

applicant companies, which are otherwise required for considering the composite scheme of arrangement. Under the proposed scheme the Transferor Company Nos.1 and 2 are merging into the Transferee Company and simultaneously, a unit of the Transferee Company is being de-merged to form the Resulting company.

2. The registered offices of all the Applicant companies are situated at Plot No. 19 & 20, LSC, A-Block, Preet Vihar, Delhi, thus, within the jurisdiction of this Court.

3. The Board of Directors of Transferee and both the Transferor companies have passed resolutions on 17th November 2003 whereas of the Resulting company has passed a resolution on 19th November 2007, approving the composite scheme of arrangement between all the applicant companies, copies of which have been filed on record.

4. All the applicant companies have filed their respective Memorandum and Articles of Association along with the application. The audited balance sheets of all the applicant companies as on 31.03.2007 have been filed on record and the Provisional balance sheet as on 31.10.2007 have been filed on record. The balance sheets of resulting company i.e Nirulas Hospitality Services Pvt. Ltd. is not filed as the company has been recently incorporated for the purpose of acquiring the training division of the De-merged company.

5. The Applicant companies have also filed Composite Scheme of Arrangement of De-merger and Amalgamation, the salient features have been incorporated and detailed in the application.

6. The applicants have stated that no proceedings under Sections 235 to 251 of the Act are pending against any of the applicant companies

7. The share exchange ratio of the applicant companies is stated to have been fixed on a fair and reasonable basis on the basis of the valuation report of the chartered accountants, the copies of which have been filed on record.

8. The Applicant/Transferee/Demerged Company was incorporated on 05.06.1974. Its authorized share capital is Rs.50,000,000/-, divided into 50,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up share capital of the Applicant Transferee/Demerged Company is Rs.40,320,000/- divided into 40,32,000 equity shares of Rs.10/- each. Thereafter, further allotment was made by the company in January 2008 and the issued, subscribed and paid up share capital as on date stands increased to Rs.44,910,620/-.

9. The Applicant/Transferee/De-merged company has 4 equity shareholders. All the equity shareholders of the Applicant/Transferee/Demerged Company have given their consents in writing, which have been filed on record. Thus, it is just and equitable to dispense with the requirement of holding of the equity shareholders of the Applicant/Transferee/Demerged Company, which is otherwise required for considering, and if thought fit, approving the scheme of arrangement.

10. The Applicant/Transferee/Demerged Company has 3

secured creditors. Consents of all the secured creditors to the composite scheme of arrangement have been filed. Consequently, it is just and appropriate to dispense with convening the meeting of the secured creditors of the Transferee company to consider the scheme of arrangement .

11. The Applicant/Transferee/De-merged company has 137 Un-Secured Creditors. The applicant has sought the holding of the meeting of its Un-Secured Creditors for considering, and if thought fit, approving the scheme. Considering the facts and circumstances, the meeting of the Un-Secured Creditors of the Transferee company, be held on 10th May 2008 at 11.00 am, at Plot No. 19 & 20, LSC, A-Block, Preet Vihar, Delhi-110092. I appoint Shri Rajeev Masodkar, Advocate Mobile No.9871850037, as the Chairperson and Ms. Meenakshi Singh, Advocate Mobile No.981010752, as the Alternate Chairperson for the meeting of the Un-Secured Creditors of the Transferee company. The quorum for the said meeting shall be 30 Un-Secured Creditors in number constituting 20% in value of the total Un-Secured Debt. The Chairperson and the Alternate Chairperson shall ensure that the notices convening the meeting of Un-secured Creditors of the applicant company along with copies of scheme and statement under Section 393 of the Companies Act, 1956, shall be sent to the Un-secured Creditors of the Transferee company by UPC at their registered or last known addresses at least 21 days before the date appointed for meeting, in their presence or in the presence of their authorized representatives. The notice shall also be published in newspapers 'The Statesman' (English edition) and 'Veer Arjun' (Hindi edition) in terms of

the Companies (Court) Rules, 1959, at least 21 days before the day appointed for the meeting.

12. The Applicant/Resulting Company was incorporated on 19.12.2007. Its authorized share capital is Rs.1,00,000/-, divided into 10,000 equity shares of Rs.10/- each. The issued, subscribed and paid up share capital of the Resulting Company is Rs.1,00,000/- divided into 10,000 equity shares of Rs.10/- each.

13. The Applicant/Resulting Company has 2 equity shareholders. Consents of both the equity shareholders, to the composite scheme of arrangement has been filed. Consequently, it is just and appropriate to dispense with convening the meeting of the equity shareholders of the Resulting company to consider, and if thought fit, approving the scheme of arrangement.

14. The Applicant/Resulting Company does not have any secured and unsecured creditors. Thus, it is just and appropriate to dispense with the requirement of convening the meetings of the secured and unsecured creditors of the Resulting company to consider, and if thought fit, approving the scheme of arrangement.

