

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH AT MUMBAI
COMPANY SCHEME APPLICATION NO 221 OF 2023
FORM No. CAA. 4**

[Pursuant to rule 13(2) and rule 14]

In the matter of the Companies Act, 2013; (18 of 2013)

AND

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

AND

In the matter of Scheme of Arrangement

In the matter of:

Seksaria Industries Private Limited ("Demerged Company No.1")

Seksaria Agritech Private Limited ("Resulting Company No.1")

Ishwarshakti Holdings & Traders Limited ("Demerged Company No.2")

with

Seksaria Finance Limited ("Resulting Company No.2")

...Applicant Companies

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In the matter of the Companies Act, 2013; (18 of 2013)

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In the matter of Sections 230 to 232 of the Companies Act, 2013;

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In the matter of Scheme of Arrangement of SEKSARIA INDUSTRIES PRIVATE LIMITED ("Demerged Company No. 1") and SEKSARIA AGRITECH PRIVATE LIMITED (Resulting Company No. 1") and ISHWARSHAKTI HOLDINGS & TRADERS LIMITED (Demerged Company No. 2") with SEKSARIA FINANCE LIMITED ("Resulting Company No. 2") and their respective shareholders ("the Scheme")

SEKSARIA INDUSTRIES PRIVATE)
LIMITED, a company incorporated under the)
provisions of the Companies Act, 1956, and)
having its registered office at Seksaria)
Chambers, 5th Floor, 139, Nagindas Master)
Road, Fort, Mumbai 400001.)
CIN: U17120MH1948PTC006225)... First Applicant Company

SEKSARIA AGRITECH PRIVATE)
LIMITED, a company incorporated under the)
provisions of the Companies Act, 2013, and)
having its registered office at Seksaria)
Chambers, 5th Floor, 139, Nagindas Master)
Road, Fort, Mumbai 400001)
CIN: U15490MH2021PTC358800) ...Second Applicant Company



ISHWARSHAKTI HOLDINGS &)
TRADERS LIMITED, a company)
 incorporated under the provisions of the)
 Companies Act, 1956, and having its registered)
 office at Seksaria Chambers, 5th Floor, 139,)
 Nagindas Master Road, Fort, Mumbai 400001)
 CIN: L51100MH1983PLC030782) ... Third Applicant Company

SEKSARIA FINANCE LIMITED, a)
 company incorporated under the provisions of)
 the Companies Act, 2013, and having its)
 registered office at Seksaria Chambers, 5th)
 Floor, 139, Nagindas Master Road, Fort,)
 Mumbai 400001)
 CIN: U67110MH2021PLC358689) ... Fourth Applicant Company

REPORT OF RESULT OF MEETING BY CHAIRPERSON:

TO,
 THE HON'BLE MEMBERS
 COURT - I
 THE NATIONAL COMPANY LAW TRIBUNAL,
 MUMBAI

I, Sushil Kumar Agrawal, the person appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench, to act as chairperson of the meeting of equity shareholders of Ishwarshakti Holdings & Traders Limited, summoned by notice served individually upon them and by advertisement dated the 30.11.2023, and held on the 06.01.2024 at Kilachand Conference Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai – 400020, Maharashtra, do hereby report to this Hon'ble Tribunal as follows:

- 1) The said meeting was attended either personally or by proxy by 26 Shareholders of the said Company entitled together to 13,41,230 Equity Shares, representing [93.13 percentage] of the total value of the shares of the Company.



- 2) The draft Scheme of Arrangement was read out and explained by me to the meeting, and the question submitted to the said meeting was whether the Equity Shareholders of the said company agreed to the draft Scheme of Arrangement submitted to the meeting and agreed thereto.
- 3) All 26 (twenty six) equity shareholders representing 93.13% of the total shareholding and 100% of the shareholders, present and voting were of the opinion that the draft Scheme of Arrangement should be approved and agreed to. All 26 shareholders present at the court convened meeting held on 6th January 2024 and voted in favour of the proposed Scheme of Arrangement. Table representing the details of the equity shareholder who voted at the said meeting is annexed as Annexure-"A".
- 4) The facility of voting through remote e-voting was provided to all the Shareholders pursuant to the provisions of Section 230 of the Companies Act, 2013 read with Rule 9 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. Mr. Milan Mehta, Practising Company Secretary, Mumbai was appointed as the Scrutinizer for ascertaining the requisite majority for the votes cast through remote e-voting and voting at the meeting on the resolution as set out in the notice of meeting of the Shareholders convened by this Hon'ble Tribunal.
- 5) The Scrutinizer then submitted the consolidated report on the votes cast by the Shareholders through remote e-voting and voting conducted at the meeting.
- 6) 8 (eight) Shareholders (equity) representing 53.04% of the total equity shareholders of the company voted through E-voting.
- 7) All the Shareholders representing 76,38,900 in value of the Shareholders voting through e-voting are of the opinion that the draft scheme of arrangement should be approved and agreed to. The summary of the result of the e-voting upon the said question was as follows:



SUMMARY OF E-VOTING:

Promoter / Public	No. of Share Held (1)	No. of Votes Cast (2)	% of Votes Cast on Outstandin g Shares (3) = (2) /(1) * 100	No of Valid Votes in favour (4)	No. of Valid Votes Agains t (5)	% of votes in favour in votes cast (6) = (4) / (2)*10 0	% of votes in against in votes cast (7) = (5) /(2)*10 0
Mode of Voting : E-Voting							
Promoters & Group	1080000	763890	53.04	763890	0	100	0
Public Institution s	0			0	0	0	0
Public - Others	360000	0	0	0	0	0	0
Total	1440000	763890	53.04	763890	0	100	0

- 8) In the circumstances, the joint status regarding the voting done in the meeting and through e-voting is as under:

Votes cast in favour of the resolution:

Mode of Voting	Number of Shareholders voted (No.)	Number of Votes cast by them (No.)	Percentage of total number of valid votes cast (%)
E-Voting	8	763890	100.00
Poll	18	577340	100.00
Total Voting	26	1341230	100.00

Votes cast against the resolution:

Mode of Voting	Number of Shareholders voted (No.)	Number of Votes cast by them (No.)	Percentage of total number of valid votes cast (%)
E-Voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

Invalid Votes:

Mode of Voting	Number of Shareholders voted (No.)	Number of Votes cast by them (No.)	Percentage of total number of valid votes cast (%)
E-Voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

- 9) The Consolidated Scrutinizer's Report is provided as **Annexure-"B"**. The approved Scheme of Arrangement is annexed as **Annexure-"C"**.
- 10) The BSE vide its letter dated 28.12.2023 bearing No. LC/KZ/098/2023-24 asked for certain clarification/ documents from the Company. The Company filed its reply to the letter of BSE on 03.01.2024. The Company has also issued corrigendum to the shareholders list accordingly.

Dated this 15 day of January, 2024

Sushil Kumar Agrawal

Sushil Kumar Agrawal
(Chairperson of the meeting of
Shareholders of Ishwarshakti
Holdings & Traders Limited)