

IN THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH - I, CHENNAI

CA(CAA)/51/(CHE)/2024

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

In the matter of Composite Scheme of Arrangement(Demerger) and Amalgamation
between TVS Automobile Solutions Private Limited, TASL Automobile Solutions
Private Limited, Ki Mobility Solutions Private Limited and their Respective
Shareholders

RANE ENGINE VALVE LIMITED

CIN: L74999TN1972PLC006127

Having its registered office at,
Maithri, 132, Cathedral Road
Chennai, Tamil Nadu – 600086

...Applicant Company-1/First Transferor Company

And

RANE BRAKE LINING LIMITED

CIN: L63011TN2004PLC054948

Having its registered office at
Maithri, 132, Cathedral Road
Chennai, Tamil Nadu – 600086

... Applicant Company-2/Second Transferor Company

RANE (MADRAS) LIMITED

CIN: L65993TN2004PLC052856

Having its registered office at
Maithri, 132, Cathedral Road
Chennai, Tamil Nadu – 600086

...Applicant Company-3/Transferee Company

Order Pronounced on 25th September, 2024

CORAM:

SANJIV JAIN, MEMBER (JUDICIAL)

VENKAT RAMAN SUBRAMANIAM, MEMBER (TECHNICAL)

For Applicant(s): T.K.Bhaskar, Advocate





ORDER

This is a Joint Application filed by **Rane Engine Valve Limited** (hereinafter "Applicant Company-1/First Transferor Company"), **RANE BRAKE LINING LIMITED** (hereinafter "Applicant Company-2/Second Transferor Company") along with **RANE (MADRAS) LIMITED** (hereinafter "Applicant Company-3/ Transferee Company") and its Shareholders under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Amalgation (hereinafter referred to as the "SCHEME") proposed by the Applicant Companies herein with its Shareholders. The said Scheme is placed at Page 934-937 of the Application Typeset.

2. The Applicant Companies in this Company Application have sought for the following reliefs;



	EQUITY SHAREHOLDERS	PREFERENCE SHAREHOLDERS	SECURED CREDITORS	UNSECURED CREDITORS
★ TRANSFEROR 1	Convening Meeting	N.A.	Dispense With Meeting	Convening Meeting
★ TRANSFEROR 2	Convening Meeting	N.A.	Dispense With Meeting	Convening Meeting
★ TRANSFEREE	Convening Meeting	N.A.	Dispense With Meeting	Convening Meeting



3. It is stated that, (i) The Applicant Company 1 is a listed public limited Company incorporated on 09.03.1972 with L74999TN1972PLC006127 and the authorized, issued, subscribed and paid-up capital of the Applicant Company-1 as on 30.06.2024 as averred in the Application are as follows:-

Particulars	Amount in Rs.
Authorised Share Capital	
1,23,50,000 equity shares of Rs. 10/- each	12,35,00,000/-
1,50,000 Preference Shares of Rs.10/-each	15,00,000/-
Total	12,50,00,000/-
Issued Subscribed and paid up share capital	
72,34,455 Equity Shares of Rs.10/- each	7,23,44,550/-
Total	7,23,44,550/-

(ii) The Applicant Company-2 is a listed public limited Company incorporated on 17.12.2004 with L63011TN2004PLC054948. The authorized, issued, subscribed and paid up capital of the Applicant Company-2 as on 30.06.2024 as averred in the Application are as follows:-



Particulars	Amount in Rs.
Authorised Share Capital	



1,00,00,000 equity shares of Rs.10/- each	10,00,00,000/-
Total	10,00,00,000/-
Issued, subscribed and paid up share capital	
77,29,871 equity shares of Rs. 10/- each	7,72,98,710/-
Total	7,72,98,710/-

(iii) The Applicant Company-3 is a listed public limited company incorporated on 31.03.2004 with CIN: L65993TN2004PLC052856. The authorized, issued, subscribed and paid up capital of the Applicant Company-3 as on 30.06.2024 as averred in the Application are as follows:-

Particulars	Amount in Rs.
Authorised Share Capital	
2,50,00,000 equity shares of Rs.10/- each	25,00,00,000/-
1,05,00,000 Preference Shares of Rs. 10/- each	10,50,00,000/-
Total	35,50,00,000/-
Issued, subscribed and paid up share capital	
1,62,65,267 equity shares of Rs. 10/- each	16,26,52,670/-
Total	16,26,52,670/-



