HON'BLE SRI JUSTICE C.V.NAGARJUNA REDDY

COMPANY PETITION Nos.123 to 127 of 2015

Date:27.07.2015

COMPANY PETITION No.123 of 2015

Between:
M/s Gangeet Securities Private Limited,
Hyderabad, reptd by its Director-
Jyoti Prakash Tibrewala

……Petitioner/
Transferor Company No.1

COMPANY PETITION No.124 of 2015

Between:
M/s Vinit Investments
Private Limited, Hyderabad, reptd by
its Director-Vishal Tibrewala

……Petitioner/
Transferor Company No.2

COMPANY PETITION No.125 of 2015

Between:
M/s Flexoplast Enterprises Private Limited,
Hyderabad, reptd by
its Director-Vishal Tibrewala

……Petitioner/
Transferor Company No.3

COMPANY PETITION No.126 of 2015

Between:
M/s Tibrewala Electronics Limited,
Hyderabad, reptd by
its Director-Jyothi Prakash Tiberwala

……Petitioner/
Transferor Company No.4

AND

COMPANY PETITION No.127 of 2015

Between:
M/s Gangeet Investments and Reality Private Limited,
Hyderabad, reptd by
its Director-Jyoti Prakash Tibrewala

……Petitioner/
Resulting Company

Counsel for the petitioners: Sri V.S.Raju

The Court made the following:

HON'BLE SRI JUSTICE C.V.NAGARJUNA REDDY
COMPANY PETITION Nos.123 to 127 of 2015

COMMON ORDER:

Company Petition No.123 of 2015 is filed by M/s Gangeet Securities Private Limited (transferor Company No.1), Company Petition No.124 of 2015 is filed by M/s Vinit Investments Private Limited (Transferor Company No.2), Company Petition No.125 of 2015 is filed by M/s Flexoplast Enterprises Private Limited (transferor Company No.3), Company Petition No.126 of 2015 is filed by M/s Tibrewala Electronics Limited (transferor Company No.4) and Company Petition No.127 of 2015 is filed by M/s Gangeet Investments and Reality Private Limited (Resulting Company). These Company Petitions have been filed under Sections 391 and 394 of the Companies Act, 1956 (for short 'the Act') for sanction of the proposed scheme of amalgamation and arrangement i.e., amalgamation of transferor Company Nos.1 to 3 with transferor Company No.4 and demerger of investment division of transferor Company No.4 into the Resulting Company.

In Company Petition No.123 of 2015, the petitioner averred that it was originally incorporated under the Act on 08.4.1994 under the name and style

“M/s Gangeet Securities Limited” and later, it was converted into a Private Limited Company” on 05.10.2009 with its registered office at Balanagar, Hyderabad; that its authorized share capital as on 31.03.2014 is Rs.3 crores divided into 30,00,000 equity shares of Rs.10/- each; that its issued, subscribed and paid up capital as on 31.3.2014 is Rs.1,40,00,000/- divided into 14,00,000 equity shares of Rs.10/- each; that its main objects are to purchase, acquire, hold and dispose of or otherwise deal and invest in any shares, debentures and other securities in or of any company or companies, etc; and that its Board of Directors in the meeting held on 29.01.2015, has approved the proposed scheme of amalgamation and arrangement by fixing the appointed date as 01.10.2014 (filed as Annexure-A12).

In Company Petition No.124 of 2015, the petitioner averred that it was originally, incorporated under the Act on 20.3.1986 under the name and style “M/s Vinit Investments Limited” and later on, it was converted into a Private Limited Company on 01.10.2009; that its authorized share capital as on 31.3.2014 is Rs.3 crores divided into 30,00,000 equity shares of Rs.10/- each; that its issued, subscribed and paid-up capital as on 31.3.2014 is Rs.1,70,00,000/- divided into 17,00,000 equity shares of Rs.10/- each; that its main objects are to engage in the business of acquisition, guiding, subscribing, underwriting, holding and dealing in shares, stocks, bonds, debentures, etc; and that its Board of Directors in the meeting held on 29.01.2015, has approved the proposed scheme of amalgamation and arrangement by fixing the appointed date as 01.10.2014 (filed as Annexure-A12).

In Company Petition No.125 of 2015, the petitioner averred that it was originally incorporated under the Act on 31.12.1987 under the name and style “M/s Concap Electricals Private Limited” and later on, its name was changed as “M/s Flexoplast Enterprises Private Limited” on 21.3.2011; that its authorized share capital as on 31.3.2014 is Rs.20 lakhs divided into 20,000 equity shares of Rs.100/- each; that its issued, subscribed and paid-up capital as on 31.3.2014 is Rs.11,03,100/- divided into 11,031 equity shares of Rs.100/- each; that its main objects are to manufacture and produce all types of electrical electronic capacitors, components of fan industry, distributors, transformers, voltage stabilizers, etc; and that its Board of Directors in the meeting held on 29.01.2015, has approved the proposed scheme of amalgamation and arrangement by fixing the appointed date as 01.10.2014 (filed as Annexure-A12).

