

NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH – [COURT-I]
CHENNAI

ATTENDANCE CUM ORDER SHEET OF THE HEARING
HELD ON 21.09.2022 at 2.30 PM THROUGH VIDEO CONFERENCING

PRESENT: JUSTICE RAMALINGAM SUDHAKAR, HON'BLE PRESIDENT
SHRI. SAMEER KAKAR, MEMBER (TECHNICAL)

APPLICATION No : CP(CAA)/86(CHE)/2022
PETITION No : CA(CAA)/21/2022
NAME OF PETITIONER :
-vs- Ayodhya Flour Mills Pvt Ltd
NAME OF RESPONDENT :
SECTION : 230-232 of CA, 2013

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PRESENT: JUSTICE RAMALINGAM SUDHAKAR, HON'BLE PRESIDENT
SHRI. SAMEER KAKAR, MEMBER (TECHNICAL)

APPLICATION No : CP(CAA)/85(CHE)/2022
PETITION No : CA(CAA)/20/2022
NAME OF PETITIONER :
-vs- Surayalaxmi Enterprises Pvt Ltd
NAME OF RESPONDENT
SECTION : 230-232 of CA, 2013

- 3 CA(CAA)/21/2022
CP(CAA)/86(CHE)/2022
- 4 CA(CAA)/20/2022
CP(CAA)/85(CHE)/2022

ORDER

Ld. Counsel for the Petitioner Mr. Vikram P Jain, Advocate, is present through Video Conferencing Platform.

2. This is a Company Petition filed by the Petitioner Companies viz. **SURYALAXMI ENTERPRISES PRIVATE LIMITED (TRANSFEROR COMPANY) AND AYODHYA FLOUR MILLS PRIVATE LIMITED (TRANSFeree COMPANY)** is coming up 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 Companies.

3. From the records, it appears that the First Motion Application vide CA(CAA)/ 20 & 21/(CHE)/2022 was ordered by this Tribunal on 13.07.2022.

4. Subsequent to the said Order, the second motion petition was filed on 31.08.2022 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 **09.11.2022**.
- (ii) Notice of the hearing shall be advertised in the newspapers viz., the "**Business Standard**" (All India Edition) and "**Dina Mani**" Tamil (Tamil Nadu Edition) not less than 10 days before the aforesaid date fixed for hearing.

- (iii) In addition to the above public notice, each of 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 (MCA) (b) Registrar of Companies, Chennai, MCA, and (c) the Official Liquidator and (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 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

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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 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 **09.11.2022** for the consideration of the approval of the Scheme as contemplated among the Petitioner Companies.

-Sd-

(SAMEER KAKAR)
MEMBER (TECHNICAL)

Sriram

-Sd-

(JUSTICE RAMALINGAM SUDHAKAR)
PRESIDENT