

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**

**KOLKATA BENCH**

**FORM NO. CAA. 2 [Pursuant to Section 230 (3) and Rules 6 and 7]**

**COMPANY APPLICATION NO. 36 OF 2017**

In the matter of:

The Companies Act, 2013 ('the Act')

And

In the matter of:

An Application under Section 232 read with Section 230(1) of the said Act;

And

In the matter of:

IFGL Refractories Ltd, a company incorporated under the provisions of the Companies Act, 1956, having its registered office at Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770 031, District : Sundergarh, Odisha, within the aforesaid jurisdiction ('Transferor Company')

And

In the matter of:

IFGL Exports Ltd, a company incorporated under the provisions of the Companies Act, 1956, having its registered office at 3, Netaji Subhas Road, Kolkata 700 001, within the aforesaid jurisdiction ('Transferee Company')

And

In the matter of:

IFGL Refractories Ltd .... Applicant/ Transferor Company

Represented herein by its Authorized Signatory and Company Secretary

Mr. Rajesh Agarwal

Applicant/ Transferor Company

And

NIL

Respondent/ Transferee Company

## Notice convening meeting of Unsecured Creditors of the Transferor Company

To,

The Unsecured Creditors of IFGL Refractories Limited

**NOTICE** is hereby given that pursuant to an Order dated 15th February, 2017 of the National Company Law Tribunal ('NCLT'), Kolkata Bench, meeting of the unsecured creditors of the Company will be held on Monday, 3rd day of April, 2017 at the registered office of the Transferor Company situated at Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundergarh, Odisha at 1.00 p.m. for the purpose of considering, and if thought fit, approving with or without modification(s), the amalgamation of the Transferor Company with the Transferee Company, under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and in connection therewith it is hereby proposed that the unsecured creditors of Transferor Company may consider, and, if thought fit, to pass, with or without modification(s) the following resolution:

***"RESOLVED THAT*** pursuant to provisions of Sections 230 and 232 read with Section 52 and Section 66 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the National Company Law Tribunal Rules, 2016, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and subject to applicable provisions of the Memorandum of Association and Article of Association of the Company and subject to the approval of the National Company Law Tribunal, Kolkata Bench ('NCLT' or 'Tribunal') and other concerned authorities as the case may be, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the authorities concerned while granting such approvals, permissions and sanctions, which may be agreed to by the Board of the Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers), the **Scheme of Amalgamation ("Scheme") between IFGL Refractories Limited and IFGL Exports Limited** placed before this meeting and initialed by the Chairman 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 may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements 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 NCLT while sanctioning 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 in giving effect to the Scheme, as the Board may deem fit and proper."

In this regard, the Copy of the Scheme of Amalgamation and Notice along with Explanatory Statement forming part thereof under Section 230 read with Section 102 and other applicable provisions of the Companies Act, 2013 can be obtained free of charge at the registered office of the Transferor Company or at the office of its Authorized Representative and Company Secretary, Mr. Rajesh Agarwal at 3, Netaji Subhas Road, Kolkata 700 001 within one day of requisition made by the unsecured creditor(s) of the Transferor Company entitled to attend the meeting as aforesaid. Persons entitled to attend and vote at the meeting, may vote in person or by proxy or through postal ballot, provided that all proxies in the prescribed form are deposited at the registered office of the Transferor Company not later than 48 hours before the meeting.

As per the NCLT Order, quorum for the meeting shall be 1/3<sup>rd</sup> in numbers for unsecured creditors of the Transferor Company. Further, in case the quorum is not present at the commencement of the meeting, then the meeting shall be adjourned by half an hour and thereafter the person present and voting shall be deemed to constitute the

quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, filed with the registered office of the Transferor Company at least 48 hours before the meeting.

It is pertinent to note that Section 230(4) of the Companies Act, 2013, inter-alia, provides that, unsecured creditors having outstanding debt of not less than 5% of the total outstanding debt as per the audited financial statement for the year ended on 31<sup>st</sup> March, 2016 of the Transferor Company, are only entitled to raise objections to the said Scheme of Amalgamation.

Forms of proxy, free of charge, can be had either at the registered office or head and corporate office of the Transferor Company.

Explanatory Statement under Sections 102, 230 (3) and other applicable provisions of the Companies Act, 2013 read with Rules 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 is attached herewith and forms part of this Notice.

