

JBM Auto Limited

Plot No. 133, Sector 24,
Faridabad - 121 005 (Haryana)
T : +91-129-4090200
F : +91-129-2234230
W : www.jbm-group.com



Our milestones are touchstones

JBMA/SEC/2019-20/27**30th October, 2019****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 : JBMA**BSE Ltd.**

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001

SCRIP CODE : 532605

Sub. : Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015

Sir,

With reference to the captioned subject, this is to inform you that the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT- Mumbai"), has pronounced its order approving the scheme of amalgamation of JBM MA Automotive Private Limited (Transferor Company No. 2) with the JBM Auto Limited ("Transferee Company") on 25th October, 2019.

However, there are certain typographic errors in the said NCLT-Mumbai order. A representation is being filed with the Hon'ble NCLT- Mumbai for necessary corrections and issue of certified copy of the order thereafter.

Further, as already communicated by our letter reference no. **JBMA/SEC/2019-20/09 dated 22nd June, 2019** the Hon'ble National Company Law Tribunal, Delhi Bench ("NCLT - Delhi") has already approved the scheme of amalgamation of JBM Auto System Private Limited (Transferor Company No. 1) with the JBM Auto Limited ("Transferee Company") vide its order dated 14th June, 2019.

The Certified copy of the order as and when received from NCLT - Mumbai shall be sent immediately to the stock exchanges as per SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

Thanking you,

Yours faithfully

For JBM Auto Limited

Vivek Gupta

**Vivek Gupta
Chief Financial Officer
& Company Secretary**

Encl.
Encls.: as above.

Plant II : Plot No. 5, Sector 31, Kasna Indl. Area, Greater Noida, Gautam Budh Nagar-201 306 T:+91 120 4522500, F:+91 120 4522504
Plant III : 71-72, M.I.D.C. Satpur, Nashik - 422 007 T: +91 253 2207297 F: +91 253 2360559
Plant IV : Plot No. B-2, Survey No. 1, Tata Motors Vendor Park, Sanand, Ahmedabad - 382 170 (Gujrat) T:+91 2717 645180
Plant V : Plot No. 157-E, Sector 3, Pithampur Industrial Area, Distt. Dhar-454 775 (M.P.)
Plant VI : SP-1/891, RIICO Industrial Area, Pathredi, Distt. Alwar, Rajasthan -303107
Corp. Office : Plot No. 9, Institutional Area, Sector 44, Gurgaon-122003 (Hr.) T:+91-124-4674500, 4674550 F:+91-124-4674599
Regd. Office : 601, Hemkunt Chambers, 89, Nehru Place, New Delhi - 110 019 T: +91 11 26427104, F: +91 11 26427100
CIN : L74899DL1996PLC083073

C.P. (C.A.A.)/ 4660 /MB/2019

IN THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH C-IV

C.P. (C.A.A.)/ 4660/MB/C-IV/2019

IN

C.A.(C.A.A.)-622/MB/2018

In the matter of the Companies Act,
2013;

AND

In the matter of Sections 230 to 232 and
other applicable provisions of the
Companies Act, 2013;

AND

In the matter of Scheme of Merger
between JBM Auto System Private Limited
having CIN U34300DL1998PTC314334
(Non-Petitioner Company No. 1/ the
Transferor Company No. 1') and JBM MA
Automotive Private Limited having CIN
U2922PN2007PTC155874 (the Petitioner
Company/ the Transferor Company No. 2)
and JBM Auto Limited having CIN
L74899DL1996PLC083073 (the Non-
Petitioner Company No. 2/ the Transferee
Company') and their respective
Shareholders (the Scheme').

JBM MA Automotive Private Limited, }
a Company incorporated under the provisions of the }
Companies Act, 1956 having its registered office at }
Plot no. C-1/2, M.I.D.C. Chakan, tal-khed }
Pune - 410501, }
Maharashtra, India }
CIN: U2922PN2007PTC155874 }

Petitioner Company/Transferor Company No.2

Order dated: 25th October, 2019

Coram:

Hon'ble Member (Judicial) : Mr. Rajasekhar V.K.
Hon'ble Member (Technical) : Mr. Ravikumar Duraisamy

Appearances:

For the Petitioner : Mr. Hemant Sethi, Advocate i/b Hemant Sethi
& Co.

