

IN THE HIGH COURT OF DELHI AT NEW DELHI

#13. COMPANY APPLICATION (M) No. 75 of 2013

Amvika Textiles Private Limited & Ors. Applicants
Through : Mr. Praveen Kumar Mittal ,
Advocate for the Applicants.

CORAM: JUSTICE S. MURALIDHAR

ORDER
30.05.2013

1. This first motion joint application has been filed under Sections 391 and 394 of the Companies Act, 1956 ('Act') in connection with the Scheme of Amalgamation ('Scheme') of Amvika Textiles Private Limited, Anubhav Corporate Consultants Private Limited, Milap Automotive Private Limited, M. K. Jain Marketing Private Limited, Muktkeshi Home Products Private Limited, MV Trexim Private Limited, Shark Trexim Overseas Private Limited, S.R.Gautam Tours & Travels Private Limited And VM Tradex Overseas Private Limited (hereinafter referred to as 'Transferor companies) with Warsi Overseas Private Limited (hereinafter referred to as the 'Transferee company') [hereafter collectively referred to as 'Applicant companies']. A copy of the proposed Scheme is enclosed with the application as Annexure- XXIII.

2. The registered offices of the Applicant companies are situated within the National Capital Territory of Delhi and are within the jurisdiction of this

3. The details of the dates of incorporation of the Applicant companies, their authorized, issued, subscribed and paid up capital have been enclosed with the application.

4. The copies 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 companies have also been enclosed with the application.

5. Learned counsel for the Applicant companies submits that no proceeding under Sections 235 to 251 of the Act is pending against the Applicant companies as on the date of the present application.

6. The proposed Scheme has been approved by the Boards of Directors ('BoDs') of the Applicant companies. Copies of the board resolutions have been filed along with the Application.

7. The status of the shareholders, secured and unsecured creditors of the Applicant companies and the consents obtained by them for the proposed Scheme is set out in a table forming part of the application which reads as under:-

Company	No. of shareh	Consen t given	No. of secured	Consen t given	No. of unsecure	Consent given
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	olders		creditors		d creditors	
Transferor company 1	5	ALL	NIL	N.A.	NIL	N.A.
Transferor company 2	16	ALL	NIL	N.A.	NIL	N.A.
Transferor company 3	14	ALL	NIL	N.A.	NIL	N.A.
Transferor company 4	13	ALL	NIL	N.A.	NIL	N.A.
Transferor company 5	6	ALL	NIL	N.A.	NIL	N.A.
Transferor company 6	7	ALL	NIL	N.A.	NIL	N.A.
Transferor company 7	5	ALL	NIL	N.A.	NIL	N.A.
Transferor company 8	20	ALL	NIL	N.A.	NIL	N.A.
Transferor company 9	5	ALL	NIL	N.A.	NIL	N.A.
Transferee company	7	ALL	NIL	N.A.	NIL	N.A.

8. A prayer has been made for dispensation of the requirement of convening the meetings of the shareholders of the Applicant companies.

9. In view of the written consents/NOC obtained from the shareholders of the Applicant companies, the requirement of convening their meetings are dispensed with.

10. None of the Applicant companies have any secured and unsecured creditors, therefore, the requirement of convening their meetings does not arise.

11. The application is allowed in the aforesaid terms.

12. Order be given *dasti*.



S. MURALIDHAR, J

30th May, 2013