

IN THE HIGH COURT OF JUDICATURE AT MADRAS

RESERVED ON : 28.04.2016

DELIVERED ON : 01.06.2016

Coram

The Honourable **Mr.Justice RAJIV SHAKDHER**

C.P.Nos.92 and 93 of 2016

Roverco Apparel Company Private Limited,
37, T.T.K.Road, Alwarpet,
Chennai – 600 018
rep. By its Authorised Signatory,
Mr.Kumaraswamy Babu

.. Petitioner in C.P.No.92 of 2016/
Demerged Company

Estra Enterprises Private Limited
6th Floor,Tower C, Tek Meadows,
No.51, Rajiv Gandhi Salai (OMR),
Sholinganallur,
Chennai – 600 119,
rep. By its Authorised Signatory
Mr.Sakthivel

.. Petitioner in C.P.No.93 of 2016/
Resulting Company

Petitions filed under sections 391 to 394 of the Companies Act,
1956 to sanction the scheme of arrangement (demerger).

For Petitioners : Mr.K.Ramasamy

Mr.G.Venkatesan
for Regional Director
Ministry of Company Affairs
Chennai

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 Scheme) between the Demerged company and the Resulting company with effect from 1st April 2015. The Scheme is appended as Annexure '5' to these petitions.

2. The petitioner in C.P.No.92 of 2016 is the Demerged Company and the petitioner in C.P.No.93 of 2016 is the Resulting Company.

3. A perusal of the records show 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 '7' to these petitions. By order dated 23.02.2016 in C.A.Nos.159 to 163 of 2016, this Court dispensed with the convening, holding and conducting of the meeting of the equity shareholders of both the Demerged Company as well as Resulting Company and preference shareholders of the Demerged Company and the secured creditors of both the Demerged Company and Resulting Company for the purpose of considering and if thought fit approving with or without modification the scheme involving arrangement.

3.1. Chartered Accountants certificate has been filed stating that the Demerged Company has one secured creditor and the same is appended as Annexure '8' to C.P.No.92 of 2016, and that, the no objection of the secured creditor has been obtained, which is appended as Annexure '9' to C.P.No.92 of 2016. Chartered Accountants certificate has been filed stating that the Resulting Company has three secured creditors and the same is appended as Annexure '8' to C.P.No.93 of 2016, and that, the no objection of the secured creditors has been obtained, which is appended as Annexure '9' to C.P.No.93 of 2016.

4. The Board of Directors of the Demerged Company and the Resulting company vide its separate resolution of even date, i.e., 23rd October, 2015, considered and approved the scheme and the copy of the Board resolution is appended as Annexure '4' 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.Roverco Apparel Company Private Limited, petitioner in C.P.No.92 of 2016 with the Resulting company, viz., M/s.Estra Enterprises Private Limited, petitioner in C.P.No.93 of 2016 as provided in Annexure "5" 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.

01.06.2016

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Index : Yes / No

Internet : Yes

RAJIV SHAKDHER,J.

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Common Order in

C.P.Nos.92 and 93 of 2016

01.06.2016