For Regional Director : Ms. Rupa Sutar, Deputy Director

Per: Ravikumar Duraisamy, Member (Technical)

ORDER

1. Heard the learned counsel for the Petitioner Company. No objector has come before the Tribunal to oppose the Petition and nor any party has controverted any averments made in the Petition.
2. The sanction of the Tribunal is sought under Section 230 to Section 232 and other applicable provisions of the Companies Act, 2013, to the Scheme of Merger between JBM Auto System Private Limited (Transferor Company No. 1), JBM MA Automotive Private Limited (Transferor Company No. 2) and JBM Auto Limited (Transferee Company) and their respective Shareholders. ("Scheme").
3. The Counsel for the Petitioner Company also submits that the registered office of the Transferor Company No.1 and the Transferee Company is within the Jurisdiction of Hon'ble NCLT, New Delhi and the Transferor Company No. 1 and the Transferee Company has also filed a Company Petition with Hon'ble NCLT, New Delhi.
4. The Counsel for the Petitioner Company submit that the:
 - i. The Petitioner Company is engaged in the business of manufacturing and selling of automobiles parts.
 - ii. The Transferor Company 1 is engaged in the business of manufacturing of sheet metal components, welding

assemblies and chassis suspension parts and other related parts for automobiles.

- iii. The Transferee Company is engaged in the automotive business that manufactures and sell sheet metal components, tools dies & moulds and buses including sale of spare parts, accessories & maintenance contract of Buses.

1. The Counsel for the Petitioner Company further submit that the rationale for the Scheme is that the amalgamation would result in the following benefits to the Petitioner Companies:

- i. Achieving business and Administrative synergies.
- ii. Consolidation and simplification of the group structure, cost savings resulting from rationalization, standardization and simplification of business processes.
- iii. Improved organizational capability arising from pooling of financial resources.
- iv. Avoiding un-necessary duplication of costs of administration, distribution, selling and marketing and reduction in legal and regulatory compliances.
- v. Maximize the overall shareholders value by strengthening its core competencies.

5. The Board of Directors of Transferor Company No. 1, the Petitioner Company / the Transferor Company No. 2 and the Transferee Company in their respective meetings held on March 01, 2018 approved the Scheme of Amalgamation. The Appointed Date for the Scheme is April 1, 2018.

6. The Regional Director has filed a Report dated April 9, 2019 stating therein, save and except as stated in paragraph IV (a) to (e), it appears that the Scheme is not prejudicial to the interest of shareholders and public. In paragraph IV of the said Report, it is stated that:

- a) *The Petitioners under provisions of Section 230(5) of the Companies Act, 2013 have to serve notices to concerned authorities which are likely to be affected by Amalgamation. Further, the approval of the scheme by this Hon'ble Tribunal may not deter such authorities to deal with any of the issues arising after giving effect to the scheme. The decision of such Authorities is binding on the Petitioner Company(s).*
- b) *In compliance of AS-14 (IND AS-103), the Petitioner Companies shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 (IND AS-8) etc.*
- c) *Petitioner Company have to undertake to comply with section 232(3)(i) of Companies Act, 2013, where the transferor company is dissolved, the fee, if any, paid by the transferor company on its authorised capital shall be set-off against any fees payable by the transferee company on its authorised capital subsequent to the amalgamation and therefore, petitioners to affirm that they comply the provisions of the section.*
- d) *The registered office of the Transferor Company-1 and Transferee Company are situated in the state of New Delhi i.e outside of the jurisdiction of NCLT of this Tribunal and falls within the jurisdiction of NCLT of Bangalore – Karnataka. Accordingly, similar approval may be obtained by the Transferor Company-I and Transferee Company from the Hon'ble NCLT at New Delhi respectively.*
- e) *It is submitted that, JBM AUTO LIMITED (Transferee Company) is listed with NSE and BSE and those regulatory authorities has given their observation vide letter No. NSE/LIST/15920 dated 04.06.2018 and DCS/AMAL/AJ/R37/1157/2018-19 dated 04.06.2018 respectively, in this regards, deponent prays that, the Transferee Company has to undertake to comply with the observations made NSE & BSE with the approval of the Hon'ble Tribunal.*

8. In response to the Report of the Regional Director, the Petitioner Company has filed his Affidavit in Rejoinder dated 12th April 2019 and has clarified that:

9. Apropos observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (a) of his report is concerned,

the Petitioner Company clarifies that the notices have been served to all concerned regulatory authorities as required under Section 230(5) of the Companies Act, 2013 such as Regional Director, Registrar of Companies, concerned Income Tax Department, Official Liquidator. Further, the approval of the Scheme by this Tribunal will not deter such authorities to deal with any of the issues arising after giving effect to the Scheme.

