities Limited (“Applicant Company No. 6” or “Amalgamating Company 4”); and their respective Shareholders and Creditors (“Scheme” or “Scheme of Arrangement”). The Scheme *inter-alia* provides for amalgamation of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 into the Amalgamated Company, demerger of the Investment Business Division business of the Demerged Company and

—Sd—

vesting of the same with the Resulting Company, and amalgamation of the Amalgamating Company 4 into the Amalgamated Company in the manner and on the terms and conditions stated in the said Scheme of Arrangement enclosed as **Annexure-A1** to the Company Application.

2. It is submitted by Ld. counsel appearing for the Applicant Companies that the shares of the Applicant Companies No. 2 to 4 and 6 are not listed on Stock Exchanges, the equity shares of the Applicant Company No. 1 are listed on BSE Limited and the shares of the Applicant Company No. 5 are listed on BSE Limited and the National Stock Exchange of India Limited. Further, the Applicants have the following classes of shareholders and creditors as on September 30, 2021:
  - (a) Applicant Company No.1: Equity Shareholders, Preference Shareholders and Unsecured Creditors;
  - (b) Applicant Company No. 2: Equity Shareholders and Unsecured Creditors;
  - (c) Applicant Company No. 3: Equity Shareholders and Unsecured Creditors;
  - (d) Applicant Company No. 4: Equity Shareholders and Unsecured Creditors;
  - (e) Applicant Company No. 5: Equity Shareholders, Secured Creditors and Unsecured Creditors;
  - (b) Applicant Company No.6: Equity Shareholders, Preference Shareholders, Secured Creditors and Unsecured Creditors.
3. In regard to Applicant Company No. 1/Resulting Company/Amalgamated Company, it is submitted that there are 5,404 equity shareholders, 11 preference shareholders and 02 unsecured creditors and all the preference shareholders and unsecured creditors have already given their consent to the Scheme by way of affidavits which are annexed to the application.
4. In regard to Applicant Company No. 2/Amalgamating Company 1, it is submitted that there are 01 equity shareholder and 01 unsecured creditor and

—Sd—

IN THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH

CA (CAA) NO.27/ALD/2021

all the equity shareholder and unsecured creditor have already given their consent to the Scheme by way of affidavits which are annexed to the application.

5. In regard to Applicant Company No. 3/Amalgamating Company 2, it is submitted that there are 01 equity shareholder and 01 unsecured creditor and all the equity shareholder and unsecured creditor have already given their consent to the Scheme by way of affidavits which are annexed to the application.
6. In regard to Applicant Company No. 4/Amalgamating Company 3, it is submitted that there are 01 equity shareholder and 01 unsecured creditor and all the equity shareholder and unsecured creditor have already given their consent to the Scheme by way of affidavits which are annexed to the application.
7. In regard to Applicant Company No. 5/Demerged Company, it is submitted that there are 39,645 equity shareholders, 08 secured creditors and 526 unsecured creditors and all the secured creditors have already given their consent to the Scheme by way of affidavits which are annexed to the application.
8. In regard to Applicant Company No. 6/Amalgamating Company 4, it is submitted that there are 17 equity shareholders, 10 preference shareholders, 03 secured creditors and 16 unsecured creditors and all the equity shareholder, 7 preference shareholders representing value of 98.42% of the total preference shareholders, 1 secured creditor representing value of 96.11% of the total secured creditors and 6 unsecured creditors representing value of 95.36% of the total unsecured creditors have already given their consent to the Scheme by way of affidavits which are annexed to the application.
9. Directions are sought accordingly for:

—Sd—

IN THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH

CA (CAA) NO.27/ALD/2021

(a) dispensing with the requirement of convening meetings of the Equity Shareholders of the Applicant Cos. No. 2 to 4 and 6, who have already given their consent to the Scheme;

(b) dispense with the requirement of convening the meeting of the preference shareholders of the Applicant Cos. No. 1 and 6, as the preference shareholders with requisite majority have already given their consent to the Scheme;

(c) dispense with the requirement of convening the meeting of the secured creditors of the Applicant Cos. No. 5 and 6, as the secured creditors with requisite majority have already given their consent to the Scheme;

(d) dispense with the requirement of convening the meeting of the unsecured creditors of the Applicant Cos. No. 1 to 4 and 6, as the unsecured creditors with requisite majority have already given their consent to the Scheme; and

(e) convening of meetings of the Equity Shareholders of the Applicant Company No. 1 and Equity Shareholders and Unsecured Creditors of Applicant Company No. 5 to consider the Scheme under Section 230(1) read with Section 232(1) of the Act.

10. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Applicant Companies, we allow the instant application and make the following orders:-

(a) **Meetings dispensed**: Meetings of the Equity Shareholders of the Applicant Cos. No. 2 to 4 and 6, Preference Shareholders of the Applicant Cos. No. 1 and 6, secured creditors of the Applicant Cos. No. 5 and 6 and unsecured creditors of the Applicant Cos. No. 1 to 4 and 6 are dispensed with under Section 230(1) read with Section 232(1) of the Act.

(b) **Meetings to be held | Date and Time**: The following meetings shall be convened and held at the following times on **Saturday, February 26, 2022** for the purpose of considering, and, if thought fit, approving the said Scheme, with or without modification:-

i. Meeting of Equity Shareholders of the Applicant Company No. 1 at 11:00 A.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001.

—Sd—

IN THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH

CA (CAA) NO.27/ALD/2021

- ii. Meeting of Equity Shareholders of the Applicant Company No. 5 at 1:30 P.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001.
- iii. Meeting of Unsecured Creditors of Applicant Company No. 5 at 4 P.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001.

In the event any meeting, as aforesaid, spills over and is concluded after the time fixed for commencement of the succeeding meeting, such succeeding meeting shall be held immediately after such conclusion of the prior meeting.

- (c) **Mode of meetings:** The meetings, as above, shall be held physically at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001.
- (d) **Advertisement:** At least 30 (thirty) clear days before the meeting(s) to be held, as aforesaid, an advertisement of the notice of meeting(s) as per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 be published in the below manner:
  - i. In relation of the aforesaid meetings of the Equity Shareholders of the Applicant Company No. 1, in Financial Express, Delhi Edition, in English Language; and Jansatta, Delhi Edition, in Hindi Language having wide circulation in the state of Uttar Pradesh; and
  - ii. In relation of the aforesaid meetings of the Equity Shareholders and Unsecured Creditors of Applicant Company No. 5 in Financial Express, Delhi Edition, in English Language; and Jansatta, Delhi Edition, in Hindi Language having wide circulation in the state of Uttar Pradesh by way of a joint advertisement.
- (e) **Individual Notices:** At least 30 (thirty) clear days before the date of the meeting(s) to be held, as aforesaid, notices convening the said meeting(s), along with all documents required to be sent with the same, including a copy of the said Scheme, statement prescribed under the provisions of the Act disclosing necessary details and the prescribed form of proxy and postal ballots, shall be sent to each of the Equity Shareholders of the Applicant Company No. 1 as on December 31, 2021 (cut-off date) and Equity Shareholders of the Applicant Company No. 5 as on December 31, 2021 (cut-off date) and Unsecured Creditors

—Sd—

IN THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH

CA (CAA) NO.27/ALD/2021

of the Applicant Company No. 5 as on September 30, 2021 (cut-off date) as per the list appended in the Company Application as per Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, by post or courier at their respective last known addresses or by email where email addresses are available. The respective notices along with accompanying documents shall also be posted on the websites of the Applicant Company No. 1 and Applicant Company No 5, respectively, if any. The Chairperson appointed for the said meetings to issue and send the notices of the aforesaid meetings. The Chairman is permitted to issue, through NSDL or CDSL, only electronic notices (with postal ballot through email) to shareholders having dematerialized accounts as on the cut-off date. Postal notices (including postal ballot) may be sent only to those shareholders who own physical shares on the cut-off date or whose email addresses are not available. Further, the Chairman is permitted to issue, only electronic notices (with postal ballot through email) to unsecured creditors whose email addresses are available in the records of the company. Postal ballot shall be issued by email to those shareholders and creditors to whom notice is being sent through email.

