

**FORM NO. CAA.2**

[Pursuant to Section 230(3) and rule 6 and 7]

**Before the National Company Law Tribunal, Bench at Kolkata**

C.A. (CAA) No. 198/KB/2018

In the matter of the Companies Act, 2013

AND

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

AND

In the matter of Composite Scheme of Compromise and Arrangement between Arun Kumar Jagatramka, Promoter Shareholder/Member of Gujarat NRE Coke Limited (In Liquidation) and the Creditors and Shareholders of Gujarat NRE Coke Limited (In Liquidation)

**NOTICE CONVENING THE MEETING OF THE SHAREHOLDERS OF GUJARAT NRE COKE LIMITED (IN LIQUIDATION)**

To,  
**The Shareholder(s) of Gujarat NRE Coke Limited (In Liquidation)**  
**("Company")**

Notice is hereby given that by an Order dated 15<sup>th</sup> May, 2018, the Kolkata Bench of the Hon'ble National Company Law Tribunal ("**NCLT**") has directed that a meeting of the Shareholders of the Company be convened and held at Merchants' Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata – 700 001 on 16<sup>th</sup> July, 2018 at 10:00 A.M. ("**NCLT Convened Meeting**"), for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Composite Scheme of Compromise and Arrangement between Arun Kumar Jagatramka, Promoter Shareholder/Member of the Company ("Applicant") and the Creditors and Shareholders of the Company ("**Scheme**").

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of the Shareholders of the Company will be held at Merchants' Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata – 700 001 on 16<sup>th</sup> July, 2018 at 10:00 A.M. at which time & place the said Shareholders are requested to attend and to consider and, if thought fit, to pass following Resolution with or without modification(s):

*"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the rules, regulations, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof), as may be applicable, and subject to the approval of the Hon'ble National Company Law Tribunal, Bench at Kolkata ("**NCLT**"), and subject to such other approval, permission 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 NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by Mr. Arun Kumar Jagatramka, Promoter Shareholder/Member of the Gujarat NRE Coke Limited (In Liquidation), the arrangement embodied in the Composite Scheme of Compromise and Arrangement among Arun Kumar Jagatramka and the Creditors and Shareholders of Gujarat NRE Coke Limited (In Liquidation) ("**Scheme**") placed before this meeting and initiated by the Chairman of the meeting for the purpose of identification, be and is hereby approved.*

***RESOLVED FURTHER THAT** Mr. Arun Kumar Jagatramka be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in his 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 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 questions or 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 he may deem fit and proper."*

**TAKE FURTHER NOTICE** that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you or your authorised signatory, is deposited at the registered office of the Company at 22 Camac Street, Block C, 5<sup>th</sup> Floor, Kolkata – 700 016, not later than 48 hours before the scheduled time of the commencement of the said meeting.

**TAKE FURTHER NOTICE** that in compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (iv) Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 issued by the Securities and Exchange Board of India, the Applicant has provided the facility of voting by e-voting so as to enable the shareholders, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by shareholders of the Company to the Scheme shall be carried out through (a) e-voting and (b) Ballot voting at the venue of the meeting to be held on 16<sup>th</sup> July, 2018.

Copies of the Scheme and of the Explanatory Statement, under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, can be obtained free of charge at the registered office of the Company at 22 Camac Street, Block C, 5<sup>th</sup> floor, Kolkata-700016.

NCLT has appointed Mr. Sumit Binani to be the Chairperson of the

said meeting including any adjournment thereof.

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

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

Place : Kolkata

**Sumit Binani**

Date : 5th June, 2018

*Chairperson appointed for the Meeting*

Registered Office:

22 Camac Street

Block C, 5<sup>th</sup> floor, Kolkata – 700016

CIN: L51909WB1986PLC040098

Email: investor@gujaratnre.com

Website: www.gujaratnre.com

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**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE NCLT CONVENED MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY, TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.**

2. Only registered shareholders of the Company may attend and vote either in person or by proxy (a proxy need not be an shareholder of the Company) or in the case of a body corporate or Registered Foreign Portfolio Investors ("RFPI") or Foreign Institutional Investors ("FI"), by a representative authorised under Section 113 of the Companies Act, 2013 at the Meeting. The authorised representative of a body corporate/RFPI/FII which is a registered shareholder of the Company may attend and vote at the Meeting, provided a copy of the resolution of the board of directors or other governing body of the body corporate/RFPI/FII authorising such representative to attend and vote at the Meeting, duly certified to be a true copy by a director, the manager, the secretary or other authorized officer of such body corporate/RFPI/FII, is deposited at the registered office of the Company not later than 48 (forty eight) hours before the schedule time of the commencement of the Meeting.
3. The form of proxy is attached with this Notice and can also be obtained free of charge from the registered office of the Company.
4. All alterations made in the Proxy Form should be initialed.
5. A registered shareholder or his proxy, attending the Meeting, is requested to bring the Attendance Slip duly completed and signed.
6. The registered shareholders who hold shares in dematerialized form and who are attending the Meeting are requested to

bring their DP ID and Client ID for easy identification.

7. In case of joint holders attending the Meeting, only such joint holder whose name appears at the top in the hierarchy of names, shall be entitled to vote.
8. The quorum for the Meeting shall be in accordance with Section 103 of the Companies Act, 2013, present either in person or by proxy.
9. The Scheme in the context is not proposed by the Liquidator of the Company. This notice is issued and sent out by the Liquidator in terms of the directions of the Hon'ble NCLT vide Order dated 15th May 2018. The Liquidator assumes no responsibility for any contents in the notice/explanatory statement dealing with salient features of the Scheme or any forward looking statements thereof as the same has been picked up from the proposed Scheme prepared by Mr. Arun Kumar Jagatramka, the Promoter Shareholder/Member of the Company. The Shareholders are required to conduct their own diligence while considering the said proposed Scheme.
10. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the equity and "B" equity shareholders at the registered office of the Company between 9.30 a.m. and 11.30 a.m on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting.
11. The Notice, the Explanatory Statement together with the documents accompanying the same, are being sent to all the shareholders either by registered post / speed post / courier service to those shareholders who have not registered their e-mail ids with the Company/RTAs/ NSDL/CDSL and electronically by e-mail to those shareholders who have registered their e-mail ids with the Company/RTAs/ NSDL/CDSL, whose names appear in the register of members/list of beneficial owners as received from NSDL/CDSL as on 18<sup>th</sup> May, 2018. The Notice along with copy of the Scheme and other documents may also be accessed on Company's website: [www.gujaratnre.com](http://www.gujaratnre.com) as well as on the website of CDSL: [www.evotingindia.com](http://www.evotingindia.com).
12. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the shareholders as on the cut-off date i.e. 9th July, 2018. Persons who are not shareholders of the Company as on the cut-off date, should treat this notice for information purposes only.
13. The shareholders of the Company whose names appear in the records of the Company as on 9th July, 2018 shall be eligible to attend and vote at the meeting of the Shareholders of the Company or cast their votes by using the e-voting facility.
14. Kindly note that the shareholders can opt only one mode for voting i.e. either by e-voting or voting at the venue of the meeting. Please further note that shareholders who have voted through e-voting may still attend the Meeting, however, they shall not be allowed to vote at the Meeting.
15. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if the resolution mentioned in the Notice have been approved at the Meeting by a majority of persons representing three fourth in value of such shareholders of the Company, voting in person or by proxy or through e-voting.
16. Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), inter alia, provides that approval of Public

Shareholders of the Company to the Scheme shall be obtained by way of e-voting. Since, the Company is seeking the approval of its shareholders (which includes Public Shareholders) to the Scheme by way of voting through e-voting, no separate procedure for voting through e-voting would be required to be carried out by the Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Circular. The aforesaid notice sent to the shareholders (which includes Public Shareholders) of the Company would be deemed to be the notice sent to the Public Shareholders of the Company in terms of the SEBI Circular. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly.

17. The Company has engaged the services of CDSL for facilitating e-voting for the said resolution mentioned in the Notice. The shareholders desiring to exercise their vote by using e-voting facility are requested to follow the instructions mentioned in Voting through electronic means.
18. The voting through e-voting period will commence at 9:00 a.m. on Friday, 13th July 2018 and will end at 5:00 p.m. on Sunday, 15th July 2018. During this period, the shareholders (which includes Public Shareholders) of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 9th July 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on Sunday, 15th July 2018 at 5:00 p.m. Once the vote on the resolution is cast by a shareholder, he or she will not be allowed to change it subsequently.
19. Any queries/grievances in relation to the voting by postal ballot or e-voting may be addressed to Mr. Sumit Binani, Liquidator of the Company at its registered office, or call at 033 22891471 or through email to investor@gujaratnre.com. Any query/grievance related to the e-voting may be addressed to email id - helpdesk.evoting@cdslindia.com, Contact No. 03322821376 /Toll Free No. 18002005533.

**20. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the NCLT Convened Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the meeting venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences at 9:00 a.m. on Friday, 13<sup>th</sup> July 2018 and will end at 5:00 p.m. on Sunday, 15<sup>th</sup> July 2018. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9<sup>th</sup> July 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (x) Click on the EVSN for the "Gujarat NRE Coke Limited" on which you choose to vote.
  - (xi) 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.
  - (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiii) 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.
  - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - (xviii) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - (xx) In case of members receiving the physical copy they are advised to follow all steps from serial no. (i) to (xvi) above.
21. The combined report of the Meeting after completion of the scrutiny of the votes cast by the shareholders, which includes Public Shareholders, of the Company through (i) e-voting process and (ii) voting at the venue of the Meeting will be submitted to the Chairperson. The scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The results of votes cast through (i) e-voting process and (ii) voting at the venue of the Meeting will be announced on or before the 18th July, 2018 at the registered office of the Company.
  22. The results, together with the scrutinizer's reports, will be displayed at the registered office of the Company, on the website of the Company i.e. [www.gujaratnre.com](http://www.gujaratnre.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com), besides being communicated to BSE Limited and National Stock Exchange of India Limited.
  23. The Route map showing direction to reach the venue is annexed.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENCH AT KOLKATA  
COMPANY APPLICATION NO. C.A. (CAA) No. 198/KB/2018**

In the matter of the Companies Act, 2013 ('the Act');  
And  
In the matter of the Companies Act, 2013

AND

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

AND

In the matter of Composite Scheme of Compromise and Arrangement between Arun Kumar Jagatramka, Promoter Shareholder/Member of Gujarat NRE Coke Limited (In Liquidation), Applicant and the Creditors and Shareholders of Gujarat NRE Coke Limited (In Liquidation)

