

**IN THE HIGH COURT OF DELHI**  
**COMPANY APPLICATION (MAIN) NO. 5/2016**

**Reserved on 7<sup>th</sup> January, 2016**  
**Date of pronouncement: 18<sup>th</sup> February, 2016**

**In the matter of**

The Companies Act, 1956 & the Companies Act, 2013 (to the extent applicable):

And

**Application under Sections 391(1) of the Companies Act, 1956**

Scheme of Amalgamation of:

|                                            |                                         |
|--------------------------------------------|-----------------------------------------|
| Consolidated Finvest & Investments Limited | Applicant/Transferor Company No. 1      |
| Consolidated Green Finvest Private Limited | Applicant/Transferor Company No. 2      |
| Jindal Imperative Specialist Limited       | Applicant/Transferor Company No. 3      |
| Hindustan Powergen Limited                 | Applicant/Transferor Company No. 4      |
| Jindal Solar Power Tech Limited            | Applicant/Transferor Company No. 5      |
| Jindal Poly Films Investment Limited       | Applicant/Transferor Company No. 6      |
| Budhiya Marketing Private Limited          | Non-Applicant/Transferor Company No. 7  |
| Edwar Supply Private Limited               | Non-Applicant/Transferor Company No. 8  |
| Jesmin Investments Limited                 | Non-Applicant/Transferor Company No. 9  |
| Cornet Ventures Limited                    | Non-Applicant/Transferor Company No. 10 |
| WITH                                       |                                         |
| Jindal Photo Investments Limited           | Applicant/Transferee Company            |

**Through Ms. Shipli Jain, Advocate for  
the applicants**

**SUDERSHAN KUMAR MISRA, J.**

1. This joint Application has been filed under Section 391(1) of the Companies Act, 1956, by the applicant/transferor companies no. 1 to 6 and the transferee company seeking directions of this court to dispense with the requirement of convening the meetings of their equity shareholders, secured and unsecured creditors to consider and approve with or without modification, the proposed Scheme of Amalgamation of Consolidated Finvest & Investments Limited (hereinafter referred to as the applicant/transferor company No. 1); Consolidated Green Finvest Private Limited (hereinafter referred to as the applicant/transferor company No. 2); Jindal Imperative Specialist Limited (hereinafter referred to as the applicant/transferor company No. 3); Hindustan Powergen Limited (hereinafter referred to as the applicant/transferor company No.4); Jindal Solar Power Tech Limited (hereinafter referred to as the applicant/transferor company No. 5); Jindal Poly Films Investment Limited (hereinafter referred to as the applicant/transferor company No.6); Budhiya Marketing Private Limited (hereinafter referred to as the transferor company No. 7); Edwar Supply Private Limited (hereinafter referred to as the transferor company No. 8); Jesmin Investments Limited (hereinafter referred to as the transferor company No. 9) and Cornet Ventures Limited (hereinafter referred to as the transferor company

No.10) with Jindal Photo Investments Limited (hereinafter referred to as the applicant/transferee company).

2. The registered offices of the transferor companies no. 1 to 6 and the transferee company are situated at New Delhi, within the jurisdiction of this Court. However, the registered offices of the transferor companies no. 7 to 9 and 10 are situated at West Bengal and Uttar Pradesh respectively, outside the jurisdiction of this court. Learned counsel for the applicants submitted that similar applications have also been moved in the court of appropriate jurisdiction with regard to the transferor companies which are not subject to the jurisdiction of this court.

3. The applicant/transferor company no. 1 was incorporated under the Companies Act, 1956 on 8<sup>th</sup> December, 2010 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

4. The applicant/transferor company no. 2 was incorporated under the Companies Act, 1956 on 3<sup>rd</sup> November, 2010 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

5. The applicant/transferor company no. 3 was incorporated under the Companies Act, 2013 on 6<sup>th</sup> June, 2014 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

6. The applicant/transferor company no. 4 was incorporated under the Companies Act, 1956 on 25<sup>th</sup> February, 2008 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

7. The applicant/transferor company no. 5 was incorporated under the Companies Act, 1956 on 11<sup>th</sup> February, 2010 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

8. The applicant/transferor company no. 6 was incorporated under the Companies Act, 1956 on 3<sup>rd</sup> November, 2010 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

9. The applicant/transferee company was incorporated under the Companies Act, 1956 on 16<sup>th</sup> August, 1999 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

10. The present authorized share capital of the applicant/transferor company no.1 is Rs.2,00,00,000/- divided into 20,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up share capital of the company is Rs.1,90,22,500/- divided into 19,02,250 equity shares of Rs.10/- each.