- (f) **Chairperson:** Mr. Rahul Agarwal, Advocate (Mobile No. 9453091100) and failing him, Mrs. Pragya Pandey, Advocate (Mobile No.9792027224) is appointed as the Chairperson of the meetings to be held, as aforesaid. The Chairperson shall be paid a consolidated sum of ₹1,00,000/- for conducting the aforesaid meetings. The Chairperson shall have all other powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 read with the other applicable rules and provisions in relation to conduct of the meetings, including for deciding procedural questions that may arise at the meeting or at any adjournment thereof, or any other matter relating to the meetings, including an amendment to the Scheme, if any proposed by any persons.
- (g) **Scrutinizer:** Shri Shashi Kant Gupta, Practicing Company Secretary (Mobile No. 9415042137), is appointed as the Scrutinizer of the meetings to be held, as

—Sd—

aforesaid. The scrutinizer shall be paid a consolidated sum of ₹75,000/- for the meetings.

- (h) **Quorum and Attendance:** The quorum for the meeting of members entitled to attend the same shall be determined in accordance with Section 103 of the Companies Act, 2013 and the quorum for the meeting of unsecured creditors entitled to attend the same shall also be determined in accordance with Section 103 of the Companies Act, 2013 as provided for the shareholders.

For computing the quorum, persons present through valid proxy shall also be considered. In case the quorum of any meeting is not present within half an hour from the time appointed for the meeting, the Chairperson may adjourn such meeting to any date/time and take a decision on the quorum for the adjourned meeting or alternatively it may be provided that the shareholders / creditors present shall be deemed to constitute quorum.

- (i) **Mode of Voting:** At the venue of the meetings held physically, voting shall be conducted physically by polling paper. Further, in case of meeting of Equity Shareholders of Applicant Company No. 1 and Applicant Company No. 5, facility for voting by postal ballot / remote e-voting shall also be provided during the period starting from January 27, 2022 (9:00 A.M.) to February 25, 2022 (5:00 P.M.). The facility for remote e-voting shall be disabled at 5:00 P.M on February 25, 2022.
- (j) **Cut-off date:** The cut-off date for determining the eligibility to vote and value of votes shall be September 30, 2021 (Cut-off date) for the meeting of Unsecured Creditors of the Applicant Company No. 5 and the cut-off date for determining the eligibility to vote and value of votes shall be December 31, 2021 (Cut-off date) for the meeting of Equity Shareholders of the Applicant Company No. 1 and 5 respectively. The value of the votes cast shall be reckoned and scrutinized with reference to the said date. The value of each Unsecured Creditor and each Equity Shareholder shall be in accordance with the books and records of the

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Applicant Companies as on the cut-off date as stated above and, where entries in the books are disputed, the Chairperson shall determine the value for purposes of the said meetings.

- (k) **Voting procedure:** Subject to the directions and matters dealt with herein, the procedure for voting by e-voting and polling paper and postal ballots and conduct of voting, in so far as the same is prescribed by the Companies (Management & Administration) Rules, 2014 (“**the said Rules**”), and the Forms thereunder shall be followed with such variations as required in the circumstances and in relation to the resolution for approval of the Scheme. Persons who are entitled and have an option to vote on the resolution put to a meeting by (a) remote e-voting or (b) by polling paper or (c) by postal ballots as above, may opt to exercise their votes only in one of such modes. In case, they cast their votes by postal ballot/ remote e-voting, as aforesaid, they will not be entitled to vote again at the meeting, whether in person or by proxy. If they do so, the votes so cast by them at the meeting shall be treated as invalid. Further, in the event the same shareholder casts votes by e-voting as also by postal ballot, the vote cast by e-voting shall prevail and the postal ballot shall be disregarded. It is clarified that such persons choosing to cast their votes by postal ballot/remote e-voting shall nevertheless be entitled to attend and participate in the discussions in such meeting but shall not be entitled to vote again at such meeting.
- (l) **Proxies & Board Resolutions:** A person, including a Body Corporate, entitled to attend and vote at the venue of a meeting, as aforesaid, may do so personally or by proxy, provided the proxies in the prescribed form duly signed by such person and/or the certified copy of resolution of the Board of Directors or other governing body of such person, where it is a Body Corporate, authorising its representative to attend and vote at such meeting on its behalf, as the case may be, is deposited at the registered office of the concerned Applicant Company not later than 48 (forty eight) hours before the time for holding such meeting. If a Body Corporate chooses to vote by postal ballot/ remote e-voting a scanned copy of such board resolution shall be sent by email to the Scrutinizer. It is clarified

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that proxies can only attend at the venue of the meeting and vote thereat by polling paper and are not entitled otherwise to attend or to vote by postal ballot/remote e-voting.