**STATEMENT AS PER RULE 6 (3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS & AMALGAMATIONS) RULES, 2016.**

- In this statement, Gujarat NRE Coke Limited (in Liquidation) is referred to as the "Company" and Arun Kumar Jagatramka as the "Applicant". The other definitions contained in the Composite Scheme of Compromise and Arrangement between the Applicant and the Creditors and Shareholders of the Company (herein after referred to as the "Scheme") will also apply to this 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 ("Explanatory Statement").
- The Hon'ble National Company Law Tribunal, Kolkata Bench, by its Order dated 15<sup>th</sup> May, 2018 in C.A. (CAA) No. 198/KB/2018, has directed that meetings of the Shareholders of the Company and that of the Secured Creditors, Unsecured Creditors and FCCB Holders of the Company be convened and held for the purposes of considering and, if thought fit, approving the Composite Scheme of Compromise and Arrangement between the Applicant and the Creditors and Shareholders of the Company under Section 230 to 232 of the Companies Act, 2013 (Act) (including any modification or re-enactment or amendment thereof) read with rules issued there under. The details of the Tribunal directing the calling, convening and conducting of the meetings are as follows:

<b>Class of the Meeting</b>	<b>Date, Time and Venue of the Meeting</b>
Shareholders of the Company	Date: Monday, 16th July 2018 Time: 10:00 a.m Venue: Merchants' Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata – 700 001
FCCB Holders of the Company	Date: Monday, 16th July 2018 Time: 11:30 a.m Venue: Merchants' Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata – 700 001

Unsecured Creditors of the Company	Date: Monday, 16th July 2018 Time: 1:00 p.m Venue: Merchants' Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata – 700 001
Secured Creditors of the Company	Date: Monday, 16th July 2018 Time: 3:30 p.m Venue: Merchants' Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata – 700 001

The persons to whom the notice is being sent may vote in the meeting either in person or proxies, or where applicable, by voting through electronic means.

**3.A Details of the Company involved in the Composite Scheme of Compromise and Arrangement is as under :**

**GUJARAT NRE COKE LIMITED (In Liquidation):**

**Particulars of the Company:**

<b>Corporate Identity Number (CIN)</b> L51909WB1986PLC040098
<b>Permanent Account Number :</b> AABCG6225H
<b>Type of Company (whether public or private or one-person company) :</b> Public
<b>Registered office address and e-mail address</b> 22, Camac Street, Block C, 5th Floor, Kolkata - 700 016 investor@gujaratnre.com
<b>Summary of Main object as per the Memorandum of Association and main business carried on by the Company.</b>
<ol style="list-style-type: none"> <li>To carry on the business of traders and merchants in all types of commodities and articles of consumption in India or else where.</li> <li>To carry on the business as buyers, sellers, importers, exporters, producers, dealers, commission agents, representatives, assemblers, packers, stockists, distributors, financiers, hire purchase and dealers of and in all kinds of agricultural produces, food articles sugar, industrial products, industrial components, electronic parts and devices, forest products, raw materials, minerals, metals, industrial and other waste and by-products, industrial and other gases, alcohol, coal, coke, edible and non-edible oils and fats, consumer goods, household goods, hardware stores, plant and machinery stores, spare parts and accessories, commercial and man made fibres, substances, blankets and any products of cotton yarn and woolen textiles, raw jute and jute products, cement, chemicals, plastics, building materials and vehicles.</li> <li>To carry on in India or elsewhere in the world, either alone or jointly with one or more persons, government, local or other bodies, the business to search, prospect, explore, win, mine, quarry, dispose of, purchase, take on lease or otherwise acquire freehold and other lands, properties, mines and mineral properties, exploration rights, concessions, leases, claims, licences of or other interest in mines, mining and offshore rights, mineral properties and water rights, to prospect, explore, develop and work claims or mines, drill and sink shafts or wells and raise, pump, dig and quarry for all sorts of major and minor minerals, working deposits thereof and</li> </ol>

sub soil minerals and to crush, win, set, quarry, smelt, calcine, refine, dress, preserve, amalgamate, process, harden, temper, polish, manufacture, manipulate and prepare for market, sale, resale, export, trade or deal in metals, substances, catalysts or mineral substances, all types of stones, lime, chalk, clay, refractories, ceramics, stonewares, porcelain wares, proppants, oil, coke, coal, slag, slag granules, bauxite, lignites, rock-phosphate, brimstone, quartz, granite, marble, silica sand, brine, rare earths, gypsum deposits, iron ore, aluminium, titanium, uranium, vanadium, mica, apalite, chrome, copper, gypsum, zircon, tungsten, precious stones, oil, petroleum, natural gas, earth and other natural substances, organic or inorganic, and the alloys, products or by products thereof and to do all such other processes in connection with the same.

- iv. To carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether nuclear, steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description of energy.
- v. To carry on the business of manufacturers and processors of, dealers in, exporters' and importers of all grades, types, qualities, shapes, categories and descriptions; of alloy, tool and special steel, including alloy constructional steels in carbon, manganese, nickel, chromium, nickel-chromium (NiCr), nickel chromium molybdenum (NiCrMb), chromium molybdenum (CrMb), direct hardening steels, case hardening steel, nitriding steels, ball bearing steels, corrosion resisting steels, stainless and heat resisting steels, free cutting steels, silico-manganese steels, spring steels, carbon and alloy tool and die steels, high speed steels, cold and hot working steels, alloy steel, magnet steels, electrical steels, hot rolled and cold rolled grain oriented-electrical steels, all types of alloying materials required for manufacture of alloy, tool, and special steels such as ferro-silicon, ferro-manganese, ferro-vanadium, ferromolybdenum, ferro-tungsten, ferrochrome, silico-manganese, silicocalcium, nickel, copper, cobalt aluminum, baron titanium niobium, pig iron, cast iron, scrap iron, wrought iron, mild steel, steel castings and steel forgings in all the categories of steel described hereinabove, all types of refractory bricks, and materials, coal tar, and tar by products, and non-ferrous metals and products thereof, ingots, slabs, billets, sheets, sections, angles, wires strips flats, rounds and as processor of metal, ferrous and non ferrous, into castings, Forgings, rolling, re-rolling, galvanizing, drawing, extruding including finished or semi-finished goods, agricultural equipments, automobile parts, machine tools, other hand tools, jigs, fixtures, line- blades, tubes, pipes, and to act as metal workers machinists, iron and steel worker, smiths, metallurgists, and buyers and sellers of all the items, mentioned above and hardwares and allied products.

**Details of the Authorized, Issued, Subscribed and Paid-up share capital of the Applicant Company as on March 31, 2018.**

The Company has an authorized share capital of Rs 2522 crores divided into 212.20 crores of ordinary equity shares of Rs.10/- each amounting to Rs 2122 crores; 10 crores "A" equity shares of Rs 10/- each amounting to Rs 100 crores; and 30 crores "B" equity shares of Rs.10/- each amounting to Rs 300 crores; and aggregating to total of Rs 2522 crores.

The issued, subscribed and paid up capital of the Company is divided into 160,45,48,645 ordinary equity shares of Rs.10/- each fully paid amounting to Rs 1604.54 crores and 5,24,88,010 "B" equity shares of Rs 10/- each fully paid amounting to Rs 52.49 crores, aggregating to Rs. 1657.03 crores.

**Details of change of name, registered office and objects of the company during the last five years : N.A.**

**B. Name of the promoters and directors along with their address & shareholding :**

Sl. No.	Name	Address	Category	Shareholding
1.	Mr. Arun K u m a r Jagatramka	1, Clyde Row, Hastings, Kolkata – 700 022	Promoter & Director	1,80,85,197 Equity Shares and 8,31,151 'B' Equity Shares
2.	Mrs. Mona Jagatramka	1, Clyde Row, Hastings, Kolkata – 700 022	Promoter & Director	1,09,35,872 Equity Shares and 5,85,500 'B' Equity Shares
3.	Mr. Sisir K u m a r Mukherjee	Block – 2, Flat – 4B, Regent Enclave, VIP Road, Kaikhali, Kolkata- 700 052	Director	3,000 Equity Shares
4.	Mr. Amit K u m a r Majumdar	Bungalow DX-4, Sapana Gardens, Porvorim, Goa - 403521	Director	15,000 Equity Shares and 1,410 'B' Equity Shares
5.	Mr. Murari Sananguly	411, Rainbow Drive, Sarjapur Road, Bangalore - 560 035	Director	Nil

- C. The shares of the Company are listed on the BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE") and Foreign Currency Convertible Bonds (FCCBs) are listed at Singapore Stock Exchange ("SGX").

**4. SALIENT FEATURES OF THE SCHEME :**

This Composite Scheme of Compromise and Arrangement envisages the Compromise and Arrangement between Arun Kumar Jagatramka, Promoter Shareholder/Member of the Company and the Creditors and Shareholders of the Company pursuant to Sections 230 to 232 and other applicable provisions, if any of the Companies Act, 2013.

