

SHAKTI PRECISION COMPONENTS (INDIA) PRIVATE LIMITED

CIN: U34300KA1999PTC024691

Registered Office: NO.20-B, DODDANEKUNDI INDUSTRIAL ESTATE WHITE FIELD ROAD,
MAHADEVAPURA, BANGALORE KA 560048

Tel No: +91 80 42949494

E-mail: admin@shaktiprecision.in Website: <http://www.shaktiprecision.in>

**NOTICE OF MEETING OF THE UNSECURED CREDITORS OF SHAKTI PRECISION COMPONENTS
(INDIA) PRIVATE LIMITED CONVENED AS PER THE DIRECTIONS OF THE HON'BLE
NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH PURSUANT TO ORDER DATED
18TH AUGUST, 2022**

<u>MEETING OF THE UNSECURED CREDITORS OF SHAKTI PRECISION COMPONENTS (INDIA) PRIVATE LIMITED</u>	
Day	THURSDAY
Date	06.10.2022
Time	11.00 A.M.
Mode	Through Video Conferencing

INDEX

Sr. No.	Contents	Page No.
1.	Notice convening meeting of the unsecured creditors of Shakti Precision Components (India) Private Limited, under the provisions of sections 230-232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	1-6
2.	Explanatory Statement under Section 230(3), 232(1) and 232(2) and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	7-34



3.	<u>Annexure 1</u> Scheme of Amalgamation between Shakti Auto Cam Private Limited ('SACPL' or 'the Transferor Company') and Shakti Precision Components (India) Private Limited ('SPCIPL' or 'the Transferee Company') and their respective shareholders ('Scheme').	35-59
4.	<u>Annexure 2</u> Board resolution adopting the scheme along with Scheme of Amalgamation of Shakti Precision Components (India) Private Limited and Shakti Auto Cam Private Limited adopted by the Directors.	60-63
5.	<u>Annexure 3</u> Valuation report for arriving at the Share Exchange Ratio	64-76
6.	<u>Annexure 4</u> Report adopted by the Board of Directors of Shakti Precision Components (India) Private Limited in its Meeting held on December 01, 2021 pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.	77-78
7.	<u>Annexure 5</u> Report adopted by the Board of Directors of Shakti Auto Cam Private Limited in its Meeting held on December 01, 2021 pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.	79-80
8.	<u>Annexure 6</u> Copy of order dated 18 th August, 2022 passed by the National Company Law Tribunal, Bengaluru Bench in the Company Application No.CA (CAA) No. 23/BB of 2022.	81-94
9.	<u>Annexure 7</u> Audited Financial Statements of SPC IPL as on March 31, 2021.	95-107
10.	<u>Annexure 8</u> Audited Financial Statements of SACPL as on March 31, 2021.	108-120





Form CAA2

Before the National Company Law Tribunal, Bengaluru Bench

COMPANY SCHEME APPLICATION NO. CA (CAA) NO. 23/BB/2022

In the matter of sections 230 - 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

In the matter of Scheme of Amalgamation between Shakti Auto Cam Private Limited ('SACPL' or 'the Transferor Company') and Shakti Precision Components(India) Private Limited ('SPCIPL' or 'the Transferee Company') and their respective shareholders ('Scheme')

Shakti Precision Components(India) Private)
Limited, a company incorporated under the Indian)
Companies Act, 1956 and having its registered office)
at No.20-B, Doddanekundi Industrial Estate)
Whitefield Road, Mahadevapura, Bangalore –)
560048, Karnataka)
CIN: U34300KA1999PTC024691)
).....the Applicant Company

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF THE
APPLICANT COMPANY

To

All the Unsecured Creditors of Shakti Precision Components (India) Private Limited ('the Applicant Company')

Notice is hereby given that by an order dated 18th August, 2022 in the above mentioned Company Scheme Application No. CA (CAA) 23/BB of 2022 read with order dated 18th August, 2022 in CA (CAA) No.



23/BB/2022(the 'Order'), the Hon'ble National Company Law Tribunal, Bengaluru Bench ('NCLT' or 'Tribunal') has directed a meeting of the unsecured creditors of the Applicant Company to be held for the purpose of considering, and if thought fit, approving the Scheme of Amalgamation between Shakti Auto Cam Private Limited ('SACPL' or 'the Transferor Company') and Shakti Precision Components(India) Private Limited ('SPCIPL' or 'the Transferee Company') and their respective shareholders ('Scheme').

