

**Vindhya Spinning Mills Vs. Notapplicable**

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**SooperKanoon Citation :** [sooperkanoon.com/964887](http://sooperkanoon.com/964887)

**Court :** Chennai

**Decided On :** Apr-10-2013

**Judge :** Vinod K.Sharma

**Appellant :** Vindhya Spinning Mills

**Respondent :** Notapplicable

**Judgement :**

IN THE HIGH COURT OF JUDICATURE AT MADRAS DATED:

10. 04/2013 CORAM THE HON'BLE MR.JUSTICE VINOD K.SHARMA  
Comp.A.344 of 2013 M/s.Vindhya Spinning Mills Private Limited FOR  
PETITIONER : KANNAN ORDER: VINOD K. SHARMA,J., M/s.Vindhya Spinning  
Mills Private Limited, transferee company has moved this application for direction  
to convene meeting of equity shareholders of the company for the purpose of  
considering and if thought fit approving with or without modification a scheme of  
amalgamation of the applicant company with M/s.Sree Gnanakshi Chemicals  
Private Limited.

2. The applicant company (hereinafter referred to as the transferee company) was  
incorporated on 13.01.1994 under the provisions of the Indian Companies Act,  
1956. The registered office of the company is situated at No.4, Chairman  
Shanmuga Nadar Road, Sivakasi-626 123, Tamil Nadu,, which is within the  
jurisdiction of this Court.

3. The Board of Directors of the transferee company at its meeting held on 27th February, 2013, has considered and approved the Scheme of Amalgamation of the transferee company with the transferor company, i.e. M/s.Sree Gnanakshi Chemicals Private Limited with effect from 1st March, 2013.

4. On consideration of the application of the transferee company and on hearing Thiru Mr.Thiryambak J.Kannan, Advocate for the applicant and also on reading the affidavit of Mr.V.Ayyan Kodiswaran, S/o.A.Vairaprakasam dated 23rd day of March, 2013 and the exhibit therein referred to as Annexure-4 the copy of proposed scheme of amalgamation, it is ordered as under: i) The meeting of equity shareholders of the applicant company shall be convened and held at the registered office of the applicant company, i.e. No.4, Chairman Shanmuga Nadar Road, Sivakasi-626 123, Tamil Nadu, on 18.05.2013 at 11:00 a.m. for the purpose of considering and if though fit approving with or without modification the scheme of amalgamation proposed to be made between M/s.Vindhya Spinning Mills Private Limited and M/s.Sree Gnanakshi Chemicals Private Limited; ii) At least 21 clear days before the day appointed for the meeting, an advertisement convening the same and stating that copies of the said scheme of arrangement required to be furnished pursuant to Section 393 and forms of proxy can be obtained free of charge at the registered office of the company or at the office of its advocate, be inserted once in the official gazette and once in each of English Daily Business Standard and Tamil Daily Daily Thanthi; iii) In addition, at least 21 clear days before the meeting to be held as aforesaid, a notice convening the said meeting at the place and time aforesaid together with a copy of said scheme of amalgamation under Section 393 and the prescribed form of proxy shall be sent by pre-paid letter post under certificate of posting addressed to each of the equity shareholders at their registered or last known addresses; iv) The advocate for the company do within three days of this date file in Court the form of the advertisement, the notice and the scheme of arrangement to accompany the notice and it shall be settled by the Registrar of this Court; v) Thiru D.Gentley Rathnaraj, Advocate, No.59, Outer Circular Road, Kilpauk Garden Colony, Kilpauk, Chennai-600 010, and failing him, Thiru K.Radhakrishna Murthy, Advocate, Old No.73 (104), Gaudiya Math Road, (Second Floor), Near Gaudiya Mutt, Royapettah, Chennai-600 014, shall be the Chairman of the meeting to be held on 18.05.2013 as aforesaid; vi) The Chairman

appointed for the said meeting do issue the advertisement and send out the notices of the meeting referred to above; vii) The quorum for the said meeting shall be five members in persons or through proxies; viii) The Voting by proxy to be permitted, provided that a proxy in the prescribed form duly signed by the person entitled to attend and vote at the meeting, is filed with the company at its registered office at No.4, Chairman Shanmuga Nadar Road, Sivakasi-626 123, Tamil Nadu, not later than 48 hours before the meeting; ix) The value of each member shall be in accordance with the books of the company and where the entries in the books are disputed, the Chairman shall determine the value for the purpose of the meeting; x) The Chairman do report to this Court the result of the said meeting within ten days of the conclusion of the meeting and the said report shall be verified by his affidavit.

5. The fee of the Chairman is fixed at Rs.30,000/- (Rupees Thirty Thousand only) plus actual expenses incurred by him. 10.04.2013 Index:Yes / No Internet: Yes / No ar Note: Issue order copy on 10.04.2013 VINOD K. SHARMA,J., ar Pre-Delivery Order in Comp.A.No.344 o

2. 2 10.04.2013

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