



SURYA ROSHNI LIMITED

CIN -L31501HR1973PLC007543

2nd Floor, Padma Tower-1, Rajendra Place, New Delhi-110 008
Ph.: +91-11-25810093-96, 47108000 Fax : +91-11-25789560
E-mail : cs@surya.in Website : www.surya.co.in

SRL/NK/2017-18/28
22nd December, 2017

The Secretary (Listing Department),
The Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI - 400023.
Scrip code : 500336

The Secretary (Listing Department)
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No.C/1
G Block, Bandra - Kurla Complex
Bandra (E), MUMBAI - 400 051.
Scrip Code : SURYAROSNI

Re: Scheme of Amalgamation of Surya Global Steel Tubes Limited with Surya Roshni Limited

Subject: NCLT Approval Order

Madam/ Sir,

In terms of Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, It is hereby informed that National Company Law Tribunal (NCLT) Chandigarh Bench has approved the scheme of Amalgamation of Surya Global Steel Tubes Limited (Transferor Company) with the Surya Roshni Limited (Transferee Company) vide Order No. CP(CAA) No. 11/Chd/Hry2017 dated 11th December, 2017 (Copy of Order is enclosed) .

Further as per directions in the said Order, formal order be issued on filing of the Schedule of property by way of affidavit of transferor Company.

Kindly take note of the same in your records.

Thanking you,

Yours faithfully,
For Surya Roshni Limited

B B Singal
Sr. V.P. & Company Secretary



Enclosed : NCLT Order

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

CP(CAA)No.11/Chd/Hry2017

**Under Sections 230-232
of the Companies Act, 2013**

In the matter of:

Surya Global Steel Tubes Limited.
having its registered office at
Prakash Nagar, Sankhol, Bahadurgarh,
Haryana -124507
PAN No.AAMCS1258B

...Transferor Company/ Petitioner Company -1

AND

Surya Roshni Limited
having its registered office at
Prakash Nagar, Sankhol, Bahadurgarh,
Haryana -124507
PAN No.AAACS3558C

...Transferee Company/Petitioner Company-2

Order delivered on : 11.12.2017

Coram: Hon'ble Mr.Justice R.P.Nagrath, Member(Judicial)

For the Applicant(s) : : Mr. Atul V.Sood, Advocate

For Official Liquidator, : Mr.Deepankur Sharma, Advocate
Registrar of Companies,
NCT of Delhi & Haryana
And Regional Director,
Northern Region, Ministry
of Corporate Affairs,
New Delhi

ORDER (Oral)

This is a joint Second Motion petition under Sections 230 to 232 of the Companies Act, 2013 filed by the Petitioner-Companies in terms of Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (for short to be referred hereinafter as 'the Rules') for approval of the Scheme of Amalgamation (for brevity, the 'Scheme') of Surya Global Steel Tubes Limited, the Transferor company (for short, P-1 Company), with Surya Roshni Limited, the Transferee-Company (for short, P-2 Company). The joint petition is maintainable in terms of Rule 3(2) of the Rules.

2. Petitioner-Companies filed first motion petition in CA (CAA) No.15(Pb)/2017 for calling and convening of the meetings and dispensing with the meeting of the equity shareholders of the Transferor Company. All the 19 equity shareholders of the Transferor Company having consented to the Scheme on affidavit, their meeting was dispensed with. Meetings of the secured and unsecured creditors as on 31.03.2017 of Transferor Company was directed to be called on 22.07.2017. The meetings of equity shareholders, secured and unsecured creditors as on 31.03.2017 of the Transferee Company was directed to be called and convened. The meeting of equity shareholders was fixed for 22.07.2017 and for secured and unsecured creditors for 23.07.2017. It was further directed that meeting in respect of unsecured creditors of the Transferor Company relating to the Trade depositors who had deposited security for dealership beyond

₹25,000/- was also to be held along with meeting of the unsecured creditors. The necessary quorum of the meetings was also fixed.

3. The Chairperson, Alternate Chairperson and Scrutinizer were appointed. The Chairperson furnished reports dated 28.07.2017 of each meeting separately attached at Annexure P-13. It was reported that the secured and unsecured creditors of Transferor Company have unanimously approved the Scheme and necessary proceedings of the meetings were also attached.

