



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

CA(CAA)/44(CHE)/2023

(filed under Sections 230 to 232 of the Companies Act, 2013)

In the matter of Scheme of Amalgamation

PRIME URBAN DEVELOPMENT INDIA LIMITED

(CIN: L70200TZ1936PLC000001)

Registered Office: -

No.83, 3rd Floor,

Plot No. 4, Avinashi Main Road,

Near Petrol bunk, Asher Nagar, Tirupur-641 603.

Represented by its Director,

Mr.Purusottamdas Patodia.

... Applicant / Transferee Company

AND

CA(CAA)/45(CHE)/2023

(filed under Sections 230 to 232 of the Companies Act, 2013)

ATL TEXTILE PROCESSORS LIMITED

(CIN: U65910TZ1996PLC007068)

Registered Office: -

No.83, 3rd Floor,

Plot No. 4, Avinashi Main Road,

Near Petrol bunk, Asher Nagar, Tirupur-641 603.

Represented by its Director,

Mr.Manoj Kumar Patodia.

... Applicant / Transferor Company - 1

Order Pronounced on 30th November 2023

CORAM

SANJIV JAIN, MEMBER (JUDICIAL)

RAVICHANDRAN RAMASAMY, MEMBER (TECHNICAL)

For Applicant: Mr.R.Vidhya Shankar, Advocate

ORDER

(Hearing Conducted to Video Conferencing)

These applications have been filed by the Applicant Companies, namely **PRIME URBAN DEVELOPMENT INDIA LIMITED** (for brevity "Transferee Company"), **ATL TEXTILE PROCESSORS LIMITED**



(for brevity "Transferor Company-1") 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 Scheme of Amalgamation (hereinafter referred to as the "SCHEME") proposed by the Applicant Companies. The said Scheme is appended as "**Exhibit-P-5**" in the CA(CAA)/44 & 45(CHE)/2023.

2. The Applicant Companies in this Company Application have sought for the following reliefs;

	EQUITY SHAREHOLDERS	PREFERENCE SHAREHOLDERS	UNSECURED LOAN CREDITORS	UNSECURED TRADE CREDITORS
TRANSFeree COMPANY	To Convene Meeting	NA	To dispense with the meeting	To dispense with the meeting.
TRANSFEROR COMPANY-1	To dispense with the meeting	NA	NA	NA

3. Affidavits in support of the present Application sworn for and on behalf of the Applicant Companies have been filed by authorized signatories, details of which are listed hereunder: -

- i) **Mr.Purusottamdas Patodia** on behalf **Transferee Company** in the capacity of the Director.
- ii) **Mr.Manoj Kumar Patodia** on behalf **Transferor Company-1** in the capacity of the Director.

Board Resolutions dated 12.11.2023 authorizing the above persons as Authorized Signatory of the respective companies are placed on



record. It is represented that the Registered Offices of both the Applicant Companies are situated within the territorial jurisdiction of the Bench of this Tribunal and falling within the purview of Registrar of Companies, Coimbatore.

4. The Transferee Company is a Public Listed Company, incorporated on 16.11.1936. The Share Capital of the Transferee Company as on 31.03.2022 is as follows:

PARTICULARS	AMOUNT IN RS.
<u>AUTHORISED CAPITAL</u> 6,25,00,000 equity shares of Rs.2/- each	12,50,00,000
7,50,000 Preference shares of Rs.100/- each	7,50,00,000
TOTAL	20,00,00,000
<u>ISSUED, EQUITY SHARE CAPITAL</u> 2,66,44,300 fully paid up equity shares of Rs.2/- each.	5,32,88,600
<u>SUBSCRIBED AND PAID UP EQUITY SHARE CAPITAL</u> 2,66,43,600 Equity Shares of Rs.2/- each	5,32,87,200
Issued Subscribed and paid-up Preference Share Capital	0

MAIN OBJECTS OF THE TRANSFEREE COMPANY IN BRIEF:

To carry on Real Estate Business of all kinds as principals, agents, dealers, engineers, contractors, architects, developers, consultants or otherwise. The complete details of the main objects are described in the Memorandum of Association placed along with the application.