- (m) **Scrutinizer's Report:** The votes cast shall be scrutinised by the Scrutinizer. Votes cast in all the modes shall be consolidated. The Scrutinizer shall prepare and submit the respective reports on the meetings along with all papers relating to the voting to the Chairperson of the meetings within 3 days in the case of meetings of the Unsecured Creditors of the Applicant Company No. 5 and within 48 hours in the case of meeting of Equity shareholders of the Applicant Company No. 1 and the Applicant Company No. 5 after the conclusion of the respective meetings. The Chairperson shall declare the results of the meetings after submission of the reports of the Scrutinizer.
- (n) **Declaration of Results:** The resolution for approval of the Scheme of Arrangement put to a meeting shall, if approved by a majority in number representing three-fourths in value of the Unsecured Creditors of Applicant Company No. 5, and respective Equity Shareholders of Applicant Company No. 1 and Applicant Company No. 5, casting their votes, as aforesaid, shall be deemed to have been duly passed on the date of such meeting under Section 230(1) read with Section 232(1) of the Companies Act, 2013. The declaration of results by the Chairperson shall be displayed on the Notice Board of the Applicant Company No. 1 and Applicant Company No. 5 at its registered office, and shall also be posted on the websites of the Applicants, if any. Further, such declaration of results of the meeting of Equity Shareholders of Applicant Company No. 1 and 5 shall also be posted on the website of the Agency providing the facility for e-voting for the Applicant Company No. 1 and 5. In addition to the aforesaid, all other requirements with regard to publication and communication of Scrutinizer's report and Chairperson's declaration of results, as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 should also be complied with in case of Applicant No. 1 and 5.

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IN THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH

CA (CAA) NO.27/ALD/2021

- (o) The Chairperson to report to this Tribunal the results of the said meetings within 15 days from the date of the conclusion of the said meetings. Such report shall be in Form No. CAA4 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, verified by affidavit.
11. Notice under Section 230(5) of the Companies Act, 2013 along with all accompanying documents, including a copy of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013 shall also be served on the (i) Central Government through the Regional Director, Northern Region, Ministry of Corporate Affairs; (ii) Registrar of Companies, Uttar Pradesh within whose jurisdiction the Applicant Companies are registered; (iii) Income- Tax Authorities within whose jurisdiction the Applicant Companies are assessed, clearly indicating the PAN of the company concerned; (iv) the Official Liquidator, Uttar Pradesh, Allahabad; by hand delivery or by registered / speed post or by email forthwith after the notices are sent to the shareholders and creditors, as aforesaid. The aforesaid notice shall also be sent to BSE Limited through BSE Listing Centre in view of the observations given by BSE Limited in its observation letter. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days from the date of receipt of the notice with a copy of such representation being simultaneously sent to the Advocate of the said Applicants. If no such representation is received by the Tribunal within such period, it shall be presumed that such authorities have no representation to make on the said Scheme of Arrangement. Such notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 in Form No. CAA3 of the said Rules with necessary variations, incorporating the directions herein. As prayed in the Application, the Tribunal dispense with the requirement of service of notice under Section 230(5) of the Companies Act, 2013 to the Securities and Exchange Board of India and National Stock Exchange of India Limited in view of the observations of the National Stock Exchange of India Limited and BSE Limited given in no objection/ no adverse observation letters enclosed in the Company Application.

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IN THE NATIONAL COMPANY LAW TRIBUNAL  
ALLAHABAD BENCH

CA (CAA) NO.27/ALD/2021

12. The Applicants to file an affidavit proving service of notices of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the meetings to be held.
13. The application being Company Application (CAA) No. 27/ALD/2021 is disposed of accordingly.

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**Virendra Kumar Gupta**  
**Member (Technical)**

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**Rajasekhar V.K.**  
**Member (Judicial)**

*Swati Gupta*  
(LRA)