It is stated that this Application has been filed in relation to a

Scheme of Amalgamation between Applicant Company-1(Rane Engine



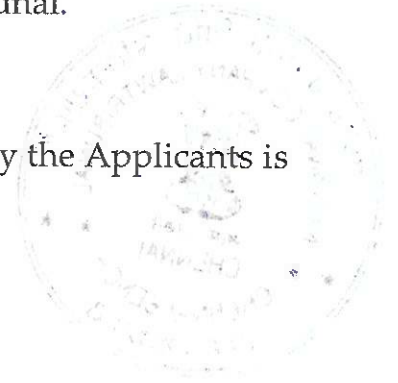
Valve Limited), Applicant Company-2 (Rane Brake Valve Lining Limited), Applicant Company-3 (Rane (Madras) Limited) and its Shareholders.

5. Affidavit in support of the above application sworn for and on behalf of the Applicant Company-1 has been filed by 'Mr. S Anand" in the capacity of authorised signatory of Applicant Company-1. Affidavit for and on behalf of the Applicant Company-2 has been filed by 'Mr. Venkatraman" in the capacity of authorized signatory of the Applicant Company-2. Further, an Affidavit for and on behalf of the Applicant Company-3 has been filed by 'Mr. S Subha Shree" in the capacity of authorized signatory of the Applicant Company-3. The same are annexed along with the Application at pages 39-47 of this Application typeset. It is also represented that the registered office of all the Applicant Companies are situated at Madurai, Tamil Nadu and

therefore they are within the jurisdiction of this Tribunal.



6. The Steps involved in the scheme as provided by the Applicants is extracted hereunder:



Enlist the Steps involved in the scheme (in brief)

Amalgamation of Transferor Company 1 and Transferor Company 2 with and into Transferee Company, and dissolution of Transferor Company 1 and Transferor Company 2 without the process of winding up.

7. The Applicants have submitted the following details regarding Dispensation and Convening of Meeting in accordance with the Consent Affidavit filed with the Scheme

RELIEFS SOUGHT

In view of the facts mentioned above, the Applicant prays for the following relief(s):

- a. Pass appropriate directions for publication of the notice, convening and conducting the proposed meeting of Equity Shareholders of the First Applicant Company, Second Applicant Company and Third Applicant Company under Section 230 of the Companies Act, 2013; and
 - b. Dispense with the convening, holding and conducting of the meeting and publication of the notice of the meeting of the Secured Creditors of the First Applicant Company, Second Applicant Company and Third Applicant Company; and
 - c. Pass appropriate directions for publication of the notice, convening and conducting the proposed meeting of Unsecured Creditors of the First Applicant Company, Second Applicant Company and Third Applicant Company under Section 230 of the Companies Act, 2013; and
- Pass such further or other orders, as this Hon'ble Tribunal may deem fit and proper in the circumstances of the case and render justice.





8. We have perused the application and the connected documents/papers filed therewith including the Scheme contemplated by the Applicant companies.

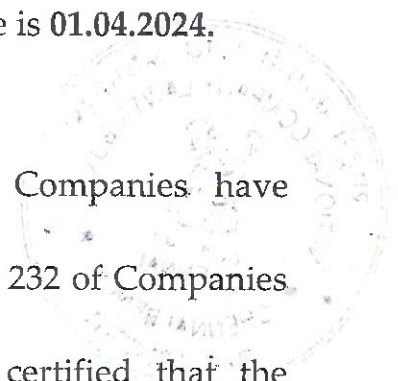
9. The Applicant Companies have filed the Memorandum and Articles of Association *inter alia* delineating their object clauses as well as their last available Audited Financial Statements for the year ended 31.03.2024 and Provisional/ Unaudited Financial Statements as on 30.06.2024.

10. The Board of Directors of the Applicant Company-1, Applicant Company-2 and Applicant Company-3, vide meeting held on 09.02.2024, have unanimously approved the proposed Scheme as contemplated above. (Copies of the resolutions passed individually thereon have been placed on record by the Applicant Companies.)

