

FORM No. CAA. 4

[Pursuant to Rule 13(2) and Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
INDORE BENCH, AT AHMEDABAD
C.A. (CAA)/7(MP)2021**

In the matter of the Companies Act, 2013

And

In the matter of Scheme of Arrangement in the nature of Amalgamation
of

Aarneel Technocrafts Private Limited

with

Ancile Industries Private Limited

And

In the matter of Section 230 to Section 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder

Aarneel Technocrafts Private Limited,	}
a Company incorporated,	}
under the provisions of Companies Act, 1956	}
having its registered office at House No. 13/3,	}
Chandra Homes Rajharsh Colony,	}
Kolar Road, Bhopal – 462042, Madhya Pradesh.	}
CIN U74900MP2011PTC027346	}..Applicant Company 1/Transferor Company

Report of the Chairman on result of the meeting of the Unsecured Creditors of Aarneel Technocrafts Private Limited

I, Arshad Ahmed, the person appointed by this Hon'ble Tribunal to act as a Chairman of the meeting of Unsecured Creditors of the Applicant Company 1, summoned by notice served individually upon them and by advertisement dated 8th day of May, 2021 in 'Business Standard' in English and in Hindi, both being circulated in Bhopal. Further, the Tribunal via Order dated 23rd April 2021 read with General Circular issued by Ministry of Corporate Affairs ('MCA') viz. Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020 and Circular No. 39/2020 dated 31st December 2020 (collectively referred to as 'MCA Circulars'), has directed the Applicant Company 1 to convene and hold the meeting of the Unsecured Creditors on Friday, 11th June 2021 at 11:30 am through Video Conferencing (VC) or other Audio Visual Means (OAVM) for the purpose of considering and if thought fit, approving, with or without modification, the said Scheme of Arrangement in the nature of Amalgamation of Aarneel Technocrafts Private

Limited with Ancile Industries Private Limited ('Scheme'), do hereby report to this Hon'ble Tribunal as follows:

1. The said meeting was attended either personally/ through authorized representative through Video Conferencing by 19 Unsecured Creditors of the Applicant Company 1 having total outstanding balance of Rs. 38,30,44,430 (Rupees Thirty Eight Crores Thirty Lakhs Forty Four Thousand Four Hundred and Thirty), on 31st December, 2020, representing 75.94% of the total value of Unsecured Creditors of the Applicant Company 1.
2. Applicant Company 1 had provided designated email id i.e. chanchal.jain@aarneel.com for voting through email (i.e. voting by poll) facility for the meeting of the Unsecured Creditors to consider and approve the Scheme by passing necessary resolution.
3. The Scheme of Arrangement was explained by me to the Unsecured Creditors of the Applicant Company 1 and the question submitted to the said meeting was whether the Unsecured Creditors of the Applicant Company 1 agreed to the Scheme submitted to the meeting.
4. The majority of Unsecured Creditors representing three-fourths in value of the Unsecured Creditors are of the opinion that the Scheme should be approved and agreed to. The result of the voting upon the said question was as follows:

The under mentioned Unsecured Creditors voted in favour of the proposed Scheme being adopted and carried into effect:

Sr. No.	Name of Unsecured Creditor	Address	Amount Outstanding as on December 31, 2020 (INR)	No. of Votes
1.	MINOLTA CHEM	211 & 212 BHAVESHWAR ARCADE ANNEXE BEHIND SARASWAT CO-OP BANK NEAR SHREYAS CINEMA L.B.G. MARG GHATKOPAR (W) MUMBAI 4000086	2,04,71,973	1
2.	SC TRADERS	WORKS: SURVEY NO 276 /2, OPP. ESSAR PETROL PUMP, RAU PITHAMPUR BYPASS ROAD VILLAGE SALOTIYA SEC 1 PITHAMPUR-454774	1,44,48,815	1