5. The Transferor Company-1 is the Unlisted Public Company incorporated on 22.03.1996. The Share Capital of the Transferee Company as on 31.03.2022 is as follows:



PARTICULARS	AMOUNT IN RS.
AUTHORISED CAPITAL 12,50,000 equity shares of Rs.10/- each	1,25,00,000
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL 10,37,450 fully paid up equity shares of Rs.10/- each.	1,03,74,500

MAIN OBJECTS OF THE TRANSFEROR COMPANY-1 IN BRIEF:

To carry on business of processing yarns with processes such as mercerisation, bleaching, dyeing, bleachers and dyers of flax, wool, cotton and fabrics made out of such materials. The complete details of the main objects are described in the Memorandum of Association placed along with the application.

6. The Transferor Company-2 bearing CIN: U70104DL2006PTC 153985 is registered in New Delhi, application in respect of Transferor Company-2 will be handled by concerned Bench of this Tribunal at New Delhi.

7. Both the Applicant companies have filed their respective Memoranda and Articles of Association inter alia delineating their object clauses. The Applicant Companies have filed their audited financial Statements as on 31.03.2022.

8. The Board of Directors of the Transferor Company-1 and the Transferee Company in the meeting held on 12.11.2022, have approved the proposed Scheme as contemplated above. Copies of resolutions passed thereon have been placed on record by the companies.



9. The Appointed date as specified in the Scheme is proposed as **01.04.2022**.

10. The Statutory Auditors of both the Applicant Companies have certified that the Accounting Standards are in compliance with Section 133 of the Companies Act, 2013.

11. With respect to Transferor Company-1, it is submitted as under:

(ii) There are **8** (Eight) Equity Shareholders. List of shareholders to this effect is placed on record with the application. Consents by way of Affidavits given by all the Equity Shareholders is also placed on record. It has sought for dispensation of holding of meeting.

(iii) There is **NIL** Secured Creditor. The certificate issued by the Chartered Accountant to this effect is placed at **Page No. 234** of the typed set filed along with the application. Hence the necessity of Convening, holding and conducting the meeting does not arise.

(iv) There is **NIL** Unsecured Creditor. The certificate issued by the Chartered Accountant to this effect is placed at **Page No. 234** of the typed set filed along with the application. Hence the necessity of Convening, holding and conducting the meeting does not arise.

12. With respect to Transferee Company, it is submitted as under:

(i) As per list provided in pages 339-421 of the application there are **4754** (Four Thousand Seven Hundred and Fifty-Four) Shareholders in the Transferee Company and has sought directions to convene meeting.



(ii) There are **2 (Two)** Secured Creditors and the certificate issued by the Chartered Accountants to this effect is filed with the application. Consent affidavit given by all the creditors are placed on record and sought for dispensation with holding of meeting.

(iii) There are **8 (Eight)** Unsecured Creditors. The certificate issued by the Chartered Accountants to this effect is filed with the application. Consent by way of Affidavit given by all the Unsecured Creditors in value is also placed on record. It has sought for dispensation of holding of meeting.

13. Taking into consideration the submissions and the documents on record, this Tribunal issues the following directions: -

A) IN RELATION TRANSFEROR COMPANY-1:

(i) With respect to Equity shareholders:

Since, it is represented that there are **8 (Eight)** Equity Shareholders in the Company whose consents by way of affidavits have been obtained and are placed on record, the necessity of convening and holding a meeting is ***dispensed with.***

(ii) With respect to Secured Creditors:

Since it is represented that there is **NIL** Secured Creditor in the Company, the necessity of Convening, holding and conducting a meeting ***does not arise.***

(iii) With respect to Unsecured Loan Creditors:

Since it is represented that there is **NIL** Unsecured Creditors in the Company, the necessity of Convening, holding and conducting a meeting ***does not arise.***



B) IN RELATION TO TRANSFEREE COMPANY:

(i) With respect to Equity shareholders:

