

IN THE NATIONAL COMPANY LAW TRIBUNAL
AT JAIPUR

**CORAM: SHRI DEEP CHANDRA JOSHI,
HON'BLE JUDICIAL MEMBER**

**SHRI RAJEEV MEHROTRA,
HON'BLE TECHNICAL MEMBER**

CP (CAA) No. 03/230-232/JPR/2024
Connected with
CA (CAA)No. 09/230-232/JPR/2023

Section: Section 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

IN THE MATTER OF SCHEME OF AMALGAMATION OF

**M/S SHREE CEMENT NORTH PRIVATE LIMITED
(Applicant/Transferor Company)**

AND

**M/S SHREE CEMENT LIMITED
(Applicant/Transferee Company)**

MEMO OF PARTIES

M/S SHREE CEMENT NORTH PRIVATE LIMITED

CIN: U26999WB2021PTC245736

R/o: Bangur Nagar, Beawar-
305901 (Rajasthan)

**...Applicant Company No. 1/
Transferor Company**

AND

M/S SHREE CEMENT LIMITED

CIN: L26943RJ1979PLC001935

R/o: Bangur Nagar, Beawar-
305901 (Rajasthan)

**...Applicant Company No. 2/
Transferee Company**

Sdr

Sdr

COUNSEL FOR THE APPLICANT(S): Sandeep Taneja, Adv.

Order Pronounced on: 22.02.2024

ORDER

Per: Shri Rajeev Mehrotra, Technical Member

1. This Company Petition, jointly filed by the Petitioner Companies, namely, *M/s Shree Cement North Private Limited* and *M/s Shree Cement Limited* before this Tribunal for issuance of notices to the concerned authorities and directions for publication of notices in newspapers in relation to the date of hearing of the Petition and calling for objections, if any, to the Scheme of Amalgamation ('Scheme') contemplated between *M/s M/s Shree Cement North Private Limited* ('Transferor Company') and *M/s Shree Cement Limited* ('Transferee Company'). The registered offices of the Petitioner Companies are in the State of Rajasthan, thus, the jurisdiction of the Applicant Companies lies with the National Company Law Tribunal, Jaipur Bench.
2. From the records, it is seen that the first motion application seeking dispensation of meetings of the Equity Shareholders, Preference Shareholders, Secured Creditors, and Unsecured Creditors of the Petitioner Companies was filed before this Tribunal vide *CA (CAA) No. 09/230-232/JPR/2023*. The said Application filed under Section 230 of the

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Companies Act, 2013, was allowed and directions were issued by this Tribunal wherein the meetings of Equity Shareholders, Preference Shareholders, Secured and Unsecured Creditors of the Petitioner Companies were directed to be dispensed with *vide* Order dated 15.12.2023.

3. Thereafter, the Petitioner Companies filed the second motion joint petition before this Tribunal on 22.01.2024 within the time prescribed under law.
4. Now this Petition is coming up for fixing a date of hearing as well as for other consequential directions in terms of the provisions of Section 230 – 232 of the Companies Act, 2013 read with the attendant Rules, i.e., Companies (Compromise, Arrangement and Amalgamation) Rules, 2016, and it is now hereby ordered as follows:
 - 4.1. The date of hearing of the Petition filed by the Petitioner Companies for the approval of the Scheme is fixed on 28.03.2024.
 - 4.2. Notice of the hearing shall be advertised in two Newspapers, one English and One vernacular, having wide circulation in Beawar, not less than 15 days before the aforesaid date fixed for the hearing.
 - 4.3. In addition to the above public notices, the Petitioner Companies shall serve the notice of the Petition on the following Authorities, namely, Income Tax Authorities (indicating the respective PAN Nos.), ROC concerned, Official Liquidator and Regional Director (North Western Region), Competition Commission of India, BSE, NSE, and Sectoral



Regulators, if any, which may govern the working of the Company in the Scheme, at least thirty days before the date fixed for hearing of the above Petition.

- 4.4. The Petitioner Companies shall, at least seven days before the date of hearing of the Petition, file an affidavit of service concerning said publication effected as well as service of notice on the authorities mentioned above including Objectors, if any. An Affidavit mentioning the Statutory Authorities including Sectoral Regulators governing the operations of the Petitioner Companies shall also be filed.
- 4.5. Objections, if any, to the Scheme, contemplated by the Authorities to whom notice has been given, may be filed on or before the date of hearing fixed herein, failing which it may be considered by this Tribunal that there is no objection on the part of the Authorities to the approval of the Scheme, by this Tribunal, subject to other conditions being satisfied as may be applicable under the Companies Act, 2013 and Regulations/Rules framed thereunder.
- 4.6. The next date of hearing is fixed on 28.03.2024 for the consideration of the approval of the Scheme of Arrangements as contemplated between the Petitioner Companies.

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5. The Registry shall also report before the date fixed as to whether any objection has been received to the proposed 'Scheme'.

Sdr

**DEEP CHANDRA JOSHI,
JUDICIAL MEMBER**

Sdr

**RAJEEV MEHROTRA,
TECHNICAL MEMBER**