IN THE HIGH COURT OF PUNJAB AND HARYANA AT CHANDIGARH

CP No. 198 of 2015 (O&M)

Date of decision : 6.11.2015

In the matter of
The Scheme of Amalgamation between

Keihin Automotive Systems India Private Limited
.... Transferor Company/ Petitioner Company I
and
Keihin India Manufacturing Private Limited
.... Transferee Company/ Petitioner Company II

Coram: Hon'ble Mr. Justice Rajesh Bindal

Present: Mr. Atul V. Sood, Advocate, for the petitioners.

<u>Rajesh Bindal, J.</u>

In this petition filed under the Companies Act, 1956 (for short, 'the Act'), duly supported by affidavits, the petitioner- Companies seek dispensation of the meetings of their Equity Shareholders, Secured and Un-secured Creditors for sanctioning of the Scheme of Amalgamation (Annexure P-1) of Keihin Automotive Systems India Private Limited (Transferor Company/ Petitioner Company I) with Keihin India Manufacturing Private Limited (Transferee Company/ Petitioner Company II).

It is stated in the petition that the registered office of both the petitioner companies is situated at Gurgaon, Haryana.

Main objects of the Transferor Company/ petitioner I and Transferee Company/ petitioner II are detailed in their respective Memorandum and Articles of Association annexed with the petition at **Annexure P-2 and P-4,** respectively.

The Board of Directors of the Transferor company and Transferee Company have approved the said Scheme in their meetings held on 25.8.2015 (Annexure P-6) and (Annexure P-7), respectively.

The authorised share capital of the Transferor Company / Petitioner I as on 31.7.2015 is ₹ 1,28,00,00,000/- divided into 12,80,00,000 equity shares of ₹ 10/- each. The issued, subscribed and paid up share capital of the company is ₹ 4,35,70,000/- divided into 43,57,000 equity shares of ₹ 10/- each.

The authorised share capital of the Transferee Company / Petitioner no. II as on 31.7.2015 is ₹ 18,50,00,000/- divided into 1,85,00,000 equity shares of ₹ 10/- each. The issued, subscribed and paid up share capital of the company is ₹ 18,04,55,440/- divided into 1,80,45,544 equity shares of ₹ 10/- each.

Transferor Company/ petitioner company-I has two (2) equity shareholders, as per list Annexure P-8. Both of them have given their consent to the Scheme of Amalgamation, which are at Annexure P-9 (colly).

There is no secured creditor of the Transferor Company/ Petitioner Company I. Copy of the certificate to this effect issued by Ashish Karundia & Company, Chartered Accountants is annexed as Annexure P-10.

The Transferor Company/ Petitioner Company I has seven (7) Unsecured Creditors. Copy of the certificate to this effect issued by Ashish Karundia & Company, Chartered Accountants is annexed as Annexure P-11. All of them have given their consent to the Scheme of Amalgamation. Their consent letters are annexed as Annexure P-12.

Transferee company / petitioner company-II has two (2) equity shareholders. Copy of the certificate to this effect issued by Ashish Karundia & Company, Chartered Accountants is annexed as Annexure P-13. Both of them have given their consent to the Scheme of Amalgamation, which are at Annexure P-14 (colly).

There is no secured creditor of the Transferee Company / Petitioner Company-II. Copy of the certificate to this effect issued by Ashish Karundia & Company, Chartered Accountants is annexed as Annexure P-15.

Transferee Company/ petitioner company- II has two (2) unsecured creditors. Copy of the certificate to this effect issued by Ashish Karundia & Company, Chartered Accountants is annexed as Annexure P-

16. Both of them have also given their consent to the scheme of Amalgamation. Their consent letters are at Annexure P-17.

The petitioner companies have confirmed that there are no investigations or proceedings pending against them under Sections 235 to 251, 397 and 398 of the Act.

It was submitted that the proposed Scheme of Amalgamation is for the benefit of both the companies concerned and their shareholders. The proposed scheme will not adversely affect the rights of any of the creditors of the petitioner companies in any manner whatsoever.

In this view of the aforesaid factual matrix, when all the equity shareholders and unsecured creditors of both the petitioner companies have consented to the Scheme of Amalgamation, convening of their meetings are ordered to be dispensed with. Since there is no secured creditor of both the companies, no meeting is required.

First motion petition is disposed of accordingly.

Petitioner is at liberty to move 2nd motion petition.

6.11.2015 (Rajesh Bindal)
vs Judge