**(a) Rationale for the Scheme :**

The rationale or the Benefits of the Scheme to the Company, Shareholders, Creditors of the Company and Others:

- i. Secured Creditors:
- NPV of aggregate bank repayments under the Scheme would be greater than the expected recovery under Liquidation
  - Lenders holding more than 33% shareholding in equity capital to benefit in case of revival of

- the Company which would otherwise be nil in case of liquidation
- iii) Certainty and timeline of repayment is defined in the Scheme which is totally uncertain in case of liquidation
- iv) Substantial financial loss to lenders can be avoided as negligible value can be recovered by them when assets are sold as scrap brick by brick under the liquidation process
- v) No additional funding is sought from existing lenders
- vi) No moratorium
- ii. Unsecured Creditors:
- i) The Unsecured Creditors will be able to recover a portion of their dues in terms of the Scheme as compared to the NIL recovery in the event of Liquidation.
- ii) The Unsecured Creditors will be benefited by the equity upside which is expected to increase as the Company revives, generating good return for the unsecured creditors which in the case of liquidation will be zero.
- iii) Resolution of ongoing litigations and awards/orders and claims in terms of the Scheme
- iv) Continued contribution to the government & payment of statutory dues in terms of the Scheme
- v) Continuity of employment & payments to workmen and employees in normal course of the business.
- iii. FCCB holders:
- i) The FCCB holders will be able to recover a portion of their dues in terms of the Scheme as compared to the NIL recovery in the event of Liquidation.
- ii) The FCCB holders will be benefited by the equity upside which is expected to increase as the Company revives, generating good return for the them which in the case of liquidation will be zero.
- iii) If the investment of the FCCB holders, who are mainly foreign investors, is recouped, then their faith and confidence in the Indian market as a preferred investment horizon, will be kept alive.
- iv. Shareholders:
- i) Equity shares continues to be listed and traded and hold market value which otherwise would be lost in case of liquidation.
- ii) More than 2 lac retail shareholders to benefit from revival of business and appreciation of the Company valuation viz-a-viz equity share valuation as against zero value in the case of liquidation.
- iii) Lenders holding more than 33% shares of the Company to benefit in case of revival post implementation of the Scheme as against zero value in the case of liquidation.
- v. Company:
- i) Revival of operations on backing of industry upturn and resolution of the Company specific issues
- ii) Company to continue as going concern. This will help keep ~ 1100 direct employment
- iii) Coke is a war critical commodity. Revival of the operations of the Company will mean India would not lose self reliance on a critical raw material and would not depend on countries like China to dictate supply and price.
- iv) Revival of the Company will increase the economic value of productive plant and machinery and at the same time will generate future employment,
- v) The livelihood of around 10,000 families indirectly associated with the company through its transporters, security agencies, dealers, vendors, etc will be safeguarded,
- vi) The creative value potential of the assets will not be lost,
- vii) The economic value of productive plant and machinery will be safeguarded
- viii) No loss to exchequer in terms of GST, Customs Duty, Income tax, etc.
- (b) **“Appointed Date”** means 7<sup>th</sup> April, 2017 or such other date as the Hon’ble National Company Law Tribunal, Kolkata Bench may direct.
- (c) **“Effective Date”** shall mean the date on which the certified copies of the order of the Tribunal of Judicature at Kolkata sanctioning the Scheme is filed with the Registrar of Companies, West Bengal. Any references in this Scheme to “upon this Scheme becoming effective” or “effectiveness of this Scheme” shall mean the Effective Date.
- (d) **Upon the Scheme becoming effective:**
- i) The issued, subscribed and paid-up Share Capital of the Company of Rs. 1657,03,66,550/- comprising of 160,45,48,645 Equity Shares of Rs. 10/- each and 5,24,88,010 ‘B’ Equity Shares of Rs. 10 each, fully paid up shall be reduced to Rs. 165,70,36,655/- comprising of 165,70,36,655 New Equity Shares of Re. 1/- each, fully paid up. The paid up value per Equity and ‘B’ Equity Shares shall reduce by 90% i.e. by canceling Rs. 9/- per Equity and ‘B’ Equity Shares from the face value of Rs. 10/- each held by the Equity and ‘B’ Equity Shareholders and the class of ‘B’ equity Shares will get merged with Equity Shares as on the Record Date to be fixed by the Company in consultation with the Stock Exchanges.
- ii) The admitted claims of the Secured Creditors, as on the Cut-off Date i.e Rs. 3501,16,90,000/- crores shall be paid in full towards full and final settlement of their entire dues on coming into effect of this Scheme, as under:

1. Rs. 500,00,00,000/-, to be termed as New Term Loan, be paid in 10 years on quarterly basis with an interest of 8.10% p.a,
2. Issuance of 40,00,00,000 New Equity Shares of the Company of face value of Rs. 1/- each totaling to Rs. 40,00,00,000/-
3. Issuance of 20 years 29,61,169, 0.01% Compulsory Redeemable Preference Shares (CRPS) of Rs. 10,000 per CRPS for the balance amount aggregating to Rs. 2961,16,90,000/- redeemable by one time bullet payment at the end of the tenure i.e 20 years.
  - iii) The claims of FCCB holders aggregating to Rs. 139,98,88,327/-, as on the cut-off date would be reduced by 90% and the balance of Rs. 13,99,88,833/- will be converted into 13,99,88,833 new equity shares of the company having face value of Rs. 1/- per share aggregating to Rs. 13,99,88,833/-.
  - iv) The dues of the Unsecured Creditors as on the Cut-off Date i.e Rs. 1502,41,17,822/- shall be reduced by 50% and paid as under in full and final settlement of their entire dues on coming into effect of this Scheme:
    1. Issuance of 22,53,61,767 New Equity Shares of the Company of face value of Rs. 1/- each i.e aggregating to Rs. 22,53,61,767/- representing 1.5% of the outstanding amount as on the cut-off date.
    2. Issuance of 20 years 7,28,670 0.01% Compulsory Redeemable Preference Shares (CRPS) of Rs. 10,000 per CRPS aggregating to Rs. 728,67,00,000/- representing 48.5% of the outstanding dues redeemable by one time bullet payment at the end of the tenure i.e 20 years.
    3. The balance 50% of the outstanding amount i.e Rs. 751,20,58,911/- shall be written off.

**(e) The Scheme is divided into the following parts:**

- (i) Part I, which contains the Definitions and Share Capital;
- (ii) Part II, which deals with Reduction and Reorganization of Capital;
- (iii) Part III, which deals with Compromise and Arrangements with Creditors;
- (iv) Part IV, which deals with the general terms and conditions applicable to the Scheme.

**You are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof. The aforesaid are only some of the key provisions of the scheme.**

**5. Capital Structure of the Company – Pre and Post Scheme (Expected) :**

Description	Pre-Scheme	Post Scheme
Authorized Share Capital	Equity Shares – Rs. 2122,00,00,000 divided into 212,20,00,000 equity shares of Rs. 10 each “A” Equity shares – Rs. 300,00,00,000 divided into 30,00,00,000 ‘A’ equity shares of Rs. 10 each “B” Equity shares – Rs. 100,00,00,000 divided into 10,00,00,000 ‘B’ equity shares of Rs. 10 each Total – Rs. 2522 crores	Equity Shares – Rs. 2522,00,00,000 divided into 2522,00,00,000 equity shares of Rs. 1 each 0.01% Preference shares – Rs. 5000,00,00,000 divided into 50,00,000 0.01% Compulsory Redeemable Preference Shares of Rs. 10,000 each Total - Rs. 7522 crores
Issued, Subscribed & Paid up Capital	Equity Shares - 160,45,48,645 equity shares of Rs.10/- each fully paid amounting to Rs 1604.54 crores “B” Equity shares - 5,24,88,010 “B” equity shares of Rs 10/- each fully paid amounting to Rs 52.49 crores Total - Rs. 1657.03 crores.	New Equity Shares - 242,23,87,255 equity shares of Rs.1/- each fully paid amounting to Rs. 242.23 crores Total - Rs. 242.23 crores.

**6. Pre and Post Scheme Shareholding Pattern:**

Category of Shareholder	Pre-Scheme As on 31.12.2017		Post-Scheme	
	No. of Shares	%	No. of Shares	%
Lenders	53,66,58,518	32.39	94,05,58,877	38.83
Promoters & Promoter Group	42,44,15,532	25.61	42,44,15,532	17.52
FCCB Holders	0	0.00	13,99,88,833	5.78
Unsecured Creditors	0	0.00	22,53,61,767	9.30
Public & Others	69,59,62,605	42.00	69,20,62,246	28.57
<b>Total</b>	<b>165,70,36,655</b>	<b>100.00</b>	<b>242,23,87,255</b>	<b>7.87</b>

**7. Relationship between the Applicant and the Company :**

The Applicant is one of the Promoter and Shareholder/Member of the Company.

8. **Board Meeting:** Since the Scheme has not been proposed by the Company, it has not been approved by the Board of Directors of the Company. It may be noted here that pursuant to the initiation of Corporate Insolvency Resolution Process (CIRP) w.e.f 7th April, 2017 under the provision of the Insolvency and Bankruptcy Code, 2016 vide Order dated 7<sup>th</sup> April, 2017 of the Hon’ble National Company Law Tribunal (NCLT), Kolkata, the powers of the Board of Directors of the Company stands suspended from the said date. Further, the powers of the Board of Directors cease to affect pursuant to the Order passed by the Hon’ble National Company Law Tribunal (NCLT), Kolkata dated 11<sup>th</sup> January, 2018 initiating liquidation proceedings of the Company.



9. **Disclosure about effect of the Scheme on:**

(a) Key Managerial Personnel (KMP)	The effect of the Scheme on interests of the KMPs is not any different from the effect of the Scheme on like interests of other persons except the material interest as stated below.
(b) Directors	The effect of the Scheme on interests of the Directors is not any different from the effect of the Scheme on like interests of other persons except the material interest as stated below.
(c) Promoters and Non Promoter Members	The Scheme proposes reduction and reorganization of the exiting share capital of the Company. Further, upon the implementation of the Scheme, new equity shares of the Company of face value of Rs. 1/- each are proposed to be issued to Secured Creditors, FCCB Holders and Unsecured Creditors of the Company in terms of the Scheme. Save as aforesaid, the rights and interest of the Promoters and Non-Promoter Shareholders of Company are not being affected by the Scheme.
(d) Depositors	The Company does not have any depositors.
(e) Creditors and Debenture Holders	The Scheme proposes the terms of payment/ issuance of equity shares/ waiver of the amount due to secured and unsecured creditors of the Company. Save as aforesaid, the rights and interest of the creditors and debenture holders are not being affected by the Scheme.
(f) Deposit Trustee And Debenture Trustee	a) The Company does not have any deposit trustee. b) The Debenture Trustees of Non-Convertible Debentures of the Company shall cease to continue as the amount of debentures is being treated as part of loan from secured creditors.
(g) Employees of The Company	Upon the approval of the Scheme, the Company will be out of the Liquidation process. This will help in safeguarding the employment of the employees and also future payments of their retirement benefits.

10. **Disclosure about effect of compromise and arrangement on material interests of Directors, Key Managerial Personnel and Debenture Trustee :**

The Company is undergoing liquidation process under the Insolvency and Bankruptcy Code, 2016. The Directors/KMPs of the Company, as such, have material interest in the Scheme because under the ongoing liquidation process their powers are ceased and vested in the Liquidator and if the Scheme is approved, this situation may change as may be permitted under law. The Debenture Trustees of the Company do not have any material interest in the Scheme.

11. **Other Details**

(a) Summary of Valuation Report	N A
(b) Details of capital or debt restructuring, if any	As detailed in salient features of the Scheme above
(c) Benefits of the compromise or amalgamation as perceived by the Board Of Directors to the company members. Creditors and others (as) applicable):	As detailed in Rationale of the Scheme above

(d) Amount due to unsecured creditors	Rs. 1502,41,17,822/- as on the appointed date
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12. **Investigation or proceedings, if any, pending against the company under the Act -**

No investigation proceedings have been instituted or are pending under Sections 210 to 229 of Chapter XIV of the Companies Act, 2013 or under the corresponding provisions of the Companies Act, 1956.

