

IN THE NATIONAL COMPANY LAW TRIBUNAL,
COURT-IV, MUMBAI

CP(CAA) No. 1067/MB.IV/2020

Connected with

CA (CAA) No. 1024/MB.IV/2020

In the matter of

The Companies Act, 2013;

and

In the matter of

Sections 230 - 232 and other relevant
provisions of the Companies Act, 2013;

and

In the matter of

Scheme of Amalgamation by way of Merger
by Absorption

among

L&T Housing Finance Limited

(Transferor Company 1)

and

L&T Infrastructure Finance Company
Limited

(Transferor Company 2)

and

L&T Finance Limited

(Transferee Company)

under Sections 230-232 of the Companies
Act, 2013.

L&T Housing Finance Limited

[CIN: U45200MH1994PLC259630] ...

Petitioner No. 1 /
Transferor Company 1

L&T Infrastructure Finance Company
Limited

[CIN: U67190MH2006PLC299025] ...

Petitioner No.2/
Transferor Company 2

amended, to be filed along with the Company Petition; (b.) directed that the convening and holding meeting of the equity shareholders of the Petitioner Companies to seek their approval to the Scheme was not required in view of the Affidavits of consent and approval to the Scheme given by each of the equity shareholder of the respective Petitioner Companies; (c.) directed that the convening and holding meetings of the secured creditors and unsecured creditors of the respective Petitioner Companies to seek their approval to the Scheme was not required; and (d.) directed the Petitioner Companies to issue a notice of filing of the C.A. (CAA) No. 1024 of 2020 and passing of the said Order upon their respective secured creditors and unsecured creditors, as directed hereunder:

- (a) To all the secured creditors of the respective Petitioner Companies, as on 31st May, 2020;
- (b) Petitioner Company 1 to all its unsecured creditors, having their outstanding above INR 15,00,000/- (Rupees fifteen lakh only), as on 31st May, 2020- covering 99.92% of the Unsecured Creditors; and
- (c) Petitioner Company 2 to all its unsecured creditors having their outstanding above INR 15,00,000/- (Rupees fifteen lakh only), as on 31st May, 2020 – covering 99.97% of the Unsecured Creditors;

with a direction that they may submit their representations to this Tribunal, if any. Furthermore, this Tribunal also directed the Petitioner Companies to publish the notice of filing of the Company Application in the newspapers *viz.* Free Press Journal and Loksatta

i.e. in vernacular language Marathi both wide circulations at Maharashtra, Mumbai, mentioning therein that any person concerned may file its representation, if any, to the Scheme in this Tribunal within 30 (Thirty) days from the date of publication of the said notice in the newspapers (b) Petitioner Companies to publish the said notice of filing of the Company Application on their websites, if any and (c) to give notice of the filing of the Company Application along with a copy of the Company Application and a copy of the said Order, upon certain statutory authorities, stated in the Order.

5. Ld. Senior Counsel for the Petitioner Companies submitted that pursuant to the said Order dated 24th July, 2020, the Petitioner No. 1 procured revised Affidavits of consent from all the 7 (seven) equity shareholders of Petitioner Company 1 holding the entire share capital of Petitioner Company 1, providing their approval and consent to the amended Scheme and the same are annexed as Exhibits **“S-1” to “S-7”** to the Company Petition.
6. Ld. Senior Counsel for the Petitioner Companies submitted that pursuant to the said Order dated 24th July, 2020 the Petitioner No. 2 also procured revised Affidavit of consent from all the 7 (seven) equity shareholders of Petitioner Company 2 holding the entire share capital of Petitioner Company 2 and the same are annexed as Exhibits **“U-1” to “U-7”** to the Company Petition.
7. Ld. Senior Counsel for the Petitioner Companies submits that pursuant to the said Order dated 24th July, 2020 and as directed

therein, notice of filing of the Company Application and passing of the said Order dated 24th July, 2020, was transmitted to all the secured creditors and unsecured creditors whose outstanding are above INR 15,00,000/- of the respective Petitioner Companies as on 31st May, 2020, by Blue Dart courier delivery, at the last known address of the respective secured creditors and unsecured creditors, as per the records available with the Petitioner Companies, with a direction that they may submit their representation to this Tribunal, if any, within 30 days from the date of receipt of the said notice. The Petitioner Companies have filed their respective Compliance Report dated 18th August, 2020, as directed by this Tribunal proving transmission of the notices of filing of Company Application and passing of the Order upon the secured creditors and unsecured creditors of the respective Petitioner Companies.

