

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL AHMEDABAD BENCH, AHMEDABAD C.A. (CAA)/ 48 (AHM) 2023

In the matter of Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013

And
In the matter of Scheme of Amalgamation
of
Adani Green Energy (Tamilnadu) Limited ("First Transferor Company")
and
Ramnad Renewable Energy Limited ("Second Transferor Company")
and
Ramnad Solar Power Limited ("Third Transferor Company")
and
Kamuthi Renewable Energy Limited ("Fourth Transferor Company")
and
Kamuthi Solar Power Limited ("Fifth Transferor Company")
and
Adani Renewable Energy Holding Ten Limited ("Sixth Transferor Company")
and
PN Clean Energy Limited ("Seventh Transferor Company")
and
PN Renewable Energy Limited ("Eighth Transferor Company")
and
TN Urja Private Limited ("Ninth Transferor Company")
and
Essel Gulbarga Solar Power Private Limited ("Tenth Transferor Company")
and
Essel Bagalkot Solar Energy Private Limited ("Eleventh Transferor Company")
and
Essel Urja Private Limited ("Twelfth Transferor Company")
and
KN Bijapura Solar Energy Private Limited ("Thirteenth Transferor Company")
and
KN Indi Vijayapura Solar Energy Private Limited ("Fourteenth Transferor Company")
and
KN Muddebihal Solar Energy Private Limited ("Fifteenth Transferor Company")
and
KN Sindagi Solar Energy Private Limited ("Sixteenth Transferor Company")
with
Adani Green Energy Twenty Three Limited ("Transferee Company")

Adani Green Energy (Tamilnadu) Limited, a public limited company, incorporated under the provisions of the Companies Act, 2013 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40300GJ2015PLC082578

... Applicant No. 1
(First Transferor Company)

Ramnad Renewable Energy Limited, a public limited company, incorporated under the provisions of the Companies Act, 2013 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40300GJ2015PLC083427

... Applicant No. 2
(Second Transferor Company)

Ramnad Solar Power Limited, a public limited company, incorporated under the provisions of the Companies Act, 2013 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40106GJ2015PLC083404

... Applicant No. 3
(Third Transferor Company)

Kamuthi Renewable Energy Limited, a public limited company, incorporated under the provisions of the Companies Act, 2013 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40100GJ2015PLC083451

... Applicant No. 4
(Fourth Transferor Company)

Kamuthi Solar Power Limited, a public limited company, incorporated under the provisions of the Companies Act, 2013 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40106GJ2015PLC083399

... Applicant No. 5
(Fifth Transferor Company)

PN Clean Energy Limited, a public limited company, incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40300GJ2013PLC128154

... Applicant No. 7
(Seventh Transferor Company)

PN Renewable Energy Limited, a public limited company, incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40300GJ2013PLC128155

... Applicant No. 8
(Eighth Transferor Company)

TN Urja Private Limited, a private limited company, incorporated under the provisions of the Companies Act, 2013 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40300GJ2015PTC128076

... Applicant No. 9
(Ninth Transferor Company)

Essel Gulbarga Solar Power Private Limited, a private limited company, incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40109GJ2012PTC130019

... Applicant No. 10
(Tenth Transferor Company)

Essel Bagalkot Solar Energy Private Limited, a private limited company, incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40106GJ2012PTC130018

... Applicant No. 11
(Eleventh Transferor Company)

Essel Urja Private Limited, a private limited company, incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40108GJ2012PTC128059

... Applicant No. 12
(Twelfth Transferor Company)

KN Bijapura Solar Energy Private Limited, a private limited company, incorporated under the provisions of the Companies Act, 2013 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40106GJ2016PTC128547

... Applicant No. 13
(Thirteenth Transferor Company)

KN Indi Vijayapura Solar Energy Private Limited, a private limited company, incorporated under the provisions of the Companies Act, 2013 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40200GJ2016PTC129220

... Applicant No. 14
(Fourteenth Transferor Company)

KN Muddebihal Solar Energy Private Limited, a private limited company, incorporated under the provisions of the Companies Act, 2013 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40300GJ2016PTC128075

... Applicant No. 15
(Fifteenth Transferor Company)

KN Sindagi Solar Energy Private Limited, a private limited company, incorporated under the provisions of the Companies Act, 2013 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40101GJ2016PTC128257

... Applicant No. 16
(Sixteenth Transferor Company)

Adani Green Energy Twenty Three Limited, a public limited company, incorporated under the provisions of the Companies Act, 2013 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat – 382 421, India.
CIN: U40108GJ2020PLC111950

... Applicant No. 17
(Transferee Company)