13. This statement may be treated as an Explanatory Statement under Section 232 of the Companies Act, 2013 and Section 102 of the Companies Act, 2013 in respect of the NCLT Convened meetings of the Secured Creditors, Unsecured Creditors, FCCB Holders and Shareholders of the Company.

14. Submissions approvals and other information: In terms of the Hon'ble NCLT order dated 15th May, 2018 of the Hon'ble Bench, Kolkata notice are being sent to the sectoral regulators for their observations on the draft scheme.

15. **DETAILS OF THE AVAILABILITY OF THE FOLLOWING DOCUMENTS FOR OBTAINING EXTRACT FROM OR FOR MAKING OR OBTAINING COPIES OF OR FOR INSPECTION BY THE MEMBERS AND CREDITORS :**

- Extract or copies for inspection of the following documents may be had at registered office of the company between 9:30 A.M to 11:30 A.M on all working days (except Saturdays, Sundays and Public Holidays);
- Latest audited financial statements of the company;
- Copy of the order of tribunal dated 15th May, 2018 in pursuance of which the meeting of the shareholders and that of FCCB Holders, secured creditors and unsecured creditors have been convened;
- Copy of Composite Scheme of Compromise and Arrangement;
- Contracts or agreements material to the Scheme, if any;
- Certificate by the Statutory Auditors of the Company on the accounting treatment of the provisions of the Scheme as per Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
- Such other information or documents as the Board or management believes necessary and relevant for making decision for or against the scheme.

Place : Kolkata

Date : 5th June, 2018

**Sumit Binani**

*Chairperson appointed for the Meeting*

## COMPOSITE SCHEME OF COMPROMISE AND ARRANGEMENT

### BETWEEN

**ARUN KUMAR JAGATRAMKA**

**PROMOTER SHAREHOLDER/MEMBER OF GUJARAT NRE COKE LIMITED (IN LIQUIDATION)**

### AND

**THE CREDITORS AND SHAREHOLDERS OF GUJARAT NRE COKE LIMITED (IN LIQUIDATION)**

#### PREAMBLE:

- [A] Purpose of the Scheme: This composite Scheme of Compromise and Arrangement (hereinafter referred to as 'the Scheme') proposed by Mr. Arun Kumar Jagatramka, Promoter Shareholder/Member of Gujarat NRE Coke Limited (hereinafter referred to as 'the applicant') provides for compromise by (i) the Secured Creditors, (ii) the Foreign Currency Convertible Bond (FCCB) holders, (iii) the Unsecured Creditors and (iv) the Equity Shareholders and 'B' Equity Shareholders under provisions of Section 230 to 232 and other relevant provisions of the Companies Act, 2013 in the manner provided for herein.
- [B] The Scheme also provides for various other matters consequential or otherwise integrally connected therewith.

#### BACKGROUND AND RATIONALE FOR THE SCHEME:

1. Gujarat NRE Coke Ltd. ("Company") is one of the largest metallurgical coke producer in the country with an installed capacity of 1.2 MTPA and occupies a leadership position in the coke industry due to its scale of operations, its premium quality and its customer service and enjoys high credibility among its customers and its suppliers.
2. The Company's ordinary equity shares and 'B' equity shares are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The Non – convertible Debentures of the company are listed at Bombay Stock Exchange. The Foreign Currency Convertible Bonds (FCCBs) are listed at Singapore Exchange Limited (SGX). At present, there are more than 2 lac public shareholders and the market cap of the company as on 01.01.2018 was Rs. 300 crores and the shares have been very actively traded on National Stock Exchange and Bombay Stock Exchange. The total trading activities on the equity shares of the company at NSE & BSE at 01/01/2018 to 15/01/2018 are as under:

Date	Close Price	Total Traded Quantity	Turnover	No. of Trades
02-Jan-18	1.8	11870452	22314448	2142
03-Jan-18	1.65	11122212	19298332	1893
04-Jan-18	1.55	17837686	28344556	2476
05-Jan-18	1.5	18191901	27413199	2274
08-Jan-18	1.55	11045972	16974816	1373
09-Jan-18	1.55	16596814	25549664	1691
10-Jan-18	1.5	20393206	30656748	1131
11-Jan-18	1.45	3389929	4915397	802
12-Jan-18	1.4	10477926	14707477	1589
15-Jan-18	1.45	17308705	23996671	2595

3. The history of the company goes back to the year 1986 when the company was incorporated and later listed on the BSE & CSE in 1996. That sometime in 1997, the Company had fallen in huge debt crisis and was in financial stress when the applicant, Mr. Arun Kumar Jagatramka was appointed as

Managing Director of GNCL on 28.3.97; but due to various litigations could take full control of the company w.e.f 4-12-1997. Under the stewardship of the applicant, GNCL has made its presence felt in the coal & coke industry and become India's largest independent manufacture of Met Coke and had also acquired coal mines in Australia. The progress made by the company during the transition phase (i.e from 1998 under the management and control of the applicant) can be understood from the following details:

Particulars	September 1998	September 2004	Improvement
Current Ratio	0.65	1.65	2.54 times
Debt/Equity Ratio	2.61	0.41	6.37 times
Market Capitalization (Rs. Cr.)	5	313	62.60 times

4. Financial snapshot of the company during its transition phase i.e.; between 1998-99 to 2003-04 under the leadership of the petitioner are as under :

Particulars	1998-99	2003-04	Improvement
Net Fixed Assets	27.44	75.10	2.74 times
Turnover	30.04	285.21	9.49 times
Operating Profit	0.54	133.41	247.06 times
Tax	0.06	37.51	625.17 times
Profit after Tax	0.48	90.78	189.12 times
Cash Profit	0.48	106.82	222.54 times
Dividend Payout	0	16.89	16.89 times
Retained Earnings	0.48	87.65	182.60 times
Earning Per Share (Rs)	0.48	26.61	55.44 times

5. Operational snapshot of the company during its transition phase i.e.; between 1998-99 to 2003-04 under the leadership of the petitioner are as under:

Particulars	1998-99	2003-04	Improvement
Production (MT)	62,584	252,343	4.03 times
Installed Capacity (MT)	100,000	502,000	5.02 times

6. The company had invested Rs. 62.48 cr in five years commencing from 1998-99 to 2003-04 in capacity enhancement. In 2003-04, annual production capacity was increased to 3.58 lacs tonnes from 2.44 lacs tonnes at Khambhalia, Gujarat.
7. The company had invested in a new greenfield plant at Bhachau, Gujarat, with a capacity of 3.24 lacs TPA. The plant had commenced operations in a phased manner (1.44 lacs TPA was in operation at the end of 2003-04).
8. A third plant was planned to be set up at Dharwad, Karnataka. This plant had a capacity of 7.24 lacs TPA that is scalable to 10 lac TPA.
9. The company had invested in an Australian coking coal mine, de-risking the company's raw materials cost and availability.

10. The company had invested in a wind turbine generator having a capacity of 1.25 MW for a clean form of renewable energy, saving precious fossil fuel with further investments to follow in the wind turbines generations.
11. The company had also planned to set up power capacities of 50 MW at an estimated investment of Rs. 120-150 cr based on the waste heat co-generation process.
12. The company was the quickest off the block with a pioneering despatch of coke to Brazil in 2004 – the first ever time this was done by any Indian coke producer. The company leveraged its port-based location to report Rs. 33.47 cr of exports to Brazil in 2003-04, being followed by despatches to South Africa. In addition to repeated orders from these countries, the company enjoyed attractive long-term export enquires for coke from USA, Japan and Europe.
13. During the transition phase of the company i.e between 1998-99 to 2003-04 under the leadership of the applicant, the debt profile of the company improved significantly as under:
  - a. Improvement in credit rating by CARE from D to AA- for non-convertible debentures signifying a high asset quality by all standards and a high investment grade.
  - b. The company's interest liability declined from Rs. 1.65 cr to Rs. 1.59 cr and the average debt cost declined from 17.10 per cent in 2002-03 to 5.37 per cent in 2003-04 and the debt-equity ratio reduced from 1.32 in 1998-99 to 0.41 in 2003-04. The company financed its aggressive expansion through a mix of retained profits and low cost debt.
  - c. Loans declined from 131 per cent of the total capital employed in 1998-99 to only 27 per cent as on 30 September, 2004 as a result of the following virtuous cycle: quality product manufacture, improved realisations, cost cutting, increased profitability, enhanced plough back and debt neutralization.
  - d. Improved cash flow management, which reduced the utilisation of cash credit facilities from Rs. 1.12 cr in 2002-03 to Rs. 0.46 cr as at the end of 2003-04.
14. The applicant has always considered the interest of the shareholders as primary and of utmost importance for the growth of the company and has at all occasions rewarded them with multiple dividends & bonuses. As such during the transition phase of the company under the leadership of the applicant the shareholders of the company has been rewarded as under:
  - a. The company has paid multiple dividends between 2000-01 and 2010-11. The company has paid dividend as high as 45% and 50% in a year in past during 2003-04 & 2004-06.
  - b. The company has rewarded its shareholders with multiple bonuses.
  - c. Total Shareholder Return (TSR) increased from Rs. 15.03 crores in the year 2001-02 to Rs. 331.06 crores in the year 2003-04.
  - d. The Year-on-year the market capitalisation of the company had increased by 571.16 per cent in the year 2003-04.
  - e. An investor who had invested Rs. 1 lacs in the equity shares of the company as on 03.04.2000 had a value of Rs. 1.90 crores as on 31.03.2010 which is an increase of more than 190 times in the value of his investments.
15. While the industry was in boom in the year 2008, the global financial crisis in the very beginning of 2009 caused it to crash down. As a result, even though the company had made huge investments in coking coal mines in Australia through its subsidiaries, the company was unable to raise independent capital for the continuous investments required in coal mines in Australia because of commodity downturn ever since at the end of 2008. In the absence of proper and timely capital raising in Australia, being a holding company, the company had to support its subsidiaries and while extending that support the debt of the company became overstretched.
16. In India, the industry suffered due to various external factors primarily on account of lower demand from steel industries caused due to the iron ore ban and dumping of steel. The industry suffered severely from 2012-13 to 2015-16 due to excessive dumping of met coke from China. Indian met coke import had gone up significantly from 2012 till November 2016 due to major dumping / import of met coke from China and prices tumbled to new lows. The price of met coke crashed to such low levels that there was little difference between prices of met coke and that of coking coal, which is the principal raw material used in production of met coke. This resulted in lack of demand as well as squeezing of margins on met coke produced by the company thereby causing huge losses.
17. As a result, the Company had to approach lenders for restructuring of its debts under a Corporate Debt Restructuring (hereinafter referred to as 'CDR') package. The Company went through the CDR process in 2013-14 and the 2 years moratorium expired in August 2015. However, due to the continued downturn in the industrial scenario and the huge dumping of met coke from China till the end of 2016 caused the company to bleed and the company's operations could not revive within the CDR prescribed time frame. The additional interest burden as well as quantum shift in coal and coke prices and reduced projected margins made a large portion of the total debt unviable from the view of immediate serviceability. As a result, the accounts of the Company turned into Non Performing Assets ('NPA') in the books of the lenders.
18. With the CDR failing, the Company had submitted a Debt Realignment Scheme to the lenders in February, 2016 which was under consideration of the bankers. The bankers had got independent valuation done of all the fixed assets of the Company and a Techno Economic Viability (TEV) study was also conducted by independent consultants namely Mott McDonalds at the insistence of the lenders and the said TEV Report was also accepted by the Lenders. However, no conclusion was arrived at by the lenders.
19. The Company had also been facing threats of few winding up notices as well as various other legal matters mainly from foreign shipping lines.
20. In the meantime, the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as 'the Code' or 'IBC') received Presidential assent on 28.05.2016. In order to revive the company and protect the interests of all the stakeholders, including the creditors and the employees whose livelihood was dependent on the functioning of the Company, the Board of Directors passed a resolution on 21.03.2017 to initiate the Corporate Insolvency Resolution Process (hereinafter referred to as 'CIRP') under the Code.