8. From the compliance report dated 18.08.2020 and other documents filed by the Petitioner Companies, the Bench observed that although the Petitioner Companies chose to send notices to all Statutory Authorities through Registered Post, notices to Secured and Unsecured Creditor have been sent by private courier "Blue Dart". A certificate from the courier company has been attached of paying Rs. 57 for each such notice sent to the Secured and Unsecured creditors.
9. From the financial statements filed by the Petitioner Companies, the given below is the position at a glance:

IN THE NATIONAL COMPANY LAW TRIBUNAL,
COURT-IV, MUMBAI

CP(CAA)/1067/MB.IV/2020
Connected with CA(CAA)/1024/MB.IV/2020

(Rs. in crores)

As on 31.05.2020	Petitioner Company 1	Petitioner Company 2
Equity	1505.30	3705.09
Secured creditors		
(a) numbers	17	18
(b) value	13,180.86	19,107.55
Unsecured creditors		
(a) numbers	321	145
(b) value	1462.88	6158.07

From the above it is observed that Petitioner 1 Company has 17 Secured Creditors of the value of Rs. 13,180.86 Crores and Petitioner 2 Company has 18 Secured Creditors of value of Rs. 19,107.55.

- Given the stage of progress made by the Petitioner Companies, the Bench is of the considered view that a fresh notice alongwith a copy of proposed scheme be given by the Petitioner Companies by "Hand Delivery" and acknowledgement of respective secured creditors be obtained clearly mentioning the name, designation, email id and correspondence address of the concerned dealing officer of secured

creditor concerned who received the notice. This may be complied within 10 days from the uploading of the order. Further, the Petitioner companies will file an affidavit in this regard that the notices have been served upon the respective secured creditors and consents from secured creditors have been obtained by it for the proposed scheme, wherever the terms and conditions of the loan agreement, mortgage/hypothecation deed etc. provide for such condition of obtaining NOC is stipulated by the secured creditor concerned. This is to be complied at least 3 days in advance, before the next date of hearing i.e. 20th January 2021.

11. Ld. Sr. Counsel for the Petitioner Companies submits that pursuant to the direction given by this Tribunal vide the said Order dated 24th July, 2020, the notice of filing of the Company Application and passing of the said Order, was published in Free Press Journal and Loksatta i.e. in vernacular language Marathi both wide circulations at Maharashtra, Mumbai. The Petitioner Companies have filed the Compliance Report dated 18th August, 2020 inter alia proving publication of the said notice of filing of the Company Application No. 1024 of 2020 and passing of the Order in newspapers, as directed by the said Order.

12. (a) Ld. Senior Counsel. Counsel for the Petitioner Companies submits that as directed by the said Order dated 24th July, 2020, the Petitioner Companies have issued their notice of the filing of the Company Application along with a copy of the Company Application and a copy of the said Order to:

- (i) the Central Government of India (through the Regional Director, Western Region, Ministry of Corporate Affairs);

- (ii) Registrar of Companies, Mumbai, Maharashtra;
- (iii) Concerned Income Tax Authorities,
- (iv) The Securities and Exchange Board of India;
- (v) Reserve Bank of India;
- (vi) the Official Liquidator, High Court, Mumbai and
- (vii) NSE.

(b.) in addition to the above, as directed by the said Order, the Petitioner No.1 has issued its notice of the filing of the Company Application No. 1024 of 2020 along with a copy of the Company Application and a copy of the said Order to The National Housing Bank and

(c.) the Petitioner No.2 has issued its notice of the filing of the Company Application No. 1024 of 2020 along with a copy of the Company Application and a copy of the said Order to The BSE Limited;

with a direction that they may submit their representations, if any, to this Tribunal within 30 (Thirty) days of receipt of the said notice. The requisite Compliance Report dated 18th August, 2020, *inter alia* in regard to the directions given in the said Order has been filed with the Registry of this Tribunal as directed by the said Order. None of the above statutory authorities have filed their representations before Tribunal as yet.

13. As stated hereinabove, Ld. Counsel for the Petitioner Companies states that as directed by this Tribunal the notice of the filing of the Company Application has been published in Free Press Journal and Loksatta i.e. in vernacular language Marathi both wide circulations at

Maharashtra, Mumbai, stating therein that the present Company Application has been filed in this Tribunal, and any person concerned may file their representations, if any, to the Scheme in this Tribunal within 30 (Thirty) days from the date of publication of the said notice in the newspapers. The Petitioner Companies are directed to publish the notice of the date of hearing of the Company Scheme Petition, at least 10 (Ten) clear days before the hearing of the said Company Scheme Petition, in the same newspapers i.e. Free Press Journal and Loksatta i.e. in vernacular language Marathi both wide circulations at Maharashtra, Mumbai. In addition to the said direction, the Petitioner Companies are also directed to upload the said notice on the website of the respective Petitioner Companies, if any.

14. The Petitioner Companies are directed to file an affidavit attaching acknowledgement of secured creditors and confirming that the consents have been obtained from their respective secured creditors, wherever applicable, for the scheme along with proving publication of the said notice in the newspapers, as directed herein at least 3 (Three) days before the date fixed for hearing of the Company Petition.

Sd/-
RAJESH SHARMA
Member (Technical)
14.12.2020

Sd/-
SUCHITRA KANUPARTHI
Member (Judicial)