11. The Appointed date as specified in the Scheme is **01.04.2024**.

12. The Statutory Auditors of the Applicant Companies have examined the Scheme in terms of provisions of Sec. 232 of Companies Act, 2013 and the rules made thereunder and certified that the

Accounting Standards are in compliance with Section 133 of the



Companies Act, 2013. The Accounting Treatment Certificates for the Applicant Companies are annexed along with the Application.

13. The Applicant companies have also attached the observation letter issued by Bombay Stock Exchange (BSE) and National Stock Exchange of India Limited (NSE) along with the Application at page 927-933.

14. Taking into consideration the Application filed by the Applicant Companies and the documents filed therewith as well as the position of law, this Tribunal issues the following directions: -

15A. RANE ENGINE VALVE LIMITED
(APPLICANT COMPANY-1/FIRST TRANSFEROR COMPANY)

I. EQUITY SHAREHOLDERS

- (i) It is represented that, there are 8619(Eight Thousand Six Hundred Nineteen) as on 09/08/2024 Equity Shareholders.

The Certificate issued by the Chartered Accountant certifying the list of Equity Shareholders is placed at Page No. 223-226 of the application. The Applicant Company-1 has sought for convening, holding and conducting the meeting.





- (ii) Meeting of the Equity Shareholders of the Applicant Company-1 is directed to be held on 08/11/2024 at 10.00 AM at the registered office of the Applicant Company-1 or through video conferencing or at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

II. SECURED CREDITORS

- (i) It is represented that, there are 05 (Five) Secured Creditors whose consent affidavits amounting to 100% of the total credit value are placed at Pages:- 231-284. The Certificate issued by the Chartered Accountant certifying the list of Secured Creditors is placed at Page No. 227-230 of the application. The Applicant Company-1 has sought for dispensing with the meeting.

- (ii) Since it is represented by the Applicant Company-1 that, 05 (Five) Secured Creditors, whose consent affidavit amounting to 100% of secured credit are placed on record, the necessity for convening, holding and conducting the meeting is dispensed with.



III. UNSECURED CREDITORS

- (i) It is represented that, there are **564 (Five Hundred Sixty Four)** Unsecured Creditors for Applicant Company-1. The Certificate issued by the Chartered Accountant certifying the list of Unsecured Creditors is placed at **Page No. 285-313** of the application. The Applicant Company-1 has sought for convening, holding and conducting the meeting.
- (ii) Meeting of the Unsecured Creditors of the Applicant Company-1 is directed to be held on **08/11/2024 at 12.00 PM** at the registered office of the Applicant Company-1 or through video conferencing or at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices

15(B). RANE BRAKE LINING LIMITED

(APPLICANT COMPANY-2/ SECOND TRANSFEROR COMPANY)

I. EQUITY SHAREHOLDERS



- (i) It is represented that, there are **18,682 (Eighteen Thousand Six Hundred Eighty Two)** as on **09/08/2024** Equity Shareholders. The Certificate issued by the Chartered

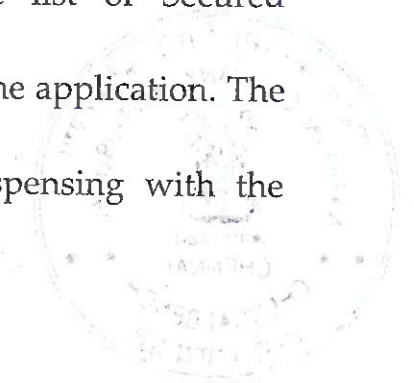


Accountant certifying the list of Equity Shareholders is placed at Page No. 465-468 of the application. The Applicant Company-2 has sought for convening, holding and conducting the meeting.

- (ii) Meeting of the Equity Shareholders of the Applicant Company-2 is directed to be held on 08/11/2024 at 04.00 PM at the registered office of the Applicant Company-2 or through video conferencing or at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

II. SECURED CREDITORS

- (i) It is represented that, there are 02 (Two) Secured Creditors whose consent affidavits amounting to 100% of the total credit value are placed at Pages:- 473-499. The Certificate issued by the Chartered Accountant certifying the list of Secured Creditors is placed at Page No. 469-472 of the application. The Applicant Company-2 has sought for dispensing with the meeting.





