

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF  
MHITRAA ENGINEERING EQUIPMENTS PRIVATE LIMITED PURSUANT TO  
THE ORDER DATED 6<sup>th</sup> JANUARY, 2025 OF THE HON'BLE NATIONAL  
COMPANY LAW TRIBUNAL, MUMBAI BENCH IV**

**MEETING:**

<b>Day</b>	:	Thursday
<b>Date</b>	:	13 <sup>th</sup> March, 2025
<b>Time</b>	:	2.00 PM
<b>Mode</b>	:	Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

<b>INDEX OF DOCUMENTS ENCLOSED</b>	
<b>Sr. No.</b>	<b>Particulars</b>
1.	Notice of the meeting of the Equity Shareholders of Mhitraa Engineering Equipments Private Limited to be convened, by order of the Hon’ble National Company Law Tribunal, Mumbai Bench IV ( <b>‘NCLT’ or ‘Tribunal’</b> ) dated 6 <sup>th</sup> January, 2025.
2.	Explanatory Statement under Section 102 read with Section 230 of the Companies Act, 2013 ( <b>“the Act”</b> )
3.	<b>ANNEXURE 1</b> Explanatory Statement under sections 102 read with section 230 to 232 and other applicable provisions of the Act read with rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
4.	<b>ANNEXURE 2</b> Copy of the Scheme of Amalgamation between Mhitraa Engineering Equipments Private Limited ( <b>“Transferor Company”/ “First Applicant Company”</b> ) and Ecoclean Machines Private Limited ( <b>“Transferee Company”/ “Second Applicant Company”</b> ) and their respective shareholders and creditors
5.	<b>ANNEXURE 3</b> Copy of the Valuation Report dated 5 <sup>th</sup> June, 2024, issued by CA Prasad Bhalerao, bearing registration number IBBI/RV/06/2019/12453 for the purposes of determining Share Exchange Ratio for the Scheme.
6.	<b>ANNEXURE 4</b>

Regd. Off : 277/5, c/o Bootstart CoWork,  
street no 4, Baner, Pune 411 045

Tel : 91 (0) 7667208230  
E- mail : mhitraa@mhitraa.com

Board of Management :  
Ralf Diemel, Mangesh Agarwal

MHITRAA ENGINEERING EQUIPMENTS PRIVATE LIMITED  
Account number 042-791228-001 IFSC Code: HSBC0600002

CIN No.: U28112TN199PTC019307

	Copy of report adopted by Board of Directors of Mhitraa Engineering Equipments Private Limited under Section 232(2)(c) of the Act.
7.	<b>ANNEXURE 5</b> Copy of report adopted by Board of Directors of Ecoclean Machines Private Limited under Section 232(2)(c) of the Act.
8.	<b>ANNEXURE 6</b> Copy of audited financial statements of Mhitraa Engineering Equipments Private Limited for the year ended 31 <sup>st</sup> March 2024
9.	<b>ANNEXURE 7</b> Copy of audited financial statements of Ecoclean Machines Private Limited for the year ended 31 <sup>st</sup> March 2024
10.	<b>ANNEXURE 8</b> Copy of unaudited financial statements of Mhitraa Engineering Equipments Private Limited for the year ended 31 <sup>st</sup> October 2024
11.	<b>ANNEXURE 9</b> Copy of unaudited financial statements of Ecoclean Machines Private Limited for the year ended 31 <sup>st</sup> October 2024
12.	<b>ANNEXURE 10</b> Copy of the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench IV dated 6 <sup>th</sup> January 2025
13.	<b>ANNEXURE 11</b> Copy of form GNL-1 of Mhitraa Engineering Equipments Private Limited
14.	<b>ANNEXURE 12</b> Copy of form GNL-1 of Ecoclean Machines Private Limited
15.	<b>ANNEXURE 13</b> Instructions for voting
16.	<b>ANNEXURE 14</b> Copy of board resolution of the First Applicant Company and First Applicant Company approving the Scheme

To refer to the abovementioned Annexures [Click here](#)

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CIN No.: U28112TN199PTC019307

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**

**MUMBAI BENCH IV**

**Company Application No. C.A. (CAA) No. 215/MB/2024**

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

**AND**

**In the matter of Scheme of Amalgamation Between  
MHITRAA ENGINEERING EQUIPMENTS PRIVATE LIMITED**

**(“Transferor Company”/ “First Applicant Company”)**

**AND**

**ECOCLEAN MACHINES PRIVATE LIMITED**

**(“Transferee Company”/ “Second Applicant Company”)**

**AND**

**Their Respective Shareholders and Creditors**

**FORM NO. CAA 2**

*[Pursuant to Section 230 (3) and Rule 6 and 7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]*

**Mhitraa Engineering Equipments Private )**

**Limited, a company incorporated under the )**

provisions of Companies Act, 1956 having its )

registered office at Anugraha bungalow, survey )

)... Transferor Company/

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Board of Management :  
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MHITRAA ENGINEERING EQUIPMENTS PRIVATE LIMITED  
Account number 042-791228-001 IFSC Code: HSBC0600002

