HON'BLE SRI JUSTICE C.V.NAGARJUNA REDDY

Company Application No.1561 of 2015

Date:05.10.2015

Between:
M/s Modern Building Materials
Private Limited, Hyderabad, reptd
by its Director-J.Ramu Rao

..... Applicant/
Transferor Company

Counsel for the applicant: Mr. V.S.Raju

The Court made the following:
ORDER:

This Company Application is filed by M/s Modern Building Materials Private Limited (Transferor Company) for dispensing with the requirement of holding the meeting of its equity shareholders for considering the scheme of amalgamation.

The applicant averred that it was incorporated under the Companies Act, 1956 on 22.01.2013, with its registered office situated at 9th Floor, Block-3, My Home Hub, Madhapur, Hyderabad; that its authorized share capital is Rs.3 crores divided into 30 lakh equity shares of the value of Rs.10/- each; that its issued, subscribed and paid up capital is Rs.2,93,50,000/- divided into 29,35,000 equity shares of the value of Rs.10/- each; that its main objects, as set out in the Memorandum of Association, are to carry on the business of manufacture, trade, deal all types of building and construction materials, including various types of cements, cement products, ready mix concrete, lime, plaster, etc; that it is a wholly owned subsidiary of the transferee company; that its Board of Directors, vide its resolution, dated 03.9.2015 (filed as Annexure-A7), approved the scheme of amalgamation of the petitioner into M/s My Home Industries Private Limited (Transferee Company) with effect from the appointed date *i.e.*, 01.4.2015.

The applicant has averred that the said amalgamation would benefit all the creditors of the transferor and transferee companies as the asset base of the transferee company after amalgamation shall be higher and more valuable and its liquidity position would also improve further, etc.

The applicant further averred it has no secured and unsecured creditors and that it has two share holders, *viz.*, the transferee-company and its nominee, Mr. Polsani Ravinder Rao and that both of them have given their consent affidavits to the proposed scheme of amalgamation (filed as Annexure-A6).

The applicant has, therefore, sought for dispensing with the holding of the meeting of its equity shareholders for considering the proposed scheme of amalgamation.

Having regard to the above facts, supported by the documentary evidence, *i.e.*, the consent letters filed by the equity shareholders of the applicant, this Court is of the opinion that no purpose will be served by ordering to hold their meeting for considering the proposed scheme of amalgamation.

The Company Application is, accordingly, allowed.

JUSTICE C.V.NAGARJUNA REDDY

05th October 2015
DR