

HONOURABLE SRI JUSTICE CHALLA KODANDA RAM

COMPANY PETITION No.97 OF 2016

ORDER:

This petition is filed under Sections 391 and 394 of the Companies Act, 1956 (for short, "the Act"), seeking approval of the scheme of amalgamation as consented by the shareholders of the petitioner Company/Transferor Company .

The petitioner/transferor company was incorporated on 27.05.2008. The authorised share capital of the company is Rs.57,00,000/- divided into 5,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up capital of the transferor company is Rs.31,43,490/- divided into 2,52,362 equity shares of Rs.10/- each and 61987 0.01% convertible preference shares of Rs.10/- each and the entire share capital is held by the transferee company and its nominees.

The objects of the petitioner company is to co-generate power with the help of all types of Bio-gases, Bio Liquids which has come in the process of manufacturing Molasses, Rectified Spirit, Ethanol, Extra Neutral Alcohol and supply Electricity by setting up power plant for the purpose of Light, heat, Motive Power and for all other purposes for which Electric Energy can be employed to carry on and co-generate power for captive consumption for any industrial projects promoted by this company or promoter companies etc.

This Court vide order dated 23.12.2015 in Company Application No.1906 of 2015 dispensed with the meeting of the share holders and appointed a Chair Person to convene the meeting of the secured creditors and unsecured creditors and the Chair Person has filed his report and the same was taken on file. On 28.03.2016, this Court, in the instant company petition, ordered notice to the Regional Director, South East Region, Ministry of Corporate Affairs, Hyderabad and the Official liquidator attached to the Company Court. The petitioner was

directed to cause publication of notice of scheme of amalgamation in Business Standard (English) and Andhra Bhoomi (Telugu) daily newspapers of Hyderabad editions. The petitioner submits that notices on the statutory authorities were served and the advertisement was published in the newspapers on 07.04.2016. Necessary proofs as required were filed before this Court evidencing the above aspects.

When the matter is taken up, the learned counsel for the petitioner has reiterated the contents in the petition. No objections were received from any quarter. There was a compliance of the convening of the share holders meeting and all other interested parties and there being no objections received from any quarter and the petitioner has satisfied the required parameters as noticed by the Supreme Court in **MIHEER H.MAFATLAL V. MAFATLAL INDUSTRIES LIMITED**^[1].

Learned counsel appearing for the statutory authorities have reported no objections for the proposed scheme of amalgamation.

I have considered the material available on record, the principles of law enunciated by the Apex Court in **Miheer H.Mafatlal's** case (1 supra) and the conclusions/recommendations of the statutory authorities through their reports.

Having regard to the above material/reports, this Court is of the opinion that the proposed scheme of amalgamation is in conformity with the provisions of the Act. The scheme does not affect the interest of stakeholders and the public or public interest and is intended to further the business interests of transferor for more profit and maximum utilization of available resources. Therefore, the scheme of amalgamation approved in the meeting of Board of Directors of transferor company on 26.10.2015 is sanctioned and the appointed date was fixed as 1.3.2016. The transferor company viz., M/s. Shasta Bio-Fuels Private limited, is ordered to be dissolved without going through the process of

Company Petition is ordered accordingly.

Date:04.08.2016.

HON'BLE SRI JUSTICE CHALLA KODANDA RAM

—

COMPANY PETITION No.97 OF 2016

-
-
-
-

Date:04.08.2016.

Gk.

[\[1\]](#) 1996(87) Company Cases 792,