CIN No.: U28112TN199PTC019307

number - 277/5, street no 4, Baner, Baner Gaon, First Applicant Company

Pune, Pune City, Maharashtra, India, 411045

**Ecoclean Machines Private Limited**, a company

incorporated under the Companies Act, 2013 )

having its registered office at Plot No. T-42, T )

Block, Pimpri Industrial Area, Bhosari Midc, )

Bhosari I.E., Pune, Pune City, Maharashtra, India, )...Transferee Company/ Second

411026

Applicant Company

*(Transferor Company/First Applicant Company and Transferee Company/Second Applicant Company are hereinafter together referred to as 'Applicant Companies').*

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Board of Management :  
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MHITRAA ENGINEERING EQUIPMENTS PRIVATE LIMITED  
Account number 042-791228-001 IFSC Code: HSB0600002

CIN No.: U28112TN199PTC019307

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF  
MHITRAA ENGINEERING EQUIPMENTS PRIVATE LIMITED (TRANSFEROR  
COMPANY/ FIRST APPLICANT COMPANY)**

To,  
**The Equity Shareholders of Mhitraa Engineering Equipments Private Limited**

Notice is hereby given pursuant to the directions of Hon'ble National Company Law Tribunal Mumbai Bench IV ('Tribunal' or 'NCLT') vide its order dated 6<sup>th</sup> January 2025 ('Order'), of a meeting to be held of the Equity Shareholders of Mhitraa Engineering Equipments Private Limited, for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation between Mhitraa Engineering Equipments Private Limited ('First Applicant Company') and Ecoclean Machines Private Limited ('Second Applicant Company') and their respective shareholders and creditors ('Scheme').

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the First Applicant Company will be held through VC/OAVM on **Thursday, 13<sup>th</sup> March, 2025 at 2.00 PM. (IST)** ("Meeting") with the facility of voting as detailed in "**Annexure 13**" to this Notice. Accordingly, you are requested to attend the Meeting.

Copies of the Scheme and of the Explanatory Statement, under Sections 102 read with Sections 230 to 232 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the Annexures as indicated in the Index can be obtained free of charge at the registered office of the Second Applicant Company at Plot No. T-42, T Block, Pimpri Industrial Area, Bhosari Midc, Bhosari I.E, Pune 411026, Maharashtra, India and/or at the office of its Advocates, LegaLogic Consulting, Level 6, Suma Center, Opp. Himali Society, Near Deenanath Mangeshkar Hospital, Pune, India, during business hours. Accordingly, the Equity Shareholders can vote through platform for voting provided by the Company during the meeting. A body corporate who is an Equity Shareholders is entitled to appoint a representative for the purposes of participating and / or voting during the meeting.

The Tribunal has appointed, Mr. V. Nallasenapathy, Ex NCLT Member as the Chairman, and Ms. Pallavi Salunke, PVS & Associates, Practicing Company Secretary, as the Scrutinizer for the meeting of the Equity Shareholders including for any adjournment or adjournments thereof as per the NCLT order/ directions. The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of the Tribunal.

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Board of Management :  
Ralf Diemel, Mangesh Agarwal

MHITRAA ENGINEERING EQUIPMENTS PRIVATE LIMITED  
Account number 042-791228-001 IFSC Code: HSB0600002

CIN No.: U28112TN199PTC019307

**TAKE NOTICE** that the following resolution is proposed under Sections 230-232 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and Articles of Association of the First Applicant Company, for the purpose of considering, and if thought fit, approving, the Scheme of Amalgamation between Mhitraa Engineering Equipments Private Limited and Ecoclean Machines Private Limited.

*“RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the company and subject to the approval of Hon’ble National Company Law Tribunal, Bench at Mumbai (‘Tribunal’ or ‘NCLT’) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the Equity Shareholders of the company, be and is hereby accorded to the Scheme of Amalgamation between Mhitraa Engineering Equipments Private Limited (‘Transferor Company’) and Ecoclean Machines Private Limited (‘Transferee Company’) and their respective shareholders and creditors (‘Scheme’).”*

*“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”*

A copy of the Explanatory Statement, under Sections 102, 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

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Board of Management :  
Ralf Diemel, Mangesh Agarwal

MHITRAA ENGINEERING EQUIPMENTS PRIVATE LIMITED  
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CIN No.: U28112TN199PTC019307

**Date: 6<sup>th</sup> February, 2025**

**Sd/-**

V. Nallansanapathy

**(Chairman appointed for the Meeting)**

**Registered Office of the  
Company: Plot No. T-42, T Block,  
Pimpri Industrial Area, Bhosari  
Midc, Bhosari I.E., Pune, Pune  
City, Maharashtra, India,  
411026.**