The Tribunal has appointed Justice Shri Raghubir Dash (Retd.), as the Chairperson, and failing him, Mr. Pratap Mohapatra, Advocate as the Alternative Chairperson, of the said meeting. Mr. Saroj Kumar Ray, Practicing Company Secretary (Membership No. FCS 5098, CP NO. 3770) of N-6/215, IRC Village, Bhubaneswar – 751015, Odisha has been appointed as a Scrutinizer for the said meeting, by the Tribunal

Above mentioned amalgamation, if approved at the meeting, will be subject to the subsequent approval of the Tribunal.

**By order of the Board of Directors**

**For IFGL Refractories Limited**

**Registered Office address:**

Sector 'B', Kalunga Industrial Estate  
P.O. Kalunga 770 031, Dist. Sundergarh, Odisha

Dated this 20th day of February, 2017

Place: Kolkata

Sd/-

**Rajesh Agarwal**  
**Company Secretary**

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**

**KOLKATA BENCH**

**COMPANY APPLICATION NO. 36 OF 2017**

In the matter of:

The Companies Act, 2013 ('the Act')

And

In the matter of:

An Application under Section 232 read with Section 230(1)  
of the said Act;

And

In the matter of:

IFGL Refractories Ltd, a company incorporated under the  
provisions of the Companies Act, 1956, having its registered  
office at Sector 'B', Kalunga Industrial Estate, P.O. Kalunga  
770 031, District : Sundergarh, Odisha, within the aforesaid  
jurisdiction ('Transferor Company')

And

In the matter of:

IFGL Exports Ltd, a company incorporated under the  
provisions of the Companies Act, 1956, having its registered  
office at 3, Netaji Subhas Road, Kolkata 700 001, within the  
aforesaid jurisdiction ('Transferee Company')

And

In the matter of:

IFGL Refractories Ltd .... Applicant/ Transferor Company

Represented herein by its Authorized Signatory and Company Secretary

Mr. Rajesh Agarwal

Applicant/ Transferor Company

And

NIL

Respondent/ Transferee Company

**EXPLANATORY STATEMENT UNDER SECTIONS 102, 230 (3) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULES 6 AND 7 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 FORMING PART OF THE NOTICE**

1. Pursuant to an Order dated 15<sup>th</sup> day of February, 2017 passed by the Kolkata Bench of the National Company Law Tribunal ('NCLT' / 'Tribunal') in Company Application No. 36 of 2017 filed by IFGL Refractories Limited ('Transferor Company/ Applicant Company'), a meeting of the unsecured creditors of the Applicant Company, is to be convened and held at Sector 'B', Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundergarh, Odisha on Monday, 3<sup>rd</sup> day of April, 2017 at 1.00 p.m., for the purpose of considering and if thought fit, approving, with or without modification(s), the arrangement embodied in the proposed Scheme of Amalgamation between IFGL Refractories Limited ('Transferor Company') with IFGL Exports Limited ('Transferee Company') and their respective shareholders and creditors (hereinafter referred to as the '**Scheme**' or '**Scheme of Amalgamation**') and in connection therewith pass resolution proposed in the Notice.
2. A copy of the Scheme setting out details of parties involved in the proposed Scheme, appointed date, effective date, share exchange ratio and other relevant particulars is attached herewith and forms part of the Notice as well as this Explanatory Statement thereto.

**Background of the Transferor Company**

3. IFGL Refractories Limited/ Transferor Company is a public limited company incorporated under the provisions of the Companies Act, 1956 on 22nd November, 1989.
4. Transferor Company's Corporate Identity Number ('CIN') is L27202OR1989PLC002971 and Permanent Account Number ('PAN') is AAACI6003L.
5. Registered Office of the Transferor Company is situated at Sector 'B' Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundargarh, Odisha.
6. Transferor Company is primarily engaged in the manufacturing, trading and selling of Refractory items used in Steel plants. The Company and its Subsidiaries have manufacturing plants in Asia (India and China), in Europe (Germany and United Kingdom) and in North America (USA).
7. Summary of main objects of the Transferor Company as per its Memorandum of Association is as follows:
  - (i) *"To carry on the business of manufacturers, processors, blenders, importers, exporters, buyers, sellers, dealers, stockists, retailers, indentors, distributors of all types of refractory and ceramic materials, raw materials, powders, mixes, aggregates, shapes, castables, monoliths and bricks made from high alumina, silica, magnesia and zirconia either individually or in any combinations therefrom and high technology items based on alumina including alumina ceramics, alumina zircon felts, cloths, cements rigidizer powder, grog, bulk fibre moldables, paper, B-Alumina, Spinal alumina, membralox, translucent polycrystalline alumina, high purity, high strength and dense alumina and install, operate, utilise such plant, machinery and apparatus, utilities, services, sub-contracts, appliances and systems and engage all other means in whole or part, as are required directly or indirectly for the manufacture, sale, use, repair of before mentioned articles and its by products and such other articles and by products as may be conveniently processed and tested in the Company's installations either in one or several situations.*
  - (ii) *To enter into licence or sub licence agreement/agency agreement technical and financial collaboration, form sub-divisions, co-operatives consortiums and joint venture hire, lease or purchase outright patents for purpose of acquisition and dissemination for commercial gains of information knowledge and expertise dealing with improvements relating to melting, pouring and containment and solidification of iron and steel, acquire skill and process, undertake research and development thereto and implement or cause to be implemented all acts in furtherance of this object including to act as consulting engineers and technical*