3.	KAKAJI AUTO & AGRO PVT LTD	378, SECTOR-III, INDUSTRIAL AREA, PITHAMPUR, DHAR-454775	1,44,14,799	1
4.	PANCHAJANYA TRADING COMPANY	Plot No E A-4 RING ROAD, DEWAS NAKA, INDORE-452010	85,80,543	1
5.	TIRUPATI METALS	M2, A-261, KRISHNAKUNJ APARTMENT, SILICON CITY, A.B ROAD, INDORE-452012	68,57,391	1
6.	SUPER INDIA ROADWAYS CORPORATION	PLOT N EA 4 SCHEME N 94 RING ROAD DEWAS NAKA INDORE. 452010. MP	42,72,734	1
7.	NYKA ENGINEERING COMPANY	PLOT - NO - E/ 4 MIDC TALOJA, PANVEL, MAHARASHTRA	26,44,867	1
8.	SAFE INDUSTRIAL TRADING	B-2 SUPER COMPLEX SEC-1 PITHAMPUR (DIS-DHAR) M.P, INDIA. PIN – 454775	19,14,964	1
9.	NEHA BUILDER	115, ONAM PLAZA, A.B ROAD, INDORE (M.P) 452001	14,18,203	1
10.	INDIAN INDUSTRIAL CORPORATION	B2 SUPER COMPLEX, MHOW NEEMUCH ROAD, PITHAMPUR (M.P.) -454775	9,99,963	1
11.	DELIGHT AUTO INDUSTRIES	S 2/7 , SECTOR NO : 1 , PITHAMPUR, DIST. DHAR, (M.P.) 454775	6,88,615	1
12.	RADADIA ENGINEERING PVT. LTD.	PLOT NO. 855, SECTOR - 8, GANDHINAGAR, GUJARAT, INDIA, 382007	2,25,907	1
13.	ENDURANCE MATERIAL HANDLERS PVT. LT	PLOT - 390, TALWADE SOFTWARE PARK, TALWADE, NIGADI, PUNE, MAHARASHTRA-411062	2,24,708	1
14.	SAPPHIRE ENGINEERS	304, SARANGA APARTMENTS, 25/3 SNEH LATA GANJ, INDORE (MP)	1,93,403	1



15.	VIJAY HARDWARE STORES	26 NASIA ROAD INDORE-452007	1,62,717	1
16.	SHREE METALS RAM	V-26, BLOCK-V, SILICON CITY A.B ROAD, INDORE-452012	2,48,250	1
17.	DILIP BUILDCON LIMITED	PLOT NO. 5, INSIDE GOVIND NARAYAN SINGH GATE, KOLAR ROAD, JANKI NAGAR, CHUNA BHATTI, BHOPAL , MADHYA PRADESH- 462016	28,97,39,015	1
TOTAL			36,75,06,867	17

None of the Unsecured Creditors present in the meeting voted against the proposed Scheme being adopted and carried into effect.

- Copy of the Scrutinizer Report issued by Mr. Parvesh Dhawan, Practicing Company Secretary, who was appointed as Scrutinizer by the Hon'ble Tribunal to scrutinize and report on the votes cast in connection with the resolution approving the Scheme is enclosed as **Annexure-I**.

Dated this 14th day of June, 2021

Mr. Arshad Ahmed,

Chairman for the meeting of Unsecured Creditors of the Applicant Company 1



Parvesh Dhawan & Associates

Company Secretaries

PARVESH DHAWAN

Company Secretary

MBA, LLB, BSC, PGDPPT

T-4, Purshottam Eastend, Plot No. R-28

Zone-II, M.P. Nagar, Bhopal-462011 (M.P.)

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SCRUTINIZER'S REPORT

To

Mr. Arshad Ahmed

Chairman of the Meeting of the Unsecured Creditors of Aarneel Technocrafts Private Limited (the "Company")

Held via Video Conferencing at 11:30 a.m. on Friday, June 11, 2021 pursuant to Order dated April 23, 2021 passed by National Company Law Tribunal, Indore Bench, presently at Ahmedabad under Company Application No. C.A. (CAA)/7(MP)2021.

Sub:- Report of Scrutinizer on the results of voting of the "Unsecured Creditors" meeting held through Video Conferencing at 11:30 a.m. on Friday, June 11, 2021 for approval of Scheme of Arrangement in the nature of Amalgamation between Aarneel Technocrafts Private Limited (Applicant Company 1 / Transferor Company) with Ancile Industries Private Limited (Applicant Company 2 / Transferee Company) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (the "Scheme").

Dear Sir,

I, Parvesh Dhawan, Practicing Company Secretary, pursuant to Order dated April 23, 2021 ('Order') passed by the Hon'ble National Company Law Tribunal, Indore Bench, presently at Ahmedabad in the matter of Scheme of Arrangement in the nature of Amalgamation of Aarneel Technocrafts Private Limited (Applicant Company 1 / Transferor Company) with Ancile Industries Private Limited (Applicant Company 2 / Transferee Company) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder ('the Scheme'), was appointed as the Scrutinizer for the purpose of the poll taken to approve the Scheme, at the Meeting of the Unsecured Creditors of Aarneel Technocrafts Private Limited held on Friday, June 11, 2021 at 11:30 a.m. through Video Conferencing pursuant to the recent Circulars of Ministry of Corporate Affairs viz. Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 39/2020 dated



Arshad

December 31, 2020 and provisions of the Companies Act, 2013 read with applicable rules made thereunder, submit my report as under:

1. The Company had provided facility of casting vote to the Unsecured Creditors of the Company through email (i.e. voting by poll), by sending their vote at the designated email id i.e. chanchal.jain@aarneel.com, during the meeting.
2. All the votes cast at the above mentioned designated email id were considered for my scrutiny for the purpose of this Report. The emails were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
3. I find 2 votes as invalid (i.e. Refer Annexure I for details).
4. The result of the Poll is as under:

To approve the Scheme of Arrangement in the nature of Amalgamation of Aarneel Technocrafts Private Limited (Transferor Company) with Ancile Industries Private Limited (Transferee Company) and their respective shareholders ('the Scheme')

i. Voted in Favour of Resolution

Number of Unsecured Creditors present and voting	Value of valid votes cast by them (Amount in INR) (Being amount due as on December 31, 2020)	% of Total Number of valid votes cast	% of value of valid votes cast
17	36,75,06,867	100%	100%

ii. Voted against the Resolution

Number of Unsecured Creditors present and voting	Value of valid votes cast by them (Amount in INR) (Being amount due as on December 31, 2020)	% of Total Number of valid votes cast	% of value of valid votes cast
0	0	0	0



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iii. Invalid votes

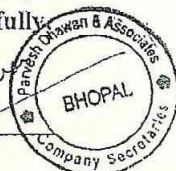
Total number of Unsecured Creditors present and voting whose votes were declared invalid	Total value of invalid votes cast by them (Amount in INR) (Being amount due as on December 31, 2020)
2	1,55,37,563

I hereby declare, that the resolution for approving the Scheme has been approved by the requisite majority.


5. A list of Unsecured Creditors who have voted is enclosed and marked as "Annexure -I".
6. The votes received by email on the designated email id and all other relevant records were handed over to the Director authorized by the Board for safe keeping.

Thanking You,
Yours Faithfully,


Scrutinizer



Mr. Parvesh Dhawan
Practicing Company Secretaries
Membership No. F 8863 & COP No. 7675
Date: 12th day of June, 2021
Place: Bhopal
Encl: As stated above


Countersigned by
Mr. Arshad Ahmed
Chairman appointed for the NCLT convened meeting of the Unsecured Creditors of
AarneeelTechnocrafts Private Limited
Date: 12th day of June, 2021
Place: Bhopal



ANNEXURE – I

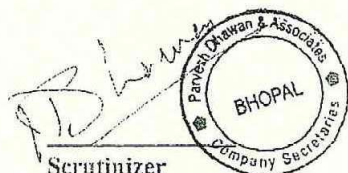
List of Unsecured Creditors of Aarneel Technocrafts Private Limited who have voted

Sr. No.	Name of Unsecured Creditor	Amount Outstanding as on December 31, 2020 (INR)	Votes in favor (Amount in INR)	Votes against (Amount in INR)	Invalid votes (Amount in INR)
1.	MINOLTA CHEM	2,04,71,973	2,04,71,973	-	-
2.	SC TRADERS	1,44,48,815	1,44,48,815	-	-
3.	KAKAJI AUTO & AGRO PVT LTD	1,44,14,799	1,44,14,799	-	-
4.	PANCHAJANYA TRADING COMPANY	85,80,543	85,80,543	-	-
5.	TIRUPATI METALS	68,57,391	68,57,391	-	-
6.	SUPER INDIA ROADWAYS CORPORATION	42,72,734	42,72,734	-	-
7.	NYKA ENGINEERING COMPANY	26,44,867	26,44,867	-	-
8.	SAFE INDUSTRIAL TRADING	19,14,964	19,14,964	-	-
9.	NEHA BUILDER	14,18,203	14,18,203	-	-
10.	INDIAN INDUSTRIAL CORPORATION	9,99,963	9,99,963	-	-
11.	DELIGHT AUTO INDUSTRIES	6,88,615	6,88,615	-	-
12.	RADADIA ENGINEERING PVT. LTD.	2,25,907	2,25,907	-	-
13.	ENDURANCE MATERIAL HANDLERS PVT. LT	2,24,708	2,24,708	-	-
14.	SAPPHIRE ENGINEERS	1,93,403	1,93,403	-	-
15.	VIJAY HARDWARE	1,62,717	1,62,717	-	-



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	STORES					
16.	SHREE RAM METALS	2,48,250	2,48,250	-	-	-
17.	DILIP BUILDCON LIMITED	28,97,39,015	28,97,39,015	-	-	-
18.	S K M STEEL LTD	1,05,07,601	-	-	-	1,05,07,601
19.	MP GUJARAT CARRIERS	50,29,962	-	-	-	50,29,962
	TOTAL	38,30,44,430	36,75,06,867	-	-	1,55,37,563



Scrutinizer

Mr. Parvesh Dhawan

Practicing Company Secretaries

Membership No. F 8863 & COP No. 7675

Date: 12th day of June, 2021

Place: Bhopal

Countersigned by

Mr. Arshad Ahmed

Chairman appointed for the NCLT convened meeting of the Unsecured Creditors of Aarneel Technocrafts Private Limited

Date: 12th day of June, 2021

Place: Bhopal