**Notes:**

- (1) In terms of the Order dated 6<sup>th</sup> January 2025 of the Tribunal, Mumbai Bench IV, the First Applicant Company is convening the meeting of the Equity Shareholders through VC/OAVM in compliance with the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013 and Rules made thereunder.
- (2) Only the Equity Shareholders of the First Applicant Company existing as on the cut-off date i.e., 3<sup>rd</sup> February, 2025 may attend and vote during the meeting.
- (3) Where in case any of the Equity Shareholder(s) is a Corporate/ Body Corporate/ Institution, then pursuant to Section 113 of the Act, they are entitled to participate in the Meeting through their Authorised Representatives. Such Equity Shareholder(s) is required to send either through email at [Mangesh.Agarwal@ecoclean-group.net](mailto:Mangesh.Agarwal@ecoclean-group.net) not later than 48 (forty eight) hours before the commencement of the Meeting or deposit at the Registered Office of the First Applicant Company, a duly certified copy of the Board Resolution/ Power of Attorney, authorizing such Authorized Representative along with the ID of Authorized Representative, to attend and vote at the Meeting on its behalf, not later than 48 hours before the time fixed for the aforesaid Meeting as required under Rule 10 of the Companies (Companies, Arrangements and Amalgamations) Rules, 2016.
- (4) All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the registered office of the Company on all working days of the Company during business hours upto the date of the Meeting.
- (5) Detailed instructions for participation in meeting and voting therein are enclosed as **Annexure 13** to the Notice.

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- (6) Please take note that as per the directions of the Tribunal and the discretion exercised by the Chairman in consultation with the counsel, the meeting is proposed to be held through VC/ OAVM with facility of voting during the meeting.
- (7) The voting rights of the Equity Shareholders shall be in proportion to the value of the fully paid up equity shares of the First Applicant Company as on cut-off date i.e., 3<sup>rd</sup> February, 2025
- (8) In accordance with Section 103 of the Act, the quorum of the meeting of the Equity Shareholders of the First Applicant Company shall be 2 (Two) Equity Shareholders in number as on cut-off date. It is also directed that if the required quorum is not present at the commencement of meeting, then the meeting will be adjourned for 30 (Thirty) minutes, and thereafter the persons present and voting shall be deemed to constitute the quorum.
- (9) The Notice, together with the documents accompanying the same, is being sent to all the Equity Shareholders of the First Applicant Company as on 3<sup>rd</sup> February, 2025 either by registered post or speed post at their registered address available with the company or via e-mail.
- (10) The notice convening the meeting will be published through advertisement in *Business Standard* in the English language and *Loksatta* in Marathi language having wide circulation in the State of Maharashtra, not less than 30 (thirty) days before the date fixed for the meeting.
- (11) In accordance with the provisions of Sections 230-232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the Equity Shareholders of the First Applicant Company, voting during the meeting agree to the Scheme.
- (12) As directed by the Tribunal, Ms. Pallavi Salunke, PVS & Associates, Practicing Company Secretary, has been appointed as Scrutinizer for the said meeting of the Equity Shareholders of the First Applicant Company to scrutinize the voting during the meeting in a fair and transparent manner. Post the meeting, the Scrutinizer will submit the report to the Chairman after completion of scrutiny of the voting process. As per Order of the Tribunal, the Chairman shall report the result of the said NCLT convened meeting to the Tribunal within 30 (Thirty) days from the date of the conclusion of the meeting with regard to the proposed Scheme.

**Encl.: As above**

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Board of Management :  
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Account number 042-791228-001 IFSC Code: HSB0600002

CIN No.: U28112TN199PTC019307



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**

**MUMBAI BENCH IV**

**Company Application No. C.A. (CAA) No. 215/MB/2024**

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

**And**

**In the matter of Scheme of Amalgamation Between**

**MHITRAA ENGINEERING EQUIPMENTS PRIVATE LIMITED**

**(“Transferor Company”/ “First Applicant Company”)**

**AND**

**ECOCLEAN MACHINES PRIVATE LIMITED**

**(“Transferee Company”/ “Second Applicant Company”)**

**AND**

**Their Respective Shareholders and Creditors**

**FORM NO. CAA 2**

*[Pursuant to Section 230 (3) and Rule 6 and 7 of Companies (Compromises, Arrangements  
and Amalgamations) Rules, 2016]*

**Mhitraa Engineering Equipments Private )**  
**Limited, a company incorporated under the )**  
provisions of Companies Act, 1956 having its )  
registered office at Anugraha bungalow, survey )  
number - 277/5, street no 4, Baner, Baner Gaon, )  
Pune, Pune City, Maharashtra, India, 411045 )... Transferor Company/

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MHITRAA ENGINEERING EQUIPMENTS PRIVATE LIMITED  
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First Applicant Company

**Ecoclean Machines Private Limited**, a company

incorporated under the Companies Act, 2013

having its registered office at Plot No. T-42, T )

Block, Pimpri Industrial Area, Bhosari Midc, )

Bhosari I.E., Pune, Pune City, Maharashtra, India,

411026 )

)...Transferee Company/ Second

Applicant Company

*(Transferor Company/First Applicant Company and Transferee Company/Second Applicant Company are hereinafter together referred to as 'Applicant Companies').*

**EXPLANATORY STATEMENT UNDER SECTIONS 230 TO 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

1. Pursuant to the Order dated 6<sup>th</sup> January 2025 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench IV ('NCLT'), in the Company Application Number C.A. (CAA) No. 215/MB/2024 ('Order'), a meeting of the Equity Shareholders of Ecoclean Machines Private Limited (*hereinafter referred to as the 'First Applicant Company' or 'Transferor Company' or 'Company' as the context may admit*) is being convened through VC/ OAVM with the facility of voting during the meeting on **Thursday, 13<sup>th</sup> March 2025 at 2.00 PM (IST)** ('Meeting'), for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation amongst Mhitraa Engineering Equipments Private Limited and Ecoclean Machines Private Limited and their respective shareholders and creditors under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 (the '**Scheme**'). A copy of the Scheme, which has been, inter alia, approved by the Board of Directors of the Applicant Companies vide their respective Board Resolutions dated 27<sup>th</sup> June 2024, is enclosed as **Annexure 14**. Capitalized terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.

