



**CMI LIMITED**

AN ISO 9001, ISO 14001  
& OHSAS 18001 COMPANY  
CIN No. L74899DL1967PLC018031

**Regd. & Marketing Office :**

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**CMI/CS/2019-20/**

**April 05, 2019**

**BSE Corporate Compliance & Listing Centre  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
MUMBAI-400001**

**Listing Department  
National Stock Exchange of India  
'Exchange Plaza', Bandra Kurla Complex,  
MUMBAI-400051**

**BSE Scrip Code: 517330/ NSE Scrip Code: CMICABLES**

**Subject: Order approving the Scheme of Amalgamation of CMI Energy India Private Limited ("Transferor Company") with CMI Limited ("Transferee Company") by Hon'ble National Company Law Tribunal (NCLT)**

Dear Sir,

The Board of Directors of the Company, at its meeting held on May 21, 2018, considered and approved a scheme of amalgamation ("Scheme") pursuant to sections 230 to 232 and other relevant provisions of the Companies Act, 2013, providing for the merger of its wholly owned subsidiary, CMI Energy India Private Limited ("Transferor Company") with CMI Limited ("Transferee Company") which was further approved by shareholders at the Extra-Ordinary General Meeting held on July 28, 2018. The Scheme was subject to necessary statutory and regulatory approvals under applicable laws, including approval of the National Company Law Tribunal in India.

We would like to bring to your kind notice that Hon'ble National Company Law Tribunal (NCLT), vide its Order dated April 03, 2019, received by us on April 04, 2019, has approved the Scheme of Amalgamation of CMI Energy India Private Limited, a wholly owned subsidiary (Transferor Company) with CMI Limited (Transferee Company).

Enclosed as per Annexure A is the information required to be disclosed pursuant to Regulation 30 of SEBI LODR read with Securities and Exchange Board of India Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015. We request you to take the same on record.

The Order from Hon'ble National Company Law Tribunal (NCLT) is attached herewith for your kind perusal as Annexure B.

Thanking you,  
For CMI Limited



*Subodh k. Barnwal*  
**Subodh Kumar Barnwal  
Company Secretary**

## ANNEXURE A

S. No.	Particulars	Description
1	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	The scheme of amalgamation provides for merger of CMI Energy India Private Limited ("Transferor Company") with CMI Limited ("Transferee Company"). The Transferor Company is wholly owned subsidiary of the Transferee Company and have state of art manufacturing facility built up on 20 acres of Industrial Land located at Baddi, Himachal Pradesh.
2	Whether the transaction would fall within related party transactions	The Transferor Company is a wholly-owned subsidiary of the Transferee Company. The approved merger does not fall within the purview of related party transaction. Further, pursuant to Regulation 23(5)(b) of the LODR Regulations, the related party provisions are not applicable to the approved scheme.
3	Area of business of the entity(ies)	Manufacturing of Wires and Cables
4	Rationale for amalgamation/merger	<p>The Transferor Company is a Wholly Owned Subsidiary of the Transferee Company. Both the Transferor and Transferee Companies are engaged in similar business activities. The approved Scheme of Amalgamation would result in business synergy, pooling of resources and consolidation of these Companies.</p> <p>The approved amalgamation would enable pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.</p> <p>The approved Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of human and other resource and enhancement of overall business efficiency. It will enable these Companies to combine their managerial and</p>



		operating strength, to build a wider capital and financial base and to promote and secure overall growth of their businesses.
5	In case of cash consideration – amount or otherwise share exchange ratio;	There is no cash consideration/Share Exchange Ratio, as the Transferor Company is a wholly-owned subsidiary of the Transferee Company, the entire equity share capital of the Transferor Company is held by the Transferee Company. Therefore, upon the Scheme becoming effective, all equity shares held by the Transferee Company as on the effective date shall stand cancelled, without any further act or deed.
6	Brief details of change in shareholding pattern	There will be no change in shareholding pattern of the Transferee Company pursuant to the Scheme as no equity shares are being issued by the Transferee Company in connection with the Scheme.



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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

PRINCIPAL BENCH

NEW DELHI

COMPANY PETITION NO. (CAA)- 113/PB/2018

CONNECTED WITH

COMPANY APPLICATION NO. CA (CAA) 101/PB/2018

*Judgement Dated: 03.04.2019*

CORAM:

(CHIEF JUSTICE (Rtd.) SHRI M.M.KUMAR,

HON'BLE PRESIDENT

&

MR. PRADEEP SETHI,

MEMBER (TECHNICAL)

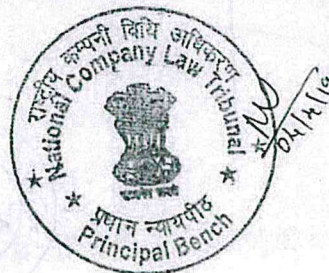
In The Matter of:

Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

IN THE MATTER OF SCHEME OF AMALGAMATION  
BETWEEN

1) CMI ENERGY INDIA PRIVATE LIMITED

.....PETITIONER COMPANY NO.1/TRANSFEROR COMPANY



**2) CMI LIMITED**

..... PETITIONER COMPANY NO.2/ TRANSFEREE COMPANY

For the Petitioners: Mr Rajeev K. Goel, Advocate

For the RD: Ms. Sonam Sharma, Advocate

For the OL: Mr. Shubham Pandey, Advocate

For the IT: Ms. Vibhooti Malhotra, Advocate

**ORDER**

**M.M.KUMAR, PRESIDENT**

1. This Joint Application has been filed by the Petitioner Transferor Company No. 1 and Petitioner Transferee Company No. 2 under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, for the purpose of the approval of the Scheme of Amalgamation. The copy of the Scheme has been placed on record.