In Company Petition No.126 of 2015, the petitioner averred that it was originally incorporated under the Act as a Private Limited Company on 18.7.1985 and later on, it was converted into a Public Limited Company on 06.2.1993; that its main objects are to manufacture, process, assemble, buy, sell, export, import and deal in all kinds of capacitors, their parts, components and items ancillary to it which are used in electrical appliances including all types of fans, electronic equipments, automobiles and for power transmission and distribution purposes, etc; and that its Board of Directors in the meeting held on 29.01.2015, has approved the proposed scheme of amalgamation and arrangement by fixing the appointed date as 01.10.2014 (filed as Annexure-A14).

In Company Petition No.127 of 2015, the petitioner averred that it was incorporated under the Act on 13.3.2014; that its authorized share capital as on 31.3.2014 is Rs.1 lakh divided into 10,000 equity shares of Rs.10/- each; and that its issued, subscribed and paid-up capital as on 31.3.2014 is Rs.1 lakh divided into 10,000 equity shares of Rs.10/- each; that its main objects are to do and be in real estates business and for the purpose, buy, sell, take on lease, give on lease or on license, maintain, develop, demolish, after, construct, build and turn to account any land or buildings owned or acquired or leased by the company, etc; and that its Board of Directors in the meeting held on 29.01.2015, has approved the proposed scheme of amalgamation and arrangement by fixing the appointed date as 01.10.2014 (filed as Annexure-A12).

In Company Petition Nos.123 to 125 and 127 of 2015, the petitioners averred that that they have no secured and unsecured creditors; that they have filed Company Application Nos.242 to 246 of 2015 for dispensing with the holding of meeting of their respective equity shareholders for considering the proposed scheme of amalgamation; and that this Court by common order, dated 03.3.2015, allowed the said Company Applications.

In Company Petition No.126 of 2015, the petitioner averred that its lone secured creditor *viz.*, State Bank of India, has given its No Objection letter to the proposed scheme of amalgamation; that it has filed Company Application No.245 of 2015 for dispensing with the holding of meeting of its equity shareholders and for convening the meeting of its unsecured creditors; that the said Company Application was allowed by this Court by order, dated 03.3.2015, by appointing a Chairperson to convene the meeting of the unsecured creditors of the petitioner; and that the Chairperson has submitted his report, dated 17.4.2015, stating that out 27 unsecured creditors, who attended the meeting in person, 26 have voted in favour of the proposed scheme of amalgamation and the vote of one unsecured creditor is invalid.

This Court by separate orders, dated 29.4.2015, in Company Petition Nos.123 to 126 of 2015 ordered notices to the Regional Director, South Eastern Region, Ministry of Corporate Affairs, Hyderabad and the Official Liquidator attached to this Court and in Company Petition No.127 of 2015, ordered notice to the Regional Director. Advertisement was also ordered to be published in two newspapers, *viz.*, ‘Business Standard’ (English daily) and ‘Andhra Bhoomi’ (Telugu daily) of Hyderabad editions.

In pursuance of the said order, the petitioners carried out publication in the newspapers and filed proof of such publications through separate memos, dated 30.5.2015, vide USR.Nos.2042, 2043, 2044, 2045 and 2046 of 2015, respectively, and no objections are stated to have been received.

In response to the notices, the Official Liquidator and the Regional Director have submitted their respective reports.

In his separate reports, the Official Liquidator has stated that basing on the information made available to him by the respective petitioners, he is of the opinion that the affairs of the transferor and the Resulting companies involved in the proposed

scheme of amalgamation are not conducted in a manner prejudicial to the interests of its members or to the public.

In his common report, dated 17.07.2015, the Regional Director has *inter alia* stated that in pursuance of General Circular No.1 of 2014, dated 15.01.2014, issued by the Ministry of Corporate Affairs, New Delhi, comments from the Income Tax Department were invited by him, vide letter, dated 25.05.2015; that no comments/objections from the Income Tax Department have been received in response to the said notice; and that the transferor and Resulting companies are regular in filing the statutory returns and that no inspection or investigation is pending against the said companies.

Having regard to the reports of the Regional Director, South Eastern Region, Ministry of Corporate Affairs, Hyderabad and the Official Liquidator and as no objections/claims have been received in pursuance of the advertisement got published by the petitioners in the newspapers, this Court is of the opinion that the proposed scheme of amalgamation is in conformity with the provisions of the Act and the same does not in any manner affect the interests of any of the stake holders including the public.

Therefore, the proposed scheme of amalgamation is sanctioned with effect from the appointed date i.e., 01.10.2014. The petitioners shall cause a certified copy of this order to be delivered to the Registrar of Companies for the State of Telangana and State of Andhra Pradesh, Hyderabad within 30 days of its receipt and take all other consequential steps in pursuance of the approval of the scheme of amalgamation.

The Company Petitions are, accordingly, allowed.

JUSTICE C.V.NAGARJUNA REDDY

27th July, 2015
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