

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH - II, CHENNAI**

CA(CAA)/28(CHE)/2024

Filed Under Sections 230 to 232 of the Companies Act, 2013

*In the matter of Scheme of Amalgamation
Between*

DEVI PAPER TUBES PRIVATE LIMITED

Having Registered Office at,
SF No.274/8A, Anna Private Industrial Estate,
Vilankuruchi Road, Thaneer Pandal,
Coimbatore – 641 035.
Represented by its Director
Mr. Sanjan Balan

... 1st Applicant / Transferor Company

And

DEVI THREAD PROCESSORS PRIVATE LIMITED

Having Registered Office at,
SF No.274/8A, Anna Private Industrial Estate,
Vilankuruchi Road, Thaneer Pandal,
Coimbatore – 641 035.
Represented by its Director
Mr. Sanjan Balan

... 2nd Applicant / Transferee Company

CORAM

**JYOTI KUMAR TRIPATHI, MEMBER (JUDICIAL)
RAVICHANDRAN RAMASAMY, MEMBER (TECHNICAL)**

Present:

*For Applicant(s) : Mr.S.Eshwar, Advocate
Ms.Anchal, Advocate*

Order Pronounced on 26th July 2024

ORDER

(Hearing conducted through VC)

This is a Joint Company Application viz., filed by the Applicant

Companies, namely **DEVI PAPER TUBES PRIVATE LIMITED** (hereinafter referred

to as “Transferor Company”) and **DEVI THREAD PROCESSORS PRIVATE LIMITED** (hereinafter referred to as “Transferee under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Composite Scheme of Amalgamation (hereinafter referred to as the “SCHEME”) proposed by the Applicant Companies. The said Scheme is also appended as “**Annexure G**” to the application.

2. **SCHEME PROCEDURE:** The Scheme of Amalgamation provides for the merger of Transferor Company on a going concern basis into the Transferee Company and the consequent payment of consideration by the Transferee Company to the shareholders of the Transferor Company.

3. The Applicant Companies in this Company Application has sought for the following reliefs;

	EQUITY SHAREHOLDERS	SECURED CREDITORS	UNSECURED CREDITORS
TRANSFEROR COMPANY	To dispense with meeting	To dispense with meeting	To dispense with meeting
TRANSFEREE COMPANY	To dispense with meeting	To dispense with meeting	To dispense with meeting

4. **THE TRANSFEROR COMPANY:** The Transferor Company is the Private Limited Company converted from partnership firm under the Companies Act, 1956. The Registered Office of the Transferor Company is at SF No.274/8A, Anna Private Industrial Estate, Vilankuruchi Road, Thaner Pandal, Coimbatore – 641 035. The authorised and paid up share capital of the Transferor Company is as follows:-

Particulars	Rupees
<u>Authorised share capital</u> 11,500 Equity Shares of Rs.10/- each	1,15,000
<u>Issued subscribed and paid up</u> 11,500 Equity shares of Rs.10/-each	1,15,000

MAIN OBJECTS OF THE TRANSFEROR COMPANY IN BRIEF: To carry on the business of manufacturers, importers, exporters suppliers and dealers of all kinds of paper tubes and other allied products of sewing threads, rattling, tube winding and finishing of threads. The complete details of the main objects are described in the Memorandum of Association placed along with the application. The Transferor Company has filed its Audited Financial Statements as on 31.03.2023 and the provisional balance sheet as on 29.02.2024.

5. **THE TRANSFEREE COMPANY:** The Transferee Company is the Private Limited Company which was incorporated on 24.03.200 under the Companies Act, 1956. The Registered Office of the Transferee Company is

at SF No.274/8A, Anna Private Industrial Estate, Vilankuruchi Road, Thaner Pandal, Coimbatore – 641 035. The authorised and paid-up share capital of the Company is as follows:-

Particulars	Rupees
<u>Authorised share capital</u> 30,00,000 Equity Shares of Rs.10/- each	30,00,000
<u>Issued subscribed and paid up</u> 26,83,755 Equity shares of Rs.10/-each	2,68,37,550

MAIN OBJECTS OF THE TRANSFEREE COMPANY IN BRIEF: To carry on the business of manufacturers of all kinds of paper tubes, paper cones, sewing threads, and products of all kinds in the manufacture of which paper and thread is used. The complete details of the main objects are described in the Memorandum of Association placed along with the application. The Transferee Company has filed its Audited Financial Statements as on 31.03.2023 and the provisional balance sheet as on 29.02.2024.

6. The Board of Directors of the Applicant Companies vide meeting held on **15.11.2023** had unanimously approved the proposed Scheme as contemplated above and copies of resolutions passed thereon have been placed on record by the applicant companies.