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Board of Management :  
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2. In terms of the Order and in accordance with Section 103 of the Act, the quorum for the said meeting shall be 2 (two) in number of the total Equity Shareholders of the First Applicant Company as on 3<sup>rd</sup> February, 2025. It is also directed that if the required Quorum is not present at the commencement of meeting, then the meeting will be adjourned for 30 (Thirty) minutes, and thereafter the persons present and voting, shall be deemed to constitute the quorum.
3. In terms of the said Order, the Tribunal has appointed Mr. V. Nallasenapathy (Ex-NCLT member) as the Chairman and Ms. Pallavi Salunke, PVS & Associates, Practicing Company Secretary, as the Scrutinizer for the meeting of the Equity Shareholders of the First Applicant Company including for any adjournment or adjournments thereof.
4. This statement is being furnished as required under Sections 230(3), 232(1) and 232(2) read with Section 102 of the Companies Act, 2013 (the 'Act') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Rules').
5. In accordance with the provisions of Sections 230-232 of the Act, the Scheme shall be acted upon only if a majority in persons representing three-fourths in value of the Equity Shareholders, of the First Applicant Company, voting during the meeting agree to the Scheme.

Sr No	<b><u>DETAILS OF THE APPLICANT COMPANIES PARTICIPATING IN THE SCHEME OF AMALGAMATION</u></b>		
1.	<b>Name of Company</b>	Mhitraa Engineering Equipments Private Limited	Ecoclean Machines Private Limited
2.	<b>Corporate Identification Number (CIN)</b>	U28112PN1990PTC226349	U29309PN2018PTC174142
3.	<b>Global Location Number (GLN)</b>	Not applicable	
4.	<b>Permanent Account Number (PAN)</b>	AAACM2413N	AAECE8966E
5.	<b>Date of Incorporation</b>	June 15, 1990	January 03, 2018
6.	<b>Type of the Company (whether public or private or one- person company)</b>	Private Company	Private Company

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7.	<b>Registered office address</b>	Anugraha bungalow, survey number - 277/5, Street no 4, Baner, Pune, Maharashtra 411045	Plot No. T-42, T Block Pimpri Industrial Area, Bhosari MIDC, Pune City, 411026, Maharashtra, India. .
8.	<b>Email address</b>	<a href="mailto:Mangesh.Agarwal@ecoclean-group.net">Mangesh.Agarwal@ecoclean-group.net</a>	<a href="mailto:Mangesh.Agarwal@ecoclean-group.net">Mangesh.Agarwal@ecoclean-group.net</a>
9.	<b>Summary of the main objects as per the Memorandum of Association and main business carried on by the company</b>	To engage in business of designing, fabricating, buying, assembling, marketing, servicing, exporting, importing, hiring, letting on hire or lease various types of standard and special purpose component cleaning systems, solvent filtration systems, solvent recycling systems, floor cleaning equipments and parts thereof of manual, semi-automatic and automatic types.	To engage in business of trading in cleaning equipment for industrial cleaning technology and water-based surface treatment. To engage in the business of designing, fabricating, buying, assembling, marketing, servicing, exporting, importing, hiring, letting on hire or lease various types of standard and special purpose component cleaning systems, solvent filtration systems, solvent recycling systems, floor cleaning equipments and parts thereof of manual, semi-automatic and automatic types.
10.	<b>Details of change of name, registered office and objects of the company during the last five years</b>	The Registered Office of the First Applicant Company was first situated at Plot No.S1, Sipcot Industrial Park, Vengadu Village, Pillaipakkam Po, Sriper, UmbudurTk, Chennai, 602105. On 5th May, 2023 the registered office was shifted to Anugraha bungalow, survey number - 277/5, Street no 4, Baner, Pune, Maharashtra 411045.	Not Applicable
11.	<b>Name of the stock exchange(s) where securities of the company are listed, if applicable</b>	Not Applicable	

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CIN No.: U28112TN199PTC019307