JOINT NOTICE AND JOINT ADVERTISEMENT OF NOTICE OF THE MEETINGS OF THE SECURED CREDITOR(S) / EQUITY SHAREHOLDERS AND UNSECURED CREDITORS

Joint Notice is hereby given that by an order dated 10th October 2023 ("Order"), the Hon'ble National Company Law Tribunal, Ahmedabad Bench, Ahmedabad ("NCLT") has directed convening of the meetings of the following (as mentioned below), for the purpose of considering, and if thought fit, approving the arrangement embodied in the Scheme of Amalgamation of Adani Green Energy (Tamilnadu) Limited (hereinafter referred to as the "Applicant No.1/First Transferor Company") and Ramnad Renewable Energy Limited (hereinafter referred to as the "Applicant No.2/Second Transferor Company") and Ramnad Solar Power Limited (hereinafter referred to as the "Applicant No.3/Third Transferor Company") and Kamuthi Renewable Energy Limited (hereinafter referred to as the "Applicant No.4/Fourth Transferor Company") and Kamuthi Solar Power Limited (hereinafter referred to as the "Applicant No.5/Fifth Transferor Company") and Adani Renewable Energy Holding Ten Limited (hereinafter referred to as the "Applicant No.6/Sixth Transferor Company") and PN Clean Energy Limited (hereinafter referred to as the "Applicant No.7/Seventh Transferor Company") and PN Renewable Energy Limited (hereinafter referred to as the "Applicant No.8/Eighth Transferor Company") and TN Urja Private

Limited (hereinafter referred to as the "Applicant No.9/Ninth Transferor Company") and Essel Gulbarga Solar Power Private Limited (hereinafter referred to as the "Applicant No.10/Tenth Transferor Company") and Essel Bagalkot Solar Energy Private Limited (hereinafter referred to as the "Applicant No.11/Eleventh Transferor Company") and Essel Urja Private Limited (hereinafter referred to as the "Applicant No.12/Twelfth Transferor Company") and KN Bijapura Solar Energy Private Limited (hereinafter referred to as the "Applicant No.13/Thirteenth Transferor Company") and KN Indi Vijayapura Solar Energy Private Limited (hereinafter referred to as the "Applicant No.14/Fourteenth Transferor Company") and KN Muddebihal Solar Energy Private Limited (hereinafter referred to as the "Applicant No.15/Fifteenth Transferor Company") and KN Sindagi Solar Energy Private Limited (hereinafter referred to as the "Applicant No.16/Sixteenth Transferor Company") with Adani Green Energy Twenty Three Limited (hereinafter referred to as the "Applicant No.17/Transferee Company") (hereinafter referred to as the "Scheme") pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder:

- secured creditor(s) of the (i) Applicant No. 1/First Transferor Company; (ii) Applicant No. 2/Second Transferor Company; (iii) Applicant No. 3/Third Transferor Company; (iv) Applicant No. 4/Fourth Transferor Company; (v) Applicant No. 5/Fifth Transferor Company; (vi) Applicant No. 7/Seventh Transferor Company; (vii) Applicant No. 8/Eighth Transferor Company; (viii) Applicant No. 9/Ninth Transferor Company; (ix) Applicant No. 10/Tenth Transferor Company; (x) Applicant No. 11/Eleventh Transferor Company; (xi) Applicant No. 12/Twelfth Transferor Company; (xii) Applicant No. 13/Thirteenth Transferor Company; (xiii) Applicant No. 14/Fourteenth Transferor Company; (xiv) Applicant No. 15/Fifteenth Transferor Company; and (xv) Applicant No. 16/Sixteenth Transferor Company;
- equity shareholders of the Applicant No. 17/Transferee Company; and
- unsecured creditors of the Applicant No. 17/Transferee Company

(hereinafter referred to as the "secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies").

In pursuance of the Order and as directed therein, further Joint Notice is hereby given that separate meetings of the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies will be held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in compliance with the applicable laws including circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") from time to time, as per the details mentioned below and the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies are requested to attend the respective meetings all to be held on **Thursday, 23rd November 2023**:

Sr. No.	Applicant Companies	Class of Meetings	Day and Date of Meetings	Time (IST)	Mode of Meetings
1.	Applicant No. 1/First Transferor Company	Secured Creditor	Thursday, 23 rd November 2023	10:00 a.m.	Through VC/OAVM
2.	Applicant No. 2/Second Transferor Company	Secured Creditor	Thursday, 23 rd November 2023	10:30 a.m.	Through VC/OAVM
3.	Applicant No. 3/Third Transferor Company	Secured Creditor	Thursday, 23 rd November 2023	11:00 a.m.	Through VC/OAVM
4.	Applicant No. 4/Fourth Transferor Company	Secured Creditor	Thursday, 23 rd November 2023	11:30 a.m.	Through VC/OAVM
5.	Applicant No. 5/Fifth Transferor Company	Secured Creditor	Thursday, 23 rd November 2023	12:00 noon	Through VC/OAVM
6.	Applicant No. 7/Seventh Transferor Company	Secured Creditor	Thursday, 23 rd November 2023	12:30 p.m.	Through VC/OAVM
7.	Applicant No. 8/Eighth Transferor Company	Secured Creditor	Thursday, 23 rd November 2023	1:00 p.m.	Through VC/OAVM
8.	Applicant No. 9/Ninth Transferor Company	Secured Creditors	Thursday, 23 rd November 2023	2:30 p.m.	Through VC/OAVM
9.	Applicant No. 10/Tenth Transferor Company	Secured Creditors	Thursday, 23 rd November 2023	3:00 p.m.	Through VC/OAVM
10.	Applicant No. 11/Eleventh Transferor Company	Secured Creditors	Thursday, 23 rd November 2023	3:30 p.m.	Through VC/OAVM
11.	Applicant No. 12/Twelfth Transferor Company	Secured Creditors	Thursday, 23 rd November 2023	4:00 p.m.	Through VC/OAVM
12.	Applicant No. 13/Thirteenth Transferor Company	Secured Creditors	Thursday, 23 rd November 2023	4:30 p.m.	Through VC/OAVM
13.	Applicant No. 14/Fourteenth Transferor Company	Secured Creditors	Thursday, 23 rd November 2023	5:00 p.m.	Through VC/OAVM
14.	Applicant No. 15/Fifteenth Transferor Company	Secured Creditors	Thursday, 23 rd November 2023	5:30 p.m.	Through VC/OAVM
15.	Applicant No. 16/Sixteenth Transferor Company	Secured Creditors	Thursday, 23 rd November 2023	6:00 p.m.	Through VC/OAVM
16.	Applicant No. 17/Transferee Company	Equity Shareholders	Thursday, 23 rd November 2023	6:30 p.m.	Through VC/OAVM
17.	Applicant No. 17/Transferee Company	Unsecured Creditors	Thursday, 23 rd November 2023	7:00 p.m.	Through VC/OAVM

Copies of the Notice dated 13th October 2023, the Scheme and the explanatory statement, under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the annexures to the said explanatory statement (hereinafter collectively referred to as the "Particulars"), have already been sent (i) through electronic mode to those secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies whose e-mail IDs are registered with the concerned Companies; and/or (ii) through courier, physically, to those secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies, who have not registered their e-mail IDs with the concerned Companies.

Dispatch of the aforesaid Particulars to the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies have been completed on 16th October 2023.

The aforesaid Particulars, which were sent to the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies, will be available on the website at www.adanigreenenergy.com and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.

Copies of the aforesaid Particulars can be obtained free of charge within 1 (one) working day on a requisition being so made for the same by the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies at the respective registered offices of the concerned Companies on all working days or at the office of their advocates, M/s Singhi & Co., Singhi House, 1, Magnet Corporate Park, Off Sola Bridge, S. G. Highway, Ahmedabad – 380 059, Gujarat, India.

Since, the meetings are being held pursuant to order passed by the NCLT and in compliance of MCA Circulars through VC/OAVM, physical attendance of the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies, have been dispensed with. Accordingly, the facility for appointment of proxies by the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies will not be available for the said meetings.

NCLT has appointed Hon'ble Mr. Justice K. A. Puj, former judge of the High Court of Gujarat, and in his absence, Hon'ble Mr. Justice J. C. Upadhyaya, former judge of the High Court of Gujarat, to be the Chairman of the meetings of the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies.

The Scheme, if approved in the aforesaid meetings, will be subject to the subsequent approval of the NCLT.

