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

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Date of Judgment:06.11.2012

CO. APPL.(M) 176/2012

IN THE MATTER OF

M/S. CONTINENTAL INDIA LIMITED

.....Applicants

Through: P. Nagesh & Anand M. Mishra
Advocates for Applicant-Company.

CORAM:

HON'BLE MS. JUSTICE INDERMEET KAUR

INDERMEET KAUR, J. (Oral)

1. This is a first motion Application under Sections 390 to 394 read with Section 78, 100 to 104 of the Companies Act, 1956, (for short 'Act') read with Rules 6 & 9 of Company Court Rules in connection with the Scheme of Arrangement (for short 'Scheme') of Continental India Ltd. (hereinafter referred to as Applicant Company) and its shareholders. A copy of the proposed Scheme is filed along with the application as Annexure-D.

2. The registered offices of the Applicant Company is situated within the National Capital Territory of Delhi and is within the jurisdiction of this Court.

3. Details with regard to the date of incorporation of Applicant Company, its Authorized, Issued, Subscribed and Paid up Capital have been given in the Application.

4. Copy of the Memorandum and Articles of Association as well as the latest audited Annual Accounts for the year ended 31st March, 2012 of the Applicant Company have also been enclosed with the Application.

5. Learned Counsel for the Applicant Company submits that no proceeding under Sections 235 to 251 of the Act is pending against any of the Applicant Company as on the date of the present Application.

6. The proposed Scheme has been approved by the Board of Directors of the Applicant Company. Copy of the Board Resolution has been filed along with the Application.

7. The status of the Shareholders, Secured and Un-secured Creditors of the Applicant Company and the Consents obtained by them for the proposed Scheme is clearly apparent from the chart given below:-

Company	No. of Shareholders	Consent Given/Page No.	No. of Secured creditors	Consent Given/ Page No.	No. of unsecured Creditors	Consent Given/ Page No.
Continental India Limited	07 Page No.- 47	Obtained Page No. 142 - 156	Nil	NA	2403 Page No.- 95 - 141	Meeting Required

8. A prayer has been made for dispensation of the requirement of convening meetings of Equity Share holders of the Applicant Company. Further, a prayer has been made for dispensation of the requirement of convening meeting of Secured Creditors of the Applicant Company as there are no Secured Creditors in the Applicant Company. A certificate given by Chartered Accountant certifying the position of Secured Creditors is also attached with the present application at page no. 94.

9. In view of the written consents/NOC given by all the Equity Shareholders of the Applicant Company, the requirement of convening meeting of Equity Shareholders of the Applicant Company is dispensed with. There are no Secured Creditors in the Applicant Company. Therefore, the requirement of convening meeting of Secured Creditors of the Applicant Company does not arise.

10. It is proposed that separate meetings of the Un-Secured Creditors of Applicant Company be convened under the supervision of this Court.

11. Separate meeting of Un-Secured Creditors of the Applicant Company is proposed to be held under the supervision of this Court. Consequently, I direct that separate meeting of Un-Secured Creditors of the Applicant Company shall be held on 01st December, 2012 at 11.00 A.M. at Inspire, Hotel Le Meridian, New Delhi.

12. Mr.Vivek Sood, Advocate, Cell No. 9911571961 is appointed as the Chairperson and Ms.Aruna Tikku, Advocate, Cell No.9810104685 is

appointed as the Alternate Chairperson for the meeting of Un-Secured Creditors of the Applicant Company. They would be paid a fee of Rs.50,000/-each. Mr.Leela Ram, Cell No.9717956049 and Mr. Shyam Sunder Singh, Cell No.9716882752 shall provide secretarial assistance to the Chairperson and the Alternate Chairperson. They shall be paid a fee of 10,000/- each for this purpose.

13. The Applicant Company is also directed to publish advance notice of the aforesaid proposed meetings in ‘Indian Express’ (English, Delhi Edition) and ‘Jansatta’ (Hindi, Delhi Edition). The advertisements shall be published minimum 21 days in advance before the scheduled date of meetings.

14. Individual notices of the proposed meeting would be sent by ordinary post minimum 21 days in advance before the scheduled date of meetings. The Chairperson will ensure that dispatch is made under his/her supervision/or his authorized representative.

15. The quorum of the meetings of Un-Secured Creditors of Applicant Company is fixed as follows:

Company	Unsecured Creditors	Unsecured Creditors
	Number	%(percentage) in value
Applicant Company	50	10%

16. It is also directed that if the Quorum is not present in the meetings, the meetings would be adjourned for 30 minutes and thereafter, the persons present in the meetings would be treated as proper quorum.

17. Voting by proxy is permitted provided that the proxy in the prescribed form and duly signed by the person entitled to attend and vote at the aforesaid meetings or by his authorised representative, is filed with the Company at its registered office, not later than 48 hours before the said meetings.

18. The Chairpersons/Alternate Chairpersons shall file their reports within two weeks of the conclusion of the respective meetings.

19. The application stands allowed in the aforesaid terms.
Order dasti.

INDERMEET KAUR, J

NOVEMBER 06, 2012
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