*advisors singly or jointly with other individuals or corporate bodies.*

(iii) *To undertake and perform activities and carry on the business of buying, acquiring, selling, reselling, exchanging, bartering, indenting, importing, exporting, servicing, repairing, managing, developing, acquiring by licence, granting on licence, hiring or renting, letting on hire or rent, taking on lease, granting on lease or otherwise dealing with or disposing of all forms of industrial plant, machinery, equipment, household and office furniture, computer and appliances.”*

8. Website and email address of the Transferor Company is [www.ifglref.com](http://www.ifglref.com) and [ifgl.ho@ifgl.in](mailto:ifgl.ho@ifgl.in) respectively.

**Background of the Transferee Company**

9. IFGL Exports Limited/ Transferee Company is a public limited company incorporated under the provisions of the Companies Act, 1956 on 7th September, 2007.

10. Transferee Company's CIN is U51909WB2007PLC118407 and PAN is AABC17391C.

11. Registered Office of the Transferee Company is situated at 3, Netaji Subhas Road, Kolkata 700 001.

12. Transferee Company is primarily engaged in the manufacturing and selling of Refractory items used in Steel plants. Its manufacturing facility is located at new area of Kandla SEZ in Gujarat.

13. Summary of main objects of the Transferee Company as per its Memorandum of Association is as follows:

(i) *“To carry on the business of manufacturers, processors, blenders, importers, exporters, buyers, sellers, dealers, stockists, retailers, indentors, distributors of all types of refractory and ceramic materials, raw materials, powders, mixes, aggregates, shapes, castables, monolyths and bricks made from sintered mullite, high alumina, silica, magnesia and zirconia either individually or in any combinations therefrom and high technology items based on alumina including alumina ceramics, alumina zircon felts, cloths, cements rigidizer powder, grog, bulk fibre moldables, paper, B-Alumina, Spinal alumina, membralox, translucent polycrystalline alumina, high purity, high strength and dense alumina and install, operate, utilise such plant, machinery and apparatus, utilities, services, sub- contracts, appliances and systems and engage all other means in whole or part, as are required directly or indirectly for the manufacture, sale, use, repair of before mentioned articles and its by products and such other articles and by products as may be conveniently processed and tested in the Company's installations either in one or several situations.*

(ii) *To enter into license or sub license agreement/agency agreement technical and financial collaboration, form sub divisions, co-operatives consortiums and joint venture, hire, lease or purchase outright patents for purpose of acquisition and dissemination for commercial gains of information knowledge and expertise dealing with improvements relating to melting, pouring and containment and solidification of iron and steel, acquire skill and process, undertake research and development thereto and implement or cause to be implemented all acts in furtherance of this object including to act as consulting engineers and technical advisors singly or jointly with other individuals or corporate bodies.*

(iii) *To undertake and perform activities and carry on the business of buying, acquiring, selling, reselling, exchanging, bartering, indenting, importing, exporting, servicing, repairing, managing, developing, acquiring by license, granting on license, hiring or renting, letting on hire or rent, taking on lease, granting on lease or otherwise dealing with or disposing of all forms of industrial plant, machinery, equipment, household and office furniture, computer and appliances.”*

14. Email address of the Transferee Company is [ifglexport@ifgl.in](mailto:ifglexport@ifgl.in). Transferee Company does not have a dedicated website.

