



**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH - II, CHENNAI
CA (CAA)/50(CHE)/2024**

*(filed under Section 230-232 of the Companies Act, 2013 read with Companies
(Compromises, Arrangements and Amalgamations), 2016)
In the Scheme of Arrangement between Dalmia Bharat Sugar &
Industries Limited With Dalmia Bharat Refractories Limited*

M/s. DALMIA BHARAT SUGAR & INDUSTRIES LIMITED

A company incorporated under
companies Act, 1956, Having its
registered office at,
Dalmiapuram, District Tiruchirappalli
Tamil Nadu – 621 651.

... 1st Applicant / Demerged Company

With

M/s. DALMIA BHARAT REFRACTORIES LIMITED,

A company incorporated under
companies Act, 1956, Having its
registered office at,
Dalmiapuram, District Tiruchirappalli
Tamil Nadu –621651

... 2nd Applicant / Resulting Company

Order Pronounced on 20th December 2024

CORAM

**Shri. JYOTI KUMAR TRIPATHI, MEMBER (JUDICIAL)
Shri. RAVICHANDRAN RAMASAMY, MEMBER (TECHNICAL)**

Present: *For Applicant: Mr. Pawan Jhabakh (Advocate)*

ORDER

1. This is a joint application filed by the Applicant Companies,
namely **Dalmia Bharat Sugar & industries Limited** (for Brevity “1st



Applicant/demerged Company”) & **Dalmia Bharat Refractories Limited** (for brevity “2nd applicant/ Resulting Company”), in relation to Scheme of Arrangement (hereinafter referred to as the Scheme with **Dalmia Bharat Sugar & industries Limited** (1st Applicant/demerged Company) & **Dalmia Bharat Refractories Limited** (2nd applicant/ Resulting Company), respectively under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Amalgamation (hereinafter referred to as the “SCHEME”) proposed by the Applicant Companies. The said scheme is appended as “**Annexure – 1**” to the typeset.

2. The Applicant Companies in this Company Application have sought for the following reliefs;

	EQUITY SHAREHOLDERS	PREFERENCE SHAREHOLDERS	SECURED CREDITORS	UNSECURE CREDITORS
DEMERGED COMPANY	<i>To convene the meeting</i>	NA*	<i>To convene the meeting</i>	<i>To convene the meeting</i>
RESULTING COMPANY	<i>To convene the meeting</i>	<i>To dispense with the meeting</i>	<i>To dispense with the meeting</i>	<i>To convene the meeting</i>

3. Affidavits in support of the present Application sworn for and on behalf of the Applicant Companies have been filed by authorized signatories, details of which are listed hereunder: -



- i) **Ms. Aashima v Khana** in the capacity of company secretary for Demerged company.
- ii) **Ms. Meghna Saini Khana** in the capacity of company secretary for Resulting company .

Board Resolution dated 02.02.2024 authorizing the above persons as Authorized Signatory of their respective companies are placed along with this application. Further, it is represented that the registered offices of both the applicant companies are situated within the territorial jurisdiction of the Bench of this Tribunal and falling within the purview of Registrar of Companies, Chennai.

4. The 1st Applicant/Demerged Company is a Public Limited company, incorporated under the provisions of Companies Act, 1956 on 01.11.1951 and the registered office of the Company is situated at Dalmiapuram, Kallakuudi Tiruchirappali, Lalgudi, Tamil Nadu- 621651. The Share Capital of the Demerged Company as on 30.06.2024 is as follows:

PARTICULARS	AMOUNT (IN INR) In Crores
Authorized Share Capital	
11,72,26,820 Ordinary Equity shares of Rs 2/- each	23.45
8,52,73,180 Unclassified equity shares or Rs.2/- each	17.05
Total	40.50
Issued, Subscribed and Paid – up Share capital	
8,09,39,303 Ordinary equity shares of Rs.2/- each	16.19
Total	16.19



MAIN OBJECTS OF THE DEMERGED COMPANY IN BRIEF:

To manufacture, produce, purchase, sell, trade, import, export, treat, boil, refine, prepare, brew and generally to deal with either as principal or agent either solely or in partnership with others in all varieties of sugar, sugar candy, jaggery, khandsari sugar, natural brown sugar, icing sugar, breakfast sugar, bura sugar, demerera, sugar beet, sugar cane, molasses, syrups, melada, alcohol, ethanol, spirits and all products and by-products thereof such as confectionery, biscuits, chocolates, aerated waters, glucose, honey, breakfast cereals, snacks, table top products, edible oils, bakery products, wheat and wheat products, spices, pulses, rice, ready to cook, heat and eat foods, frozen foods, beverages, pickles and chutneys, dehydrated fruits and vegetables, tinned fruits, dry fruits, candies, milk and milk products, bagasses, bagasse boards, paper, paper pulp, beryl alcohol, acetone, carbon-di-oxide, hydrogen, potash, cane wax, fertilizers, cattle feed and food products generally.

Detailed objects of the Demerged company are described in Memorandum of Association which is placed along with this application.

