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PART - 2

2. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- 2.1 "Act" means the Companies Act, 1956 and includes any statutory modification or re-enactment thereof from time to time and any reference to the provisions of the said Act shall be construed accordingly;
- 2.2 "Appointed Date" means the 1st April, 2012;
- 2.3 "Court" or "High Court" means the Hon'ble High Court of Judicature at Madras or such other Court / Tribunal empowered to sanction the Scheme as per the provisions of the Act;
- 2.4 "Effective Date" means the later of the following dates namely
- a) Certified copies of the Order(s) of the Hon'ble High Court of Judicature at Madras, sanctioning this Scheme of Amalgamation/Merger are filed with the Registrar of Companies, Tamilnadu, Coimbatore; or
 - b) Any other sanction or approval as may be considered necessary by the Board of Directors of the Transferor Company or Transferee Company being obtained.

References in this Scheme to 'upon the Scheme becoming effective' or 'effectiveness of the Scheme' shall mean the 'Effective Date'

- 2.5 "Shareholders" means respectively the persons registered as holders of Equity Shares of the Companies concerned.
- 2.6 "Scheme of Amalgamation/Merger" or "Scheme" or "Scheme of



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Arrangement shall mean this Scheme of Amalgamation of M/s Amarjothi Colour Melange Spinning Mills Limited with M/s Amarjothi Spinning Mills Limited in its present form or with any modification(s) approved, imposed, or directed by the Hon'ble High Court of Judicature at Madras.

2.7 **"Transferor Company"** means **Amarjothi Colour Melange Spinning Mills Limited**, a company originally incorporated as Amarjothi Colour Melange Spinning Mills Private Limited under the Companies Act, 1956; on 4th November, 2009 and subsequently changed to Amarjothi Colour Melange Spinning Mills Limited on 29th January, 2012, having its Registered Office at 157, Kumaran Road, Tirupur – 641601, Tamilnadu.

2.8 **"Transferee Company"** means **Amarjothi Spinning Mills Limited**, a company originally incorporated as Amarjothi Spinning Mills Private Limited under the Companies Act, 1956, on 16th December, 1987 and subsequently changed to Amarjothi Spinning Mills Limited on 27th February, 1992, having its Registered Office at 157, Kumaran Road, Tirupur 641601, Tamilnadu.

2.9 **"Undertaking"** shall mean the business of the Transferor Company on a going concern basis, consisting inter alia of:-

- i. all the assets and properties of the Transferor Company wherever situated, including the right to use such assets and properties, whether movables or immovable, tangible or intangible, land, buildings, plants and machineries, electrical machineries/equipments, offices, capital work-in-progress, rolling stocks, investments, current assets (including inventories, sundry debtors, bills of exchange, loans and advances etc.), vehicles, godowns, stocks and stores, warehouses, furniture, fixtures, office equipments, appliances, accessories, power lines, depots, share of any joint assets, and other facilities and premises;
- ii. all earnest money deposits and/or security deposits paid by the Transferor Company;
- iii. all present and future liabilities including contingent liabilities and



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