

24/4/2021-सीएल-III

भारत सरकार
कारपोरेट कार्य मंत्रालय

शास्त्री भवन, "ए" विंग, 5^{वाँ} तल,
डा. राजेन्द्र प्रसाद रोड़,
नई दिल्ली-110001
दिनांक : 03.01.2022

To,

1. M/s BEML Limited,
BEML Soudha, 23/1, 4th Main, S.R.Nagar
Bengaluru 560 027, Karnataka.
2. M/s BEML Land Assets Limited,
BEML Soudha, 23/1, 4th Main, S.R.Nagar
Bengaluru 560 027, Karnataka.

Subject: Application received u/s 230-232 of the Companies Act, 2013 for approving scheme of Arrangement between M/s BEML Limited (Demerged Company) and BEML Land and Assets Limited (Resulting Company).

Sir,

I am to forward herewith a copy of this Ministry's Order dated 13.01.2022 on the above subject for information and necessary action.

भवदीय,


(संजय वर्मा)
उप निदेशक

सूचना एवं आवश्यक कार्यवाही हेतु प्रतिलिपि :-

(i) Shri D V Manohar, Deloitte Haskins & Sells LLP, Chartered Accountants, Prestige Trade Tower, Level 19, 46, Palace Road, High Grounds Bengaluru – 560 001.

24/4/2021-CL-III

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

In the matter of Sections 230-232 of the Companies Act, 2013

AND

In the matter of Scheme of Arrangement between

M/s BEML Limited

And

M/s BEML Land Assets Limited

1. M/s. BEML Limited having its registered office at BEML Soudha, 23/1, 4th Main, S.R.Nagar, Bengaluru 560 027, Karnataka.

Applicant/Demerged Company

2. M/s. BEML Land Assets Limited having its registered office at BEML Soudha, 23/1, 4th Main, S.R.Nagar, Bengaluru 560 027, Karnataka.

Applicant/Resulting Company

Virtual Presence:-

- i. Mr. Anil Jerath – Chief General Manager (Finance), BEML Limited
- ii. Mr. SV Ravi Sekhar Rao, Company Secretary, BEML Limited
- iii. Mr. DV Manohar, Partner, M&A-Tax and Regulatory, Deloitte Haskins & Sells LLP
- iv. Mr. Pawan Kulkarni, Director, M&A-Tax and Regulatory, Deloitte Haskins & Sells LLP

.....for Demerged and Resulting Company

ORDER

(Hearing held on 06/01/2022)

Joint petition dated 18.10.2021 received on 26.10.2021 has been filed by the applicant companies with respect to proposed Scheme of Arrangement between M/s BEML Limited (Demerged Company) and M/s BEML Land Assets

Limited (Resulting Company) u/s 230-232 of the Companies Act, 2013 read with Government of India, Notification NO.GSR.582 (E) dated 13.06.2017.

2. The application is supported by the Affidavits of Shri Ajit Kumar Srivastav, Director and authorized representative of the Demerged Company, who is duly authorized to file the same on behalf of the Demerged Company, in terms of the Board of Directors resolution dated 23.07.2021.
3. The application is supported by the Affidavits of Shri Amit Banerjee, Nominee Director and authorized representative of the Resulting Company, who is duly authorized to file the same on behalf of the Resulting Company, in terms of the Board of Directors resolution dated 24.07.2021.
4. The Demerged Company M/s BEML Limited and Resulting Company M/s BEML Land Assets Limited have broadly prayed for the following relief (s):-
 - (i) To give directions for convening, holding and conducting of a meeting of the equity shareholders of the Demerged Company and pass such other order or orders as this Hon'ble Ministry may deem fit and proper in the circumstances of the case and render justice.
 - (ii) To give directions for convening, holding and conducting of a meeting of the unsecured creditors of the Demerged Company and pass such other order or orders as this Hon'ble Ministry may deem fit and proper in the circumstances of the case and render justice.
 - (iii) To give directions for convening, holding and conducting of a meeting of the secured creditors of the Demerged Company and pass such other order or orders as this Hon'ble Ministry may deem fit and proper in the circumstances of the case and render justice.
 - (iv) To dispense with the requirement of convening, holding and conducting of a meeting of the equity shareholders, secured and unsecured creditors of the Resulting Company and pass such other order or

orders as this Hon'ble Ministry may deem fit and proper in the circumstances of the case and render justice.

- (v) To give directions to issue notices to the statutory authorities as per the provisions of section 230(5) of the Companies Act, 2013 and Rule 8 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016.

5. After considering the prayers and submissions made by the Resulting Company, it is directed that the meeting of equity shareholders of the Resulting Company is dispensed with since the Resulting Company has furnished the consent affidavit(s) of all the equity shareholders.

6. The Resulting Company has submitted a certificate from an independent Chartered Accountant stating that there are no secured and unsecured creditors as on 30.09.2021. Hence, the meeting of the secured and unsecured creditors of the Resulting Company is also dispensed.