15. During the last five years, there has been no change in name, registered office and main objects (which are

summarized above) of the Transferor Company and the Transferee Company

**Details of Promoters and Directors of the Transferor and Transferee Company**

16. Details of the Promoters of the Transferor Company are:

Names	Address
<b>INDIAN PROMOTERS</b>	
Mr. Shishir Kumar Bajoria	14/1A, Burdwan Road, Kolkata 700 027
Mrs. Smita Bajoria	14/1A, Burdwan Road, Kolkata 700 027
Mr. Mihir Bajoria	14/1A, Burdwan Road, Kolkata 700 027
S K Bajoria & Others HUF	3, Netaji Subhas Road, Kolkata 700 001
Bajoria Holdings Pvt Ltd [CIN: U67120WB1983PTC036590]	3, Netaji Subhas Road, Kolkata 700 001
<b>FOREIGN PROMOTERS</b>	
Krosaki Harima Corporation	1-1, Higashihama-machi, Yahatanishi-ku, Kitakyushu City 806-8586, Japan

Details of Present Directors of the Transferor Company are:

Names	Designation	Address	DIN	Date of appointment
Mr. Shishir Kumar Bajoria	Chairman (Executive Director)	14/1A, Burdwan Road, Kolkata 700 027	00084004	22/11/1989
Mr. Pradeep Bajoria	Managing Director (Executive Director)	4/1, Alipore Park Road, Kolkata 700 027	00084031	07/02/1996
Mr. Duraiswamy Gunaseela Rajan	Non-Executive Independent Director	'Chitra' 110, Chamiers Road, Chennai 600 028	00303060	14/08/2000
Mr. Kanwar Satyabrata Sanyal	Non-Executive Independent Director	86, Ballygunge Place, Apartment 33, Kolkata 700 019	00009497	27/11/1991
Mr. Debal Kumar Banerji	Non-Executive Independent Director	11/2, Old Ballygunge, 2nd Lane, Kolkata 700 019	03529129	25/05/2011
Prof. Surendra Munshi	Non-Executive Independent Director	Flat No. 1D, Siddhashree, 16, Udai Shankar Sarani, Tollygunge, Kolkata 700 033	03558948	23/06/2011
Mr. Sudhamoy Khasnobis	Non-Executive Independent Director	Flat No. 1601/02, Raheja Princess, 149 S K Bole Road Dadar (West) Mumbai 400 028	00025497	26/08/2011
Prof. Bharati Ray	Non-Executive Independent Woman Director	6B Sonali Apartments, 8/2A Alipore Park Road, Kolkata 700 027	06965340	03/09/2014
Mr. Hisatake Okumura	Non-Executive Director	9-1-310, Hiraomachi Yahatanishi, Kitakyushu, Fukuoka, Japan 806 0018	05130777	16/05/2015

The Scheme of Amalgamation has been approved by the Board of Directors of the Transferor Company at its meeting held on 6th August, 2016 and all the Directors named above (except Mr. Sudhamoy Khasnobis and Mr. Hisatake Okumura) attended said meeting and the resolution for approving the Scheme of Amalgamation was

passed unanimously by all the directors present. Mr. Kunal Dalmia (DIN – 00393896) and Prof. Amar Nath Sadhu (DIN – 00052579) also did not attend the said meeting and were granted leave of absence. Further they have ceased to be the Directors of the Transferor Company on and from 12th November, 2016 and 30th January, 2017 respectively, due to resignation.

Details of the Promoters of the Transferee Company are:

Names	Address
<b>INDIAN PROMOTERS</b>	
Mr. Shishir Kumar Bajoria	14/1A, Burdwan Road, Kolkata 700 027
Mrs. Smita Bajoria	14/1A, Burdwan Road, Kolkata 700 027
Mr. Mihir Bajoria	14/1A, Burdwan Road, Kolkata 700 027
S K Bajoria & Others HUF	3, Netaji Subhas Road, Kolkata 700 001
IFGL Refractories Ltd [CIN: L27202OR1989PLC002971]	Sector 'B', Kalunga Industrial Estate P.O. Kalunga 770 031, Dist. Sundergarh, Odisha
Bajoria Holdings Pvt Ltd [CIN: U67120WB1983PTC036590]	3, Netaji Subhas Road, Kolkata 700 001
Bajoria Enterprises Ltd [CIN : U51909WB1993PLC058677]	3, Netaji Subhas Road, Kolkata 700 001
Mr. Pradeep Bajoria	4/1, Alipore Park Road, Kolkata 700 027
<b>FOREIGN PROMOTERS</b>	
Krosaki Harima Corporation	1-1, Higashihama-machi, Yahatanishi-ku, Kitakyushu City 806-8586, Japan

