IN THE HIGH COURT OF JUDICATURE AT MADRAS

DATED: 20.04.2015

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THE HON'BLE MR.JUSTICE V.RAMASUBRAMANIAN

Company Petition Nos.103 and 104 of 2015

Shriram Venture Limited
4, Burkit Road
I Floor, Shirram House
T.Nagar, Chennai 17
rep. by its Director S.Srinivasan ... Petitioner in C.P.103/15 / Transferor Company

Shriram Industrial Holdings Limited
Registered Office at 123, Angappa Naicken
Street, Chennai 600 001
rep. by its Director S.Srinivasan ... Petitioner in C.P.104/15 /Transferee Company

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Petitions filed under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 for sanctioning of the Scheme of Amalgamation.

Mr.R.Inbaraju	:	For Petitioners
Mr.Atchuta Ramaiah	:	Official Liquidator

O R D E R

These company petitions are preferred under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 for sanctioning the Scheme of Amalgamation of the transferor company with the transferee company with effect from 1st April 2014.

2. The petitioner in C.P.No.103 of 2015 is the transferor company and the petitioner in C.P.No.104 of 2015 is the transferee company.

3.Heard Mr.R.Inbaraju, learned counsel for the petitioners and Mr.Atchuta Ramaiah, Official Liquidator.

4.This Court had already dispensed with the requirement to convene the meeting of equity shareholders of the transferor and transferee companies. In the transferor company, there is no secured creditor. In the transferee company, there are two secured creditors and they have given their consent.

5. A perusal of the Scheme shows that it protects the interest of the employees of the transferor company and thus, the interest of the employees are taken care of. The Scheme provides for dissolution of the transferor company without winding up. There is no objectionable feature in the Scheme of Amalgamation, which is detrimental either to the employees of the transferor company or of the transferee company. The Scheme is not violative of any statutory provisions. The Scheme is fair, just, sound and is not against any public policy or pubic interest. No proceedings are pending under Sections 235 to 251 of the Companies

Act. All the statutory provisions have been complied with.

6. The Scheme contemplates that the employees of the transferor company become the employees of the transferee company. The report of the Regional Director shows that there are no statutory dues and that all the statutory returns are filed regularly. In view of the above, both the petitions are allowed and the transferor company is dissolved with the transferee company without winding up.

7. Consequently, there shall be an order approving the Scheme of Amalgamation of the transferor company with the transferee company, with effect from 1st April 2014, as the procedure laid down under Sections 391 and 394 of the Companies Act are duly complied with. The petitions are allowed.

8. The Official Liquidator has filed a comprehensive report, after scrutinizing the accounts of the transferor company and also submitted a report on the affairs of the transferor company in terms of the second proviso to Section 394(1) of the Companies Act, 1956. The Official Liquidator has filed his report along with Chartered Accountant's report.

9. On perusal of the report, summarising the report of the Chartered Accountant, it is seen that the affairs of the transferor companyhave not been conducted in a manner prejudicial to the interest of its members or to public interest and they do not come across any act of misfeasance by the Directors attracting the provisions of Sections 542 and 543 of the Companies Act, 1956. It is further stated that the records maintained in the office of the Registrar of Companies were also caused to be inspected by the said Chartered Accountant. In the absence of any inference that the affairs of the transferor company were being conducted in a manner prejudicial to the interest of its members or public interest, and in the absence of any comments that the affairs of the transferor company conducted in a manner prejudicial to its members, the Official Liquidator has filed his report before this Court for orders.

10. Taking note of the report of the Chartered Accountant, summarised in the report of the Official Liquidator, in terms of the order passed by this Court, the transferor company shall stand dissolved without winding up.

rg 20.04.2015.

V.RAMASUBRAMANIAN,J.

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C.P.Nos.103 and 104 of 2015.

20.04.2015.