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* IN THE HIGH COURT OF DELHI AT NEW DELHI

+ CO.APPL.(M) 95/2012

SHANU ESTATES PVT. LIMITED

Applicant/Transferor Company

AND

NIGHTINGALE FARMS PRIVATE LIMITED

Applicant/Transferee Company

Through: Mr Ashish Middha, Advocate
for the Applicants.
Mr.K.S.Pradhan, Dy. Registrar
of ROC on behalf of Regional
Director (N).

CORAM:

HON'BLE MS. JUSTICE INDERMEET KAUR

ORDER

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24.07.2012

1 This is a first motion joint Application under sections 391 & 394 of the Companies Act, 1956, in connection with the Scheme of Amalgamation of Shanu estates Pvt. Limited AND Nightingale Farms Private Limited. A copy of the proposed Scheme of Amalgamation is filed along with the Application.

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Signature Not Verified

Digitally Signed By: AMULYA
Certify that the digital file and
physical file have been compared and
the digital data is as per the physical
file and no page is missing.

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2 Registered offices of both the Transferor Company and the Transferee Company are situated within the National Capital Territory of Delhi and are within the jurisdiction of this Court.

3 Details with regard to the date of incorporation of Transferor Company and the Transferee Company, their authorized, issued, subscribed and paid up capital have been disclosed in the Application.

4 Copies of the Memorandum and Articles of Association as well as the latest audited Annual Accounts for the year ended 31st March, 2011 of all the Applicant Companies have also been enclosed with the Application.

5 It is submitted that no proceedings under sections 235 to 251 of the Companies Act, 1956 are pending against any of the Applicant Companies as on the date of the present Application.

6 The proposed Scheme has been approved by the Board of Directors of all the Applicant Companies. Copies of the Board Resolutions have been filed along with the Application.

7 The status of the Shareholders, Secured and Un-secured Creditors of the Applicant Companies and the consents obtained for the proposed Scheme is clearly apparent from the chart given below:

Company	No. of Share holders	Cons ent Given	No. of Secured Creditor s	Consent Given	No. of Un-secured Creditors ¹	Consent Given
Transferor Company	2 (pg 96)	Two (2) (Pg.97-98)	Nil (pg 99)	N.A.	Four(4) (page 101)	Three(3) (pg 103-105)(one Unsecured creditor being Transferee Co.)
Transferee Company	2 (pg 143)	Two (2) (Pg.144-145)	Nil (pg 146)	N.A.	Six (6) (pg 148)	Six (6) (Pg 150-156)

8 A prayer has been made for dispensation of the requirement of convening meetings of Shareholders and Creditors of the Transferor Company and the Transferee Company.

9 In view of the written consents/NOC obtained and averments made in the Application, the requirement of convening meetings of Shareholders and Un-secured Creditors of the Transferor Company and the Transferee Company are dispensed with. None of the Transferor Company and

Transferee Company is stated to have any Secured Creditors.

10 The Application stands allowed in the aforesaid terms.

Order Dasti.



INDERMEET KAUR, J

JULY 24, 2012

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