

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

**CP/185/CAA/2017
[CA/91/CAA/2017]**

Under Section 230 to 232 of the Companies Act, 2013

In the matter of Scheme of Amalgamation between

**M/s. Checkpoint Checknet India Private Limited
(Transferor Company)**

With

**M/s. Checkpoint Apparel Labelling Solutions India Private
Limited
(Transferee Company)**

Order delivered on: 15.12.2017

Coram:

K. Anantha Padmanabha Swamy, Member (Judicial)

S. Vijayaraghavan, Member (Technical)

For the Petitioner(s) : *Shri. S. Dhanapal, ACS*

Shri. A. M. Ilango, Advocate

ORDER

Per: K. ANANTHA PADMANABHA SWAMY, MEMBER (J)

1. Under consideration is a Company Petition No: 185/CAA/2017. The Petition has been filed under section 230 of the companies Act, 2013 r/w the companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The purpose of filling the company petition is to obtain sanction to the scheme of Amalgamation (in Short, '**Scheme**') by virtue of which M/s. Checkpoint Checknet India Private Limited (hereafter referred to as

‘**Transferor Company**’) will get merged with M/s. Checkpoint Apparel Labelling Solutions India Private Limited (hereafter referred to as ‘**Transferee Company**’) as a going concern.

2. The Details of Share Capital, Shareholders, Secured & Unsecured Creditors of the Company is as under:

Particulars	Authorised Capital	Issued, S&P Capital	No. of Equity Share-holders	No. of Secured Creditors	No. of Un-secured/ Trade Creditors
Transferee Company	Rs.3,00,00,000	Rs.2,58,02,020	2	Nil	144


3. The Transferor is a Private Limited Company having its registered office situated at 507, Bhikaji Cama Bhawan, Bhikaji Cama Place, New Delhi, 110 066, the same is falling within the jurisdiction of NCLT, New Delhi Bench. The NCLT, New Delhi has to approve the scheme of amalgamation with respect to the Transferor Company. The Transferee Company is a Private Limited Company having their registered offices at AID & AIE, Industrial Complex, Anna Salai, Maramalai Nagar, Chengalpet Taluk, Kancheepuram Dist-603209. It is engaged the business of Manufacture, marketer, distributor, imported, exported, seller of merchandise identification products, barcoded non-barcoded printed pater hangtags, pressure sensitive labels and sew in labels etc. The Board of directors of Petitioner Company vide its resolutions dated 20th Day of September, 2016 approved the said scheme of Amalgamation. ✓

4. This Bench vide its order dated 04th July, 2017, in CA/91/2017 dispensed with convening, holding and conducting of the meeting of equity shareholders and unsecured creditors in respect of the Transferee Company. There are no secured creditors in the Transferee Company. In short the Transferee Company has complied with all the orders passed by this bench.
5. The learned counsel appearing for the Petitioner Company submitted that the rationale and circumstances that have necessitated the proposed scheme are that the amalgamation is in line with the global trends to achieve size, integration and grater financial strength to enhance shareholders wealth; the combination of the operations will create a unique level of integration and will enable substantial savings in cost and will enhance the value of the company. The learned counsel further submitted that the there is no investigation proceedings are pending against the Transferee Company.
6. The Regional Director, Southern Region (In short, '**RD**') in the Report Affidavit (for brevity, '**Report**') dated 22.08.2017 submitted that as per records of ROC, Chennai. Transferee Company is regular in filing its statutory returns and no complaint is pending and no inspection or investigation is pending in respect of the Transferee Company. Clause 7 of the scheme provides for the protection of the interest of the employees of the Transferor Company. Further, the RD submitted that para 8 of his report the scheme proposes to merge the authorised capital of the Transferor Company with that of the Transferee Company. Therefore, the Transferee


Company may be directed to file a MoA and AoA with the ROC, Chennai for records. The RD has not raised any other objection to the scheme under consideration.

7. With regard to above observation made by the RD, the learned counsel submitted that regarding the Authorised share capital of the Transferor and the Transferee capital also gets merged and accordingly, Transferee Company undertakes to comply necessary filling shall be filed with the ROC, Chennai and with the direction as desired by the RD.
8. Further perusal of the scheme shows that the accounting treatment is in conformity with the established accounting standards. In short, there is no apprehension that any of the creditors would lose or be prejudiced if the proposed scheme is sanctioned. The said Scheme of Amalgamation will not cost any additional burden on the stakeholders and also will not prejudicially affect the interests of any class of the creditors in any manner. The Appointed date of the said Scheme is 1st April, 2016.
9. There is no additional requirement for any modification and the Scheme of Amalgamation appears to be fair and reasonable and is not contrary to public policy and not violative of any provisions of law. All the statutory compliances have been made under section 230 to 232 of the Companies Act, 2013. Taking into consideration the above facts, the Company Petition is allowed and the scheme of Amalgamation annexed with the petition is

hereby sanctioned which shall be binding on the members, unsecured creditors and shareholders.

10. While approving the Scheme as above, it is further clarified that this order will not be construed as an order granting exemption from payment of stamp duty or taxes or any other charges, if payable, as per the relevant provisions of law or from any applicable permissions that may have to be obtained or, even compliances that may have to be made as per the mandate of law.
11. The Transferee Company to the Scheme or other person interested shall be at liberty to apply to this Bench for any direction that may be necessary with regard to the working of the said Scheme.
12. A certified copy of this Order shall be filed with Registrar of Companies within 30 days of the receipt of the order.
13. Upon receiving the certified copy of this order and the order of the NCLT New Delhi with respect of the Transferor Company, the ROC, Chennai is directed to receive all documents relating to the Transferor Company to the Transferee Company, so that the files relating to the Transferor Company shall be consolidated with the files and records of the Transferee Company.
14. The Order of sanction of the Scheme shall be prepared by the Registry as per the relevant format provided under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Notified on 14th December, 2016. 

15. Accordingly, the Scheme stands sanctioned and CP/185/CAA/2017 stands disposed of.


(S. Vijayaraghavan)
Member (Technical)


(K. Anantha Padmanabha Swamy)
Member (Judicial)

TJS