21. The Company, as a corporate debtor filed the application under Section 10 of the Insolvency and Bankruptcy Code, 2016 for initiating Corporate Insolvency Resolution Process ("CIRP") on 23.03.2017 before the National Company Law Tribunal, Kolkata Bench (hereinafter referred to as "the NCLT") and same was admitted on 07.04.2017. Mr. Sumit Binani was appointed as the Interim Resolution Professional ("IRP") and he was later confirmed and appointed as Resolution Professional ("RP") by the Committee of Creditors (COC).
22. The COC had also confirmed the appointment of Pricewaterhouse Coopers (PWC) to assist the company in preparation of the Resolution Plan on behalf of the company.
23. On 23rd June, 2017, in terms of section 25(2)(h) of the IBC a notice was published in the leading national daily inviting Expression of Interest from third parties for submission of the Resolution Plan for the corporate debtor with a cut-of date of 10th July 2017 for obtaining necessary details and Information Memorandum from the Resolution Professional. However, Mr. Binani, the Resolution Professional, did not receive any bid or enquiry from anyone.
24. Meanwhile, the RP convened several meetings of the COC and viable options for revival of the company were discussed among the COC members. Based on such discussions & confirmation of the COC, a resolution plan was submitted by the promoter i.e the applicant in August 2017 on behalf of the company and the same was under consideration and final stage of approval.
25. While various revival options were being discussed, being a time bound process, the CoC thought it prudent to extend the period of CIRP by 90 days as permitted under the Code. The said application was finally approved by CoC and granted by the NCLT vide its Order dated 19th September, 2017. As such, the CIRP period was extended till 1st January, 2018.
26. However, the President of India on 23.11.2017 promulgated the Insolvency and Bankruptcy Code (Amendment) Ordinance 2017 which debarred the Promoters of the Company from submitting a Resolution Plan. Hence, the plan submitted by the applicant became void and infructuous.
27. Unfortunately, since more than 8 months had already elapsed with no final resolution owing to the Ordinance, confiding on the future viability of the company and its performance the COC members invited interest from third parties to arrive at a viable resolution. However, owing to paucity of time with less than a month left for the expiry of the CIRP process, no resolution could be arrived at.
28. However, a Resolution Plan was submitted by Rare Asset Reconstruction Private Limited on 25.12.2017 which was deliberated upon by the COC on 26.12.2017 and 28.12.2017 but finally was not accepted.
29. Subsequently, the employees and workmen of the Company submitted a comprehensive Resolution Plan to the Resolution Professional on 30.12.2017 which again could not be deliberated upon & considered due to paucity of time under the CIRP which ultimately expired on 01.01.2018.
30. It is pertinent to mention that during the CIRP process, the Company has been operating as a going concern and has also made operational profits in the month of October and November 2017.
31. However, since no resolution plan could be approved by the Committee of Creditors within the permitted CIRP timeline, the Hon'ble NCLT ordered for Liquidation of the otherwise profitable and operational Company w.e.f 11.01.2018 vide its Order dated 11.01.2018. In the present case, liquidation order was outcome of legal compulsion under IBC being a timebound process & a result of the ordinance leading to no resolution for the revival of the company.
32. As a result of the ordinance:
  - a. The promoter of the company became ineligible to revive a viable company.
  - b. The resolution plan for revival of the company which was under consideration of the COC could not be approved.
  - c. The valuable working and the time invested by the COC members of 8 months in a restrictive period of 9 months to draw a viable & acceptable resolution plan for revival of the company vis-à-vis recovery of their debts became futile & invalid.
  - d. CoC was left with no alternate option for revival of the Company, since no Expression of Interest (Eoi) was received from third parties during CIRP period prior to implementation of the Ordinance.

Hence the company was compulsorily put to liquidation under the process of law.
33. Whereas liquidation of the Company would have the following impact:
  - Loss of employment of over 1100 people employed by the Company
  - Loss of livelihood of around 10,000 families indirectly associated with the company through its transporters, security agencies, dealers, vendors, etc
  - Subversion of the eco system around an operational company - Loss of livelihood that has developed around the plants through various shops, job works etc., providing a deadly blow to the rural populace of the villages in which the plants operate
  - Loss of future employment options
  - Loss of value of around 2 lakh public shareholders
  - Secured Lenders hold 33% stake in the company. Liquidation will lead to loss of value of the shares held by the secured lenders
  - Loss of creative value potential of the assets
  - Loss of economic value of productive plant and machinery
  - The plants are operational and are currently generating profit – Once the plants ceases to be going concern, their value would diminish greatly
  - Negligible value to be received when plants get sold as scrap brick by brick – financial loss to lenders and investors
  - India would lose self reliance on a critical raw material and would depend on countries like China to dictate supply and price. Company is one of the largest manufacturers of met coke in India. Liquidation of the company would mean that India's met coke production would suffer a hit and the secondary steel plants, chemicals and zinc plants who do not have their own coke unit but buys from open market would now be dependent primarily on imports for the critical raw material requirement. This would also result in loss of foreign exchange
  - Loss to exchequer in terms of GST, Customs Duty, Income tax, etc

- Liquidation of the Company will be against the spirit of Make in India

34. Whereas the present Scheme, upon its approval and implementation will have the following benefits for all the stakeholders:

a) Secured Creditors :

- NPV of aggregate bank repayments under the Scheme would be greater than the expected recovery under Liquidation
- Lenders holding more than 33% shareholding in equity capital to benefit in case of revival which would otherwise be nil in case of liquidation
- Certainty and timeline of repayment is defined in the Scheme which is totally uncertain in case of liquidation
- Substantial financial loss to lenders can be avoided as negligible value can be recovered by them when assets are sold as scrap brick by brick under the liquidation process
- No additional funding from existing lenders
- No moratorium

b) Unsecured Creditors :

- The Unsecured Creditors will be able to recover a portion of their dues in terms of the Scheme as compared to the NIL recovery in the event of Liquidation.
- The Unsecured Creditors will be benefited by the equity upside which is expected to increase as the Company revives, generating good return for the unsecured creditors which in the case of liquidation will be zero.
- Resolution of ongoing litigations and awards/orders and claims in terms of the Scheme
- Continued contribution to the government & payment of statutory dues in terms of the Scheme
- Continuity of employment & payments to workmen and employees in normal course of the business.

c) FCCB holders :

- The FCCB holders will be able to recover a portion of their dues in terms of the Scheme as compared to the NIL recovery in the event of Liquidation.
- The FCCB holders will be benefited by the equity upside which is expected to increase as the Company revives, generating good return for the them which in the case of liquidation will be zero.
- If the investment of the FCCB holders, who are mainly foreign investors, is recouped, then their faith and confidence in the Indian market as a preferred investment horizon, will be kept alive.

d) Shareholders :

- Equity shares continues to be listed and traded and hold market value which otherwise would be lost in case of liquidation.
- More than 2 lac retail shareholders to benefit from revival of business and appreciation of the Company valuation viz-a-viz equity share valuation as against

zero value in the case of liquidation.

- Lenders holding more than 33% shares of the Company to benefit in case of revival post implementation of the Scheme as against zero value in the case of liquidation.

e) Company's Operations :

- Revival of operations on backing of industry upturn and resolution of the Company specific issues
- Company to continue as going concern. This will help keep ~ 1100 direct employment
- Coke is a war critical commodity. Revival of the operations of the Company will mean India would not lose self reliance on a critical raw material and would not depend on countries like China to dictate supply and price.
- Revival of the Company will increase the economic value of productive plant and machinery and at the same time will generate future employment,
- The livelihood of around 10,000 families indirectly associated with the company through its transporters, security agencies, dealers, vendors, etc will be safeguarded,
- The creative value potential of the assets will not be lost,
- The economic value of productive plant and machinery will be safeguarded
- No loss to exchequer in terms of GST, Customs Duty, Income tax, etc

**PARTS OF THE SCHEME:**

The Scheme is divided into the following parts:

**PART I** deals with the Definitions and Share Capital

**PART II** deals with Reduction and Reorganization of Capital

**PART III** deals with Compromise and Arrangements with Creditors

**Part IV** deals with the General Terms and Conditions.

**PART I : DEFINITIONS AND SHARE CAPITAL**

1. **DEFINITIONS :**

In this Composite Scheme of Compromise and Arrangement [as defined hereunder] unless inconsistent with the subject or context, the following expressions shall have the following meaning:

- "The Company"** means Gujarat NRE Coke Limited (In Liquidation), a company incorporated under the provisions of the Companies Act, 1956, having its registered office at 22, Camac Street, Block C, 5<sup>th</sup> floor, Kolkata 700016.
- "Act"** means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.
- "Appointed Date or Cut-off Date"** means 7<sup>th</sup> April, 2017.
- "Board"** means the Board of Directors of the Company or any Committee thereof
- "Claims"** means dues of the Creditors as on 7<sup>th</sup> April, 2017 as admitted by the Resolution Professional (RP)
- "Tribunal or NCLT"** means the National Company Law Tribunal, Kolkata Bench.
- "Creditors"** means all the secured and unsecured creditors of the Company

- 1.8 **“Effective Date”** means the date on which the certified copy of the order of the Hon’ble Tribunal sanctioning this Scheme is filed with the Registrar of Companies, West Bengal.
- 1.9 **“FCCB holders”** means the holder of Foreign Currency Convertible Bonds who as on the Appointed Date holds 200, 5.5% unsecured FCCBs of US\$ 100,000 each aggregating to US\$ 20 million. These bonds were convertible into equity shares of the company at the option of the bondholders.
- 1.10 **“New Equity Shares”** means fresh equity shares to be issued as per Part III of the Scheme.
- 1.11 **“Secured Creditors”** means Banks and Financial Institutions that have lent Secured Financial Assistance to the Company secured by pari-passu charge over the Assets of the Company.
- 1.12 **“Scheme”** means this Composite Scheme of Compromise and Arrangement in its present form or with any modification(s) as may be approved by the Creditors and approved or imposed or directed by the Tribunal.
- 1.13 **“Unsecured Creditors”** means all the operational creditors of the Company excluding FCCB holders and the creditors related to the day to day operations of the Company as on the appointed date.
- 1.14 **“Waiver”** means the waiver of the right of the creditors of claims of any nature whatsoever including interest, liquidated damages etc of the company.