2. A perusal of the petition that initially the First Motion application seeking directions for convening/dispensing with the meetings of Shareholders and Creditors was filed before this bench and based on such joint application moved under Sections 230-232 of the



Companies Act, 2013, this Tribunal vide its order dated 13.06.2018 issued directions with respect to the same. On 20.08.2018 the Petitioners were directed to carry out publication in the newspapers English Daily 'Business Standard' (Delhi Edition) as well as in Hindi Daily 'Business Standard' (Delhi Edition). In addition thereto notices were directed to be served on the Regional Director (Northern Region), Registrar of Companies, NCT of Delhi and Haryana, Official Liquidator, the Income Tax Department and to the other relevant sectoral regulators.

3. It is seen from the records that the Petitioners have filed an affidavit dated 22.11.2018 affirming compliance of the order passed by the Tribunal dated 20.08.2018. A perusal of the Affidavit discloses that the petitioners have effected the newspaper publication as directed in English Daily 'Business Standard' (Delhi Edition) as well as in Hindi Daily 'Business Standard' on 04.09.2018 in relation to the date of hearing of the petition. Further, the affidavit also discloses that copies of petition were duly served on the Regional Director, Northern Region, Registrar of Companies, Delhi and Haryana, Official Liquidator and Income Tax Department in compliance of the order



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and in proof of the same acknowledgement by the respective offices have also been place on record.

4. The Regional Director has filed its representation and has observed that compliance to sections 232(3)(B)(i) read with 233 (11) and 233 (12) of the Companies Act, 2013 be ensured by the Petitioner Companies.
5. In response of the aforesaid observations of the Regional Director, the petitioner companies have undertaken to comply with sections 232 (3)(i) read with 233 (11) and 233 (12) of the Companies Act, 2013.
6. The Official Liquidator has filed a report on 20.09.2018 wherein it has been stated that he has not received any compliant against the proposed Scheme from any person/party interested in the scheme in any manner and that the affairs of the Petitioner Companies do not appear to have been conducted in a manner prejudicial to the interest of its members, creditors or public interest.
7. The Income Tax Department also filed their report wherein it has been stated by the department that the transferee company is liable to pay arrears of tax amounting to Rs. 1,66,01,929/-. In the reply filed by the



transferee company, it has been shown that the amount has been paid except the amount of Rs. 3,68,204/- for the assessment year 2013-14 which is under appeal. The company has undertaken that the amount would be paid as per the outcome of appeal. The Petitioner Companies have also affirmed that the Scheme of amalgamation is subject to the provisions of the Income Tax Act, 1961 and the petitioner companies will comply with the provisions of Income Tax Act, 1961.

8. In the joint petition it has also been affirmed that no proceedings for inspection, inquiry or investigation under the provisions of the Companies Act, 2013 or under provisions of Companies Act, 1956 are pending against the Petitioner Companies.
9. Certificates of respective Statutory auditors of the both the petitioner companies have been placed on record to the effect that Accounting Treatment proposed in the Scheme of Arrangement is in conformity with the Accounting Standard notified by the Central Government as specified under the provisions of Section 133 of the Companies Act, 2013.
10. In view of the foregoing, upon considering the approval accorded by the members and creditors of the Petitioner Companies to the





proposed Scheme, and the affidavits filed by the Regional Director, Northern Region, Ministry of Corporate Affairs, the reports of official Liquidator and Reports of Income Tax Department, there appears to be no impediment in sanctioning the present scheme. Consequently, sanction is hereby granted to the scheme under section 230 to 232 of the Companies Act, 2013. The Petitioners shall however remain bound to comply with the statutory requirements in accordance with law.

11. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

While approving the Scheme as above, we further clarify that this order should not be construed as an order in any granting exemption from payment of stamp duty, taxes including income tax, GST etc 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.



12. THIS TRIBUNAL DO FURTHER ORDER(S):

(A) WITH RESPECT TO TRANSFEROR COMPANY AND  
TRANSFeree COMPANY

1. That the Transferor Company stands dissolved without being wound up; and
2. That all the property, rights and powers of all the Transferor Company, be transferred without further act or deed, to the Transferee Company and accordingly the same shall pursuant to Section 232 of the Act, be transferred to and vest in the Transferee Company for all the estates and interests of the Transferor Company therein but subject nevertheless to all charges now affecting the same; and
3. That all the liabilities and duties of the Transferor Company be transferred without further act or deed, to transferee company and accordingly the same shall, pursuant to section 232 of the Act, be



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transferred to and become the liabilities and duties of the Transferee Company.

4. That all proceedings now pending by or against the Transferor Company by continued by or against the Transferee Company; and
5. That all the employees of the Transferor Company in Service, if any, on the date immediately preceding the date on which the scheme takes effect, i.e. the effective date shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favourable than those subsisting in concerned Transferor Company on the said date.
6. That Petitioner Companies shall within thirty days of the date of the 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 the Transferor Company shall be dissolved and the Registrar of Companies shall place all documents relating to the Transferor Company registered with him on the file kept by him in relation to the Transferee Company and



the files relating to all the petitioner companies shall be consolidated accordingly.

Any person interested shall be at liberty to apply to the tribunal in the above matter for any directions that may be necessary.

The petition stands disposed of in the above terms.

03.04.2019



— Sct. — 04.20  
(M.M. KUMAR)  
PRESIDENT

— Sct. —  
PRADEEP R. SETHI  
MEMBER (T)

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व.वि.नं. राजु V.V.B. RAJU  
उप पंजीयक / DEPUTY REGISTRAR  
राष्ट्रीय कम्पनी विधि अधिकरण  
NATIONAL COMPANY LAW TRIBUNAL  
Block-3, 6th Floor, CGO COMPLEX  
LODHI ROAD, NEW DELHI - 110003



VIDYA