7. The Statutory Auditors of the Applicant Companies have examined the Scheme in terms of provisions of Sec. 232 of Companies Act, 2013 and the rules made thereunder and certified that the Accounting Standards are

in compliance with Section 133 of the Companies Act, 2013. The said Certificates of the Statutory Auditors in this regard is placed at Page No. 388 to 389 of the Applicant Companies typed set of Documents filed along with the application.

8. Taking into consideration the application filed by the Applicant Company and the documents filed therewith as well as the position of law, this Tribunal propose to issue the following directions: -

A. IN RELATION TO TRANSFEROR COMPANY

I. EQUITY SHAREHOLDERS

- (i) There are **Two (2)** Equity Shareholders, whose consent affidavits are placed as **Pgs.236-241** and the Certificate issued by the Chartered Accountant certifying the list of Equity Shareholders is placed as **Pg.235** of the typed set filed with the application. It has sought dispensation with holding of meeting.
- (ii) Since it is represented by the Transferor Company that there are **Two (2)** Equity Shareholders in the Company whose consents by way of Affidavits have been obtained and are placed on record, the necessity of convening, holding and conducting the meeting is *dispensed with*.

II. SECURED CREDITORS

- (i) There are **Two (2)** Secured Creditors, whose consent affidavits are placed as **Pgs.253-258** and the Certificate issued by the Chartered Accountant certifying the list of Secured Creditors is placed as **Pg.252** of the typed set filed with the application. It has sought dispensation with holding of meeting.
- (ii) Since it is represented by the Transferor Company that there are **Two (2)** Secured Creditors in the Company whose consents by way of Affidavits have been obtained and are placed on record, the necessity of convening, holding and conducting the meeting is *dispensed with*.

III. UNSECURED CREDITORS:

- (i) There are **Four (4)** Unsecured Creditors, whose consent affidavits are placed as **Pgs.281-294** and the Certificate issued by the Chartered Accountant certifying the list of Unsecured Creditors is placed as **Pg.279** of the typed set filed with the application. It has sought dispensation with holding of meeting.
- (ii) Since it is represented by the Transferor Company that there are **Four (4)** Unsecured Creditors in the Company whose

consents by way of Affidavits have been obtained and are placed on record, the necessity of convening, holding and conducting the meeting is *dispensed with*.

B. IN RELATION TRANSFEREE COMPANY

I. EQUITY SHAREHOLDERS

- (i) There are **Two (2)** Equity Shareholders, whose consent affidavits are placed as **Pgs.243-251** and the Certificate issued by the Chartered Accountant certifying the list of Equity Shareholders is placed at **Pg.242** of the typed set filed with the application. It has sought dispensation with holding of meeting.
- (ii) Since it is represented by the Transferee Company that there are **Two (2)** Equity Shareholders in the Company whose consents by way of Affidavits have been obtained and are placed on record, the necessity of convening, holding and conducting the meeting is *dispensed with*.

II. SECURED CREDITORS

- (i) There are **Five (5)** Secured Creditors, whose consent affidavits are placed as **Pgs.261-278** and the Certificate issued by the

Chartered Accountant certifying the list of Secured Creditors is placed at **Pg.259** of the typed set filed with the application. It has sought dispensation with holding of meeting.

- (ii) Since it is represented by the Transferee Company that there are **Five (5)** Secured Creditors in the Company whose consents by way of Affidavits have been obtained and are placed on record, the necessity of convening, holding and conducting the meeting is *dispensed with*.

III. UNSECURED CREDITORS:

- (i) There are **One Hundred and Twenty-Two (122)** Unsecured Creditors. The Certificate issued by the Chartered Accountant certifying the list of Unsecured Creditors is placed at **Pg.295** of the typed set filed with the application. . Consent by way of Affidavit given by **20** Unsecured Creditors who holds **91.73%** of total Unsecured Credit is also placed on record and has sought dispensation with holding of meeting.
- (ii) Since it is represented by the Transferee Company that there are **Four (4)** Unsecured Creditors in the Company. About 20 Unsecured creditors holding **91.73%** of the Unsecured Credit gave their consents by way of Affidavits which has been

placed on record, and hence the necessity of convening,
holding and conducting the meeting is *dispensed with*.

9. The Applicant Companies are directed to file the Company
Petition(s) within 14 days from the date of receipt of this order.
Accordingly, this application stands **allowed**.

Sd/-
RAVICHANDRAN RAMASAMY
MEMBER (TECHNICAL)

Sd/-
JYOTI KUMAR TRIPATHI
MEMBER (JUDICIAL)