Details of the Directors of the Transferee Company are:

Names	Designation	Address	DIN	Date of appointment
Mr. Shishir Kumar Bajoria	Non-Executive Director	14/1A, Burdwan Road, Kolkata 700 027	00084004	07/09/2007
Mr. Pradeep Bajoria	Non-Executive Director	4/1, Alipore Park Road, Kolkata 700 027	00084031	07/09/2007
Mr. Kanwar Satyabrata Sanyal	Non-Executive Independent Director	86, Ballygunge Place, Apartment 33, Kolkata 700 019	00009497	30/03/2012
Mr. Kamal Sarda	Whole-time Director	186 Charu Chandra Place East, Kolkata 700 033	03151258	01/04/2012
Mr. Hisatake Okumura	Non-Executive Director	9-1-310, Hiraomachi Yahatanishi, Kitakyushu, Fukuoka, Japan 806 0018	05130777	20/10/2011

The Scheme of Amalgamation has been approved by the Board of directors of the Transferee Company at its meeting held on 6th August, 2016 and all the Directors named above (except Mr. Hisatake Okumura) attended the meeting and the resolution for approving the Scheme of Amalgamation was passed unanimously by all the directors present.

#### **Relationship between Transferor and Transferee Companies**

- Both the Transferor Company and Transferee Company are engaged in the manufacturing, trading and selling of Refractory items used in Steel plants and the Transferee Company is subsidiary of the Transferor Company in



as much as 51% of total issued, subscribed and paid up share capital of the Transferee Company is held by the Transferor Company.

18. Mr. Shishir Kumar Bajoria, Mr. Pradeep Bajoria, Mr. Kanwar Satyabrata Sanyal and Mr. Hisatake Okumura are directors of both, Transferor and Transferee companies.

#### **Objects and Rationale of the Scheme**

19. Amalgamation of the Transferor Company with the Transferee Company would, inter-alia, provide following benefits:
- (i) Greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value and improve the economic and competitive position of the combined entity;
  - (ii) To enable better and efficient management, control and running of the businesses to attain operational efficiencies, cost competitiveness, create synergies and capitalize on the growth opportunities to the fullest extent;
  - (iii) Simplified Corporate Structure;
  - (iv) Better financial, business and operational prospects including but not limited to, efficient management of costs, and improved administrative control of the Amalgamated Company;
  - (v) Greater efficiency in cash management of the amalgamated entity and pooling of cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities to maximize shareholder value; and
  - (vi) The Scheme shall be in the beneficial interest of the Shareholders and Creditors of the Amalgamated Company. The Scheme shall not be in any manner prejudicial to the interest of the concerned members, creditors, employees or general public at large.

#### **Salient Features of the Scheme**

20. Salient features of the Scheme are, inter-alia, the following:
- (i) The Scheme provides for the amalgamation of IFGL Refractories Limited with IFGL Exports Limited;
  - (ii) The Appointed Date for the Scheme is proposed to be 1st April, 2016;
  - (iii) The Effective Date for the Scheme means the date on which the certified or authenticated copy of the Order sanctioning the Scheme passed by the Hon'ble Tribunal, as the case maybe, is/ are filed with the jurisdictional Registrar of Companies.
  - (iv) The proposed amalgamation between the Transferor and the Transferee Companies will be such that all the assets, liabilities, rights, entitlements, obligations, etc. of the Transferor Company would stand transferred to and vested as a going concern in the Transferee Company and the assets of the Amalgamated Entity will exceed its liabilities.
  - (v) As a consideration for amalgamation, the Transferee Company shall issue and allot to every equity shareholder of the Transferor Company holding fully paid up equity shares and whose names will appear in the register of member and/ or records of the depository as shareholder of the Transferor Company on the Record Date(s), or to such of their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be, **1 [One] equity share of INR 10 /- each of the Transferee Company for 1 [One] equity share of INR 10/ each held in the Transferor Company.**
  - (vi) All the equity shares of the Transferee Company held by the Transferor Company will be cancelled.
  - (vii) Upon the Scheme becoming effective and with effect from the Appointed Date, the amalgamation of

the Transferor Company with the Transferee Company shall be accounted as per 'The Purchase Method' prescribed under Accounting Standard 14 - 'Accounting for Amalgamations' issued by the Institute of Chartered Accountants of India and notified by the Central Government.

- (viii) Upon the Scheme becoming effective the name of the Transferee Company shall be changed from "IFGL Exports Limited" to "IFGL Refractories Limited".