- (ii) Since it is represented by the Applicant Company-2 that, 02 (Two) Secured Creditors, whose consent affidavit amounting to 100% of secured credit are placed on record, the necessity for convening, holding and conducting the meeting is dispensed with.

III. UNSECURED CREDITORS

- (i) It is represented that, there are 709 (Seven Hundred And Nine) Unsecured Creditors for Applicant Company-2. The Certificate issued by the Chartered Accountant certifying the list of Unsecured Creditors is placed at Page No. 500-545 of the application. The Applicant Company-2 has sought for convening, holding and conducting the meeting.
- (ii) Meeting of the Unsecured Creditors of the Applicant Company-2 is directed to be held on 09/11/2024 at 10.00 AM at the registered office of the Applicant Company-2 or through video conferencing or at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices



15(C). RANE (MADRAS) LIMITED



(APPLICANT COMPANY-3/ TRANSFEREE COMPANY)

I. EQUITY SHAREHOLDERS

- (i) It is represented that, there are 13,259 (Thirteen Thousand Two Hundred And Fifty Nine) as on 09/08/2024 Equity Shareholders. The Certificate issued by the Chartered Accountant certifying the list of Equity Shareholders is placed at Page No. 736-739 of the application. The Applicant Company-3 has sought for convening, holding and conducting the meeting.
- (ii) Meeting of the Equity Shareholders of the Applicant Company-3 is directed to be held on 09/11/2024 at 12.00 PM at the registered office of the Applicant Company-3 or through video conferencing or at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

SECURED CREDITORS

It is represented that, there are 12 (Twelve) Secured Creditors whose consent affidavits amounting to 100% of the total credit value are placed at Pages:- 744-865. The Certificate issued by



the Chartered Accountant certifying the list of Secured Creditors is placed at Page No. 740-743 of the application. The Applicant Company-3 has sought for dispensing with the meeting.

- (ii) Since it is represented by the Applicant Company-3 that, 12 (Twelve) Secured Creditors, whose consent affidavit amounting to 100% of secured credit are placed on record, the necessity for convening, holding and conducting the meeting is dispensed with.

III. UNSECURED CREDITORS

- (i) It is represented that, there are 746 (Seven Hundred Sixty Four) Unsecured Creditors for Applicant Company-3. The Certificate issued by the Chartered Accountant certifying the list of Unsecured Creditors is placed at Page No. 866-896 of the application. The Applicant Company-3 has sought for convening, holding and conducting the meeting.

Meeting of the Unsecured Creditors of the Applicant Company-3 is directed to be held on 09/11/2024 at 04.00 PM at the registered office of the Applicant Company-3 or through video conferencing or at any other suitable place for





which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

16. The quorum for the meeting of the Applicant companies shall be as follows;

a) Applicant Company-1/First Transferor Company

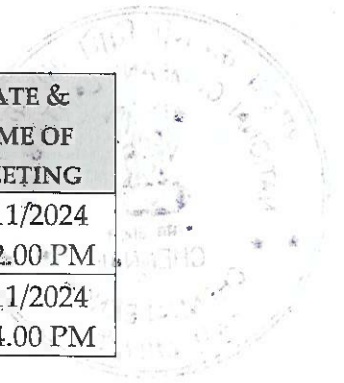
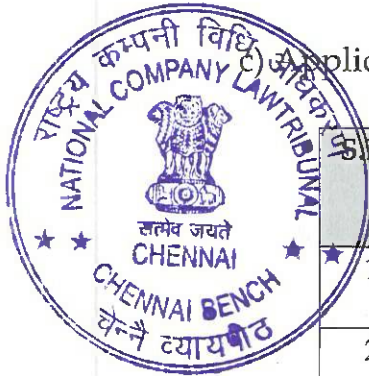
S.No	CLASS	QUORUM	DATE & TIME OF MEETING
1.	EQUITY SHAREHOLDERS	1724	08/11/2024 at 10.00AM
2.	UNSECURED CREDITORS	113	08/11/2024 at 12.00 PM

b) Applicant Company-2/Second Transferor Company

S.No	CLASS	QUORUM	DATE & TIME OF MEETING
1.	EQUITY SHAREHOLDERS	3737	08/11/2024 at 04.00PM
2.	UNSECURED CREDITORS	142	09/11/2024 at 10.00 AM

c) Applicant Company-3/Transferee Company

S.No	CLASS	QUORUM	DATE & TIME OF MEETING
1.	EQUITY SHAREHOLDERS	2652	09/11/2024 at 12.00 PM
2.	UNSECURED CREDITORS	150	09/11/2024 at 04.00 PM