4. In respect of the meetings of Transferee Company, the Chairperson reported that the shareholders approved the Scheme of Amalgamation with the requisite majority. It is reported that those who were present and those voted through postal ballot and e-voting voted in favour of the Scheme representing more than three-fourth in value of equity shares, i.e. 99.988% and constituting 75.597% of the total value of equity shares of the company.

5. The secured and unsecured creditors unanimously approved the Scheme as per the separate reports of the Chairperson.

6. When the matter was listed on 25.08.2017 following order was passed: -

“...List the matter for hearing on 28.09.2017. Notice of hearing be published in the same newspapers namely, ‘Business Standard’ (English) and ‘Business Standard’ (Hindi), NCT of Delhi and Haryana as was originally published at the time of first motion petition not less than 10 days before the date fixed. Notice be also issued to the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi and the Official Liquidator, Chandigarh by Speed Post along with copy of this petition and file compliance affidavit with postal receipt and track

report of the post office at least 2 days before the date fixed. Affidavit shall also state as to whether any objections to the proposed 'Scheme' has been received by the company. Registry is also directed to report whether any objections have been received in the Tribunal to the proposed 'Scheme'."

7. Learned counsel for petitioner submits that the petitioner companies filed affidavit dated 06.07.2017 in the registry on 11.07.2017 stating the compliance of various directions of holding meetings as contained in the order dated 31.05.2017 relating to sending individual notices of separate meetings. The chairperson also filed his affidavit dated 11.07.2017 reiterating these facts. It is stated in the said affidavit attached with the record of CA(CAA) No.15(Pb)/2017 RT No.119/Chd/Hry/2017 suggest that in respect of equity shareholders / members of the Transferee Company, individual notices were sent to 22827 equity shareholders as the Transferee Company is a listed company. Along with the compliance affidavit of authorised representatives of the companies dated 06.07.2017, copies of individual notices sent as well as copies of e-mail attaching notices, postal receipts and notice of meeting published on the website of the company as directed were also filed. Newspaper publications of the advertisement as directed were also attached. It was also stated in the said affidavit that the Transferee Company also sent notices to BSE, NSE where the shares of the Transferee Company are listed. It was further stated that notices were sent to the statutory authorities i.e., Central Government through the Regional Director, Norther Region, Ministry of Corporate Affairs; Registrar of Companies; Commissioner of Income Tax; RBI; SEBI; the Competition Commission of India and the Official Liquidator

to comply with the directions issued by this Tribunal in the order dated 31.05.2017.

8. As directed vide the order dated 25.08.2017 affidavit of compliance dated 23.09.2017 of Mr. Mukesh Tripathi, authorised representative of the petitioner-companies along with documents has been filed. Along with this affidavit the postal receipt showing the dispatch of the notices by speed post to the Regional Director and the Official Liquidator as well as newspaper publications dated 13.09.2017 have been attached.

9. In another affidavit of even date of Mr. Mukesh Tripathi, it is stated that there is no other sectoral regulator of the Transferee Company except SEBI, BSE and NSE. Further, the Transferee Company also sent notice to Competition Commission of India. Copy of the said notice is at Annexure A-14(colly).

11. In the affidavit of Mr. Tripathi, it is stated that pursuant to the publication, no objection to the proposed Scheme has been received by the petitioner-companies. The Registry has also made a report dated 27.09.2017 that the reports of Registrar of Companies, the Official Liquidator and the Regional Director have been received. Apart from that there is no objection received from any quarter to the proposed Scheme.

12. I have heard learned counsel for petitioners and Mr. Deepankur Sharma, Advocate representing the Regional Director, Northern Region; Registrar of Companies, NCT of Delhi and Haryana and the Official Liquidator and perused the records.

13. The Transferor Company was incorporated on 09.05.2008 and the Transferee Company on 17.10.1973. After the approval of the Scheme by the Board of Directors of both the companies, same was sent to the Regulators before filing the first motion petition in this Tribunal. The Transferee Company applied to the SEBI for approval of the Scheme as per the Listing Agreement and it is submitted by the learned counsel that the SEBI issued no objection to the Scheme which has been annexed with the first motion petition as observed in the order dated 31.05.2017. The registered office of both the companies is situated at the same place in the state of Haryana and therefore, the matter falls within the territorial jurisdiction of this Tribunal.