12.	<b>Details of the capital structure of the company including authorised, issued, subscribed and paid-up share capital</b>	<b>Particulars</b>	<b>Amt. (Rs.)</b>	<b>Particulars</b>	<b>Amt. (Rs.)</b>
		Equity Shares of Rs 10/- each	25,00,000	Equity Shares of Rs.10 each	10,00,00,000
		<b>Total</b>	<b>25,00,000</b>	<b>Total</b>	<b>10,00,00,000</b>
		Equity Shares of Rs 10/- each	23,22,400	Equity Shares of Rs 10 each	9,00,20,000
		<b>Total</b>	<b>23,22,400</b>	<b>Total</b>	<b>9,00,20,000</b>
		Equity Shares of Rs 10/- each	23,22,400	Equity Shares of Rs 10 each	9,00,20,000
		<b>Total</b>	<b>23,22,400</b>	<b>Total</b>	<b>9,00,20,000</b>
13.	<b>Names of the promoters and directors along with their addresses</b>	<b>a. Name:</b> Ralf Dienel <b>Address:</b> Muhlenstrabe 12, 70794 Filderstadt, Germany <b>DIN:</b> 08393517	<b>a. Name:</b> Ralf Dienel <b>Address:</b> Muhlenstrabe 12, 70794 Filderstadt, Germany <b>DIN:</b> 08393517		
		<b>b. Name:</b> Mangesh Satyaprakash Agarwal <b>Address:</b> R-3, Ganesh Nabhangan, Lane B-20, Dhayari, Pune 411041  <b>DIN:</b> 08017698	<b>b. Name:</b> Mangesh Satyaprakash Agarwal <b>Address:</b> R-3, Ganesh Nabhangan, Lane B-20, Dhayari, Pune 411041  <b>DIN:</b> 08017698		
14.	<b>The Relationship Between the Companies</b>	The Applicant Companies are group companies. The shareholders of the First Applicant Company are the same as the First Applicant Company.			
15.	<b>Board Meeting approving the Scheme</b>	The Board of Directors of the First Applicant Company have			

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Tel : 91 (0) 7667208230  
E- mail : mhitraa@mhitraa.com

Board of Management :  
Ralf Dienel, Mangesh Agarwal

MHITRAA ENGINEERING EQUIPMENTS PRIVATE LIMITED  
Account number 042-791228-001 IFSC Code: HSB0600002

CIN No.: U28112TN199PTC019307

	<b>of Amalgamation</b>	approved the proposed Scheme vide their respective board resolution dated 27 <sup>th</sup> June, 2024.  The directors who voted in favour of the Scheme are as follows: <b>a. Name:</b> Ralf Diemel <b>DIN:</b> 08393517  <b>b. Name:</b> Mangesh Satyaprakash Agarwal <b>DIN:</b> 08017698	approved the proposed Scheme vide their respective board resolution dated 27 <sup>th</sup> June, 2024.  The directors who voted in favour of the Scheme are as follows: <b>a. Name:</b> Ralf Diemel <b>DIN:</b> 08393517  <b>b. Name:</b> Mangesh Satyaprakash Agarwal <b>DIN:</b> 08017698
16.	<b>Parties to the Scheme of Amalgamation</b>	The proposed Scheme of Amalgamation is by and between Mhitraa Engineering Equipments Private Limited (“ <b>Transferor Company</b> ”) with Ecoclean Machines Private Limited (“ <b>Transferee Company</b> ”) and their respective shareholders and creditors.	
17.	<b>Appointed Date</b>	1 <sup>st</sup> April, 2024	
18.	<b>Effective Date</b>	Effective date shall mean the date on which all formalities relating to the Scheme are completed including the filing of respective forms with the Registrar of Companies, Pune, by the Transferor Company and the Transferee Company or such other authority as may be necessary for making the Scheme effective.	
19.	<b>Share Exchange Ratio</b>	25:1 1 share of the Transferee Company (Face value Rs. 10) will be issued against 25 shares of the Transferor Company (Face value Rs. 10).	

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20.	<b>Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company</b>	<b>Under Part D-7 of the Scheme:</b> Upon the proposed Scheme becoming effective and upon the undertaking being transferred and vested in the Transferee Company and without any further act, deed, or application by the Shareholders, the Transferee Company shall issue and allot 9289 equity shares (Nine Thousand Two Hundred and Eighty Nine) equity shares of INR 10 (Indian Rupees Ten) each .As per the Valuation Report dated June 05, 2024 issued by CA Prasad P Bhalerao, bearing registration number IBBI/RV/06/2019/12453 for the purposes of determining Share Exchange Ratio for the Scheme, 1 equity share of the Transferee Company (Face value Rs. 10) will be issued against 25 equity shares of the Transferor Company (Face Value Rs. 10). Pursuant to the Share Exchange Ratio, any fractions of shares held by the Shareholders shall be paid in cash.
21.	<b>Details of capital or debt restructuring, if any</b>	Not Applicable
22.	<b>Rationale for the compromise or amalgamation</b>	The Scheme of Amalgamation of the Transferor Company with the Transferee Company would have the following benefits: a. The amalgamation of the Transferor Company with the Transferee Company would consolidate the operative efficiencies of the companies and would thereby reduce and/or optimize overheads, administrative, managerial, and other expenses, operational rationalization, and would ensure optimal utilization of resources; b. The aggregation of the operations of the Transferor Company with the Transferee Company as a consequence of pooling and combining of finances and resources into one consolidated entity and the resultant reduction in compliances would be beneficial for the Transferee Company and thus would further create operational synergies; c. The combined operations of the Transferor Company and Transferee Company would aid in achieving more focused operational efforts, and help in creation of long-term benefits and value, standardization and simplification of business processes, and productivity improvements; d. The amalgamation of the Transferor Company and Transferee Company would enhance the customer service and the synergy