15. The Applicant/Transferor Company No.1 was incorporated on 11.04.1969. Its authorized share capital is Rs.1,00,000/-, divided into 1,000 equity shares of Rs.100/- each. The issued, subscribed and paid up share capital of the Transferor company no.1 is Rs.1,00,000/- divided into 1000 equity shares of Rs.100/- each.

16. The Transferor Company No.1 has 2 equity shareholders. . Consents of both the shareholders to the scheme of arrangement has been filed. Consequently, it is just and appropriate to dispense with convening the meeting of the equity shareholders of the Transferor company No.1 for considering, and if thought fit, approving the scheme of arrangement.

17. The Applicant/Transferor Company No.1 does not have any secured and unsecured creditors. Thus, it is just and appropriate to dispense with the requirement of convening the meetings of the secured and unsecured creditors of the Transferor Company No.1 to consider, and if thought fit, approving the scheme of arrangement.

18. The Transferor company no.2 was incorporated on 09.09.1941. Its authorized share capital is Rs.50,00,000/-, divided into 4,97,500 equity shares of Rs.10/- each and 25,000 deferred shares of Rs.1/- each amounting to Rs.25,000/-. The issued, subscribed and paid up share capital of the Transferor company no.2 is Rs.44,80,420/- divided into 4,48,042 equity shares of Rs.10/- each. Thereafter, further allotment of shares was made by the company in January 2008 and the issued, subscribed and paid up share capital as on date stands increased to Rs.5,021,200/-.

19. The Transferor Company No.2 has 2 equity shareholders. Consents of both the shareholders to the scheme of arrangement has been filed. Consequently, it is just and appropriate to dispense with convening the meeting of the equity shareholders of the Transferor company No.2 for considering, and if thought fit, approving

the scheme of arrangement.

20. The Applicant/Transferor Company No.2 has 2 secured creditors. Consents of both the secured creditors to the scheme of arrangement has been filed. Consequently, it is just and appropriate to dispense with the requirement of convening the meeting of the secured creditors of the Transferor Company No.2 to consider the scheme of arrangement .

21. The Applicant/Transferor Company No.2 has 143 Un-Secured Creditors. The applicant has sought the holding of the meeting of its Un-Secured Creditors for considering, and if thought fit, approving the scheme. Considering the facts and circumstances, the meeting of the Un-Secured Creditors of the Transferor Company No.2, be held on 10th May 2008 at 12.00 pm, at Plot No. 19 & 20, LSC, A-Block, Preet Vihar, Delhi-110092. I appoint Shri Sandeep Prakash Agarwal, Advocate, Mobile No.981104426, as the Chairperson and Mr. Jasmeet Singh, Advocate, Mobile No.9810064790, as the Alternate Chairperson for the meeting of the Un-Secured Creditors of the Transferor Company No.2. The quorum for the said meeting shall be 30 Un-Secured Creditors in number constituting 20% in value of the total Un-Secured Debt. The Chairperson and the Alternate Chairperson shall ensure that the notices convening the meeting of Un-secured Creditors of the applicant company along with copies of scheme and statement under Section 393 of the Companies Act, 1956, shall be sent to the Un-secured Creditors of the Transferor company by UPC at their registered or last known addresses at least 21 days before the date appointed for

meeting, in their presence or in the presence of their authorized representatives. The notice shall also be published in newspapers 'The Statesman' (English edition) and 'Veer Arjun' (Hindi edition) in terms of the Companies (Court) Rules, 1959, at least 21 days before the day appointed for the meeting.

22. In both the aforesaid meetings, voting by proxy shall be permitted, if prescribed form duly signed by the person entitled to attend and vote at the meeting is filed with the registered office of the applicant company at least forty eight hours before the meeting. The chairpersons and the alternate chairpersons shall also ensure that the proxy registers are properly maintained and they shall inspect the same from time to time. In case the quorum for any of the aforesaid meeting is not met, then the meeting shall be adjourned by 30 minutes and then the members present and voting shall constitute the required quorum. For the purpose of quorum, the valid proxies shall also be considered.

23. The fees of each of the Chairpersons for the meeting aforesaid shall be Rs.40,000/- and the fees of each of the Alternate Chairpersons shall be Rs.35,000/- in addition to meeting their incidental expenses. The Chairpersons appointed by this Court shall file their report within two weeks from the date of holding of the meeting. The Alternate Chairpersons shall also attend the meeting and assist the respective Chairperson in conducting the meeting and in filing the report.

24. The Chairpersons and the Alternate Chairpersons shall

be at the liberty to issue directions to the management of the Applicant companies so that meetings of the unsecured creditors are conducted in a just, free and fair manner.

25. The application is disposed of in terms of the above order.

26. Dasti.

**VIPIN SANGHI
(JUDGE)**

**April 02, 2008
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