- i) The Chairperson appointed for the above said meetings shall be **Mr. P.S.N. Prasad, (Mob: 96194 77495)**. The Fee of the Chairperson for the aforesaid meeting shall be **Rs. 1,80,000 (One lakh Eighty Thousand Rupees)** in addition to meeting his incidental expenses if any. The Chairperson(s) will file the reports of the meeting within a week from the date of holding of the above said meetings.
- ii) **Mr. Raymond, (Mob: 96771 72756)**, appointed as a Scrutinizer and would be entitled to a fee of **Rs. 1,00,000 (One Lakh Rupees)** for services in addition to meeting incidental expenses if any.
- iii) In case the quorum as noted above, for the above meeting of the Applicant Companies is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the person(s) present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the applicant companies at least 48 hours before the meeting. The Chairperson appointed herein along with Scrutinizer shall ensure that the proxy registers are properly maintained. However, every endeavour should be made by the applicant companies to attain at least the quorum fixed, if not more in relation to approval of the scheme.
- iv) The meetings shall be conducted as per applicable procedure prescribed under the MCA Circular MCA General Circular Nos. (i) 20/2020 dated 5th May, 2020 (AGM Circular), (ii) 14/2020, dated 08.04.2020 (EGM Circular-I) and (iii) 17/2020 dated 13.04.2020 (EGM Circular-II);

That individual notices of the above said meetings shall be sent by the Applicant Companies through registered post or speed post or through courier or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, the place and the time as aforesaid, together with a copy of Scheme, copy of explanatory statement, required to be sent under the Companies





Act, 2013 and the prescribed form of proxy shall also be sent along and in addition to the above any other documents as may be prescribed under the Act or rules may also be duly sent with the notice.

- vi) That the Applicant Company shall publish advertisement with a gap of atleast 30 clear days before the aforesaid meetings, indicating the day, date and the place and time as aforesaid, to be published in the English Daily "*Business Standard(All India Edition, Navbharat Times(Hindi All India Edition) & Hindu Thamizh (Tamil Nadu Edition)* in Vernacular stating the copies of Scheme, the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and the form of proxy shall be provided free of charge at the registered office of the respective Applicant Companies.
- vii) The Chairperson shall as aforesaid be responsible to report the result of the meeting within a period of 3 days of the conclusion of the meeting with details of voting on the proposed scheme.
- viii) The company shall individually send notice to concerned Regional Director, MCA, Registrar of Companies, Official Liquidator and the Income Tax Authorities, SEBI, NSE, BSE as well as other Sectoral regulators who may have significant bearing on the operation of the applicant companies or the Scheme *per se* along with copy of required documents and disclosures required under the provisions of Companies Act, 2013 read with Companies (Compromises, Arrangements, Amalgamations) Rules, 2016.

The Applicant Company shall further furnish copy of the Scheme free of charge within 1 day of any requisition for the Scheme made by every creditor or member of the applicant companies entitled to attend the meetings as aforesaid.

The Authorized Representative of the Applicant Company shall furnish an affidavit of service of notice of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meetings.





- xi) All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.

17. This Application stands allowed on the aforesaid terms.

-Sd-

VENKATARAMAN SUBRAMANIAM
Member (Technical)



Certified to be True Copy

-Sd-

SANJIV JAIN
Member (Judicial)

K. N. J.
13/10/24
DEPUTY REGISTRAR
NATIONAL COMPANY LAW TRIBUNAL
CHENNAI BENCH
CORPORATE BHAVAN, 3rd FLOOR,
29, RAJAJI SALAI, CHENNAI-600001

NATIONAL COMPANY LAW TRIBUNAL CHENNAI	
Order No. / Date :	CA/CAA/51/2024 dt. 25/09/2024
Certified Copy made Available on :	26/09/2024
Applied for Certified Copy (Applicant / Respondent)	14/10/2024
Certified Copy issued on	17/10/2024

