IN THE HIGH COURT OF PUNJAB AND HARYANA AT CHANDIGARH

CP No.219 of 2016 (O&M)
Date of Decision: 22.11.2016

IN THE MATTER OF:

SCHEME OF ARRANGEMENT/AMALGAMATION BETWEEN

C. Mohan Knittings Private Limited

. . . . Transferor Company

And

C. Mohan Fabrics Private Limited

....Transferee Company

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CORAM: HON'BLE MR.JUSTICE RAKESH KUMAR JAIN.

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Present: - Mr.Karanveer Jindal, Advocate,
for the petitioner-companies.

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RAKESH KUMAR JAIN, J.

This petition is filed under Section 391 of the Companies Act, 1956 [for short 'the Act'] read with Rules 6 & 9 of the Companies (Courts) Rules, 1959 [for short 'the Rules], duly supported by affidavit of the Petitioner-Companies, seeking dispensation of the meetings of the Equity Shareholders of the Transferor and Transferee Companies for sanctioning of the Scheme of Arrangement/Amalgamation (Annexure P-1) [for short 'the Scheme'].

The registered office of the Transferor and Transferee Company is situated at Ludhiana, Punjab.

The main objects of the Transferor and Transferee Company are detailed in its respective Memorandum and Articles of Association, which are annexed with the petition as Annexures P-2 and P-8.

The Board of Directors of Transferor and Transferee Companies have approved the Scheme in their respective meetings held on 20.10.2016 vide Resolution annexed with the petition as Annexures P-4 & P-10, respectively.

As per the Audited Balance Sheet for the period ending 31.3.2016, the authorized share capital of the Transferor Company is ₹1,50,00,000/- (Rupees One Crore Fifty Thousand Only) divided into 15,00,000 Equity Shares of ₹10/- each. The issued, subscribed and paid-up capital of the Transferor Company is ₹1,50,00,000/- divided into 15,00,000 equity shares of ₹10/- each.

As per the Audited Balance Sheet for the period ending 31.3.2016, the authorized share capital of the Transferee Company is ₹3,00,00,000/- (Rupees Three Crore Only) divided into 30,00,000 equity Shares of ₹10/- each. The issued, subscribed and paid-up capital of the Transferee Company is ₹2,79,00,000/- divided into 27,90,000 Equity shares of ₹10/- each fully paid up.

As on 30.09.2016, the Transferor Company has 20 (Twenty) Equity Shareholders, as per the list along with their NOC/affidavits attached with the petition as Annexure P-5 (Colly).

As on 30.9.2016, the Transferor Company has 'Nil' Secured and Unsecured Creditors. A certificate in this regard issued by M/s Anup Kumar Jain & Co., Chartered Accountants, Ludhiana attached with the petition as Annexure P-6.

It is averred in the petition that as on 30.9.2016, the Transferee Company has 10 (Ten) Equity Shareholders. A list in this regard along with the NOC/affidavits is attached with the petition as Annexure P11 (Colly).

As per the Audited Balance Sheet for the year ending on 31.3.2016, the Transferee Company has ‘Nil’ Secured and Unsecured Creditors. A certificate in this regard issued by Anup Kumar Jain & Co., Chartered Accountants, Ludhiana is attached with the petition as Annexure P-12.

Thus, in view of the consents given by all the Equity Shareholders of the Transferor and Transferee Companies, convening of their meetings are hereby ordered to be dispensed with.

Since, there are no Secured and Unsecured Creditors of the Transferor and Transferee Companies, there is nothing to convene their meeting.

Learned counsel for the petitioner-Companies has prayed that the present petition be treated as Second Motion petition seeking sanctioning of the Scheme. The prayer made by the counsel for the petitioner-Companies is hereby declined.

The first motion petition is disposed of accordingly. The Petitioner-Companies shall now be at liberty to move second motion petition.

(RAKESH KUMAR JAIN)
22.11.2016 **JUDGE**

Vivek

Whether speaking/reasoned *Yes/No*

Whether reportable *Yes/No*