



CIN : L24230HP2004LC027558

Date: 21.12.2022

To

Corporate Relationship Department BSE Ltd. , 1 st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dala Street, Fort, Mumbai – 400 001	The Manager, Listing Department, The National Stock Exchange of India Ltd. , 'Exchange Plaza' Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051
Scrip Code – 532771	Trading Symbol – JHS

Subject: Update on Composite Scheme of Arrangement for Demerger and Amalgamation between JHS Svendgaard Retail Ventures Private Limited (“Resulting Company”) and JHS Svendgaard Brands Limited (“Transferor Company”) and JHS Svendgaard Laboratories Limited (“Demerged Company”) / “Transferee Company”) (“Scheme/Scheme of Arrangement”)

Dear Sir/Madam,

This is with reference to the abovementioned matter wherein the Company Petition (CAA) No. 88/CHD/HRY/2022 connected with CA (CAA) NO. 15/CHD/HRY/2022 was heard by the Hon’ble National Company Law Tribunal, Chandigarh Bench (“Hon’ble Tribunal”) on 14th December 2022. The Hon’ble Tribunal during the course of hearing of the said petition had informed vide its Order dated 14th December 2022 that the next date of hearing for obtaining sanction of Composite Scheme of Arrangement for Demerger and Amalgamation is on **Wednesday, 01st March 2023**. The copy of the said Order dated 14th December 2022 was made available on the online portal of the Hon’ble Tribunal i.e. “https://nclt.gov.in” on 20th December 2022. The copy of the said order is enclosed herewith.

We request you to kindly take the same on record.

**For & on behalf of
JHS Svendgaard Laboratories Limited**

**Komal Jha
Company Secretary & Compliance Officer**

Encl: Copy of Order dated 14th December, 2022 passed by Hon’ble National Company Law Tribunal, Chandigarh Bench.



**THE NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH, CHANDIGARH**

**CP (CAA) No. 88/Chd/Hry/2022
(2nd Motion)**

**Under Sections 230 to 232 of
Companies Act, 2013.**

IN THE MATTER OF SCHEME OF ARRANGEMENT OF:

1. JHS SEVENDGAARD RETAIL VENTURES PRIVATE LIMITED

PAN: AABCJ8855A

CIN: U52100HR2007PTC093324

...Resulting Company/Petitioner Company No.1

And

2. JHS SEVENGAARD BRANDS LIMITED

PAN: AABCJ9853C

CIN: U52100HR2008PLC093836

...Transferor Company/Petitioner No.2

And

3. JHS SEVENGAARD LABORATORIES LIMITED

PAN: AABCJ5766G

CIN: L74110HP2004PLC027558

...Demerged Company/Transferee Company/Petitioner Company No.3

Present :-

Mr. Suman Kumar Jha, Advocate for the petitioner companies

This is a joint second motion company petition filed by the petitioner-Companies, namely; **JHS SEVENDGAARD RETAIL VENTURES PRIVATE LIMITED** (for short hereinafter referred to as Resulting Company/Petitioner Company No.1), and **JHS SEVENGAARD BRANDS LIMITED** (Transferor Company/Petitioner No.2) and **JHS SEVENGAARD LABORATORIES LIMITED** (Demerged Company/Transferee



Company/Petitioner No.3) under Section 230-232 of Companies Act, 2013 (the Act) and in relation to the scheme of amalgamation between the petitioner companies.

2. In its petition, the petitioner companies have prayed inter alia to issue directions in relation to publication in press and notices to be issued to the authorities concerned in relation to date of hearing of the petition and calling for objections.

3. The joint first motion application seeking directions for convening the meetings of the Equity Shareholders and unsecured creditors of all the applicant companies and of secured creditors of the Applicant Company No.2 and 3 was filed before this Tribunal vide Company Application No.CA (CAA) No. 15/Chd/Hry/2022 and based on such application necessary directions were issued on 30.08.2022. In the order dated 30.08.2022, the meetings of the Equity Shareholders and unsecured creditors of all the applicant companies and of secured creditors of the Applicant Company No.2 and 3 were dispensed with for the reasons mentioned in the aforesaid order.

4. In compliance of the directions issued by this Tribunal, the Chairperson, Alternate Chairperson and Scrutinizer were also appointed and they have filed their reports which are as under:

Sr. No.	Meetings of	Chairpersons/Alternate Chairperson/Scrutinizer	Diary No.	Date of report of Chairperson	Date of Scrutinizer's Report	Date of Meeting
1.	Equity Shareholders of Applicant Company No.1				15.11.2022	12.11.2022



2	Equity Shareholders of Applicant No.2	Mr. Pradeep R. Sethi, Former Member (Technical) NCLT, Chairperson, Mr. Arav Gupta, Advocate Alternate Chairperson Mr. Manjeet S Dhillon Scrutinizer	Diary No. 00287 /10 dated 21.11.2022	18.11.2022	15.11.2022	12.11.2022
3.	Equity shareholders of Applicant No.3				13.11.2022	13.11.2022
4.	Secured creditors of applicant No.2				15.11.2022	12.11.2022
5.	Secured creditors of applicant No.3				13.11.2022	13.11.2022
6.	Unsecured Creditors of Applicant No.1				15.11.2022	12.11.2022
7.	Unsecured Creditors of Applicant No.2				15.11.2022	12.11.2022
8.	Unsecured creditors of Applicant No.3				13.11.2022	13.11.2022

As per Chairperson's Reports, the Equity Shareholders and Unsecured Creditors of Applicant Companies, Secured Creditors of Applicant Company No.2 and 3 have unanimously voted in favor of the resolution approving the Scheme.

5. The notice of hearing will be advertised in "**Financial Express**" (English) and "**Jansatta**" (Hindi), both having wide circulation in Delhi-NCR and Himachal Pradesh Edition not less than 10 days before the next date fixed for hearing.

6. In addition to the above public notice, the Petitioner Companies shall serve the notice of the petition on the following Authorities namely, (i) Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs; New Delhi; (ii) Concerned Registrar of Companies (iii) the official Liquidator (attached to Punjab and Haryana High Court) (iv) Income Tax



Department through the Nodal Officer-Principal Commissioner of Income tax, NWR, Aayakar Bhawan, Sector 17-E, Chandigarh with copy of this petition by speed post immediately.

7. The petitioner-companies shall at least 7 days before the date of hearing of the petition file an affidavit of service regarding newspaper publication with newspaper clippings as well as service of notices on the authorities specified above. 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 will be considered that there is no objection to the approval of the 'Scheme' on the part of the authorities and this Tribunal will proceed in the matter, subject to other conditions being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder. The petitioner companies shall also file an affidavit stating the objections received from public pursuant to publication of notice of hearing in the newspapers.

8. The next date of hearing of the petition shall be on 01.03.2023 for the consideration of the approval of the scheme as contemplated between the petitioner companies.

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

SD/-

(Subrata Kumar Dash)
Member (Technical)

December 14, 2022

DS

SD/-

(Harnam Singh Thakur)
Member (Judicial)