

**NATIONAL COMPANY LAW TRIBUNAL  
DIVISION BENCH, COURT – II  
CHENNAI**

**ATTENDANCE CUM ORDER SHEET OF THE HEARING OF NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH, HELD ON 20-03-2024 AT 10.30 A.M. THROUGH VIDEO CONFERENCING:**

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**PRESENT : SHRI. JYOTI KUMAR TRIPATHI, HON'BLE MEMBER (JUDICIAL)  
SHRI. RAVICHANDRAN RAMASAMY, HON'BLE MEMBER (TECHNICAL)**  
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**PETITION NUMBER : CP/CAA/19/2024**  
**APPLICATION NUMBER : CA/CAA/66/2023**  
**NAME OF THE PETITIONER : San Media Pvt Ltd**  
**NAME OF THE RESPONDENT(S) : --**  
**UNDER SECTION : Sec 230-232 of CA, 2013**  
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**ORDER**

Ld. Counsel, Ms.Lakshmi appears for the Petitioner. Ld. Counsel Ms.Nandhini Agarwal appears for the RD.

2. This is a Joint Company Petition filed by the Petitioner Companies viz. **SHEER PROMOTERS PRIVATE LIMITED (TRANSFEROR COMPANY) AND SAN MEDIA PRIVATE LIMITED (TRANSFeree COMPANY)** for admission and for fixing a date of hearing of the main Company Petition as well as for a direction in relation to publication in press to be effected and notices to be issued to the authorities concerned in relation to date of hearing of the Petition and calling for the objections, if any, to the Scheme of Amalgamation (hereinafter for brevity referred to as "SCHEME") contemplated between the Petitioner Company.

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3. From the records, it appears that the First Motion Application vide CA(CAA)/66/(CHE)/2023 was ordered by this Tribunal on 23.02.2024.

4. The second motion petition was filed on 02.3.2024 which is coming up before us for fixing a date of hearing as well as for other consequential directions in terms of provisions of Sections 230 to 232 of Companies Act, 2013 read with Rule 15 and 16 of the Companies (Compromise, Arrangements and Amalgamation) Rules, 2016, brought into effect and on and from 15.12.2016 and it is now hereby ordered as follows:-

- (i) The date of hearing of the Petition filed by the Petitioner for the sanction of the Scheme is fixed on **29.05.2024**.
- (ii) Notice of the hearing shall be advertised in the newspapers viz., the **“Business Standard” English (Tamil Nadu Edition)** and **“Makkal Kural” Tamil (TamilNadu Edition)** not less than 10 days before the aforesaid date fixed for hearing.
- (iii) In addition to the above public notice, the Petitioners shall serve the notice of the Petition on the following Authorities namely, (a) Central Government through the office of the Regional Director (Southern Region), Ministry of Corporate Affairs (b) Registrar of Companies, Chennai, (c) Official Liquidator, (d) the Jurisdictional Income Tax office having jurisdiction over the respective companies indicating specifically their Permanent Account Number (PAN), in the communication and other Sectoral

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regulators, if any, who may govern the working of the respective companies involved in the Scheme atleast 30 days before the date fixed for hearing of the above Petition.

- (iv) Further, notice shall also be served to Objector(s) or to their representative, if any, as contemplated under Sub-Section (4) of Section 230 of the Act who may have made representation and who have desired to be heard in relation to their representation along with a copy of the Petition and the Annexures filed therewith at least 15 days before the date fixed for hearing.
- (v) The Petitioner shall file an Affidavit of Service (7 days before the date of hearing of the Petition) in relation to paper publication effected as well as service of notices on the Authorities specified above.
- (vi) Objections, if any, to the Scheme contemplated by the authorities to whom notices have been given on or before the date of hearing fixed herein may be filed, failing which it will be considered that there is no objection to the approval of the Scheme on the part of the authorities by this Tribunal and subject to other condition being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.
- (vii) The Petitioner Company shall individually comply with proviso to sub section (3) of Section 232 or proviso to sub section (7) of

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Section 230, as may be applicable under the circumstances on or before the date fixed for hearing by filing the certificate of Company's auditor.

(viii) The next date of hearing of the Petition shall be on **29.05.2024** for the consideration of the approval of the Scheme as contemplated among the Petitioner Company.

5. The Applicant/ Transferor company in **CA(CAA)/66(CHE)/2023** has been directed to obtain a separate Accounting standards Certificate from the Independent Auditors and file the same along with this petition. On perusal we found non-compliance on that part. The applicant has to submit the said Accounting Standards Certificate while submitting the Affidavit of Service.

**-SD-**

**RAVICHANDRAN RAMASAMY**  
**Member (Technical)**  
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**-SD-**

**JYOTI KUMAR TRIPATHI**  
**Member (Judicial)**