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		<p>would benefit the customers, thereby leading to increased business opportunities from a long-term perspective to the entire India solutions of the Transferee Company and the Transferor Company;</p> <p>e. The amalgamation of the Transferor Company with the Transferee Company would eliminate the duplication of efforts to be undertaken in multiple entities, and lead to an alignment of the business, consequently, streamlining the operations of the Transferee Company; and</p> <p>f. The Scheme is commercially and economically viable, feasible, fair, and reasonable and would protect the interest of the Transferor Company, the Transferee Company and their respective stakeholders.</p>				
23.	<b>Benefits of the compromise or arrangement as perceived by the Board of Directors to the company, members, creditors and others (as applicable)</b>	Same as above				
24.	<b>Amount due to creditors as on 31<sup>st</sup> December, 2024</b>	<table border="1"> <tr> <td>a. Secured Creditors: There are no secured creditors</td> <td>a. Secured Creditors: There are no secured creditors</td> </tr> <tr> <td>b. Unsecured Creditors: Rs. 4,55,61,633.76</td> <td>b. Unsecured Creditors: Rs. 3,84,09,420.79</td> </tr> </table>	a. Secured Creditors: There are no secured creditors	a. Secured Creditors: There are no secured creditors	b. Unsecured Creditors: Rs. 4,55,61,633.76	b. Unsecured Creditors: Rs. 3,84,09,420.79
a. Secured Creditors: There are no secured creditors	a. Secured Creditors: There are no secured creditors					
b. Unsecured Creditors: Rs. 4,55,61,633.76	b. Unsecured Creditors: Rs. 3,84,09,420.79					
25.	<b>Effect of the Scheme of Amalgamation on:</b> <b>(a) key managerial personnel;</b> <b>(b) directors;</b> <b>(c) promoters and non-promoter members;</b> <b>(d) depositors;</b> <b>(e) creditors;</b> <b>(f) debenture holders;</b>	<p>a. Key managerial personnel (KMPs): There is no impact of the proposed Scheme on any of the KMPs of the Applicant Companies. Further, none of the KMPs have any interest in the Scheme.</p> <p>b. Directors: By virtue of the Scheme of Amalgamation, the directors of the Transferor Companies will not be entitled to any directorship in the Transferee Company.</p> <p>c. Promoters and Non promoters: There is no adverse impact of the proposed Scheme on any of the Promoter or Non-promoter Shareholders of the Applicant Companies. Further, none of the Shareholders have any interest in the Scheme except to the extent of shares held by them in the respective Applicant Companies.</p>				

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	<p><b>(g) deposit trustee and debenture trustee; and</b> <b>(h) employees of the company</b></p>	<p>d. Depositors: As on date, the Applicant Companies have no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders or deposit trustee(s) does not arise.</p> <p>e. Creditors: All the liabilities and dues payable pertaining to the Transferor Company shall become the liabilities and dues payable of/ by the Transferee Company.</p> <p>f. Debenture holders: As on date, no debentures have been issued and allotted by the Applicant Companies and consequently, the effect of the proposed Scheme on any such debenture holders does not arise.</p> <p>g. Deposit trustee and debenture trustee: As on date, the Applicant Companies have no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit trustee(s) does not arise. Further, as on date, no debentures have been issued and allotted by the Applicant Companies and consequently, the effect of the Scheme on any such debenture trustees does not arise.</p> <p>h. Employees: All employees of the Transferor Company shall be absorbed in the Transferee Company as a regular employee with continuity of services.</p>
26.	<p><b>Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement</b></p>	<p>The Scheme is subject to approval from the jurisdictional NCLT. Further, notice under Section 230(5) of Companies Act, 2013 is being submitted with the jurisdictional Regional Director, Registrar of Companies, Income Tax Authorities, Nodal Officer, Official Liquidator, Reserve Bank of India, Department for Promotion and Industry and Internal Trade and GST Department in respect of all the Applicant Companies.</p>
27.	<p><b>A statement to the effect that the persons to whom the notice is sent may vote in the meeting by voting through electronic means</b></p>	<p>As per the directions of the Tribunal and discretion exercised by the Chairman in consultation with the counsel of the First Applicant Company, the meeting is proposed to be held through VC/ OAVM.</p> <p>Equity Shareholders of the First Applicant Company to whom the Notice is sent may vote during the meeting through platform for voting</p>

		provided by the Company, the instructions for which are mentioned in Annexure 13 to this Notice.
28.	<b>Investigation or Proceedings, if any, pending against the company under the Act</b>	No investigation or proceedings have been instituted or are pending under the applicable provisions of Companies Act, 2013 or erstwhile provisions of Companies Act, 1956 against any of the Applicant Companies.
29.	<b>Inspection</b>	<ol style="list-style-type: none"> <li>a. Copy of the Order of the NCLT dated 6th January 2025 passed in Company Application No. C.A. (CAA) No. 215/MB/2024 directing the convening of meeting(s) of the Equity Shareholders of First Applicant Company;</li> <li>b. Copy of the Company Application No. C.A. (CAA) No. 215/MB/2024;</li> <li>c. Copy of Scheme of Amalgamation;</li> <li>d. Memorandum and Articles of Association of all Applicant Companies;</li> <li>e. Copy of Standalone Audited Financial Statements of First Applicant Company for the period ended 31st March 2024;</li> <li>f. Copy of Standalone Unaudited Financial Statements of First Applicant Company as at 31st October 2024;</li> <li>g. Copy of report adopted by Board of Directors of First Applicant Company under Section 232(2)(c) of the Companies Act, 2013;</li> <li>h. Copy of audited financial statements of First Applicant Company for the period ending 31st March 2024;</li> <li>i. Copy of Unaudited Financial Statements of First Applicant Company as at 31st October 2024;</li> <li>j. Copy of report adopted by Board of Directors of First Applicant Company under Section 232(2)(c) of the Companies Act, 2013;</li> <li>k. Copy of the Report on Recommendation of Share Exchange Ratio dated June 05, 2024, issued by CA Prasad Bhalerao, Registered Valuer, bearing registration number IBBI/RV/06/2019/12453;</li> <li>l. Certificates issued by Statutory Auditors of both the Applicant Companies in relation to the accounting treatment prescribed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of Companies Act, 2013 read with relevant rules issued thereunder;</li> </ol>