11. The present authorized share capital of the applicant/transferor company no.2 is Rs.3,00,00,000/- divided into 30,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up share capital of the company is Rs.2,78,23,240/- divided into 27,82,324 equity shares of Rs.10/- each.

12. The present authorized share capital of the applicant/transferor company no.3 is Rs.5,00,000/- divided into 50,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up share capital of the company is Rs.5,00,000/- divided into 50,000 equity shares of Rs.10/- each.

13. The present authorized share capital of the applicant/transferor company no.4 is Rs.8,45,00,000/- divided into 84,50,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up share capital of the company is Rs.2,37,02,000/- divided into 23,70,200 equity shares of Rs.10/- each.

14. The present authorized share capital of the applicant/transferor company no.5 is Rs.5,00,000/- divided into 50,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up share capital of the company is Rs.5,00,000/- divided into 50,000 equity shares of Rs.10/- each.

15. The present authorized share capital of the applicant/transferor company no.6 is Rs.2,00,00,000/- divided into 20,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up share capital of the company is Rs.1,78,20,000/- divided into 17,82,000 equity shares of Rs.10/- each.

16. The present authorized share capital of the applicant/transferee company is Rs.9,25,00,000/- divided into 92,50,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up share capital of the company is Rs.8,61,00,000/- divided into 86,10,000 equity shares of Rs.10/- each.

17. Copies of Memorandum and Articles of Association of the applicant/transferor and transferee companies have been filed on record. The audited balance sheets, as on 31<sup>st</sup> March, 2015, along with the report of the auditors, of the applicant/transferor and transferee companies, have also been filed.

18. A copy of the Scheme of Amalgamation has been placed on record and the salient features of the Scheme have been incorporated and detailed in the application and the accompanying affidavit. It is claimed by the applicants that the proposed amalgamation will facilitate running of

all the businesses in an integrated manner, thereby bringing about better, efficient and economical management and control over all such businesses through administrative and operational rationalization, resulting in organizational efficiencies, reduction in overheads and other costs and expenses and optimal allocation and utilization of all available resources. It is further claimed that the proposed amalgamation will result in increased financial strength and provide flexibility and enhance the ability of the transferee company to raise larger resources, attract better talent and undertake larger projects, thereby enabling proper and better realization of the future business potential of the companies and improving the business prospects and profitability.

19. So far as the share exchange ratio is concerned, the Scheme provides that, upon coming into effect of this Scheme, the transferee company shall issue and allot equity shares to the shareholders of the transferor companies in the following ratio:-

“48 equity shares of Rs.10/- each of the transferee company for every 100 equity shares of Rs.10/- each held in the transferor company no. 1.”

“38 equity shares of Rs.10/- each of the transferee company for every 100 equity shares of Rs.10/- each held in the transferor company no. 2 (except the shares held by any of the transferor companies as stated in Para 4.1(ii) of the Scheme).”

“01 equity shares of Rs.10/- each of the transferee company for every 100 equity shares of Rs.10/- each held in the transferor company no. 3.”

“No shares are required to be issued to the shareholders holding fully paid up equity shares of transferor company no.4”

“23 equity shares of Rs.10/- each of the transferee company for every 100 equity shares of Rs.10/- each held in the transferor company no. 6.”

It has been further provided that the transferor company no. 5 is a wholly owned subsidiary of the transferor company no. 4, the entire issued, subscribed and paid-up share capital of the transferor company no. 5 held by transferor company no. 4, shall stand automatically cancelled and no shares shall be issued by the transferee company.

20. It has been submitted by the applicants that no proceedings under Sections 235 to 251 of the Companies Act, 1956 are pending against the applicant companies.

21. The Board of Directors of the applicant/transferor companies no. 1 & 2; applicant/transferor companies no. 3, 4, 5 & 6 and the applicant/transferee company in their separate meetings held on 7<sup>th</sup> January, 2015, 8<sup>th</sup> January, 2015 and 6<sup>th</sup> January, 2015 respectively have unanimously approved the proposed Scheme of Amalgamation. Copies of the Resolutions passed at the meetings of the Board of Directors of the applicant/transferor companies no. 1 to 6 and the applicant/transferee company have been placed on record.

