

IN THE HIGH COURT OF JUDICATURE AT MADRAS

DATED: 31.03.2016

CORAM

THE HON'BLE MR. JUSTICE K.RAVICHANDRABAABU

C.P. Nos. 47 and 48 of 2016

Sri Ranganathar Industries Private Limited
 a company incorporated under the
 Companies Act, 1956, having
 its Registered Office:
 12/45 Thadagam Road, Edayarpalayam Post, Coimbatore.
 Rep by its Managing Director
 Mr.V.Narayanasamy

Petitioner/Transferor/Demerged Company
 in C.P. No. 47 of 2016

Sri Ranganathar Valves and Control Private Limited
 a company incorporated under the
 Companies Act, 1956, having
 its Registered Office:
 12/45 Thadagam Road, Edayarpalayam Post, Coimbatore.
 Rep by its Managing Director
 Mr.V.Narayanasamy

Company
 48 of 2016.

...Petitioner/Resulting
 in C.P. No.

Prayer in both petitions: Petitions under Section 391(2)
 to 394 of the Act for sanctioning the Scheme of
 Arrangement (Demerger).

For Petitioner : Mr.V.Srinivasan

For Regional Director: Mr.G.Venkatesan,

Senior Central Govt. Standing

Counsel

These Petitions are filed under Sections 391 to 394 of the Companies Act, 1956 praying for sanctioning a Scheme of Arrangement (Demerger) between the transferor Company, Sri Ranganathar Industries Private Limited and the transferee Company, Sri Ranganathar Valves and Control Private Limited with effect from 1st April, 2016. The Scheme of Arrangement (Demerger) is annexed as Annexure '3' in respective company petitions.

2. The petitioner- Sri Ranganathar Industries Private Limited in C.P.No. 47 of 2016 is the Transferor Company and the petitioner- Sri Ranganathar Valves and Control Private Limited in C.P.No. 48 of 2016 is the Transferee Company.

3. A perusal of the records show that the petitioners have complied with the formalities as prescribed under the Companies Act and the Rules framed therein. The list of equity shareholders of the petitioner /Transferee company and the consent affidavit from the equity shareholders for approving the Scheme of Arrangement (Demerger) is marked as Annexure '10' and '11' of the typed set in the respective petitions. This Court, by order dated 22.01.2016 in C.A. Nos.53 and 54 of 2016, dispensed with the convening, holding and conducting of the meeting of the equity shareholders in

respect of the Transferor and Transferee Company respectively. There is one secured creditor as far as the Transferor and Transferee company are concerned and the certificate of the Chartered Accountant confirming the same is annexed as Annexure '4'. The copy of the Board Resolution dated 28.10.2015 of the Board of Directors approving the Scheme of Arrangement is enclosed as Annexure "5" to the respective petitions.

4. The Regional Director has filed an affidavit, wherein he has stated that it has been decided not to make any objection to the scheme of arrangement. He has further stated that the demerged and transferee companies have one secured creditors and they have filed their consent affidavits which is confirmed by the certificate of the Chartered Accountant. He further reported that the companies are regular in filing the statutory returns and no prosecution is filed and no complaints are pending.

5. I have perused the report filed by the Regional Director and the order passed by this Court dated 22.01.2016 made in Company Application Nos.53 and 54 of 2016 and the consent affidavits are filed by the equity shareholders of the company consenting for the scheme of arrangement.

6. I have also perused the Scheme of Arrangement filed in the company petitions. The Scheme states that there is no objectionable feature in the scheme of arrangement which is detrimental to the employees of the Demerged / transferor company or of the transferee company. The said scheme is not violative of any statutory provisions. The scheme is fair, just and sound and is not against any public policy or public interest. No proceedings are pending under Sections 231 to 237 of the Companies Act, 1956. All the statutory provisions are complied with.

7. Considering all these facts and circumstances and considering the report of the Regional Director, this Court is of the view that there cannot be any impediment in allowing these Company Petitions. Accordingly, there shall be an order, approving to the Scheme of Arrangement (Demerger) between the transferor Company, Sri Ranganathar Industries Private Limited and the transferee Company, Sri Ranganathar Valves and Control Private Limited with effect from 1st April, 2016, as the procedure laid down under Sections 391 to 394 of the Companies Act are duly complied with. The Company Petitions are allowed.

appearing for the Regional Director shall be paid a sum of Rs. 10,000/- from the petitioners' Company.

sd/.K.R.C.B.J

31.03.2016

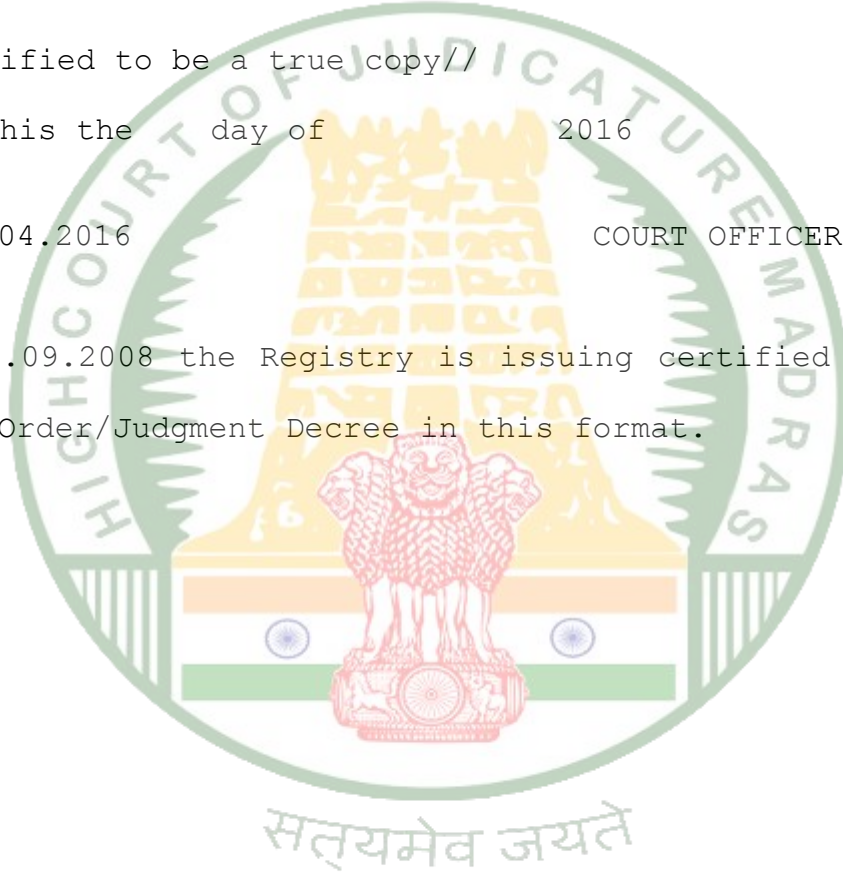
//Certified to be a true copy//

Dated this the day of 2016

R.s/12.04.2016

COURT OFFICER

From 25.09.2008 the Registry is issuing certified copies of the Order/Judgment Decree in this format.



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