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		m. List of Equity Shareholders, Unsecured Creditors and Secured Creditors of the Second Applicant Companies; and n. Any other information, contracts or agreements material to the amalgamation.
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**General:**

6. The National Company Law Tribunal, Mumbai Bench IV, by its Order dated 6<sup>th</sup> January 2025 has directed the Chairman in consultation with the counsel of the Second Applicant Company to convene the meeting of the Equity Shareholders and Unsecured Creditors of First Applicant Company through VC/ OAVM and to publish the notice of the said meeting(s) in newspapers.
7. Since there are no Secured Creditors in the Applicant Companies, the question of holding meeting to obtain their consent does not arise.
8. No winding up petition has been admitted against any of the Applicant Companies.
9. The detailed procedure for voting during the meeting is enclosed with this notice as **Annexure 13**. The Equity Shareholders are requested to carefully follow the instructions set out in **Annexure 13** to this Notice.
10. A copy of the Scheme and Explanatory Statement shall be furnished to the Equity Shareholders free of charge, within 1 (one) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the Equity Shareholders.

**Date: 6<sup>th</sup> February, 2025**

**Sd/-**

**V. Nallasenapathy**

**(Chairman appointed for the Meeting)**

**Registered Office of the Company:  
Plot No. T-42, T Block, Pimpri  
Industrial Area, Bhosari Midc,  
Bhosari I.E Pune, Maharashtra,  
India, 411026.**

**CIN: U29309PN2018PTC174142**

**ANNEXURE 13 –INSTRUCTIONS FOR VOTING**

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
COURT NO. IV Mumbai  
CA (CAA) – 215/MB/2024**

**Before the National Company Law Tribunal, Mumbai Bench IV  
Company Application No. C.A. (CAA) No. 215/MB/2024**

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

**And**

**In the matter of Scheme of Amalgamation Between  
MHITRAA ENGINEERING EQUIPMENTS PRIVATE LIMITED  
("Transferor Company"/ "First Applicant Company")**

**AND**

**ECOCLEAN MACHINES PRIVATE LIMITED  
("Transferee Company"/ "Second Applicant Company")**

**AND**

**Their Respective Shareholders and Creditors**

*[Pursuant to Section 230 (3) and Rule 6 and 7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]*

**Mhitraa Engineering Equipments Private )  
Limited, a company incorporated under the )  
provisions of Companies Act, 1956 having its )  
registered office at Anugraha bungalow, survey )**

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number - 277/5, street no 4, Baner, Baner Gaon, )... Transferor Company/  
Pune, Pune City, Maharashtra, India, 411045 First Applicant Company

**Ecoclean Machines Private Limited**, a company

incorporated under the Companies Act, 2013

having its registered office at Plot No. T-42, T )

Block, Pimpri Industrial Area, Bhosari Midc, )

Bhosari I.E., Pune, Pune City, Maharashtra, India, )

411026 )...Transferee Company/ Second

Applicant Company

### **General instructions for accessing and participating in the Meeting through the VC/OAVM Facility and e-voting during the meeting**

1. Pursuant to the Order passed by the NCLT, a Meeting of the Equity Shareholders of the First Applicant Company will be held through VC/OAVM.
2. Since the Meeting is being held pursuant to the Order passed by the NCLT and MCA Circulars through VC/OAVM, physical attendance of the Equity Shareholders has been dispensed with. Accordingly, the facility for the appointment of proxies by Equity Shareholders will not be available for the Meeting. However, in pursuance of Section 113 of the Act, authorized representatives of institutional/ corporate Creditor may be appointed for the purpose of participation in the Meeting through VC/OAVM facility and e-voting during the Meeting, provided that such Equity Shareholder sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote during the Meeting, on its behalf. The said resolution/authorization shall be sent to the scrutinizer by email through her registered email ID address to [pallavi.salunke@legallogic.com](mailto:pallavi.salunke@legallogic.com) and to the Company [Mangesh.Agarwal@ecoclean-group.net](mailto:Mangesh.Agarwal@ecoclean-group.net), not later than 48 (forty eight) hours before the commencement of the Meeting.
3. The remote e-voting period for the Meeting of the Equity Shareholders of the First Applicant Company commences on 10<sup>th</sup> March, 2025 at 9.00 am (IST) and ends on 12<sup>th</sup> March 2025 at 5.00 pm. The Equity Shareholder may attend the meeting even after exercising his right through remote e-voting but cannot vote again at the time of the meeting.