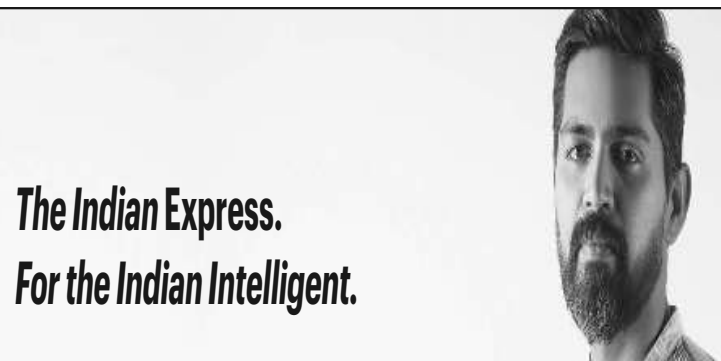
Further Notice is hereby given that:

- the facility of voting through remote e-voting and e-voting during the relevant meetings have been provided so as to enable the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies to consider and approve the Scheme. The concerned Companies have engaged the services of CDSL for facilitating remote e-voting and e-voting during the respective meetings;
- the Scheme shall be acted upon if a majority of persons representing three fourth in value of the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies, voting through remote e-voting and e-voting during the relevant meetings, agree to the Scheme in accordance with the provisions of Sections 230-232 of the Act;
- the cut-off date for determining the eligibility of the secured creditor(s) and unsecured creditors, as the case may be, of the concerned Companies for voting through remote e-voting and e-voting during the relevant meetings is Saturday, 30th September 2023. The secured creditor(s) and the unsecured creditors, as the case may be, as per the books of accounts of the concerned Companies as on the cut-off date i.e. Saturday, 30th September 2023, shall be entitled to exercise their right to vote in the said meetings. The voting rights of the secured creditor(s) and the unsecured creditors, as the case may be, of the concerned Companies shall be in proportion to the value of their debts as per the records of the concerned Companies as on the cut-off date i.e. Saturday, 30th September 2023;
- the voting rights of the equity shareholders shall be in proportion to their shareholding of the paid up equity share capital of the Applicant No. 17/Transferee Company as on cut-off date i.e. Saturday, 30th September 2023. A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Applicant No. 17/Transferee Company as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the equity shareholders' meeting. Persons who are not equity shareholders of the Applicant No. 17/Transferee Company as on the cut-off date i.e. Saturday, 30th September 2023 should treat this Notice for information purposes only. Any person who, acquires shares of the Applicant No. 17/Transferee Company and becomes a shareholder of the Applicant No. 17/Transferee Company after the dispatch of the Notice of this Meeting and holding shares as of the cut-off date may obtain login ID and password by sending a request at helpdesk.evoting@cdslindia.com;
- voting through remote e-voting by the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies will commence on Monday, 20th November 2023 at 9:00 a.m. IST (0900 hours) and end on Wednesday, 22nd November 2023 at 5:00 p.m. IST (1700 hours). The e-voting module shall be disabled by CDSL for voting thereafter and the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies will not be allowed to vote electronically beyond the said date and time. Any vote(s) received after the aforesaid date and time [i.e. Wednesday, 22nd November 2023 at 5:00 p.m. IST (1700 hours)] will be treated as invalid;
- during the voting period, the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies can opt for only one mode for voting i.e. either through remote e-voting or e-voting during the respective meetings. In case any secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies cast the vote both via remote e-voting and e-voting during the respective meetings, then voting validly done through remote e-voting shall prevail. Secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies who have cast their vote(s) through remote e-voting may attend the respective meetings but shall not be entitled to cast their vote(s) again;
- the facility to join the aforesaid meetings will be opened fifteen minutes before the scheduled time of the relevant meetings and will be kept open throughout the proceedings of the respective meetings;
- secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies who need assistance before or during the relevant meetings or having any grievance connected with the facility for voting by electronic means may contact CDSL at helpdesk.evoting@cdslindia.com or contact at 022-2305 8738 and 022-2305 8542/43;
- as directed by the NCLT, CS Chirag Shah, Practicing Company Secretary (Membership No. 5545 & C.P. No. 3498), has been appointed as the Scrutinizer to scrutinize the e-voting during the respective meetings and remote e-voting process in a fair and transparent manner;
- the results of the respective meetings, together with the scrutinizer's reports, will be announced on or before close of business hours on Friday, 24th November 2023 and will be placed on the website at www.adanigreenenergy.com and on the website of CDSL www.evotingindia.com;
- the necessary instructions for remote e-voting and e-voting at the time of the relevant meetings of the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies along with other necessary instructions/particulars have been set out in the respective Notices all dated 13th October 2023 and the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies are requested to read the Notes to the respective Notices;
- secured creditor(s)/equity shareholders/unsecured creditors, whose email IDs are not registered with the concerned Companies, may register the same by sending email to investor.agsi@adani.com. The respective Notices sent to the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies are also available on the website at www.adanigreenenergy.com.

Sd/-

Hon'ble Mr. Justice K. A. Puj
Chairman appointed for the Meetings of the secured creditor(s)/equity shareholders/unsecured creditors of the concerned Companies

Place: Ahmedabad
Date: 19th October 2023



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