Since it is represented there are **4754** (Four Thousand Seven Hundred and Fifty-Four) Equity Shareholders in the Company. A meeting of the respective shareholders is ordered to be held at **10:00 am** on **19.01.2024**, at the registered office of the Transferee Company or if not convenient at any other suitable place for which prior approval be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) With respect to Secured Creditors:

Since, it is represented that there are **2** (Two) Secured Creditor whose consents by way of affidavits have been obtained and are placed on record, the necessity of convening and holding a meeting is ***dispensed with.***

(iii) With respect to Unsecured Loan Creditors:

Since, it is represented that there are **8** (Eight) Unsecured Creditors whose consents by way of affidavits have been obtained and are placed on record, and hence the necessity of convening and holding a meeting is ***dispensed with.***

14. The quorum for the meetings of the Transferee Company shall be as follows;

COMPANY	CLASS	QUORUM
TRANSFEREE COMPANY	EQUITY SHAREHOLDERS	800

- i) The Chairperson appointed for the above said meeting shall be **Mr.N.P.Vijayakumar**, (Mobile No.9790911370) and would be entitled to fee of **Rs.50,000/-**.



- ii) **Mr.Shreekumar** (Mobile No.9841052625) and is appointed as a Scrutinizer would be entitled to fee of **Rs.25,000/-**. The Chairperson(s) will file the reports of the meeting within a week from the date of holding of the above said meetings.
- iii) In case the quorum, for the above meeting of the Applicant Companies is not present at the meeting, the meeting shall be adjourned by half an hour, and thereafter the person(s) present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the applicant companies at least 48 hours before the meeting. The Chairperson and Alternate Chairperson appointed herein along with Scrutinizer shall ensure that the proxy registers are properly maintained. Every endeavour should be made by the applicant companies to attain at least the quorum fixed, if not more in relation to approval of the scheme.
- iv) The meetings shall be conducted as per applicable procedure prescribed under the MCA Circular MCA General Circular Nos. (i) 20/2020 dated 5th May, 2020 (AGM Circular), (ii) 14/2020, dated 08.04.2020 (EGM Circular-I) and (iii) 17/2020 dated 13.04.2020 (EGM Circular-II); voting by proxy not allowed if the meetings are held through video conferencing.
- v) That individual notices of the above said meetings shall be sent by the Applicant Company through registered post or



speed post or through courier or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, the place and the time as aforesaid, together with a copy of Scheme, copy of explanatory statement, required to be sent under the Companies Act, 2013. The prescribed form of proxy shall also be sent along and in addition to the above any other documents as may be prescribed under the Act or rules may also be duly sent with the notice.

- vi) That the Applicant Company shall publish advertisement with a gap of atleast 30 clear days before the aforesaid meetings, indicating the day, date and the place and time as aforesaid, to be published in the English Daily "Indian Express" (All India Edition), "Navbharat Times" (All India Edition) and "*Dinamani*" Tamil (Tamil Nadu Edition) in Vernacular stating the copies of Scheme, the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013. The form of proxy shall be provided free of charge at the registered office of the respective Applicant Companies.
- vii) The Chairperson shall be responsible to report the result of the meeting within a period of 3 days of the conclusion of the meeting with details of voting on the proposed scheme. Voting % of creditors as per list is to be decided after considering the amount of debt as on the date of voting, which is to be considered by the Chairperson.
- viii) The applicant companies shall further furnish copy of the Scheme free of charge within 1 day of any requisition for the Scheme made by every creditor or member of the



applicant companies entitled to attend the meetings as aforesaid.

- ix) The Authorized Representative of the Applicant Companies shall furnish an affidavit of service of notice of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meetings.
- x) All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.

15. The Application stands **allowed** on the aforesaid terms and is disposed of.

— Sd —

RAVICHANDRAN RAMASAMY
MEMBER (TECHNICAL)

— Sd —

SANJIV JAIN
MEMBER (JUDICIAL)

*Order pronounced under Rule 151 of NCLT Rules 2016, by **Hon'ble Technical Member Ravichandran Ramasamy** on behalf of the Bench Comprising of **Sanjiv Jain, Member (Judicial)** and **Ravichandran Ramasamy, Member (Technical)***


Court Officer