

IN THE HIGH COURT OF JUDICATURE AT MADRAS

RESERVED ON : 27.04.2016

DELIVERED ON : 01.06.2016

Coram

The Honourable **Mr.Justice RAJIV SHAKDHER**

C.P.Nos.89 and 90 of 2016

Sathiapal Engineers (India) Limited
having registered office at New No.54, Old No.75,
Flat No.1-B, Coral Crystal Apartments,
New Avadi Road, Kilpauk,
Chennai – 600 010,
represented by its Director
Mr.Kumaran Sathiapal

.. Petitioner in C.P.No.89 of 2016
/ Demerged Company

Sathiapal Constructions Private Limited
having registered office at New No.54, Old No.75,
Flat No.1-B, Coral Crystal Apartments,
New Avadi Road, Kilpauk,
Chennai – 600 010,
represented by its Director
Mr.Kumaran Sathiapal

.. Petitioner in C.P.No.90 of 2016/
Resulting Company

Petitions filed under Sections 391 to 394 of the Companies Act,
1956 to sanction the Scheme of Arrangement.

For Petitioners : Mr.S.A.Shanmugam

Mr.G.Venkatesan
Central Government Standing Counsel
for Regional Director
Ministry of Company Affairs,Chennai

COMMON ORDER

These Company Petitions are preferred under Sections 391 and 394 of the Companies Act, 1956 for sanctioning the scheme of arrangement (demerger) (in short 'the Scheme') between the Demerged company and the Resulting company with effect from 01st April 2015. The Scheme is appended as Annexure 'C' to the petitions.

2. M/s.Sathiapal Engineers (India) Limited, the petitioner in C.P.No.89 of 2016 is the Demerged Company and M/s.Sathiapal Constrictions Private Limited, the petitioner in C.P.No.90 of 2016 is the Resulting Company.

3. A perusal of the record shows that the respective petitioner companies have complied with the formalities as prescribed under the Companies Act and the Rules framed therein. The affidavits of the equity shareholders giving their consent to the scheme is appended as

Annexure 'F' to these petitions. By order dated 23.02.2016 in C.A.Nos.166 and 167 of 2016, this Court dispensed with the convening, holding and conducting of the meeting of the shareholders of the Demerged Company as well as the Resulting Company for the purpose of considering and if thought fit approving with or without modification the scheme. It is stated that there are no secured creditors as far as the Demerged company as well as Resulting Company are concerned and the certificate of the Chartered Accountant confirming the same is annexed as Annexure 'E' to these petitions.

4. The Board of Directors of the Demerged Company and the Resulting company vide its resolution dated 20th April, 2015, considered and approved the scheme and the copy of the Board resolution is appended as Annexure 'D' to these petitions.

5. The petitioners state that no investigation proceedings are pending against the petitioner companies under Sections 235 to 251 or any other provisions of the Companies Act, 1956.

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

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

7.1. 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.

8. Consequently, there shall be an order approving the scheme of arrangement (demerger) of the Demerged company, viz., M/s.Sathiapal Engineers India Limited, the petitioner in C.P.No.89 of 2016 with the Resulting company, viz., M/s.Sathiapal Constructions Private Limited, petitioner in C.P.No.90 of 2016, as provided in

Annexure "C" in these petitions with effect from 1st April 2015, as per the procedure laid down under sections 391 and 394 of the Companies Act.

8.1. 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.

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

10. The above petitions are disposed of in the aforementioned terms.

Index : Yes / No
Internet: Yes

01.06.2016

RAJIV SHAKDHER,J.

gg

Pre-Delivery Order in
C.P.Nos.89 and 90 of 2016

01.06.2016