In pursuance of the said order and as directed therein, further Notice is hereby given that a meeting of unsecured creditors of the said Applicant Company 2 will be held on Thursday, the 06th day of October 2022 at 11.00 A.M IST through Video Conferencing ("VC") / Other Audio Visual means ("OAVM") which the said unsecured creditors are requested to attend, to consider and if thought fit, to pass with requisite majority the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 230 read with section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Bengaluru Bench ('NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation between Shakti Auto Cam Private Limited ('SACPL' or 'the Transferor Company') and Shakti Precision Components (India) Private Limited ('SPCIPL' or 'the Transferee Company') and their respective shareholders ('Scheme') under Sections 230-232 and other applicable provisions of the Companies Act, 2013, placed before this meeting and initialed by the chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may



arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

Copies of the Scheme, and of the Statement under Section 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the index, can be obtained free of charge on any day (except Saturday, Sunday and public holidays) upto the date of the meeting at the registered office of the Applicant Company at Unit No.20-B, Doddanekundi Industrial Estate, Whitefield Road, Mahadevapura, Bangalore – 560048, Karnataka.

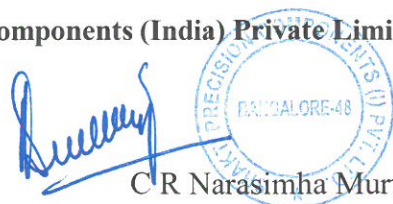
TAKE FURTHER NOTICE THAT in compliance with the provisions of (i) Section 230 read with Section 108 of the Act; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20 and other applicable provisions and in pursuance of the aforesaid order, the Meeting shall be conducted through VC/OAVM for which the Company is providing the facility of e-voting at the Meeting to the Unsecured Creditors attending the Meeting.

TAKE FURTHER NOTICE THAT the Unsecured Creditors may refer to the Notes to this Notice for the details of E-voting. The voting rights of the Unsecured Creditors shall be in proportion to their outstanding balances in the Company as on closure of business hours on Monday, November 15, 2021 ('cut-off date'). A person, who is not an Unsecured Creditor of the Company as on the Cut-off Date, should treat the Notice for information purpose only.

The Tribunal has appointed Ms. Poornima Hatti, Advocate, having address at 62/1, Palace Road, Vasanthanagar, Bangalore- 560001, as the Chairperson of the said meeting including for any adjournment or adjournments thereof. The above-mentioned Scheme, if approved by the Meeting, shall be subject to the subsequent approval of the Hon'ble NCLT.

Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with copy of the Scheme and other annexure are enclosed herewith.

For Shakti Precision Components (India) Private Limited



C R Narasimha Murthy

Authorized Representative

Shakti Precision Components (India) Private Limited

DIN: 00459475

Place: Bengaluru

Dated this 3rd day of September, 2022

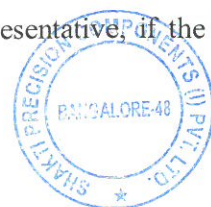
Registered Office: No.20-B, Doddanekundi Industrial Estate Whitefield Road, Mahadevapura, Bangalore –
560048, Karnataka

Email: yeshwanth@shaktiprecision.in.

CIN: U34300KA1999PTC024691

Notes:

1. The Hon'ble Tribunal by its order dated 18th August, 2022 has directed that a meeting of the unsecured creditors of the Transferee Company shall be convened and held on, the Thursday, 06th day of October, 2022 at 11.00 A.M IST through VC / OAVM for the purpose of considering, and if thought fit, approving, the resolution approving the Scheme. Unsecured creditors would be entitled to vote in the said meeting through the e-voting process.
2. The statement pursuant to Sections 230(3), 232(1), 232(2) and 102, any other applicable provisions of the Act and the rules made thereunder stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.
3. Only registered unsecured creditors of the Applicant Company may attend and vote at the meeting or in the case of a body corporate, by a representative authorised under Section 113 of the Companies Act, 2013 at the meeting of the unsecured creditors of the Applicant Company. The authorised representative of a body corporate which is an unsecured creditor of the Applicant Company may attend and vote at the meeting of the unsecured creditors of the Applicant Company provided a copy of the resolution of the board of directors or other governing body of the body corporate authorising such representative to attend and vote at the meeting of the unsecured creditor of the Applicant Company, duly certified to be a true copy by a director, the manager, the secretary or other authorised officer of such body corporate, is deposited at the registered office of the Applicant Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the unsecured creditor of the Applicant Company.
4. The voting rights of Unsecured Creditors shall be in proportion to the principal amount due to the Unsecured Creditors as on 15th November, 2021
5. The quorum of the meeting of the unsecured creditor of the Applicant Company shall be 40% in total value of the unsecured creditors either present in person or through authorized representative, if the



