



IN THE HIGH COURT OF JUDICATURE AT MADRAS

DATED: 20.06.2025

WEB COPY

CORAM:

THE HONOURABLE MR. JUSTICE SENTHILKUMAR RAMAMOORTHY

Comp.A.Nos.215 to 218 of 2024
in C.P.No.57 of 1995

G.Kalyana Raman
Plot No.15, Veeralakshmi Nagar Main Road,
Old Perungalathur,
Chengalpattu District.

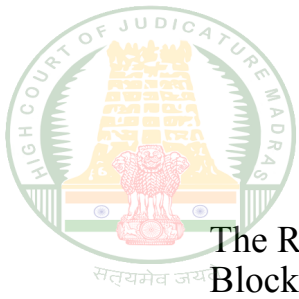
.. Applicant

vs.

1. M/s. Krishna Fabrications Private Limited,
Represented by its Directors,
1.Mr.Arun Chowdri,
2. Mr.Akash Chowdri,
3. Surinderkumar Chowdri,
6-A, Phase I, Peenya Industrial Area,
Bengaluru-560 058.

2. M/s.Jones Foundations Private Limited,
Represented by its Director, M.Jones,
Registered Office at No.2,
Moovarasampet Main Road,
Madipakkam, Chennai-600 091.

3. The Registrar



WEB COURT

The Registrar of Companies,
Block No.6, B wing Shastri Bavan,
2nd Floor, No.26, Haddows Road,
Chennai-600 006.

4. The Sub-Registrar
The Sub-Registrar Office,
Guduvancherry-603 202.

.. Respondents

Prayer in Comp.A.No.215 of 2024: Company Application is filed under Order XIV Rule 8 of Original Side Rules Read With Rule 6, Rule 9 of Companies Rules, 1959, to set aside the sale deed dated 12.07.2021 registered as document no.8589 of 2021 executed by the 1st respondent in favour of the 2nd respondent at 4th respondent.

Prayer in Comp.A.No.216 of 2024 : Company Application is filed under Order XIV Rule 8 of Original Side Rules Read With Rule 6, Rule 9 of Companies Rules, 1959, to set aside the Strike Off impugned order reference No. ROC / CHN / S.20 / 8 / PVT.PVB. ACT.DOR/STK-5 dated 10.07.2017 passed by the 3rd respondent and consequently to direct the 3rd respondent to restore and register the Name of Company M/s.Auto Fabs Private Limited No.U34103tn1979ptc007871 to activate under Section 252(3) of the Companies Act, 2013 with effect from the date of its strike off, i.e.10.07.2017.

Prayer in Comp.A.No.217 of 2024 : Company Application is filed under Order XIV Rule 8 of Original Side Rules Read With Rule 6, Rule 9 of Companies Rules, 1959, to set aside the Deed of Amalgamation for



recording the scheme of amalgamation dated 12.07.2021 registered as document no.8588 of 2021 at fourth respondent.

WEB COPY

Prayer in Comp.A.No.218 of 2024 : Company Application is filed under Order XIV Rule 8 of Original Side Rules Read With Rule 6, Rule 9 of Companies Rules, 1959, to declare the applicant as a director of the company M/s.Auto Fabs Private Limited under section 152(i) of the Companies Act, 2013.

For Applicant : Mr.V.R.Kamalanathan
for Mr.R.Manibarathi

For R1 : Mr.S.R.Rajagopal, Senior Counsel
for Mr.C.Deepak Kumar

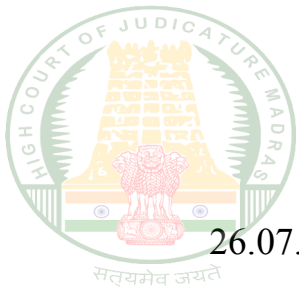
For R2 : Mr.V.P.K.Gowtham

For R3 : Mr.C.Samivel, SPC

For R4 : Mr.P.Anandan, Govt. Advocate

COMMON ORDER

A company under the name and style of Auto Fabs Private Limited (Auto Fabs) approached this Court in relation to the sanction of a scheme of amalgamation. The said scheme of amalgamation envisages the transfer of all assets and liabilities of the said company to Krishna Fabrications Private Limited/transferee company (Krishna Fabrications). The scheme of amalgamation was sanctioned by this Court by order dated



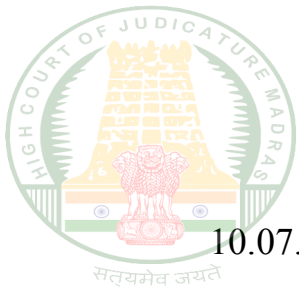
WEB COURT

26.07.1995 in C.P.No.57 of 1995. The said order refers to order dated

20.12.1994 in Comp.A.No.1308 of 1994 permitting the company to hold

a meeting of its shareholders to consider the scheme of amalgamation, as approved by the board of directors. The order proceeds to record that the report of the Chairman of the shareholders meeting was examined and that it was recorded therein that the scheme of amalgamation had been approved unanimously by the shareholders. A separate meeting of the creditors of the company was held on 27.01.1995. As per the report dated 27.01.1995 of the Chairman of the said meeting, the creditors also approved the scheme of amalgamation unanimously. Thereafter, upon receipt of a report from the Official Liquidator stating that the affairs of the transferor company were not being conducted in a manner prejudicial to the interest of the members and public interest, by order dated 12.02.1996 in C.P.No.57 of 1995, Auto Fabs was ordered to be dissolved without being wound up.