10.The Counsel for the Petitioner further submits that the Income Tax Department gave their no objection to the Scheme. It is clarified that the approval of the scheme will not be prejudicial to the Income Tax Department. All issues arising out of the Scheme will be met and answered in accordance with Law.

11.Apropos observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (b) of his report is concerned, the Petitioner Company undertakes that in addition to compliance of AS-14, (IND AS-103) the Petitioner Company will pass such Accounting entries which are necessary in connection with the Scheme to comply with other applicable Accounting Standards such as AS-5 (IND AS-8), to the extent applicable.

12. Apropos observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (c) of his report is concerned, the Petitioner Company hereby confirms and undertakes that the fee, if any, paid by the Transferor Companies on its authorised capital shall be set-off against any fees payable by the Transferee

Company on its authorised capital subsequent to the Amalgamation. The Petitioner Company confirms that they will comply the relevant provisions of various Act including the Companies Act, 2013 to the extent applicable.

13. Apropos observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (d) of his report is concerned, Petitioner Company submitted that the registered office of the Transferor Company-1 and Transferee Company are situated in the state of New Delhi i.e outside of the jurisdiction of NCLT of this Tribunal and falls within the jurisdiction of NCLT of New Delhi. Further, the Transferor Company-1 and Transferee Company have already filed Company Scheme Petition with the NCLT of New Delhi and therefore, the similar approval to scheme is being obtained from the NCLT at New Delhi by the Transferor Company-1 and Transferee Company.

14. Apropos observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (e) of his report is concerned, the Petitioner Company has clarified that the Transferee Company is a Listed Company and the observation letters from BSE Limited and National Stock Exchange of India Limited bearing letter No. NSE/LIST/15920 dated 04.06.2018 and Letter No. DCS/AMAL/AJ/R37/1157/2018-19 dated 04.06.2018 respectively has already been obtained. The Transferee Company confirms that it shall comply with the observations made by NSE & BSE.

15. In response to the Affidavit in rejoinder filed by the Petitioner Company, the Regional Director has filed his Supplementary Report dated 12th April 2019 and has stated that reply of the Petitioner Company is satisfactory.

16. The observations made by the Regional Director have been explained by the Petitioner Company in Para 9 to 14 above. The clarifications given by the Petitioner Company are hereby accepted.

17. The Official Liquidator, High Court Bombay has filed his report dated 13th April 2019 stating that the affairs of the Petitioner Company appears to have not been conducted in a manner prejudicial to the interest of its members and public interest.

18. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy.

19. Since all the requisite statutory compliances have been fulfilled, C.P. (C.A.A.)/4660/MB/2019 filed by the Petitioner Company has been made absolute in terms of prayer made in the petition.

20. Petitioner Company is directed to lodge a copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, along with E-Form INC-28, in addition to physical copy as per the relevant provisions of Companies Act 2013.

21.The Petitioner Company to lodge a copy of this order duly certified by the Designated Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of receipt of the copy of the order.

22.The Petitioner Company to pay cost of Rs. 25,000/- each to the Regional Director, Western Region, Mumbai and to the Official Liquidator attached to High Court of Bombay. Costs to be paid within four weeks from the date of receipt of copy of the order.

23.All concerned regulatory authorities, to act on a copy of this order duly certified by the Deputy/Assistant Registrar, as the case may be, National Company Law Tribunal, Mumbai Bench along with the copy of the scheme.

SD/-

RAVIKUMAR DURAISAMY
Member (Technical)

25.10.2019

Pratiksha Shukla

SD/-

RAJASEKHAR V.K.
Member (Judicial)