



IN THE HIGH COURT OF JUDICATURE AT MADRAS

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DATED: 11.07.2025

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THE HONOURABLE MR.JUSTICE SENTHILKUMAR RAMAMOORTHY

Comp.A.Nos.140 & 141 of 2025
in C.P.No.225 of 2008

Dalmia Cement (Bharat) Ltd.,
Dalmiapuram - 621 651, District Tiruchirapalli (Tamil Nadu)
Represented by its Authorised signatory Mr.R.Deepak
... Applicant in both applications

Prayer in Comp.A.No.140 of 2025: Company Application is filed under Sections 391 & 394 of the Companies Act, 1956 Read With Rule 9, 11(b) of Companies (Court) Rules, 1959, to direct the Revenue Officials of the Kadapa District including the District Collector, the Revenue Mandal Officer and other concerned authorities to recognise the applicant as the owner of the lands as set out in the schedule.

Prayer in Comp.A.No.141 of 2025: Company Application is filed under Sections 391 & 394 of the Companies Act, 1956 Read With Rule 9, 11(b) of Companies (Court) Rules, 1959, to direct the Revenue Officials of the Kadapa District including the District Collector, the Revenue Mandal Officer and other concerned authorities to mutate the relevant revenue



records by including the name of the applicant as the owner of the said lands.

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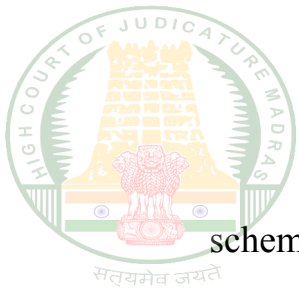
In both applications

For Applicant : Mr. P.J. Rishikesh

COMMON ORDER

By these applications, the applicant seeks a direction to the revenue officials of the Kadapa District to recognise the applicant as the owner of the lands described in the schedule to the Judge's summons and to mutate the relevant revenue records by specifying the name of the applicant as the owner of the lands.

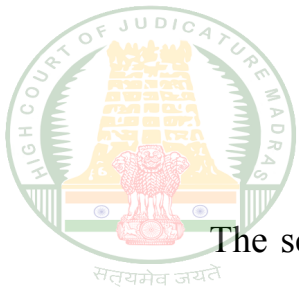
2. The applicant and Eswar Cements Private Limited (Eswar Cements) were parties to a scheme of amalgamation. In relation thereto, the applicant, which was the transferee company under the scheme, had approached this Court seeking sanction of the scheme of amalgamation. Eswar Cements was a company incorporated in Secunderabad and had, consequently, applied for sanction to the High Court of Judicature, Andhra Pradesh at Hyderabad. By order dated 03.11.2008 in C.P.No.67 of 2008, the



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scheme of amalgamation was sanctioned. The scheme provided for the transfer of the undertaking of the transferor company to the transferee company as follows:

“4.1. Pursuant to the provisions of this scheme, the Transferor Company shall be amalgamated with the Transferee Company with effect from the Appointed Date. Accordingly, the Undertaking of the Transferor Company shall, pursuant to the provisions contained in Section 394 and other applicable provisions of the Act, stand transferred to and vest in or be deemed to be transferred to and vest in the Transferee Company, with effect from the Appointed Date, without any further act, deed, matter or thing (save as provided in Clause 4.2 below) so as to become on the Appointed Date, the assets (subject to encumbrances and charges, if any, existing thereon) or liabilities of the Transferee Company. Provided always that the Scheme shall not operate to enlarge the scope of security for any loan, deposit or facility availed of by the Transferor Company and the Transferee Company shall not be obliged to create or provide any further or additional security therefor after the Effective Date or otherwise. ”



The scheme also provided for the dissolution of the transferor company as

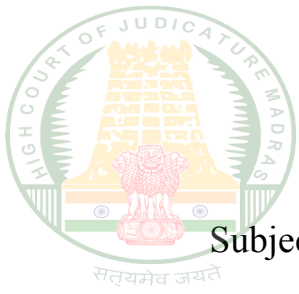
under:

*“9. DISSOLUTION OF THE TRANSFEROR
COMPANY:*

*The Transferor Company shall be dissolved without
winding up pursuant to the provisions of Section
394 of the Act.”*

3. The appointed date under the scheme was 01.04.2007. Therefore, upon the scheme becoming effective pursuant to the sanction thereof, the scheme took effect from 01.04.2007. Effectively, all the assets and liabilities, i.e. the undertaking of the transferor company, stood transferred to and vested in the transferee company/applicant from the said date.

4. Since the scheme did not contain particulars of the assets, including immovable assets, of the transferor company, the applicant has placed on record details of the document number, registration date, survey number, extent and village relating to immovable assets purchased by the transferor company and now transferred to and vested in the transferee company.



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Subject to verification of the relevant documents so as to confirm that the properties were indeed purchased under those documents by Eswar Cements, all assets, including immovable assets of the said Eswar Cements, stand transferred to and vested in the applicant by virtue of the sanctioned scheme of amalgamation.

5. Accordingly, subject to verifying that the immovable assets were purchased by Eswar Cements under the documents detailed in Annexure 3 of typed set dated 23.04.2025, the revenue officials of Kadapa District are directed to recognise the applicant as the owner thereof and carry out mutation in the revenue records subject to receipt of charges in such regard.

6. These applications are disposed of on the above terms without any order as to costs.

11.07.2025

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SENTHILKUMAR RAMAMOORTHY,J.

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To

1. The Revenue Officials,
Kadapa District.
2. The District Collector,
Kadapa District.
3. The Revenue Mandal Officer,
Kadapa District.

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