*Note. – The Shareholders are requested to read the entire text of the Scheme attached herewith to get better acquainted with the provisions thereof. What is stated hereinabove are brief salient features.*

**Capital Structure of Transferor and Transferee Company – Pre and Post (expected) Amalgamation**

21. The capital structure of:

A. The Transferor Company pre and post (expected) amalgamation are/ will be as follows:

Particulars	Pre-Amalgamation as on 31.12.2016		Post-Amalgamation (expected)	
	No. of shares	Amount in INR	No. of shares	Amount in INR
<b>I. Authorised Share Capital</b>				
Equity Shares of INR 10/- each	40,000,000	400,000,000	-	-
5% Redeemable Preference Shares of INR 100/- each	2,000,000	200,000,000	-	-
<b>Total</b>		<b>600,000,000</b>	-	-
<b>II. Issued, Subscribed and Paid-up Share Capital</b>				
Equity Shares of INR 10/- each	34,610,472	346,104,720	-	-
<b>Total</b>		<b>346,104,720</b>	-	-

After the amalgamation, the Transferor Company shall cease to exist, hence there shall not be any post-amalgamation capital of the Transferor Company.

B. The Transferee Company pre and post (expected) amalgamation are/ will be as follows:

Particulars	Pre-Amalgamation as on 31.12.2016		Post-Amalgamation (expected)	
	No. of shares	Amount in INR	No. of shares	Amount in INR
<b>I. Authorised Share Capital</b>				
Equity Shares of INR 10/- each	3,000,000	30,000,000	43,000,000	430,000,000
5% Redeemable Preference Shares of INR 100/- each	-	-	2,000,000	200,000,000
<b>Total</b>		<b>30,000,000</b>	-	<b>630,000,000</b>
<b>II. Issued, Subscribed and Paid-up Share Capital</b>				
Equity Shares of INR 10/- each	2,916,000	29,160,000	36,039,312	360,393,120
<b>Total</b>		<b>29,160,000</b>	-	<b>360,393,120</b>

C. The Shareholding Pattern pre and post (expected) Amalgamation of the Transferor Company and the Transferee Company are/ will be as follows:

Category of shareholders	Transferor Company		Transferee Company			
	Pre-Amalgamation as on 31.12.2016		Pre-Amalgamation as on 31.12.2016		Post-Amalgamation (expected)	
	No. of shares	% of Total No. of shares	No. of shares	% of Total No. of shares	No. of shares	% of Total No. of shares
<b>A. Promoters</b>						
<b>1. Indian</b>						
a) Individuals/ HUF	1,348,275	3.90	711,990	24.42	2,060,265	5.72
b) Central Govt	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-
d) Bodies Corporate	18,320,973	52.93	1,620,810	55.58	18,454,623	51.21
e) Banks/FI's	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-
<b>Sub-Total (A)(1)</b>	<b>19,669,248</b>	<b>56.83</b>	<b>2,332,800</b>	<b>80.00</b>	<b>20,514,888</b>	<b>56.92</b>
<b>2. Foreign</b>						
a) NRI - Individuals	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-
c) Bodies Corporate	5,006,956	14.47	583,200	20.00	5,590,156	15.51
d) Banks/FI's	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-
<b>Sub-Total (A)(2)</b>	<b>5,006,956</b>	<b>14.47</b>	<b>583,200</b>	<b>20.00</b>	<b>5,590,156</b>	<b>15.51</b>
<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>24,676,204</b>	<b>71.30</b>	<b>2,916,000</b>	<b>100.00</b>	<b>26,105,044</b>	<b>72.43</b>
<b>B. Public Shareholding (Institutions, Non-Institutions and Shares held by Custodians and against which Depository Receipts have been issued)</b>	9,934,268	28.70	-	-	9,934,268	27.57
<b>GRAND TOTAL (A)+(B)</b>	<b>34,610,472</b>	<b>100.00</b>	<b>2,916,000</b>	<b>100.00</b>	<b>36,039,312</b>	<b>100.00</b>

After the amalgamation, the Transferor Company shall cease to exist, hence there shall not be any post-amalgamation capital of the Transferor Company.