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4. The Equity Shareholders of the First Applicant Company shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes through e-voting system available for the Meetings through the National Securities Depository Limited (“NSDL”) website and they can cast their vote by following the below mentioned instructions:

**E-voting instructions:**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member/ Creditor’ section.
3. A new screen will open. You will have to enter your User ID and your Password as shown on the screen.
4. Your Login id and password details for e- voting and for attending the Meeting of Equity Shareholders through VC/ OAVM shall be sent through the NSDL portal on your registered email ids.
5. For the first time the system will ask to reset your password.
6. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
7. Now, you will have to click on “Login” button.
8. After you click on the “Login” button, Home page of e-voting will open.
9. You have to click on VC/OAVM Link and click on ‘Join Meeting’ Option to attend the meeting.
10. Once announced by Chairman, on the E-Voting page, EVEN number will be active for voting. Click on the refresh button
11. then Click on “EVEN number.” to cast your vote.
12. Now you are ready for e-Voting as the Voting page opens.
13. Cast your vote by selecting appropriate options i.e. assent or dissent and click on “Submit” and also “Confirm” when prompted.
14. Upon confirmation, the message “Vote cast successfully” will be displayed.
15. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
16. Once you confirm your vote on the resolution, you will not be allowed to modify your vote
17. Participating in the meeting is not mandatory for e-voting. Even if you could not attend the meeting you can login to the NSDL platform and cast your vote any time before the closing time.
18. If you face any problems/experience any difficulty or If you forgot your password please feel free to contact on 022 - 4886 7000 or contact on email id [evoting@nsdl.com](mailto:evoting@nsdl.com)

5. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential. Login to the e-voting website will be

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- disabled upon 5 (five) unsuccessful attempts to the key in the correct password. In such an event, you will need to go through the ‘Forgot User Details/ Password’ or ‘Physical User Reset Password’ option available on the [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
6. The details of the Meeting shall be forwarded to the registered email address of the Equity Shareholders of the First Applicant Company along with instructions for participating and voting at the meeting. Equity Shareholders can contact [finance.india@ecoclean-group.net](mailto:finance.india@ecoclean-group.net) for assistance with respect to the technology for VC or OAVM either before or during the meeting.
  7. The Equity Shareholders can join the Tribunal convened meeting in the VC/OAVM mode 15 minutes before and/or after the scheduled time of the commencement of the meeting by following the procedure mentioned hereinbelow.
  8. General instructions for Equity Shareholders for participating in the Tribunal convened meeting through VC/OAVM are as under:
    - a) A person, whose name appears in the Chartered Accountant’s certificate certifying the list of Equity Shareholders of the First Applicant Company as on 3<sup>rd</sup> February, 2025, only shall be entitled to participate at the Meeting. A person who is not an Equity Shareholder as on the aforementioned date and whose name does not appear in the aforementioned list, should treat the Notice for information purpose only.
    - b) Equity Shareholders will be required to use the Internet with a good speed to avoid any disturbance during the meeting.
    - c) Please note that Equity Shareholders connecting from mobile devices or tablets or through laptops, etc., connecting via mobile hotspot, may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
    - d) Queries on the businesses covered in the Notice may be sent to the Directors at email id [finance.india@ecoclean-group.net](mailto:finance.india@ecoclean-group.net) in advance, so that the answers may be made readily available at the Tribunal Convened Meeting.
    - e) The Equity Shareholders of the First Applicant Company shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes through e-voting system available for the Meetings through the NSDL website.
    - f) The Equity Shareholders of the First Applicant Company may opt to cast their votes only in one mode, i.e. by (a) remote e-voting or (b) by e-voting at their meetings. In case they cast their votes by remote e-voting, they will nevertheless be entitled to attend the respective -meetings and participate in the discussion but will not be entitled to vote again by e-voting at the meetings.
  9. All the documents referred to in the accompanying explanatory statement shall be available for inspection through electronic mode during the proceedings of the Meeting. Equity Shareholders seeking/requesting to inspect copies of the said documents may send an email at [finance.india@ecoclean-group.net](mailto:finance.india@ecoclean-group.net) Further, all the documents referred to in the accompanying explanatory statement shall also be open for inspection by the Equity Shareholders at the registered office of the Company, during working hours on all working days up to 1 (One) day prior to the date of the Meeting.

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10. The Notice convening the Meeting will be published through advertisement in '*Business Standard*' in English having nation-wide circulation, and '*Loksatta*' in Marathi, having circulation in Maharashtra.
11. The Scheme shall be considered approved by the Equity Shareholders of the First Applicant Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourths in value of the Equity Shareholders voting in favour at the Meeting through VC/OAVM, in terms of the provisions of Sections 230 to 232 of the Act.
12. Since the Meeting will be held through VC/OAVM in accordance with the Order passed by NCLT, the route map, proxy form and attendance slip are not attached to this Notice.
13. The voting rights of the Equity Shareholders shall be in proportion to the value of fully paid up equity shares of the First Applicant Company as on the close of business hours as on cut-off Date, i.e. 3<sup>rd</sup> February, 2025.

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