5. The Resulting Company is a Public Limited Company, incorporated under the provisions of companies Act, 1956 on 04.10.2006 and the registered office of the Company is situated at Dalmiapuram, Kallakuudi Tiruchirappali, Lalgudi, Tamil Nadu-621651. The Share Capital of the Transferor Company as on 31.06.2024 is as follows:

PARTICULARS	AMOUNT (IN INR) In Crores
Authorized Share Capital	
20,00,00,000 Equity shares of Rs 2/- each	200
10 redeemable preference shares of Rs.10/- each	0.00001
Total	200.00001
Issued, Subscribed and Paid – up Share capital	
4,42,00,107 equity shares of Rs.10/- each	44.20
1 redeemable preference share of INR 10/- each	0.000001
Total	44.200001



MAIN OBJECTS OF THE RESULTING COMPANY IN BRIEF:

To carry on the business of produces, miners, manufacturers, research and development, producers, processors, importers, exporters, sellers, application service providers, dealers, agents, distributors, commission agents for, crush, win, quarry, raise, otherwise deal in cement, any kind of building material and refractory mineral and other products and byproducts and substitutes, for all or any of them or any connected with building material, cement, refractory, to treat and utilize any waste arising out of it, to buy and assemble all kind of plant and machinery, tools, equipments in this regard and to carry on any other ancillary agreement in this regard.

Detailed objects of the Resulting company are described in Memorandum of Association which is placed along with this application.

6. Both the Applicant companies have filed their respective Memorandum and Articles of Association inter alia delineating their object clauses. The Applicant Companies have filed their Audited financial Statements as on 31.03.2024 and the Provisional Financial Statements as on 30.06.2024.
7. The Board of Directors of the Demerged Company and the Resulting Company in the meeting held on 02.02.2024, have approved the proposed Scheme as contemplated above. Copies of resolutions passed thereon have been placed on record by the companies.
8. The Appointed date as specified in the Scheme is proposed as **01.07.2023**.
9. The Statutory Auditors of both the Applicant Companies have



certified that the Accounting Standards are in compliance with Section 133 of the Companies Act, 2013.

10. With respect to Demerged Company, it is submitted as under:

- (i) There are **47,906 (Forty Seven Thousand and Nine Hundred Six)** Equity Shareholders. The certificate issued by the Chartered Accountants to this effect is filed with the application and has sought for convening of meeting.
- (ii) There is **Nil** Preference Shareholder. Therefore necessity to hold a meeting does not arise.
- (iii) There are **7 (Seven)** Secured Creditors. The certificate issued by the Chartered Accountant to this effect is placed along with the application and has sought for convening of meeting.
- (iv) There are **1588 (One Thousand Five Hundred and Eighty-Eight)** Unsecured Creditors. The certificate issued by the Chartered Accountants to this effect is filed with the application and has sought for convening of meeting.

11. With respect to Resulting Company, it is submitted as under:

- (i) There are **3321 (Three Thousand Three Hundred Twenty One)** Equity Shareholders. The certificate issued by the Chartered Accountants to this effect is filed with the application and has sought for convening of meeting.
- (ii) There are **1 (One)** Preference Shareholder. Certificate issued by the Chartered Accountant to this effect is placed on record. Consent by way of Affidavit given by the Preference Shareholder is also placed on record. It has been sought for dispensation to hold a meeting.
- (iii) There are **4 (Four)** Secured Creditors and the certificate issued by the Chartered Accountants to this effect is filed with the



application. Consents by way of Affidavit given by all the Secured Creditors is also placed on record and sought for dispensation of holding of meeting.

- (iv) There are **201 (Two Hundred and One)** Unsecured Creditors. The certificate issued by the Chartered Accountants to this effect is filed with the application and has sought for dispensation of holding of meeting.

12. Taking into consideration the submissions and the documents on record, this Tribunal issues the following directions: -

A) IN RELATION DEMERGED COMPANY:

(i) With respect to Equity shareholders:

Since it is represented by the Demerged Company that there are **47,906 (Forty Seven Thousand and Nine Hundred Six)** Equity Shareholders in the Company and sought for Convening of meeting company is directed the meeting to be held on **08.02.2025 at 10.00 AM** in the Registered office of the demerged Company or through Video conferencing or if not convenient at any other suitable place for which the prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issuance of notices.

(ii) With respect to Preference shareholders:

Since it is represented that there **Nil** Preference shareholders in the Company. Therefore the necessity to convene and hold a meeting **does not arise**.



(iii) With respect to Secured Creditors:

Since it is represented by the 1st Applicant Company that there are **7 (Seven)** secured creditor and sought for Convening of meeting company is directed to held the meeting on **08.02.2025 at 12.30 PM** in the Registered office of the demerged Company or through Video conferencing or if not convenient at any other suitable place for which the prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issuance of notices.