22. The Equity shares of the Transferor Company are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The Transferee Company is an unlisted public company and hence their securities are not listed on any stock exchange. The equity shares to be issued to the members of Transferor Company pursuant to this Scheme will be listed and/or admitted to trading in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (read with the applicable regulations/circulars issued by the Securities and Exchange Board of India in relation to application under sub-rule (7) of rule 19 of the Securities Contract (Regulation) Rules, 1957) including any amendment or reconstitution thereof on all the Stock Exchanges, including NSE and BSE, on which shares of Transferor Company are listed on the Effective Date. Transferee Company shall enter into such

arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations and comply with the necessary formalities of the said Stock Exchanges.

#### **GENERAL**

23. The Audit Committee of the Transferor Company in its meeting held on 6th August, 2016 also approved the Scheme and their Report is appearing on website [www.ifglref.com](http://www.ifglref.com) of the Transferor Company. Audit Committee Report was considered by the Board of Directors of the Transferor Company and the Scheme was unanimously approved by the Board of Directors of the Transferor Company vide resolution passed in the meeting held on 6th August, 2016. Copy of Audit Committee Report is also enclosed with the Notice.
24. The Board of Directors of the Transferee Company vide resolution passed in its meeting held on 6th August, 2016, has approved the Scheme.
25. As on the 'cut-off date' being 17th February 2017, the amount due to unsecured creditors of the Transferor Company has been INR 745,453,723 (Rupees Seventy Four Crores Fifty Four Lacs Fifty Three Thousand Seven Hundred and Twenty Three Only) and the amount due to unsecured creditors of the Transferee Company has been INR 116,086,044 (Rupees Eleven Crores Sixty Lacs Eighty Six Thousand and Fourty Four Only).
26. The Scheme will neither have a prejudicial effect on the key managerial personnel, directors, promoters, non-promoter members, creditors, employees and others concerned of the Transferor and Transferee Companies, as no sacrifice or waiver is, at all, called from them nor are their rights sought to be modified in any manner whatsoever.
27. None of the Directors, Promoters, Key Managerial Personnel, Creditors and Employees of the Transferor Company and Transferee Company respectively have any material personal interest in the Scheme, except to the extent of shares held in the Transferor and the Transferee Companies, if any.
28. No investigation proceedings have been instituted or are pending in relation to the Transferor Company and Transferee Company under the Companies Act, 1956/ Companies Act, 2013.
29. Proposed Scheme does not contemplate any corporate debt restructuring exercise.
30. Transferor Company has sent copy of the Scheme to the Registrar of Companies, Odisha at Cuttack.

#### **SUMMARY OF VALUATION REPORT AND FAIRNESS OPINION**

31. For the purpose of arriving at the share exchange ratio, an independent Valuation Report from M/s Walker Chandiook & Co LLP, Chartered Accountants dated 6th August 2016 has been obtained. Basis of valuation for Transferor Company is Discounted Cash Flow Method, Market Price Method, Adjusted Net Asset Value Method and for Transferee Company is Discounted Cash Flow Method and Adjusted Net Asset Value Method. The fair basis of valuation has taken into consideration all the factors relevant to the companies, the industries and the methodologies. It has been stated in the Valuation Report that the fair equity exchange ratio for amalgamation of Transferor Company with Transferee Company would be 1 [One] fully paid up equity shares of face value of INR 10 each of Transferee Company for every 1 [One] fully paid up equity shares of face value of INR 10 each of Transferor Company.
32. Further, a Fairness Opinion dated 6th August 2016, has been issued by the Securities and Exchange Board of India ('SEBI') Category I Merchant Banker, Saffron Capital Advisors Private Limited, Mumbai on the Valuation done by the Valuer.

#### **APPROVALS AND SANCTIONS IN RELATION TO THE SCHEME**

33. NSE has been appointed as designated stock exchange by the Transferor Company for the purposes of co-ordination with SEBI.

34. In terms of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, NSE has granted its "No-objection" in terms of Regulation 94 thereof, vide its Observation Letter dated 17th October 2016 and BSE has also granted its "No-objection" vide Observation Letter dated 14th October 2016. Copy of Observation Letter(s) are enclosed with the Notice.
35. As required by the SEBI, the Applicant Company has also filed the Complaints Report with BSE and NSE, on 15th September, 2016. After filing of the Complaints Report the Applicant Company has received NIL complaints. Copy of the said Complaints Report are enclosed with the Notice.

