

**IN THE HIGH COURT OF PUNJAB AND HARYANA AT  
CHANDIGARH**

**\*\*\*\*\***

***CP No.58 of 2016 (O&M)***  
***Date of Decision:-27.09.2016***

**\*\*\*\*\***

Escon Builders Private Limited

..... Transferor Company

***And***

Allwin Constructions Private Limited

..... Transferee Company

**\*\*\*\*\***

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

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**Present: -** Mr.Alok Kumar Jain, Advocate,  
for the petitioners.

Mr.Deepak Aggarwal, Advocate, with  
Mr.D.K. Singh, Official Liquidator.

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**RAKESH KUMAR JAIN, J.**

Vide order dated 25.4.2016, meetings of the Equity Shareholders and Unsecured Creditors of the Transferor and Transferee Companies were dispensed with and notice was issued to the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi. Notice was also directed to be published in the newspapers, namely 'Indian Express' [English], 'Dainik Bhaskar' [Hindi] as well as in the Official Gazette of UT, Chandigarh.

Pursuant to the aforesaid order, Mr.Narender Kumar Bhola, Regional Director has submitted his report by way of representation/affidavit dated 30.08.2016 in which objection has been raised in respect of non-mentioning of relevant Accounting Standard and typographical error in para

12.1 of the Scheme wherein name of the Transferee Company is mentioned in place of Transferor Company at the end of the sentence.

During the course of hearing, two undertakings by way of affidavits dated 26.9.2016 of Ashok Kumar Garg and Aditya Aggarwal, Authorised Signatories of the Transferor Company and Transferee Company, respectively, have been filed. Contents of para No.2 & 3 of both the aforesaid affidavits of the Transferor and Transferee Company are same and are reproduced as under: -

“2. *That the deponent being duly authorized to execute this affidavit humbly submits that the objections raised by the Regional Director in para 12 of the report with regard to non-mentioning of the accounting standard issued by the Institute of Chartered Accountants of India, the deponent hereby undertakes that the company shall apply the relevant accounting standard as applicable to the companies upon the scheme being sanctioned.*

3. *That the objection raised by the Regional Director in para 13 of the report with regard to the typographical error in the name of the Transferee Company in place of Transferor Company is admitted. The necessary correction may kindly be permitted and the name of the Transferor Company i.e. M/s Escon Builders Pvt. Ltd. be read instead of*

*Allwin Constructions Pvt. Ltd. The correct sub para 12.1 would read as under: -*

*“The Allwin Construction Private Limited shall issue 0.89 Equity Shares of Rs.10/- each fully paid to the shareholder of Escon Builders Private Limited against 1 (One) Equity share of Rs.100/- each of Escon Builders Private Limited.”*

The explanation submitted by Ashok Kumar Garg and Aditya Aggarwal, authorized signatories of the Transferor and Transferee Companies, respectively, meets with the queries raised by the Regional Director. Since, there is a typographical error in the name of the Transferee Company in place of Transferor Company in last line of sub-para 12.1 of the Scheme, therefore, the same be read as Escon Builders Private Limited instead of Allwin Construction Private Limited.

It is averred in the petition that no proceedings are pending under Sections 235 to 251 of the Companies Act, 1956 against the Transferor or Transferee Company.

For the reasons mentioned hereinabove and keeping in view the procedural requirement as contemplated under the Act and the Rules, report of the Regional Director and the undertakings given by both the Signatories of the Transferor and Transferee Company by way of affidavits, the Scheme of Arrangement (Demerger) between the Transferor and Transferee Company is hereby sanctioned and as a result thereof, the assets and liabilities of “Identified Business of Showroom” of the Transferor Company shall stand vested in the Transferee Company. The Scheme shall be binding

on the Transferor and Transferee Company, their respective Shareholders, Creditors and all concerned.

Let formal order of sanction of the Scheme of Arrangement (Demerger) be drawn, in accordance with law and its certified copy be filed with the Registrar of Companies within 30 days from the date of receipt thereof.

A notice of the order be published in 'Indian Express' (English) and 'Dainik Bhaskar' (Hindi), both Chandigarh Editions and in the Official Gazette of U.T. Chandigarh.

Any person interested shall be at liberty to apply to the Court for any direction(s) as per law.

Learned counsel for the Petitioner-Companies stated that the Petitioner-Companies would voluntarily deposit a sum of ₹50,000/- in the Common Pool Fund Account of the Official Liquidator within four weeks. The statement is accepted.

Disposed of accordingly.

27.09.2016

*Vivek*

(RAKESH KUMAR JAIN)  
JUDGE

*Whether speaking/reasoned*

*Yes/No*

*Whether reportable*

*Yes/No*