

ATTENDANCE-CUM-ORDER SHEET OF HEARING

**NATIONAL COMPANY LAW TRIBUNAL
GUWAHATI BENCH**

T.P.No.37/391/394/GB/2017
(C P No.15/2016)

Adhunik MSP Cement (Assam) Ltd. ... Petitioners

Present: Hon'ble Mr Justice P K Saikia, Member(J)

Date of hearing: 31st January 2017.

Mr A.K. Sahewalla, Advocate ... for the petitioners

Name of the Company	Adhunik MSP Cement (Assam) Ltd.
Under Section	391/394

Sl. No.	Name & Designation of Authorized Representative (IN CAPITAL LETTERS)	Appearing on behalf of	Signature with date
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ORDER

Mr A.K. Sahewalla, learned counsel is present for the petitioners. This proceeding before the NCLT, Guwahati Bench owes its origin to the order dated 23.08.2016 rendered by the Hon'ble Gauhati High Court in Co.Pet.No.18/2014 as well as the order dated 23.08.2016 rendered in Co.Appl.No.6/2016. For ready reference, both the orders of the Hon'ble Gauhati High Court are reproduced herein below:

Order dated 23.08.2016 in Co.Pet.No.18/2014

"This court by an order dated 11.8.2014 admitted the petition and fixed it for hearing directing the parties to take steps for service of notice in terms of provision of Section 394 of the Companies Act, 1956.

Mr KR Surana, learned counsel for the petitioner submits that in the meantime, scheme has undergone changes and in that view of the matter, a fresh application under Section 394 of the Companies Act has been filed before this court. He prays that the present company petition be closed.

Prayer is allowed.

Company Petition No.18 of 2014 stands closed."

Order dated 23.08.2016 in Co.Appl.No.6/2016

"Mr K.R. Surana, learned counsel for the petitioner craves leave of the court to withdraw this application with liberty to file an appropriate application as per current amalgamation scheme.

Prayer is allowed.

The Company Application No.6/2016 stands closed with liberty as prayed for."

2. Mr A.K. Sahewalla, learned counsel for the petitioners submits that while the application under Section 394 seeking approval of the scheme for amalgamation of three companies was pending before the Hon'ble Gauhati High Court, the Scheme for amalgamation called for some modification and, therefore, the matter was placed before the Hon'ble Gauhati High Court. On hearing the petitioners, the Hon'ble High Court was pleased to close Co.Appl.No.6/2016 with liberty to file appropriate application under Section 394 of the Companies Act.


3. Pursuant thereto, an application was filed on the basis of which Co.Petn.No.15/2016 was registered. While the said petition was pending before the Hon'ble Gauhati High Court, the NCLT, constituted under Section 408 of the Companies Act, 2013, became operational. Vide Notification No.G.S.R.1119(E) dated 07.12.2016 issued by the Ministry of Corporate Affairs, New Delhi, all pending company matters, other than winding up matters, are transferred to NCLT for disposal in accordance with law. In view of such developments, the Hon'ble High Court ceases to have any jurisdiction over such company matters.

4. In view of the above and for the reasons aforesaid, the present petition has been filed before this Bench seeking sanction of scheme for amalgamation of the following companies:

- i) Adhunik Cement Ltd.
- ii) Adhunik MSP Cement (Assam) Ltd.
- iii) Dalmia Cement (Bharat) Ltd. &

5. I have heard Mr A.K. Sahewalla, learned counsel for the petitioners, perused the petition for sanction of the scheme of Amalgamation. Also perused the orders dated 23.08.2016 rendered by the Hon'ble Gauhati High Court in Co.Pet.No.18/2014 as well as in Co.Appl.No.6/2016.

6. The petition is admitted for hearing.

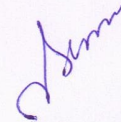


7. Let notice of this petition for sanction of the scheme of Amalgamation be served on the Central Government (through the Regional Director, North Eastern Region, Ministry of Corporate Affairs, Shillong), Income Tax Department, having jurisdiction over the petitioners, Registrar of Companies, Shillong and SEBI by sending the same by hand delivery through special messenger or by registered post or speed post with acknowledgment due within 5 days from the date of this order for filing their representation, if any, on the petition within 30 days from the date of notice. A Copy of the petition including copies of consent affidavit as aforesaid, explanatory statement thereto, scheme of amalgamation, and all other annexures to the petition shall be sent along with the notice. The notice shall specify the date fixed for hearing of the petition and shall state that representation, if any, should be filed before this Tribunal within 30 days of the date of receipt of the notice with a copy of such representation being sent simultaneously to the petitioners and/or their advocates. If no such representation is received by the Tribunal within the said period, it shall be presumed that said Authorities have no representation to make on the Scheme of Amalgamation. Such notice shall be sent pursuant to Form No.CAA.3 of the Companies (Compromises, Arrangement and Amalgamations) Rules, 2016 with necessary variations incorporating the directions herein. Let notice of petition be also sent to the Official Liquidator, as aforesaid, for his report on the affairs of the petitioner company [Adhunik MSP Cement (Assam) Ltd.]/ representation in the matter.

8. The petitioners shall take steps regarding service of notice of petition.

9. Let advertisement of the hearing of the petition be published once each in "The Assam Tribune" (published from Guwahati) and in the "Dainik Assam" (published from Guwahati) 10 days before the date fixed for hearing pursuant to Form No. NCLT.3A of the National Companies Law Tribunal Rules, 2016 with necessary variations.

List the matter on 06.03.2017.



Judicial Member
National Company Law Tribunal,
Guwahati Bench,
Guwahati.

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