

To

Date: 14.12.2018

National Stock Exchange of India Limited,
4th Floor, Jeevan Vihar Building,
Parliament Street,
New Delhi-110 001

Our Clients: 1. Shriram Automotive Products Limited
2. Shriram Pistons and Rings Limited

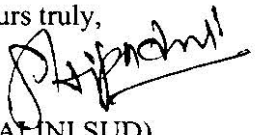
Subject: In the matter of Scheme of Amalgamation of Shriram Automotive Products Limited, Shriram Pistons and Rings Limited and their respective shareholders and creditors in Company Petition No. CA (CAA) 174/PB/2018 filed before the National Company Law Tribunal (NCLT), Principal Bench, New Delhi.

Dear Sir/Madam,

Pursuant to the order dated 12.12.2018 passed by the NCLT in the subject Company Petition, please find enclosed a copy of the Petition along with the documents (Page Nos. 1 to 338) filed by our Clients, in the subject Company Petition.

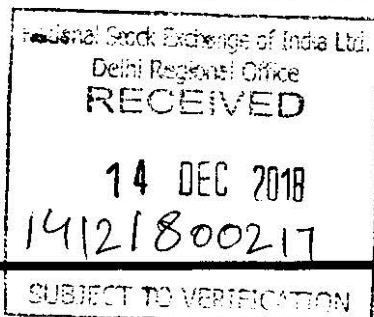
Please note that the **next date of hearing** of the subject Company Petition is on **29.01.2019** for consideration of the approval of the Scheme of Amalgamation as contemplated by our Clients. A copy the said order dated 12.12.2018 is also enclosed herewith for your reference and records.

Thanking you,
Yours truly,


(MALINI SUD)
For Capex Legal
Advocates & Legal Advisors

Encl:

1. Petition along with documents filed in Company Petition No. CA (CAA) 174/PB/2018
2. Order dated 12.12.2018 passed by NCLT, Delhi



C-451, Defence Colony, New Delhi - 110024 (India)

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, PRINCIPAL
BENCH

NEW DELHI

Company Petition No. CAA 174/PB/2018

With

COMPANY APPLICATION NO. (CAA) 148 (PB) 2018

Judgment dated: 12.12.2018

CORAM:

CHIEF JUSTICE (RTD.) M.M. KUMAR

HON'BLE PRESIDENT

MR S.K. MOHAPATRA

HON'BLE MEMBER (TECHNICAL)

IN THE MATTER OF:

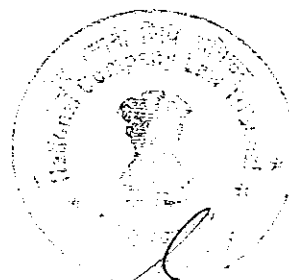
Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read
with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

BETWEEN

SHRIRAM AUTOMOTIVE PRODUCTS LIMITED



SHRIRAM AUTOMOTIVE PRODUCTS LIMITED

(Transferor Company/Applicant Company-I)

And

SHRIRAM PISTONS & RINGS LIMITED

(Transferee Company/Applicant Company-II)

MEMO OF PARTIES

SHRIRAM AUTOMOTIVE PRODUCTS LIMITED

A company incorporated under the provisions of Companies Act, 1956

Registered Office: 4th Floor, Himalaya House, 23 Kasturba Gandhi Marg.

New Delhi-110001.

CIN No. U34300DL1982PLC01425

..... Transferor Company/Applicant Company-I

SHRIRAM PISTONS & RINGS LIMITED

A company incorporated under the provisions of Companies Act, 1956

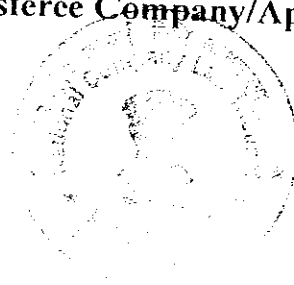
Registered Office: 4th Floor, Himalaya House, 23 Kasturba Gandhi Marg.

New Delhi-110001.

CIN No. L29112DL1963PLC004084

..... Transferee Company/Applicant Company-II


SHRIRAM AUTOMOTIVE PRODUCTS LIMITED



For The Petitioner: Malini Sud, Mr. S.P Singh Chawla, Mr. Shashwat Tripathi, Mr. Harinder Singh Bedi, Advocates.

For The Respondent: Mr. Puneet Rai, Adv.