(iv) With respect to Unsecured Creditors:

Since, it is represented by 1st Applicant Company that there are **1588 (One Thousand Five Hundred and Eighty-Eight)** Unsecured Creditor in the Company, and sought for Convening of meeting company is directed to held the meeting on **08.02.2025 at 3:30 PM** in the Registered office of the demerged Company or through Video conferencing or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issuance of notices.

B) IN RELATION TO RESULTING COMPANY:

(i) With respect to Equity shareholders:

Since it is represented that there are **3321 (Three Thousand Three Hundred Twenty One)** Equity Shareholders in the Company and sought for Convening of meeting company is directed to held the meeting on **09.02.2025 at 10.00 AM** in the Registered office of the Resulting Company or through Video conferencing or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a



period of 7 days from the date of this order and prior to the issuance of notices.

(ii) With respect to Preference shareholder:

Since, it is represented that there are **1 (One) Preference shareholder** in the Company whose consents by way of affidavits have been obtained and are placed on record, the necessity to convene and hold a meeting is *dispensed with*.

(iii) With respect to Secured Creditors:

It is represented that there are **4 (Four) Secured Creditors** whose consent by way of an affidavit have been obtained and are placed on record, the necessity of convening and holding a meeting is *dispensed with*.

(iv) With respect to Unsecured Creditors:

Since it is represented that there are **201 (Two Hundred and One) Unsecured Creditor** in the Company, and sought for Convening of meeting company is directed to be held on **09.02.2025 at 03.30 PM** in the Registered office of the Transferee Company or through Video conferencing or if not convenient at any other suitable place for which the prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issuance of notice.

13. The quorum for the above said meetings shall be as follows;

COMPANY	QUORUM
EQUITY SHAREHOLDERS OF THE DEMERGED COMPANY	4700
SECURED CREDITORS OF DEMERGED COMPANY	7
UNSECURED TRADE CREDITORS OF DEMERGED COMPANY	158
EQUITY SHAREHOLDERS OF THE RESULTING COMPANY	321
UNSECURED TRADE CREDITORS OF TRANSFEROR COMPANY	40



- a. The Chairperson appointed for the above said meeting shall be **Mr. BSV Prakash Kumar**, (Mobile No: 9868145777) and would be entitled to fee of **Rs. 1,50,000/- (Rupees One Lakh Fifty thousand only)** in addition to meeting his incidental expenses. The Chairperson(s) will file the reports of the meeting within a week from the date of holding of the above said meetings.
- b. **Mr. Adith Narayan V** (Mobile No.9176065829) and is appointed as a Scrutinizer would be entitled to fee of **Rs.60,000/- (Rupees Sixty Thousand Only)** .
- c. In case the quorum, for the above meetings of the Applicant Companies is not present at the meeting, the meeting shall be adjourned by half an hour, and thereafter the person(s) present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the applicant companies at least 48 hours before the meeting. The Chairperson and Alternate Chairperson appointed herein along with Scrutinizer shall ensure that the proxy registers are properly maintained. Every endeavour should be made by the applicant companies to attain at least the quorum fixed, if not more in relation to approval of the scheme.
- d. The meetings shall be conducted as per applicable



procedure prescribed under the MCA Circular MCA General Circular Nos. (i) 20/2020 dated 5th May, 2020 (AGM Circular), (ii) 14/2020, dated 08.04.2020 (EGM Circular-I) and (iii) 17/2020 dated 13.04.2020 (EGM Circular-II); voting by proxy not allowed if the meetings are held through video conferencing.

- e. That individual notices of the above said meetings shall be sent by the Applicant Company through registered post or speed post or through courier or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, the place and the time as aforesaid, together with a copy of Scheme, copy of explanatory statement, required to be sent under the Companies Act, 2013. The prescribed form of proxy shall also be sent along and in addition to the above any other documents as may be prescribed under the Act or rules may also be duly sent with the notice.
- f. That the Applicant Company shall publish advertisement with a gap of at least 30 clear days before the aforesaid meetings, indicating the day, date and the place and time as aforesaid, to be published in the English Daily "*Business Standard*" (All India Edition), and "*Makkal Kural*" Tamil (Tamil Nadu Edition) in Vernacular stating the copies of Scheme and the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013. The form of proxy shall be provided free of charge at the registered office of the respective Applicant Companies.
- g. The Chairperson shall be responsible to report the result of



the meeting within a period of 3 days of the conclusion of the meeting with the details of voting on the proposed scheme. Voting Percentage of creditors as per list is to be decided after considering the amount of debt as on the date of voting, which is to be considered by the Chairperson.

- h. The applicant companies shall further furnish copy of the Scheme free of charge within 1 day of any requisition for the Scheme made by every creditor or member of the applicant companies entitled to attend the meetings as aforesaid.
- i. The Authorized Representative of the Applicant Companies shall furnish an affidavit of service of notice of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meetings.
- j. All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.

14. The Application stands **Allowed** on the aforesaid terms.

-Sd-

RAVICHANDRAN RAMASAMY
MEMBER (TECHNICAL)

-Sd-

JYOTI KUMAR TRIPATHI
MEMBER (JUDICIAL)