22. The applicant/transferor company no. 1 has 07 equity shareholders. All the equity shareholders have given their consents/no objections in writing to the proposed Scheme of Amalgamation. Their consents/no objections have been placed on record. They have been examined and found in order. In view thereof, the requirement of convening the meeting of the equity shareholders of the applicant/transferor company no. 1 to consider and, if thought fit, approve, with or without modification, the proposed Scheme of Amalgamation is dispensed with. There is no secured or unsecured creditor of the applicant/transferor company no. 1, as on 30<sup>th</sup> November, 2015.

23. The applicant/transferor company no. 2 has 05 equity shareholders. All the equity shareholders have given their consents/no objections in writing to the proposed Scheme of Amalgamation. Their consents/no objections have been placed on record. They have been examined and found in order. In view thereof, the requirement of convening the meeting of the equity shareholders of the applicant/transferor company no. 2 to consider and, if thought fit, approve, with or without modification, the proposed Scheme of Amalgamation is dispensed with. There is no secured or unsecured

creditor of the applicant/transferor company no. 2, as on 30<sup>th</sup> November, 2015.

24. The applicant/transferor company no. 3 has 07 equity shareholders. All the equity shareholders have given their consents/no objections in writing to the proposed Scheme of Amalgamation. Their consents/no objections have been placed on record. They have been examined and found in order. In view thereof, the requirement of convening the meeting of the equity shareholders of the applicant/transferor company no. 3 to consider and, if thought fit, approve, with or without modification, the proposed Scheme of Amalgamation is dispensed with. There is no secured or unsecured creditor of the applicant/transferor company no. 3, as on 30<sup>th</sup> November, 2015.

25. The applicant/transferor company no. 4 has 17 equity shareholders and 03 unsecured creditors. All the equity shareholders and 02 out of 03 unsecured creditors, being 66.67% in number and 99.56% in value, have given their consents/no objections in writing to the proposed Scheme of Amalgamation. Their consents/no objections have been placed on record. They have been examined and found in order. In view thereof, the requirement of convening the meetings of the equity shareholders and unsecured creditors of the applicant/transferor

company no. 4 to consider and, if thought fit, approve, with or without modification, the proposed Scheme of Amalgamation is dispensed with. There is no secured creditor of the applicant/transferor company no. 4, as on 30<sup>th</sup> November, 2015.

26. The applicant/transferor company no. 5 has 07 equity shareholders. All the equity shareholders have given their consents/no objections in writing to the proposed Scheme of Amalgamation. Their consents/no objections have been placed on record. They have been examined and found in order. In view thereof, the requirement of convening the meeting of the equity shareholders of the applicant/transferor company no. 5 to consider and, if thought fit, approve, with or without modification, the proposed Scheme of Amalgamation is dispensed with. There is no secured or unsecured creditor of the applicant/transferor company no. 5, as on 30<sup>th</sup> November, 2015.

27. The applicant/transferor company no. 6 has 07 equity shareholders. All the equity shareholders have given their consents/no objections in writing to the proposed Scheme of Amalgamation. Their consents/no objections have been placed on record. They have been examined and found in order. In view thereof, the requirement of convening the meeting of the equity shareholders of the

applicant/transferor company no. 6 to consider and, if thought fit, approve, with or without modification, the proposed Scheme of Amalgamation is dispensed with. There is no secured or unsecured creditor of the applicant/transferor company no. 6, as on 30<sup>th</sup> November, 2015.

28. The applicant/transferee company has 07 equity shareholders. All the equity shareholders have given their consents/no objections in writing to the proposed Scheme of Amalgamation. Their consents/no objections have been placed on record. They have been examined and found in order. In view thereof, the requirement of convening the meeting of the equity shareholders of the applicant/transferee company to consider and, if thought fit, approve, with or without modification, the proposed Scheme of Amalgamation is dispensed with. There is no secured or unsecured creditor of the applicant/transferee company, as on 30<sup>th</sup> November, 2015.

29. The Application stands allowed in the aforesaid terms.

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**SUDERSHAN KUMAR MISRA, J.**

**February 18, 2016**