The Hon'ble Sri Justice C.V.Nagarjuna Reddy

Company Application No.645 of 2015

Date: 07.04.2015

Between:

M/s.Sriba Industries Limited

rep. by its Whole Time Director

Sri V.R.Vasudevan

..... Applicant/Transferor Company

Counsel for the applicant: Sri V.S.Raju

The Court made the following:

Order:

This Company Application is filed by M/s.Sriba Industries Limited- Transferor Company for dispensing with the requirement of convening the meeting of its equity shareholders and unsecured creditors for consideration of the proposed scheme of its amalgamation with M/s.Penna Cement Industries Limited- Transferee Company.

The applicant pleaded that it was incorporated under the Companies Act, 1956, on 28-08-1987; that its registered office is situated at Lakshmi Nivas, Plot No.705, Road No.3, Banjara Hills, Hyderabad; that it is *inter alia* engaged in the business of generating, harnessing, developing, accumulating, distributing and supplying electricity by setting up power plants by use of liquid, gaseous or solid fuels for the purpose of light, heat, motive power *etc*.,; that its authorized share capital as on 31st March, 2014, is Rs.15 Crores divided into 1.5 Crore equity shares of Rs.10/- each; that its issued, subscribed and paid up share capital as on 31st March, 2014, is Rs.15 Crores divided into 1.5 Crore equity shares of Rs.10/- each; that *vide* Resolution, dated 27.03.2015, filed as Annexure- A8, its Board of Directors has resolved to amalgamate it with the Transferee Company and; that a similar resolution was passed by the Board of Directors of the Transferee Company on 27.03.2015.

The applicant has further pleaded that it has 7 equity shareholders; that all of them have given their consent affidavits to the proposed scheme of amalgamation, which are filed as Annexure- A6, and that therefore, the requirement of holding their meeting for consideration of the proposed scheme of amalgamation be dispensed with.

The applicant has further pleaded that it has no secured creditors; that it has six unsecured creditors amounting to 76.84% of the total amount due by it; that all of them have given their no objection to the proposed scheme of amalgamation through letters filed as Annexure- A7; and that, therefore, the requirement of convening their meeting for consideration of the proposed scheme of amalgamation be dispensed with.

The applicant further pleaded that itself and the Transferee Company are part of the Penna Group of Companies; that its entire share capital is held by the Transferee Company; that it is a wholly owned subsidiary of the Transferee Company; and that its amalgamation with the Transferee Company would positively strengthen the foothold of the Transferee Company in the power generation business and will provide the ability to leverage and optimize on the Transferee Company's large asset base, vast pool of capital *etc*.

In view of the above facts pleaded by the applicant and having regard to the consent affidavits of the equity shareholders (Annexure- A6) and the no objection letters of the unsecured creditors (Annexure- A7), no purpose will be served by directing holding of their meetings. Hence, the requirement of holding of the meetings of the equity shareholders and the unsecured creditors of the applicant-Transferor Company is dispensed with.

This Company Application is allowed accordingly.

(C.V.Nagarjuna Reddy, J)

Dt: 7th April, 2015

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