## 2. Share Capital and Shareholding Pattern:

The capital structure of the Company as on the date of the Scheme is as follows:-

“The Company has an authorised share capital of Rs 2522 crores divided into 212.20 crores of ordinary equity shares of Rs.10/- each amounting to Rs 2122 crores; 10 crores “A” equity shares of Rs 10/- each amounting to Rs 100 crores; and 30 crores “B” equity shares of Rs.10/- each amounting to Rs 300 crores; and aggregating to total of Rs 2522 crores.

The issued, subscribed and paid up capital of the Company is divided into 160,45,48,645 ordinary equity shares of Rs.10/- each fully paid amounting to Rs 1604.54 crores and 5,24,88,010 “B” equity shares of Rs 10/- each fully paid amounting to Rs 52.49 crores, aggregating to Rs. 1657.03 crores.”

The shareholding pattern of the Company as on 31<sup>st</sup> December 2017 is as below:

Particulars	No. of Shares	% of Holding
<b>Equity Shares</b>		
Promoters (Individual / Trust)	73,196,253	4.56%
Promoters (Bodies Corporate)	333,717,811	20.80%
<b>Total of Promoter</b>	<b>406,914,064</b>	<b>25.36%</b>
Banks/Financial Institutions	536,658,518	33.45%
Bodies Corporate, Individuals	582,543,385	36.31%
FII, Foreign Bodies Corporate	39,991,250	2.49%
NRIs, OCBs and Others	38,441,428	2.39%
<b>Total Non-Promoter</b>	<b>1,197,634,581</b>	<b>74.64%</b>
<b>Grand Total</b>	<b>1,604,548,645</b>	<b>100.00%</b>
<b>“B” Equity Share</b>		
Promoters (Individual / Trust)	3,425,555	6.53%
Promoters (Bodies Corporate)	14,075,913	26.82%
<b>Total of Promoter</b>	<b>17,501,468</b>	<b>33.34%</b>
Others	34,986,542	66.66%
<b>Grand Total</b>	<b>52,488,010</b>	<b>100.00%</b>

## PART II Reduction and Reorganization of Capital

### 1. SHARE CAPITAL

- a) The issued, subscribed and paid-up Share Capital of the Company of Rs. 1657,03,66,550/- comprising of 160,45,48,645 Equity Shares of Rs. 10/- each and 5,24,88,010 ‘B’ Equity Shares of Rs. 10 each, fully paid up shall be reduced to Rs. 165,70,36,655/- comprising of 165,70,36,655 New Equity Shares of Re. 1/- each, fully paid up. The paid up value per Equity and ‘B’ Equity Shares shall reduce by 90% i.e. by canceling Rs. 9/- per Equity and ‘B’ Equity Shares from the face value of Rs. 10/- each held by the Equity and ‘B’ Equity Shareholders and the class of ‘B’ equity Shares will get merged with Equity Shares as on the Record Date to be fixed by the Company in consultation with the Stock Exchanges.

The change in the issued, subscribed and paid-up share capital is shown as below:

Existing Equity Structure	Equity Shares – 1,60,45,48,645 shares of R Rs. 10 each “B” Equity shares – 5,24,88,010 shares of Rs. 10 each Total - 1,65,70,36,655 shares of Rs. 10 each
Revised Equity Structure	New Equity Shares – 1,65,70,36,655 shares of Rs. 1/- each

- b) Upon the Effective Date and in consideration of cancellation of Equity Share Capital and ‘B’ Equity Share Capital, the existing certificates representing Equity Shares and ‘B’ Equity Shares of the face value of Rs. 10/- each held by the Shareholders, whose names appears in the Register of Members as on Record date, shall without further act, application or deed be deemed to have been cancelled and in lieu thereof, the Company shall issue new certificates representing Equity Shares of the face value of Re. 1/- each. In case of Equity Shares and ‘B’ Equity Shares held in Dematerialized Form, as on the Record Date, existing Equity Shares and ‘B’ Equity Shares shall be cancelled through corporate action and new equity shares of Re. 1/- per share shall be credited/ allotted.
- c) The reduction of the Share Capital as aforesaid shall be effected as an integral part of the Scheme itself and no separate act, application, petition or deed would be required in accordance with the Section 66 or any other provisions of the Act, as the same does not involve either the diminution of any liability in respect of unpaid share capital or payment to any shareholder of any paid-Up share capital, and the order of the Tribunal sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.

### 2. AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Pursuant to the changes in the issued, subscribed and paid-up share capital of the Company, as stated above, the authorized share capital of the Company will also be changed with the merger of authorized share capital of ‘A’ Equity Shares and ‘B’ Equity Shares into the authorized share capital of Equity Shares of the Company and the reduction of face value of the shares from Rs. 10/- per share to Rs. 1/- per share. Further, authorized share capital will be increased by Rs. 5000 crores by creation of 50,00,000 0.01% Compulsory Redeemable Preference Shares of face value of Rs. 10,000/- each.

The change in the authorized share capital is shown as below:

Existing Authorized Share Capital Structure	Equity Shares – Rs. 2122,00,00,000 divided into 212,20,00,000 equity shares of Rs. 10 each “A” Equity shares – Rs. 300,00,00,000 divided into 30,00,00,000 ‘A’ equity shares of Rs. 10 each “B” Equity shares – Rs. 100,00,00,000 divided into 10,00,00,000 ‘B’ equity shares of Rs. 10 each Total – Rs. 2522,00,00,000
Revised Authorized Share Capital Structure	Equity Shares – Rs. 2522,00,00,000 divided into 2522,00,00,000 equity shares of Rs. 1 each 0.01% Preference shares – Rs. 5000,00,00,000 divided into 50,00,000 0.01% Compulsory Redeemable Preference Shares of Rs. 10,000 each Total - Rs. 7522,00,00,000

The capital clause of the Memorandum of Association of the Company shall upon the coming into effect of this Scheme and without any further act, application or deed, be replaced and Substituted by the following clauses respectively:

*“The Authorised Capital of the Company is Rs. 7522,00,00,000/- (Rupees Seven Thousand Five Hundred twenty two crores) divided into 2522,00,00,000 (Two thousand five hundred twenty two crores) Equity Shares of Rs. 1/- each totaling to Rs. 2522,00,00,000 (Two thousand five hundred twenty two crores) and 50,00,000 0.01% Compulsory Redeemable Preference Shares of Rs. 10,000 each totaling to Rs. 5000,00,00,000/- (Rupees Five Thousand Crores) with power to the Board to decided on the extent of variation in such voting rights and to classify and re-classify from time to time such shares into any other class of shares, with such rights, privileges, and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the capital in accordance with the Company’s regulations and the legislative provisions for the time being in force in this behalf and with the power to divide the Equity Shares in the Capital for the time being into Equity share Capital and Preference share Capital, and to attach thereto respectively, any preferential, qualified or special rights, privileges, conditions as may be determined by, or in accordance with the provisions of the Companies Act 2013 and the regulations of the Company, and to vary or modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”*

### 3. FURTHER ISSUE OF SHARES

Upon the implementation of the Scheme, as proposed in Part III of the Scheme, the following new equity shares of the Company of face value of Rs. 1/- each will be issued in terms of the Scheme, as detailed below:

Category of allottees	No. of Shares of Rs. 1/- each
Secured Creditors	40,00,00,000
FCCB Holders	13,99,88,833
Unsecured Creditors	22,53,61,767
Total	76,53,50,600

#### PART III Compromise and Arrangements with Creditors

Based on the characteristics of the Creditors and their interest in the Company, the Creditors have been classified into 3 categories, namely,

IIIA. Secured Creditors

IIIB. Foreign Currency Convertible Bonds (FCCBs)

IIIC. Unsecured Creditors

The terms of repayment and treatment of each such class of creditors in the Scheme is detailed below:

IIIA. SECURED CREDITORS

The admitted claims of the Secured Creditors by the RP in the CIRP, as on the Cut-off Date i.e Rs. 3501,16,90,000/- crores (**Schedule I**) shall be paid in full towards full and final settlement of their entire dues on coming into effect of this Scheme, as under (**Schedule II**):

- Rs. 500,00,00,000/-, to be termed as New Term Loan, be paid in 10 years on quarterly basis with an interest of 8.10% p.a,
- Issuance of 40,00,00,000 New Equity Shares of the Company of face value of Rs. 1/- each totaling to Rs. 40,00,00,000/-
- Issuance of 20 years 29,61,169, 0.01% Compulsory Redeemable Preference Shares (CRPS) of Rs. 10,000 per CRPS for the balance amount aggregating to Rs. 2961,16,90,000/- redeemable by one time bullet payment at the end of the tenure i.e 20 years.
- Other Conditions:
  - Waiver of all penal charges (including devolvement charges)/ interest charged on delay in payment of installments/ interest from/ on the cut-off date till the date of implementation of the Scheme,
  - Considering the deteriorated financial health of the Company, the interest rate will be revised to an effective rate of 8.10% p.a (linked to SBI 3 year MCLR).
  - Security and Guarantee details - All existing securities and guarantees to continue to secure the New Term Loan
  - The existing funds lying in the TRA account as cut-back will be made available for working capital. Additionally, there will not be any cut-back upon implementation of the Scheme.