14. The main objects, authorised and paid up share capital and rationale of the Scheme have been discussed in detail in the order disposing of the first motion petition on 31.05.2017.

15. As per the Scheme the appointed date is 01.04.2016. The petitioner-companies have also attached share valuation report dated 06.06.2016 (Annexure P-9) prepared by M/s AARA & Company, Chartered Accountants to the effect that in case the Scheme is approved, P-2 company shall issue and allot to the shareholders of P-1 Company 782 (Seven Hundred Eighty-Two) equity shares of face value of ₹10/- (Rupees Ten) each in P-2 company for every 10,000 (Ten Thousand) equity shares of face value of ₹10/- (Rupees Ten) each held by them in P-1 company. On the basis of this valuation report the provision has been made in the Scheme in paragraph 1.1 of Part III.

16. The Scheme also takes care of the interests of the employees for which a detailed reference was made in paragraph 25 of the order dated 31.05.2017. From the relevant clauses of the Scheme there seems to be no adverse impact on the service conditions of the employees of the Transferor Company.

17. Annexure 3 (colly) is attached as the certificate dated 11.08.2017 of M/s Ashok Kumar Goyal & Co. Chartered Accountants, the Auditors of the Transferor Company and also a certificate from M/s. Sastry K.Anandam & Co. LLP dated 10.08.2017 in respect of Transferee Company filed with the affidavit dated 23.09.2017 stating therein that the accounting treatment provided in the Scheme is in compliance with the Accounting Standards notified under Section 133 of the Companies Act, 2013 and other Generally Accepted Accounting Principles in order to fulfil the requirement of proviso to sub-section (7) of Section 230 and proviso to sub-section (3) of Section 232 of the Act.

18. The Official Liquidator has filed his report dated 21.09.2017 and the Regional Director, Mr.S.B.Gautam has filed his report by way of affidavit dated 18.09.2017.

19. The Registrar of Companies, NCT of Delhi and Haryana also filed his report and the affidavit of Regional Director makes a reference to the report of the ROC. The Regional Director has observed that as on 01.09.2017 there is 0.62% shareholding of Non Resident Indian in Transferee Company, but also reiterated that their rights will not be affected by the Scheme of Arrangement and also that there is no Non-Resident

Indian interest in the Transferor Company. The Regional Director has observed that the petitioner companies may be directed to comply with the provisions of FEMA/RBI guidelines and for that the petitioner companies have already given an undertaking in the affidavit dated 23.09.2017 of the authorised representative of the companies which was filed in the Registry on 26.09.2017.

20. The Regional Director has further observed that the petitioner companies are making the statutory compliances and are regular in filing their returns. There is no pending prosecution against these companies nor any complaints and no inspection or investigation has been conducted in respect of the companies.

21. The Official Liquidator in his report referred to the tax liability of the Transferor Company and has detailed the amount of Income Tax demand in respect of the said Company pertaining to the financial year 2012-13 and various other Financial/Assessment Years for which matters are still in dispute whereby the assessment has been challenged. However, the Income Tax Department has not filed any representation. Moreover, learned counsel for petitioners submitted that Clauses 4 and 7 of the Scheme would answer the aforesaid apprehension of the Official Liquidator. These are reproduced as under: -

“4. LEGAL PROCEEDINGS

- a. With effect from the Appointed Date and upon the Scheme becoming effective, Transferee Company shall bear the burden and the benefits of any legal or other proceedings

including direct and indirect tax assessments, if any, initiated by or against Transferor Company.

Provided however, all legal, administrative and other proceedings of whatsoever nature by or against Transferor Company pending in any court or before any authority, judicial, quasi-judicial or administrative, any adjudicating authority and/or arising after the Appointed Date and relating to Transferor Company or its respective properties, assets, liabilities, duties and obligations shall be continued and/or enforced until the Effective Date by or against Transferor Company; and from the Effective Date, shall be continued and enforced by or against Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against Transferor Company.