2. Almost three decades later, the present applications have been presented seeking to : set aside the deed of amalgamation registered as document no.8588/2021; set aside the sale deed dated 12.07.2021 registered as document no.8589/2021; set aside the order dated



WEB COPY

10.07.2017 striking off the name of Auto Fabs and to consequently restore the said company in the register of companies; and declare the applicant as a director of Auto Fabs.

3. All these applications are filed on the basis that the applicant was one of the directors and shareholders of the Auto Fabs. The applicant asserts that proceedings relating to the sanction of the scheme of amalgamation were initiated without his knowledge and consent. Learned counsel for the applicant submits that the amalgamation deed was registered only on 12.07.2021 although the scheme of amalgamation was sanctioned on 26.07.1995. He further submits that by virtue of the scheme, an immovable property of considerable value was transferred to Krishna Fabrications and thereafter to a third party. Hence, he submits that the applicant is entitled to the reliefs claimed.

4. In response, learned senior counsel for the 1st respondent submits that the applicant has failed to establish his *locus standi*. He further submits that the applicant has not challenged the sanctioning of the scheme of amalgamation and has merely challenged actions consequential thereto. By referring to a list of cases filed by the applicant



WEB COPY

herein, learned senior counsel submits that the applicant is indulging in forum shopping and filed these applications after his earlier cases were either withdrawn or dismissed by the fora approached by the applicant.

5. The procedure for sanction of a scheme of amalgamation under Sections 391 to 394 of the Companies Act, 1956 envisages an application by the company concerned requesting the Court to convene meetings of shareholders and creditors. Such applications are required to be filed after the board of directors of the company concerned approves the scheme of amalgamation. If satisfied, the Court proceeds to convene meetings of the shareholders and creditors. The statute prescribes a specific majority of creditors and shareholders who are required to approve the scheme. Reports are also called for from the Regional Director, Ministry of Corporate Affairs and the Official Liquidator. Upon considering the reports of the Chairpersons of the meetings and the above mentioned reports, the scheme is sanctioned.

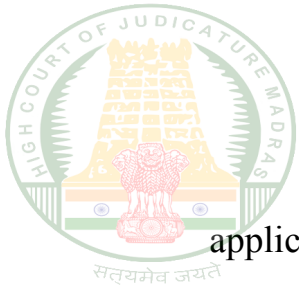
6. In this case, the order dated 26.07.1995 discloses that Comp.A.No.1308 of 1994 was filed requesting the Court to convene a meeting of the shareholders of the company. After the conclusion of such



WEB COPY

meeting, the report of the Chairperson was placed before this Court. After noticing that the shareholders had unanimously approved the scheme, the scheme was sanctioned. Subsequently, upon receipt of the report of the Official Liquidator stating that the affairs of the transferor company had not been conducted in a manner prejudicial to the interest of the members and public interest, by order dated 12.02.1996, the transferor company was directed to be dissolved.

7. In the above circumstances, apart from providing an acceptable explanation for the inordinate delay in filing these applications, the applicant should have placed on record evidence that the above mentioned board and shareholders' meetings were not duly conducted. The affidavit in support of these applications does not contain such explanation for the delay of almost 30 years. Any evidence of the board and shareholder meetings not being duly convened is conspicuous by its absence. In addition, as pointed out by learned senior counsel for the 1st respondent, the applicant has not challenged the orders sanctioning the scheme or requested for reconsideration thereof and has only challenged actions consequential thereto. Significantly, the scheme of amalgamation was also sanctioned by the High Court of Karnataka, whereas the



WEB COPY

applicant seeks to nullify the scheme without approaching the said High Court. For all these reasons, these applications are misconceived and liable to be dismissed.

8. Therefore, Comp.A.Nos.215 to 218 of 2024 are dismissed without any order as to costs.

20.06.2025

Index : Yes / No

Internet : Yes / No

Neutral Citation: Yes / No

kj

To

1. The Registrar
The Registrar of Companies,
Block No.6, B wing Shastri Bavan,
2nd Floor, No.26, Haddows Road,
Chennai-600 006.

2. The Sub Registrar
The Sub Registrar Office,
Guduvancherry-603 202.



WEB COPY



SENTHILKUMAR RAMAMOORTHY,J.

kj

Comp.A.Nos.215 to 218 of 2024
in C.P.No.57 of 1995

20.06.2025