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* **IN THE HIGH COURT OF DELHI AT NEW DELHI**

+ **COMPANY APPLICATION (M) NO. 198/2010**

Date of decision: 24th November, 2010

INNODATA ISOGEN TECHNOLOGIES PRIVATE LIMITD
..... Transferor Company.

WITH

INNODATA ISOGEN PRIVATE LIMITED.. Transferee Company.
Through Mr. Saurabh Munjal, Advocate.

CORAM:
HON'BLE MR. JUSTICE SANJIV KHANNA

ORDER (ORAL)

1. Affidavit has been filed and the same is taken on record.
2. The present application under Section 391 of the Companies Act, 1956 (Act, for short) has been filed by Innodata Isogen Technologies Private Limited (hereinafter referred to as the transferor company) and Innodata Isogen Private Limited (hereinafter referred to as the transferee company) in respect of the scheme of amalgamation, which has been enclosed as Annexure I to this application.
3. The registered office of the transferor company and the transferee company are located within the National Capital Territory of Delhi. Board of Directors of the transferor company and the transferee company have passed Resolutions approving the proposed scheme of amalgamation. It is stated in the application that no proceedings under Sections 235 to 251 of the Act are pending against the transferor company and the transferee company.
4. The transferor company has three shareholders and the said shareholders have given their no objection certificates/consent to the proposed scheme of amalgamation. The transferor company does not have any secured creditor and has three unsecured creditors. The unsecured creditors have also given their no objection certificates/consent to the

proposed scheme of amalgamation.

5. The transferee company has two shareholders and the said shareholders have given their no objection certificates/consent to the proposed scheme of amalgamation. It is stated that the transferee company does not have any secured creditor. The transferee company has 39 unsecured creditors and the said unsecured creditors have given their no objection certificates/consent to the proposed scheme of amalgamation.

6. In view of the no objection certificates/ consent given by the shareholders and the unsecured creditors of the transferor company and the transferee company, I dispense with the need and requirement to convene and hold meeting of the shareholders and unsecured creditors of the transferor company and the transferee company.

7. It is noticed that the applicants had earlier filed C.A. (M) No. 160/2010, which was dismissed because of some technical errors, but with liberty to file a fresh application after rectifying the defects.

8. The present application is disposed of. It is clarified that this Court has not examined the share exchange ratio and the said aspect will be examined at the time of second motion.

DASTI.

SANJIV KHANNA, J.

NOVEMBER 24, 2010
VKR