- b. If any suit, appeal or other proceedings or whatever nature by or against Transferor Company be pending, the same shall not abate, be discontinued or be in any way be prejudicially affected by reason of the transfer of the Transferor Company business and undertakings or of anything contained in this scheme but the proceedings may be continued, prosecuted and enforced by or against Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against Transferor Company as if this Scheme had not been made.

7. TAXES AND OTHER MATTERS

- a. All taxes (including, without limitation, income tax, wealth tax, entry tax, sales tax, excise duty, custom duty, service tax, VAT, etc. referred as 'Tax laws') paid or payable by the Transferor Company in respect of the operations, assets and /or the profits of the Transferor Company before the Appointed Date, shall be on account of the Transferor Company and, insofar as it relates to the tax payments (including, without limitation, Income Tax, Minimum alternate Tax (MAT), Dividend Distribution Tax, Wealth Tax, Sales Tax, Excise Duty, Custom Duty, Service Tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the Transferor Company with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall in all proceedings, be dealt with accordingly."

22. In case any liability in respect of any individual is fixed by the Income Tax authorities, this order shall not be a bar for institution of such proceedings. Otherwise, the Transferee Company has taken the responsibility in respect of all the assets and liabilities of the Transferor Company.

23. There are no adverse comments either by the Official Liquidator or the Regional Director that the affairs of the petitioner companies are being conducted in any manner prejudicial to the public interest or the interest of the members, creditors or public policy. Both the companies are having similar kind of business. Transferor Company is stated to be an associate of the Transferee Company.

24. For the reasons stated above and considering all relevant facts, procedural requirements of the Act and the Rules and considering the reports of Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi and the Official Liquidator, the Scheme Annexure P-1 is approved as a result whereof the assets and liabilities of P-1 Company shall stand vested in P-2 Company and P-1 Company shall stand dissolved without being wound up. The Scheme of amalgamation shall be binding on the petitioner-companies, their respective shareholders, creditors and all concerned.

25. While approving the Scheme as above, it is clarified that this order should not be construed as an order in any way granting exemption from payment of any stamp duty, taxes or any other charges, if any, and

payment in accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law.

THIS TRIBUNAL DO FURTHER ORDER

- i) That all the property, rights and powers of the Transferor Company be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to section 230-232 of the Act, be transferred to and vested in the Transferee Company for all the estate and interest of the Transferor Company therein but subject nevertheless to all the charges now effecting the same; and
- ii) That all the liabilities and duties of the Transferor Company be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to section 230-232 of the Act, and become liabilities and duties of the Transferee Company; and
- iii) That all the employees of the Transferor Company shall be transferred to the Transferee Company in terms of the Scheme; and
- iv) That all the proceedings now pending by or against the Transferor Company be continued by or against the Transferee Company; and
- v) That the Transferee Company do without further application allot to all the members of the Transferor Company the shares in the Transferee Company to which they are entitled under the said

compromise or arrangement, and

- vi) That the fee, if any, paid by the Transferor Company on its authorized capital shall be set off against any fees payable by the Transferee Company to which they are entitled under the said Scheme of Arrangement; and
- vii) That the Transferor Company shall within thirty days of the date of receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered shareholding of the Transferee Company in the share capital of the Transferor Company shall stand cancelled and the Transferor Company shall stand dissolved without being wound up. There shall be corresponding increase in the share capital of the Transferee Company; and
- viii) That the Transferee Company shall deposit an amount of ₹50,000/- (Rupees Fifty Thousand) with the Pay & Accounts Officer in respect of the Regional Director, Northern Region; and in addition, the Transferee Company shall deposit an amount of ₹50,000/- (Rupees Fifty Thousand) in the NCLT Bar Association Fund, Chandigarh within a period of five weeks from the receipt of certified copy of this order; and
- ix) That any person interested shall be at liberty to apply to the Tribunal in above matter for any directions that may be necessary.

26. As per the above directions and Form No. CAA 7 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016, formal order be issued on the petitioners on filing of the Schedule of Property, i.e., (i) Freehold property of the Transferor Company; and (ii) leasehold property of the Transferor Company, by way of affidavit of Transferor Company.

Sd/-

(Justice R.P.Nagrath)
Member (Judicial)

December 11, 2017
subbu