ORDER

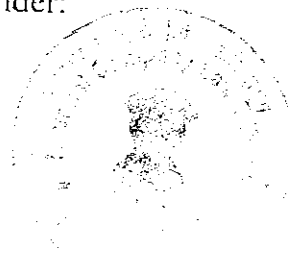
M.M. KUMAR, PRESIDENT

This is a second motion Petition which has come up before us for admission and for fixing a date of hearing of the main Company Petition as well as for issuance of direction concerning publication of notices in press to be carried and notices to be issued to the authorities concerned including sectoral regulators if any. The prayer also is to fix date of hearing of the Petition and calling for the objections, if any, to the Scheme of Amalgamation (hereinafter for brevity referred to as "SCHEME") between the Petitioner Companies.

2. From the records, it is seen that the First Motion application seeking direction for dispensing/ convening the meeting of Shareholders and Creditors was filed before this Tribunal being CA (CAA) No. 148 (PB) 2018 under Sections 230-232 of the Companies Act, 2013. In the order dated 03.10.2018 the meetings of the Shareholders and Unsecured Creditors of the Transferee Company were directed to be convened. In compliance with the directions issued by the Tribunal,

~~meetings were duly held and to which effect the Chairman appointed by the~~

Tribunal has also filed his report as detailed hereunder:



Meeting of	Chairman/Alternate Chairman/ Scrutinizer appointed by Court	Chairman's Report dated
Shareholders of Petitioner Company No. 2	Mr. Rakesh Khanna, Advocate, Ms. Prachi Johri, Advocate, Mr. Tejender Prakash, CA	26.11.2018
Unsecured Creditors of Petitioner Company No. 2	Mr. Rakesh Khanna, Advocate, Ms. Prachi Johri, Advocate, Mr. Tejender Prakash, CA	26.11.2018

The report of the Chairman shows that the meetings were duly convened and has approved the Scheme. Now, this petition on second motion has come up before us for fixing a date of hearing as well as other consequential directions in terms of provisions of Sections 230 to 232 of Companies Act, 2013 read with Rule 16 of the Companies (Compromise, Arrangements and Amalgamation) Rules, 2016 brought into effect on and from 15.12.2016, it is now hereby ordered as follows:-

(i) The date of hearing of the Joint Petition filed by the Petitioner for the approval of the Scheme is fixed on 29.01.2019.

(ii) Notice of the hearing shall be advertised in the newspapers namely,

~~The "Business Standard" (English, Delhi edition) and "Jansatta" in~~

Vernacular (Hindi, Delhi edition) not less than 10 days before the

aforesaid date fixed for hearing.



SHRIRAM AUTOMOTIVE PRODUCTS LIMITED

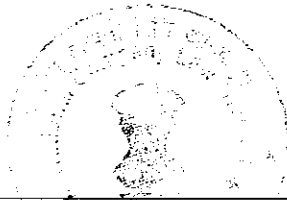


- (iii) In addition to the above public notice, each of the Petitioner shall serve the notice of the Petition on the following Authorities namely,
- (a) Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs (b) Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs (c) the Income Tax Department, and to such other Sectoral Regulatory Authorities who may govern the working of the respective companies involved in the Scheme atleast 30 days before the date fixed for hearing of the above Petition.
- (iv) Further, notice shall also be served to Objector(s) or to their representative as contemplated under Sub-Section(4) of Section 230 of the Act who may have made representation and who have desired to be heard in their representation along with a copy of the Petition and the Annexures filed therewith atleast 15 days before the date fixed for hearing.
- (v) Both the Petitioner shall atleast 7 days before the date of hearing of the Petition file an affidavit of service in relation to paper publication effected as well as service of notices on the Authorities specified above including the Sectoral Regulator as well as to Objectors, if any.



- (vi) Objections, if any, to the Scheme contemplated by the authorities to whom notice has been given on or before the date of hearing fixed herein may be filed, failing which it will be considered that there is no objection to the approval of the Scheme on the part of the authorities by this Tribunal and subject to other condition being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.
- (vii) The Petitioner Companies shall individually comply with proviso to sub section (3) of Section 232 or proviso to sub section (7) of Section 230, as may be applicable under the circumstances on or before the date fixed for hearing by filing the certificate of Company's auditor.
- (viii) The next date of hearing of the Petition shall be on 29.01.2019 for the consideration of the approval of the Scheme of Amalgamation as contemplated between the Petitioner Companies.

(Vidya)



— Sd—
(M.M. KUMAR) 12.12.20
PRESIDENT

— Sd—
S.K. MOHAPATRA

MEMBER (TECHNICAL)

SHRIRAM AUTOMOTIVE PRODUCTS LIMITED

Rajin 12/12/2018
V.V.B. RAJU
DEPUTY REGISTRAR
NATIONAL COMPANY LAW TRIBUNAL
BANK OF INDIA CO-OPERATIVE
BUILDING, NEW DELHI-110001