IN THE HIGH COURT OF JUDICATURE AT MADRAS

RESERVED ON : 26.10.2016

DELIVERED ON : 07.11.2016

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The Honourable **Mr.Justice RAJIV SHAKDHER**

C.P.No.236 of 2016

Ankur Securities Private Limited
10th Floor - Phase 1 IIT - Madras
Research Park, Kanagam Village,
Tarmani, Chennai - 600 113
Tamil Nadu, India
represented by its Authorised Signatory
Mr.Chandraprakash Mehta
.. Petitioner/ Transferor Company

Vs.

IFMR Rural Channels and Services Private Limited
10th Floor - Phase 1 IIT - Madras
Research Park, Kanagam Village,
Tarmani, Chennai - 600 113
Tamil Nadu, India
.. Transferee Company

Petition filed under Sections 391 to 394 of the Companies Act, 1956 to sanction the Scheme of Amalgamation.

For Petitioner : Mr.Pawan Jabhak
for M/s.Harishankar Mani

Mr.Venkatasamy Babu
Central Government Standing Counsel
for Regional Director

Ministry of Company Affairs,Chennai

Mr.Atchuta Ramaiah,
Official Liquidator

ORDER

1. This company petition is preferred under Sections 391 to 394 of the Companies Act, 1956 for sanctioning the scheme of amalgamation of the transferor company with the transferee company with effect from 01.04.2015. The scheme of amalgamation (in short scheme) is appended as Annexure '8' to the petition.

2. The petitioner, before me, is the transferor company. It is stated that the petitioner/transferor company is a 100% wholly owned subsidiary of transferee company and, therefore, in view of the judgment in the case of ***Mahamba Investments Vs. IDI Limited*** reported in ***2001 (105) Comp Cases 16***, no separate petition, is preferred on behalf of the transferee company.

3. A perusal of the record shows that the petitioner has complied with the prescribed procedure. It is stated that there are no secured as well as unsecured creditors in so far as petitioner/transferor company is concerned. The certificate of the Chartered Accountant confirming the same is appended as Annexure

'9' to the petition.

4. It is stated that there is one secured creditor, namely, Axis Bank in so far as transferee company is concerned, valued at Rs.98,06,337/-. The certificate of the Chartered Accountant confirming the same is appended to typed set - II.

4.1. The transferee company has filed a separate, Chartered Accountant certificate dated 22.10.2016, which is appended as a document in typed set - II, wherein, it is stated that, as on 30.09.2016, the transferee company has unsecured creditors valued at Rs.27,69,71,682/-; the net worth of the transferee company is Rs.49,88,84,191/-; cash and bank balance is Rs.10,51,70,539/- it has current assets worth Rs.13,80,98,735/-; and non-current assets equivalent to Rs.54,23,92,936/-.

5. Therefore, it is averred that on amalgamation, there would be no change in the equity share capital of the transferee company, and that, the rights of the creditors of the transferee company would not be affected, since, there will be no reduction brought about qua their claims. Furthermore, the assets of the transferee company, post

amalgamation, will be sufficient to discharge their claims.

6. Copies of two (2) separate resolutions of even date, i.e., 30.11.2015, passed by the Board of Directors of the petitioner/transferor company as well as the transferee company approving the proposed the scheme is enclosed as Annexures '6 and 7' to the petition.

7. The affidavits of equity shareholders of the transferor company giving their consent to the proposed scheme are appended as Annexure '11' to the petition.

7.1. This Court, by order dated 09.03.2016, passed in C.A.No.261 of 2016 dispensed with the convening, holding and conducting of the meeting of the equity shareholders of the transferor company to consider the proposed Scheme, inter alia, for the reason that its equity shareholders had given their consent to it.

8. Upon notice being issued, the Regional Director, Ministry of Company Affairs has filed his report stating that he had no objection to the scheme being sanctioned.

9. The Official Liquidator has also filed his report along with the report of the Chartered Accountant. The Chartered Accountant, in his report, states that the affairs of the transferor company have not been conducted in a manner prejudicial to the interest of its members or to public interest, and that, he has 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, the Official Liquidator has filed his report before this Court for appropriate orders.

10. I have perused the proposed scheme filed along with the company petitions as also the affidavits placed on record. I find that the Scheme as proposed is not prejudicial to the interest of any person or entity, which has a stake/interest in the petitioner company. The said scheme, as framed, is not violative of any statutory provisions.

11. The scheme as formulated is fair, just, sound and is not contrary to any public policy or public interest. No proceedings appear to be pending under the provisions of Sections 231 to 237 of the Companies Act, 1956. All the statutory provisions appear to have been complied with.

12. Consequently, there shall be an order approving the scheme of amalgamation between the transferor company, viz., Ankur Securities Private Limited with the transferee company, viz., IFMR Rural Channels and Services Private Limited, with effect from 01.04.2015, as per the procedure laid down under Sections 391 to 394 of the Companies Act.

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

14. It is made clear, that this order will not be construed as an

order granting exemption from payment of stamp duty or, taxes or, any other charges, if any, payable, as per the relevant provisions of law or, from any applicable permissions that may have to be obtained or, even compliances that may have to be made, as per the mandate of law.

15. The learned Senior Central Government Standing Counsel will be entitled to a fee of Rs.5,000/-, which shall be paid by the transferee company.

16. The above petition is disposed of in the aforementioned terms.

Index: Yes / No
Internet: Yes / No 07.11.2016
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RAJIV SHAKDHER,J.

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Pre-Delivery Order in

C.P.No.236 of 2016

Dated: 07.11.2016