Unsecured Creditor is a body corporate. If the quorum is not met, then the meeting shall be adjourned by 30 minutes and the quorum for the adjourned meeting shall be such number of unsecured creditors of the Applicant Company that are present and voting shall be deemed to constitute the quorum.

6. The Notice of the Meeting and the accompanying documents mentioned in the Index are being sent through electronic mode to those unsecured creditors whose email addresses are registered with the Applicant Company and by post / courier to the unsecured creditors whose email addresses are not registered with the Applicant Company.
7. No route map of the venue of the meeting is annexed hereto, since this meeting is being held through VC / OAVM.
8. Since this Meeting is being held through VC / OAVM, physical attendance of Unsecured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Unsecured Creditors will not be available for the meeting and hence the Proxy Form are not annexed hereto.
9. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the unsecured creditors at the registered office of the Applicant Company between 10.00 a.m. IST and 05.00 p.m. IST on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting.
10. The unsecured creditors as per books of accounts as on 15th November, 2021 ("Cut-Off Date"), being the cut-off date, will be entitled to exercise their right to vote on the above meeting.
11. In accordance with the provisions of Sections 230 – 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the unsecured creditors of the Applicant Company, vide E-voting agree to the Scheme.
12. The notice convening the meeting will be published through advertisement in (i) Financial Express in the English language; and (ii) translation thereof in Samyuktha Karnataka in Kannada language.
13. Facility of Video Conference will be available 15 minutes before the time fixed for the meeting and will be closed on expiry of 15 minutes after the meeting.
14. The result of the Poll shall be declared at the said meeting or at an adjourned meeting on receipt of the Scrutinizer Report.
15. Mr. Vinod Sunder Raman, having address at 3rd Floor, 17th Main, 4th T Block, Jayanagar, Bangalore-560041, has been appointed as the scrutinizer to conduct voting at the venue of the meeting in a fair and transparent manner.
16. The scrutinizer will submit his combined report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the unsecured creditors of the Applicant Company through e-voting at the time of the meeting. The scrutinizer's decision on the validity of the vote shall be final. The results of votes cast through e-voting at the time of the meeting will be announced within 48 hours from conclusion of the meeting. The results, together with the Scrutinizer's Reports, will be displayed at the registered office of the Applicant Company.

17. E-VOTING PROCEDURES:



The Company has extended the mandatory 'E-voting' facility through the Ministry of Corporate Affairs approved entity "CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED" (CDSL). Kindly follow the instructions for voting electronically provided as under:

- a) The remote e-voting period begins on **3rd October, 2022 (9.00 A.M) and ends on 5th October, 2022 (5.00 P.M)**. The remote E-voting module shall be disabled and thereafter, remote E-voting facility shall be automatically stalled.
- b) The Creditors should log on to the e-voting website www.evotingindia.com.
- c) Click on Creditors.
- d) Enter your User ID as: **XXXXXXXX** will be provided by CDSL directly
- e) Next enter the Image Verification as displayed and Click on Login.
- f) Enter your password as: **XXXXXXXX** will be provided by CDSL directly
- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Select the EVSN of "SHAKTI PRECISION COMPONENTS (INDIA) PRIVATE LIMITED" on which you choose to vote.
- i) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- j) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- k) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- l) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- m) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

In case you have any queries or issues regarding e-voting, write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

Procedure for joining the meeting through VC / OAVM

- a) Unsecured Creditors will be provided with a facility to attend the meeting though VC/OAVM through the CDSL e-Voting system. Unsecured Creditors may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in login page where the EVSN of the company will be displayed.
- b) Facility of joining the meeting through VC/OAVM shall open 30 minutes before the time.
- c) For attending the meeting after logging into evoting portal, Creditors should click on Live streaming option and enter their name and email id and submit. It will allow you to participate as attendees in the Webex VC platform.
- d) The procedures for e-voting during the meeting is the same as for remote e-voting.