IIIB. FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBs)

The Company had issued 200 Nos. of 5.5% unsecured Foreign Currency Convertible Bonds (FCCBs) having face value of USD 1,00,000 each aggregating to USD 20,000,000 (United States Dollar twenty million) during October 2012. The FCCBs were issued with the conversion price of INR 22.50/- equity share convertible at any time on or before 29 October, 2017, the maturity date of the bonds being 30 October 2017. Subsequently, after taking necessary regulatory and shareholders’ approval, the conversion price of the said bonds was reset at INR 12/- equity shares. Currently, the full amount of FCCBs is outstanding and the bonds are listed at the Singapore Stock Exchange (SGX).

The claims of FCCB holders aggregating to Rs. 139,98,88,327/-, as admitted by the RP in the CIRP as on the cut-off date (**Schedule III**) would be reduced by 90% and the balance of Rs. 13,99,88,833/- will be converted into 13,99,88,833 new equity shares of the company having face value of Rs. 1/- per share aggregating to Rs. 13,99,88,833/-.

IIIC. UNSECURED CREDITORS

The dues of the Unsecured Creditors as on the Cut-off Date i.e Rs. 1502,41,17,822/- shall be reduced by 50% and paid as under in full and final settlement of their entire dues on coming into effect of this Scheme (**Schedule IV**):

- Issuance of 22,53,61,767 New Equity Shares of the Company of face value of Rs. 1/- each i.e aggregating to

Rs. 22,53,61,767/- representing 1.5% of the outstanding amount as on the cut-off date.

- b) Issuance of 20 years 7,28,670 0.01% Compulsory Redeemable Preference Shares (CRPS) of Rs. 10,000 per CRPS aggregating to Rs. 728,67,00,000/- representing 48.5% of the outstanding dues redeemable by one time bullet payment at the end of the tenure i.e 20 years.
- c) The balance 50% of the outstanding amount i.e Rs. 751,20,58,911/- shall be written off.
- d) Other Conditions:
- i) The applicant would bring in towards Promoter's contribution an amount of Rs. 25 crores within 30 days from the date of implementation of the Scheme. The applicant shall further bring in additional Promoter's contribution of Rs. 25 crores within 6 months thereafter.
- ii) All the other unsecured creditors of the Company, except those mentioned in Schedule II, will not be part of this Scheme and be paid in the normal course of business. Additionally, any operational debt incurred by the Company on or after the cut-off date shall be paid in the normal course of business.
- iii) Other than the unsecured creditors mentioned in clause d(ii) above, unsecured creditors of the Company (within India or elsewhere) including those who have not submitted their claims during the CIRP process to the Resolution Professional will be deemed to have been settled or waived off as per the above terms of the Scheme. Accordingly, any claim against the Guarantors, if any, relating to the claim, will also be discharged and the guarantee agreement, if any, shall stand terminated upon the implementation of the Scheme.
- iv) Additionally, all proceedings against the Company, as on the cut-off date, by any unsecured creditor in any court of law / forum / panel of arbitrators or any other adjudicating authority in India or elsewhere will stand dismissed and no fresh / further proceedings can be commenced against the Company for any cause of action occurring on or before the date of the implementation of the Scheme. Therefore, the Guarantors, if any, relating to any litigation, shall also be discharged from any liability and the guarantee agreement, if any, shall stand terminated.
- v) Any award / order / judgment / decree in any court of law / forum / panel of arbitrators or any other adjudicating authority in India or elsewhere against the Company shall stand discharged. No execution proceedings for any such award / order / judgment / decree shall remain pending or can be given effect to or allowed against the company in India or elsewhere. Therefore, the guarantors, if any, relating to any such award / order / judgment / decree shall also be discharged from any liability and the guarantee agreement, if any, shall stand terminated.

- vi) Any claim for contingent liability of the Company other than those mentioned in this scheme shall stand fully discharged/ settled as per the Scheme and claim against the guarantors shall also be deemed to be discharged.

The shareholding pattern of the Company post-implementation of the Scheme will be as below:

Particulars	New Equity shares of Rs. 1/- each	%
Lenders	94,05,58,877	38.83
Promoters & Promoter Group	42,44,15,532	17.52
FCCB Holders	13,99,88,833	5.78
Unsecured Creditors	22,53,61,767	9.30
Public & Others	69,20,62,246	28.57
<b>Total</b>	<b>242,23,87,255</b>	<b>100.00</b>

#### PART IV General Terms and Conditions

- Upon the Scheme becoming effective, the Company shall give effect to the accounting treatment in its books of accounts in accordance with the accounting standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 or any other relevant or related requirement under the Act, as applicable on the effective date.
- The new Equity Shares to be issued and allotted by the Company, as mentioned above, shall rank pari passu with each other.
- The New Equity Shares so issued by the Company upon the reduction of the capital shall be listed and/or admitted to trading on the relevant stock exchanges where the Equity Shares of the Company are listed and/or admitted to trading, subject of the necessary approvals from respective stock exchanges.
- Approval of this Scheme by the Shareholders of the Company shall, without any further act or deed, be deemed to be the due compliance of the relevant provisions of the Act for consequential alterations of Clause V of the Memorandum of Association of the Company, provisions of Section 42, 62 of the Act and such other regulations as are relevant and applicable for the issue and allotment of New Equity Shares by the Company and provisions of Section 55 of the Act and such other regulations as are relevant and applicable for the issue and allotment of Compulsory Redeemable Preference Shares by the Company.
- The Company shall, if and to the extent required, apply for and obtain any permissions, sanctions or approvals from concerned authorities for the issue and allotment by the Company of New Equity Shares under the Scheme.
- The management of the Company which was in existence prior to the cut-off date shall continue post approval and implementation of this Scheme. Accordingly, the day to day affairs of the Company will be managed by the key management personnel of the Company with guidance from the Chairman and Managing Director and the Board of Directors. The management will ensure that the Scheme shall be implemented in accordance with the compliance of all applicable laws and regulations governing the terms and conditions of this Scheme and shall not contravene any of the provisions of the law for the time being in force. The implementation and supervision of the



Scheme will be managed by the key management personnel of the Company with guidance from the Chairman and Managing Director and the Board of Directors with support from external advisors as may be necessary.

7. The applicant may assent to any alterations/ modifications/ amendments to the Scheme or to any conditions or limitation that the NCLT and/or any other authority may deem fit to approve, direct or impose or which may otherwise be considered necessary, desirable or appropriate by the applicant. The applicant may withdraw the Scheme if any alteration/ modification/ amendment thereto is not acceptable to him. The applicant shall have authority to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions, whether by reason of any directive or order of the NCLT and/or any authority or otherwise, howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.
8. This Scheme is conditional and subject to:-
  - a) Approval of the Scheme by the requisite majority of the Secured Creditors, Unsecured Creditors, FCCB Holders and Shareholders of the Company.
  - b) Sanction of the Scheme by the NCLT as provided in section 230 to 232 of the Act and subject to such alterations/ modifications/ amendments, as the NCLT may deem fit and direct.
  - c) Such other sanctions, permissions and approvals as may be required by law in respect of the Scheme being obtained.
  - d) Filing of the necessary certified copies of the said order or orders with the Registrar of Companies, West Bengal.
9. If any part of this Scheme is found to be unworkable or if implementation of this Scheme is delayed for any reason whatsoever, the same shall not affect the validity or implementation of the other parts and/or provisions of this Scheme. The Company shall have right to implement such part(s) as may be applicable or feasible. The decision of the Company shall be final and binding in this respect.
10. In case respective part of the Scheme is approved by requisite majority of class/ classes of creditors/members, any modification of respective portion of the Scheme proposed by any other class or classes of creditors/members shall not be required to be approved again by the class of creditor/member who has already approved their part of the Scheme.

#### Schedule - I

##### Admitted Claims of the Secured Creditors as on the cut off date

In Rs.

Particulars	Claims Admitted
Asset Care & Reconstruction Enterprise Ltd.	55,89,57,579
Axis Bank Ltd.	6,56,42,00,317
Bank of Baroda	2,85,41,13,074
Corporation Bank	13,35,00,606
Export-Import Bank of India	83,67,87,754
IDBI Bank Ltd.	24,53,43,568
JM Financial Asset Reconstruction Company Ltd.	5,10,50,90,792
Lakshmi Vilas Bank Ltd.	82,56,60,201
Life Insurance Corporation of India	2,64,60,67,255

Particulars	Claims Admitted
SBI Pension Funds Pvt. Ltd.	19,48,69,715
Standard Chartered Bank	1,90,09,84,192
State Bank of India	11,56,36,26,442
Syndicate Bank	60,69,04,209
Tamilnad Mercantile Bank	79,91,35,719
United Bank of India	17,64,41,590
<b>Total</b>	<b>35,01,16,83,015</b>

#### **Schedule - II**

Repayment Schedule of Claims of Secured Creditors

(A) Retained Debt - Rs. 500 Crores

Particulars	Retained Debt Payable in 10 Years
Asset Care & Reconstruction Enterprise Ltd.	7,98,24,437
Axis Bank Ltd.	93,74,29,988
Bank of Baroda	40,75,94,384
Corporation Bank	1,90,65,151
Export-Import Bank of India	11,95,01,218
IDBI Bank Ltd.	3,50,37,386
JM Financial Asset Reconstruction Company Ltd.	72,90,55,326
Lakshmi Vilas Bank Ltd.	11,79,12,098
Life Insurance Corporation of India	37,78,83,470
SBI Pension Funds Pvt. Ltd.	2,78,29,241
Standard Chartered Bank	27,14,78,551
State Bank of India	1,65,13,95,398
Syndicate Bank	8,66,71,670
Tamilnad Mercantile Bank	11,41,24,151
United Bank of India	2,51,97,531
<b>Total</b>	<b>5,00,00,00,000</b>

Rs. (Crs)

Financial Year	Opening	Principal Repayment	Interest	Closing	Cash Outflow
2018 - 19	500.00	10.00	40.50	490.00	50.50
2019-20	490.00	20.00	39.69	470.00	59.69
2020-21	470.00	30.00	38.07	440.00	68.07
2021-22	440.00	40.00	35.64	400.00	75.64
2022-23	400.00	50.00	32.40	350.00	82.40
2023-24	350.00	50.00	28.35	300.00	78.35
2024-25	300.00	50.00	24.30	250.00	74.30
2025-26	250.00	60.00	20.25	190.00	80.25
2026-27	190.00	60.00	15.39	130.00	75.39
2027-28	130.00	60.00	10.53	70.00	70.53
2028-29	70.00	70.00	5.67	-	75.67
Total		500.00	290.79		790.79

Note: The above repayment schedule has been provided for illustration assuming the effective date as 1st April 2018. Actual repayment schedule would be reworked based on the actual effective date.