### **INSPECTION**

36. Following documents are also available for obtaining extract from or for making or obtaining copies of or for inspection by the members of the Transferor Company at the Registered Office/ Head & Corporate Office of the Company upto one day prior to the date of the Meeting between 11.00 A.M.to 5.00 P.M. on all working days (except Saturdays, Sundays and public holidays):
- (a) Copy of Memorandum and Articles of Association of the Transferor Company and Transferee Company;
  - (b) Copy of Annual Report for the last three financial years ending on 31st March, 2016, 31st March, 2015 and 31st March, 2014 of the Transferor Company;
  - (c) Copy of unaudited financial statements for the six and nine months ended on 30th September, 2016 and 31st December 2016 of the Transferor Company;
  - (d) Copy of Annual Report for the last three financial years ending on 31st March, 2016, 31st March, 2015 and 31st March, 2014 of the Transferee Company;
  - (e) Copy of unaudited financial statements for the six and nine months ended on 30th September, 2016 and 31st December 2016 of the Transferee Company;
  - (f) Copy of the Scheme of Amalgamation;
  - (g) Copy of the Audit Committee Report dated 6th August 2016 of the Transferor Company;
  - (h) Copy of Board Resolution dated 6th August 2016 passed by the Board of Directors of the Transferor Company;
  - (i) Copy of Board Resolution dated 6th August 2016 passed by the Board of Directors of the Transferee Company;
  - (j) Copy of the Valuation Report dated 6th August 2016 issued by the Independent Chartered Accountants, M/s Walker Chandiook & Co LLP;
  - (k) Copy of Fairness Opinion dated 6th August 2016 issued by Saffron Capital Advisors Private Limited, SEBI registered Category I Merchant Banker;
  - (l) Certificate issued by the Statutory Auditors M/s Deloitte Haskins & Sells LLP, Chartered Accountants of the Transferor Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under section 133 of the Companies Act, 2013;
  - (m) Copy of Observation Letter dated 14th October, 2016 issued by BSE;
  - (n) Copy of Observation Letter dated 17th October, 2016 issued by NSE;
  - (o) Complaints Report dated 15th September, 2016 submitted by the Transferor Company with BSE and NSE; and
  - (p) Copy of the Order of the Tribunal dated 15th day of February, 2017 passed in Company Application No. 36

of 2017 directing the convening of meetings of the equity shareholders and creditors (both secured and unsecured) of the Transferor Company; and

(q) Other documents relating to the matters incidental to and arising out of the proposed Scheme.

**OTHERS**

37. In compliance with the requirement of Section 230(5) and Section 232 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Notice in the prescribed form together with requisite documents and seeking approvals, sanctions or no-objections to the proposed Scheme shall be served on the concerned regulatory and government authorities, including the jurisdictional Registrar of Companies (Ministry of Corporate Affairs).
38. In view of the information provided hereinabove and the documents attached alongwith this Notice and Explanatory statement, the requirement of Section 232(2) of the Companies Act, 2013 have been complied with. Transferor Company, being a listed company, will host the Notice together with Explanatory Statement and requisite documents on its website [www.ifglref.com](http://www.ifglref.com) and send the same also to SEBI and Stock Exchange(s) for hosting on their websites. Notices of this meeting is also going to be advertised in the English daily – “The New Indian Express” and the Odiya daily – “The Samaja”, following the directions given in the NCLT Order dated 15th February, 2017 following applicable provisions of the Companies Act, 2013 read with allied Rules thereunder.
39. The person(s) to whom this Notice is sent may vote in the meeting either in person or proxy or through postal ballot.
40. NCLT by its Order dated 15th February 2017, has appointed Mr. Saroj Kumar Ray, Practicing Company Secretary (Membership No. FCS 5098, CP NO. 3770) of N-6/215, IRC Village, Bhubaneswar 751015, Odisha as a Scrutinizer for the meeting.
41. Creditors are requested to carefully read the instructions printed on the Postal Ballot Form, before exercising their vote and assent must be accorded by placing a tick (✓) mark in the column ‘I / We assent to the Resolution (FOR)’ or dissent must be accorded by placing a tick (✓) mark in the column ‘I / We dissent to the Resolution (AGAINST)’ recording their assent (For) or dissent (Against) therein and return the same in original duly completed and signed in the attached self-addressed prepaid envelope on or before Saturday, 1st April 2017. Postal Ballot Form deposited in person or sent by post or courier at the expense of the Creditors will also be accepted.

**By order of the Board of Directors**

**For IFGL Refractories Limited**

**Registered Office address:**

Sector ‘B’, Kalunga Industrial Estate  
PO: Kalunga 770 031, Dist. Sundergarh, Odisha

Dated this 20th day of February, 2017  
Place: Kolkata

Sd/-  
**Rajesh Agarwal**  
**Company Secretary**