7. It is directed that the meeting of the Equity Shareholders of the Demerged Company shall be convened for considering, and if thought fit, approving with or without modifications the Scheme of Arrangement. Shri Amit Banerjee, Chairman & Managing Director of BEML Limited shall be the Chairperson of the Equity Shareholders meeting and he will fix the date and time of the meeting. Individual notice of the said meeting to be given to all equity shareholders. The notice and other documents shall also be placed on the website of the Demerged Company. While conducting the meeting of Equity Shareholders provisions of Companies Act, 2013 & Rules made there under will be complied with.

8. It is directed that the meeting of the secured creditors of the Demerged Company as on 30.09.2021 shall be convened for considering, and if thought fit, approving with or without modifications the Scheme of Arrangement. Shri Amit Banerjee, Chairman & Managing Director of BEML Limited shall be the

Chairperson of the secured creditors meeting and he will fix the date and time of each meeting. Individual notice of the said meeting to be given to all the secured creditors as on 30.09.2021. The notice and other documents shall also be placed on the website of the Demerged & Resulting Company.

9. It is directed that the meeting of the unsecured creditors of the Demerged Company whose debt is of a value more than rupees 10 Lakhs as on 30.09.2021 shall be convened for considering, and if thought fit, approving with or without modifications the Scheme of Arrangement. Shri Amit Banerjee, Chairman & Managing Director of BEML Limited shall be the Chairperson of the unsecured creditors meeting and he will fix the date and time of each meeting. Individual notice of the said meeting to be given to unsecured creditors whose debt is of a value more than rupees 10 Lakhs as on 30.09.2021. The notice and other documents shall also be placed on the website of the Demerged & Resulting Company.

10. If due to unforeseen circumstances or due to want of Quorum the meeting(s) of the equity shareholders, secured and unsecured creditors cannot be held on the date specified as aforesaid, the Chairperson appointed for the purpose shall also be empowered to defer or adjourn such meeting (s) and to hold such further meeting on any subsequent date, if so required and considered appropriate by the Chairperson, after giving further notice to the equity shareholders, secured and unsecured creditors as deemed appropriate by him/them.

11. The quorum for the meeting of the secured and unsecured creditors of the Demerged Company would be one-third of share in terms of value, present in person or by proxy through Video Conferencing (VC).

12. After considering the Covid-19 Pandemic situation prevailing in the country & considering the public interest, the Demerged and Resulting Company is allowed:-

- i. To convene and hold the meeting of secured and unsecured creditors through video conferencing (VC).
- ii. To ascertain necessary quorum for the meeting, the secured & unsecured creditors participating in the meeting through VC may be considered for the quorum.
- iii. To adopt e-voting system and appoint Scrutinizers for the purpose of conducting poll during secured and unsecured creditors meeting conducted through VC.

13. The Demerged & Resulting Company shall comply Rule 20 of Companies (Management and Administration) Rules, 2014, which include using system of 'agency' polling by remote e-voting before meeting and provision of facility of e-voting during the meeting.

14. The notice convening the meeting of the equity shareholders, secured & unsecured creditors of the Demerged Company will be published in at least two prominent newspapers, one in English and the other in Vernacular language of the State in which Demerged and Resulting Company is registered. In addition to the above, notice for the meeting along with the Scheme of Arrangement, proxy form and explanatory statement under Section 230 of the Companies Act, 2013 shall be dispatched to all the equity shareholders and all the secured creditors of the Demerged Company as on 30.09.2021 and unsecured creditors whose debt is of a value more than rupees 10 Lakhs as on 30.09.2021 of the Demerged Company at least one month before the day appointed for the said meetings by


Registered post/Speed Post/e-mail. The notices to be published and dispatched shall be duly approved by the Chairperson appointed for the meetings.

15. And it is further ordered that the Chairperson nominated for the aforesaid meeting shall report to the Central Government the result of the said meeting or adjourned meeting, as the case may be, within 7 days after the conclusion of the meeting duly verified by his affidavit.

16. It is further ordered that the applicant companies shall issue notices in accordance with Rule 8(2) of Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 to the following authorities to send their report as per section 230(5) of the Companies Act, 2013 failing which matter will be considered further in the absence of their report on the proposed scheme of arrangement.

- I Regional Director (South East Region), Ministry of Corporate Affairs, 3rd Floor, Corporate Bhawan, Near Central Water Board, Bandalaguda, Thatti Annaram Hayatnagar Mandal, Naglore, Rangareddy District, Hyderabad – 500 068.
- II Registrar of Companies, “E” Wing, 2nd Floor, Kendriya Sadana, Kormangala, Bangalore – 560 034, Karnataka.
- III Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited
- IV Jurisdictional Income Tax Authorities
- V Other Statutory Authorities as mentioned in the scheme.

17. The Demerged and Resulting Companies shall file a Confirmation Petition after compliance with directions contained in this Order.


13/01/2022
(K V R Murty)

Joint Secretary to the Government of India

Dated: 13th January 2022
Place: New Delhi