- (B) Issuance of 40,00,00,000 new equity shares of the company of Face Value of Rs. 1 each totalling to Rs. 40,00,00,000

(C) Issuance of 29,61,169, 0.01% Compulsory Redeemable Preference Shares (CRPS) of Rs. 10000 per CRPS for the balance amount aggregating to Rs. 29,61,16,90,000\*

Summary

Sl. No.	Particulars	Amt. (Rs)
A	Retained Debt	5,00,00,00,000
B	New Equity Shares	40,00,00,000
C	CRPS	29,61,16,90,000
<b>Total</b>		<b>35,01,16,90,000</b>

\* The CRPS has been rounded off (upward) multiples of ten thousands from Rs 29,61,16,83,015 to Rs 29,61,16,90,000 to avoid complications in issuance of fractional CRPS

**Schedule - III**

Admitted Claims of the FCCB Holders as on the cut off date

FCCB Holders

Particulars	Claims Admitted	Written Off	Payable	Issuance of Equity Shares @ Rs. 1 Each
Far East Capital Fund Limited	8,40,00,016	7,56,00,015	84,00,002	84,00,002
Investec Bank (Switzerland) AG	2,78,82,082	2,50,93,874	27,88,208	27,88,208
Teatree Enterprises Limited	1,21,80,05,910	1,09,62,05,319	12,18,00,591	12,18,00,591
Tothill Ventures Limited	7,00,00,318	6,30,00,286	70,00,032	70,00,032
<b>Total</b>	<b>1,39,98,88,327</b>	<b>1,25,98,99,494</b>	<b>13,99,88,833</b>	<b>13,99,88,833</b>

**Schedule - IV**

Admitted Claims of the Unsecured Creditors as on the cut off date

Operational Creditors

Operational Creditors	Claims Admitted	Net Claims for Settlement	50% Amount Written Off	Issuance of Equity shares of Rs. 1 each (1.5% of net claim)	Issuance of 0.01% CRPS (Balance 48.5%)
<b>(A) Claims Admitted</b>					
Armada (Singapore) Pte. Ltd.	1,28,25,23,796	1,28,25,23,796	64,12,61,898	1,92,37,857	62,20,24,041
Associated Road Carriers Limited	25,80,083	25,80,083	12,90,042	38,701	12,51,340
Avis Trustee Services Ltd.	40,95,161	40,95,161	20,47,581	61,427	19,86,153
British Marine Ltd.	59,53,30,503	59,53,30,503	29,76,65,252	89,29,958	28,87,35,294
Coelcerici Asia Pte. Ltd.	61,97,43,255	61,97,43,255	30,98,71,628	92,96,149	30,05,75,479
Dwarka Sales Agency	47,54,258	47,54,258	23,77,129	71,314	23,05,815
Daiichi Chuo Kisen Kaisha	2,77,95,10,576	2,77,95,10,576	1,38,97,55,288	4,16,92,659	1,34,80,62,630
Deepak Rainshed Builders	13,44,626	13,44,626	6,72,313	20,169	6,52,144
Gupta Global Resources Pvt. Ltd.	25,77,29,151	25,77,29,151	12,88,64,576	38,65,937	12,49,98,638
Department of Income Tax, Ministry of Finance	2,94,40,617	2,94,40,617	1,47,20,309	4,41,609	1,42,78,699
Jindal Steel & Power	25,29,53,418	25,29,53,418	12,64,76,709	37,94,301	12,26,82,407
Kawasaki Kisen Kaisha Ltd.	11,63,94,734	11,63,94,734	5,81,97,367	17,45,921	5,64,51,446
Omnwealth Legal Pty Ltd.	1,55,79,404	1,55,79,404	77,89,702	2,33,691	75,56,011
PCL (Shipping) Pte. Ltd.	3,25,75,05,904	3,25,75,05,904	1,62,87,52,952	4,88,62,589	1,57,98,90,363
SBI Capital Markets Ltd.	4,66,58,750	4,66,58,750	2,33,29,375	6,99,881	2,26,29,494
Suzlon Global Services Ltd.	63,18,31,984	63,18,31,984	31,59,15,992	94,77,480	30,64,38,512
Ultrabulk A/S	1,64,49,62,736	1,64,49,62,736	82,24,81,368	2,46,74,441	79,78,06,927
<b>(B) Claims Admitted Less Counter Claims</b>					
Wollongong Coal Ltd.	3,88,26,06,021	38,26,06,021	19,13,03,010	57,39,090	18,55,63,920
Wongawilli Coal Pty Ltd.	67,13,82,919	17,13,82,919	8,56,91,459	25,70,744	8,31,20,716
<b>(C) Claims Not Made</b>					
Gactel Turnkey Projects	-	1,80,52,286	90,26,143	2,70,784	87,55,359
Gregarious Estates Incorporated	-	2,76,87,23,945	1,38,43,61,973	4,15,30,859	1,34,28,31,113
Siemens Ltd.	-	14,04,13,694	7,02,06,847	21,06,205	6,81,00,642
<b>Total</b>	<b>16,09,69,27,897</b>	<b>15,02,41,17,822</b>	<b>7,51,20,58,911</b>	<b>22,53,61,767</b>	<b>7,28,66,97,144</b>
<b>Rounded Off*</b>					<b>7,28,67,00,000</b>

\* The CRPS has been rounded off (upward) multiples of ten thousands to avoid complications in issuance of fractional CRPS

**Before the National Company Law Tribunal, Bench at Kolkata**

**C.A. (CAA) No. 198/KB/2018**

In the matter of the Companies Act, 2013

AND

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

AND

In the matter of Composite Scheme of Compromise and Arrangement between Arun Kumar Jagatramka, Promoter Shareholder/Member of Gujarat NRE Coke Limited (In Liquidation) and the Creditors and Shareholders of Gujarat NRE Coke Limited (In Liquidation)

**GUJARAT NRE COKE LIMITED, (In Liquidation)**

a Company incorporated under the Companies Act, 1956 and having its registered office at 22, Camac Street, Block C, 5<sup>th</sup> floor, Kolkata-700016

..... Company

**Form No. MGT 11**

**PROXY FORM**

**Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014**

Name of the Shareholder(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail id: \_\_\_\_\_

Folio No./ Dp Id & Client Id No. \_\_\_\_\_

I/We, being the member(s), holding..... shares of Gujarat NRE Coke Limited (In Liquidation) hereby appoint:

(1) Name..... Address.....

E-mail id..... Signature..... or failing him/her

(2) Name..... Address.....

E-mail id..... Signature..... or failing him/her

(3) Name..... Address.....

E-mail id..... Signature..... or failing him/her

as my/our proxy, to act for me/us at the meeting of the Shareholders of Gujarat NRE Coke Limited (In Liquidation) to be held at Merchants' Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata - 700001, on Monday, 16<sup>th</sup> July, 2018 at 10:00 A.M. and at any adjournment or adjournments thereof, to vote for me/us for the purpose of considering and, if thought fit, approving, with or without modification(s), the resolutions as are indicated below:

Resolution No.	Resolutions
1.	Approval of Composite Scheme of Compromise and Arrangement between Arun Kumar Jagatramka, Promoter Shareholder of Gujarat NRE Coke Limited (In Liquidation) and Creditors and Shareholders of Gujarat NRE Coke Limited (In Liquidation)

Signed this.....day of .....2018

Affix  
Revenue  
Stamp

Signature of Shareholder(s).....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of Meeting.
2. For the text of the Resolution, Statement & Notes, please refer to the Notice convening the Meeting dated 5th June, 2018.

**Route Map of the Meeting Venue**



**Venue** : Merchants' Chamber of Commerce & Industry  
**Address** : 15B Hemanta Basu Sarani, Kolkata – 700 001

*If Undelivered, please return to :*  
Mr Sumit Binani, Chairperson of the Meeting  
Gujarat NRE Coke Limited  
22, Camac Street, Block 'C', 5th Floor  
Kolkata - 700 016

## **GUJARAT NRE COKE LIMITED**

(Company undergoing Liquidation under the Insolvency and Bankruptcy Code, 2016)

22, Camac Street, Block - C, 5th Floor, Kolkata - 700 016

Phone : 033 2289 1471 ; Fax : 033 2289 1470

Email : [info@gujaratnre.com](mailto:info@gujaratnre.com); Web: [www.gujaratnre.com](http://www.gujaratnre.com)

CIN: L51909WB1986PLC040098

### **MEETING OF THE SHAREHOLDERS ON MONDAY, 16TH JULY, 2018 AT 10:00 A.M**

1. Name and Registered :  
Address of Sole / First  
Named Shareholder
  
2. Name of the Joint :  
Shareholder(s), if any
  
3. Registered Folio No./ :  
DP ID & Client ID
  
4. Number of Share(s) held  
Equity Share :  
  
"B" Equity Share :

#### **ATTENDANCE SLIP**

I/We hereby record my/our presence at the meeting of the Shareholders of Gujarat NRE Coke Limited (In Liquidation), convened pursuant to the Order dated 15<sup>th</sup> May, 2018 of the Hon'ble National Company Law Tribunal, Kolkata Bench in C.A.(CAA) NO. 198/KB/2018, at Merchants' Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata – 700 001 on Monday, 16th July, 2018 at 10:00 a.m.

\_\_\_\_\_  
Name of Proxy (in BLOCK LETTERS)

\_\_\_\_\_  
Signature of Shareholder/Proxy

Date:

Place:

Note: Please refer to the e-voting particulars stated at the back.

The Electronic Voting Particulars are set out below:

<b>Type of Share</b>	<b>EVEN (Electronic Voting Event Number)</b>	<b>User ID</b>	<b>PAN</b>
<b>Equity Share</b>	180530006		
<b>"B" Equity Share</b>	180530008		

The Electronic Voting facility will be available during the following voting period:

<b>Commencement of Remote E-Voting</b>	<b>End of Remote E-Voting</b>
<b>13th July, 2018 at 9:00 A.M. (IST)</b>	<b>15th July, 2018 at 5:00 P.M. (IST)</b>

Please read the instructions given in the Notice of the Meeting carefully before voting electronically.