

**FORM NO. NCLT-13**  
[see rule 87]  
**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,**  
**PRINCIPAL BENCH, NEW DELHI**  
**CP NO. 384/245/PB/2018**  
**IN THE MATTER OF:**  
**JACOB MATHEW ... PETITIONER**  
**V.**  
**MR. A. V. GEORGE AND ORS. ... RESPONDENTS**  
**Public Notice of petition under Section 245.**

Take notice that a Class Action Petition under Section 245 of the Companies Act, 2013 dated 19.09.2018 was presented by the Petitioner before the Hon'ble Principal Bench, National Company Law Tribunal, New Delhi. The lead Applicants in the said Petition are Mr. Jacob Mathew and Ms. Neena Jacob. The Respondents in that Petition are Mr. A V George (Respondent No. 1), Mr. G J Ancheril (Respondent No. 2), The Thamarapally Rubber Company Limited (Respondent No. 3), Mr. Alex George (Respondent No. 4), Mr. Mani Thomas (Respondent No. 5), Ms. Mary Alex (Respondent No. 6), Vivro Financial Services Pvt. Ltd. (Respondent No. 7), Kailas Rubber Company Ltd. (Respondent No. 8) and Securities Exchange Board of India (Respondent No. 9).

The said Petition satisfies the admission related conditions stipulated in Section 245 of the Companies Act, 2013 and has been admitted. The petition is to be heard before the Hon'ble Bench on 25.07.2024 at 10:30am.

**Brief particulars of the grounds of appeal:**

Kailas Rubber Company Ltd. ("Company") is a company incorporated on 26.01.1943. The company was Listed in Madras Stock Exchange and since the said stock exchange was derecognised, the company was moved to the Dissemination Board of National Stock Exchange in 2014. As per the Guidelines of Dissemination Board of NSE, every Company had to give an exit offer to its shareholders. The Company had provided an Exit Offer vide its offer

dated 23rd August 2018 at Rs. 1020 per share. While the Petitioner values the Company at Rs. 21,268/- per share.

**The Petition has been filed on the following grounds:**

- a) The Respondent No. 7 has grossly undervalued the Respondent No. 8.
- b) The valuation also fails to take into consideration the Special Resolution dated 12.03.2013 passed by the Respondent, wherein, the asset of the land was valued at a price not less than Rs. 30 lakhs per acre and other assets of the Company.
- c) The Valuation Report does not provide the exact methodology used for arriving at the fair value of the Respondent No. 8 and as such, has adopted 2 (Two) contradictory methodologies.
- d) The Respondent No. 7 has only considered standalone financials, whereas, has not considered the effect of consolidated financials.
- e) The net asset value considers the asset valuation only at the book value and not at the fair value.
- f) The exit offered as offered by the Respondent No. 8 has grossly affected the interests of the minority shareholders.

**The Petition seeks the following interim relief:**

a) To declare the exit offer as illegal, non-est and invalid and grant injunction restraining the company, their agents, servants employees from giving effect to the exit offer till final orders.

b) To direct the appointment of an independent valuer by minority shareholders for determining the valuation of the 8th Respondent company and provide a fresh price for exit by the existing shareholders at the fair value to be determined by independent valuer through such process as may be determined by this Hon'ble Bench as fair and reasonable.

c) To direct appointment of Independent Director on the Board of the company to consider all resolutions relating to the exit in a fair manner and in the best interests of all stakeholders.

d) To order the Respondent no.7 to provide detailed workings for the basis of arriving at the exit price.

The petition seeks the following final relief:

a) To ensure that promoters offer a fair exit to the Shareholders.

b) To direct removal the Directors of the company who have acted against the interests of the shareholders with an intent to defraud the shareholders.

c) To debar the Respondent No.7 for not conducting the valuation in a fair and transparent manner.

d) To direct payment up to 100% equivalent compensation of the exit price being proposed as per the independent valuation, to be payable by the Respondent Nos.2 to 7 from their personal assets for having defrauded the shareholders.

e) To provide an option to such person who offers a better price than the price being offered by the Promoters as exit price, to acquire the shareholding held by the offers also at such better price.

f) To award costs relating to the present proceedings.

g) To grant such other reliefs as this Hon'ble NCLT may deem just and proper in the circumstances of the case.

The members of the class for the purpose of this Class Action Petition shall mean 100% of the Equity Shareholders out of which the Petitioners represent 15.73% of the Total Paid Up Capital.

If you belong to the class in relation to which this Application has been filed, you will be bound by the outcome of this Application, unless you decide to opt-out from the proceedings by submitting the relevant form to the following address Block No. 3, Ground, 6th, 7th Floor and 8th floor, C.G.O. Complex, Lodhi Road, New Delhi - 110 003, subject to the Tribunal's permission.