**IN THE HIGH COURT OF DELHI**
COMPANY PETITION NO. 119/2015

**Reserved on 7th December, 2015**
**Date of pronouncement: 23rd December, 2015**

**In the matter of**
The Companies Act, 1956 & the Companies Act, 2013 (to the extent applicable):

And

**Petition under Sections 391 to 394 of the Companies Act, 1956**

Scheme of Amalgamation of:

Ahlstrom Capital Solar Private Limited
Petitioner/Transferor Company

WITH

Sipra Services and Investments Private Limited
Non-Petitioner/Transferee Company

**Through Mr. Vikrant Rohilla, Mr.Akshay Chandana and Mr. Rohit Puri, Advocates for the petitioners**
**Mr. Sanjay Bose, Dy. Registrar of Companies for the Regional Director**
**Mr. Rajiv Bahl, Advocate for the Official Liquidator**

**SUDERSHAN KUMAR MISRA, J.**

1. This petition has been filed under Sections 391 to 394 of the Companies Act, 1956 by the petitioner/transferor company seeking sanction of the Scheme of Amalgamation of Ahlstrom Capital Solar Private Limited (hereinafter referred to as the petitioner/transferor company) with Sipra Services and Investments Private Limited (hereinafter referred to as the transferee company).

2. The registered office of the petitioner/transferor company is situated at New Delhi, within the jurisdiction of this Court. However, the

registered office of the transferee company is situated at Maharashtra, outside the jurisdiction of this Court. Learned counsel for the petitioner have submitted that the Scheme of Amalgamation in respect of the transferee company has already been approved by the High Court of Bombay vide order dated 31st July, 2015.

3. The petitioner/transferor company was incorporated under the Companies Act, 1956 on 5th June, 2010 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

4. The present authorized share capital of the petitioner/transferor company is Rs.5,00,00,000/- divided into 50,00,000 equity shares of Rs.10/- each. The present issued, subscribed and paid-up share capital of the company is Rs.1,02,08,060/- divided into 10,20,806 equity shares of Rs.10/- each.

5. Copies of the Memorandum and Articles of Association of the transferor and the transferee companies have been filed on record with the application, being CA(M) 146/2014, earlier filed by the petitioner. The audited balance sheets, as on 31st March, 2013, along with the report of the auditors, and the unaudited balance sheets, as on 31st March, 2014, of the transferor and transferee companies, had also been filed.

6. 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 petition and the accompanying affidavit. It is claimed by the petitioner that the proposed amalgamation will enable the transferee company to enhance its services across different class of customers more efficiently and will benefit from synergies, economies and consolidation of management. It is further claimed that the proposed amalgamation will achieve economies of scale; lesser regulatory/ procedural compliances; integrate, rationalize and streamline the management structure of the merged businesses.

7. So far as the share exchange ratio is concerned, the Scheme provides that, upon coming into effect of this Scheme, the transferee company shall pay to the shareholders of the transferor company a sum of Rs.3.95/- each for every 01 ordinary share of the face value of Rs.10/- each held by them in the transferor company.

8. It has been submitted by the petitioner that no proceedings under Sections 235 to 251 of the Companies Act, 1956 are pending against the petitioner/transferor company.

9. The Board of Directors of the petitioner/transferor company and the transferee company in their separate meetings held on 28th April, 2014

and 29th March, 2014 respectively have unanimously approved the proposed Scheme of Amalgamation. Copies of the Resolutions passed at the meetings of the Board of Directors of the petitioner/transferor company and the transferee company have been placed on record.

10. The petitioner/transferor company had earlier filed CA (M) No. 146/2014 seeking directions of this court to dispense with the requirement of convening the meetings of its equity shareholders, secured and unsecured creditors, which are statutorily required for sanction of the Scheme of Amalgamation. Vide order dated 27th October, 2014, this court allowed the application and dispensed with the requirement of convening and holding the meeting of the equity shareholders of the petitioner/transferor company, there being no secured or unsecured creditor of the petitioner/transferor company, to consider and, if thought fit, approve, with or without modification, the proposed Scheme of Amalgamation.

11. The petitioner/transferor company has thereafter filed the present petition seeking sanction of the Scheme of Amalgamation. Vide order dated 11th March, 2015, notice in the petition was directed to be issued to the Regional Director, Northern Region, and the Official Liquidator. Citations were also directed to be published in 'Indian Express' (English) and 'Jansatta' (Hindi) editions. Affidavit of service has been filed by the

petitioner showing compliance regarding service on the Official Liquidator and the Regional Director, Northern Region and also regarding publication of citations in the aforesaid newspapers on 25th March, 2015. Copies of the newspaper clippings containing the publications have been filed along with the said affidavit.

12. Pursuant to the notices issued, the Official Liquidator sought information from the petitioner companies. Based on the information received, the Official Liquidator has filed a report dated 25th May, 2015 wherein he has stated that he has not received any complaint against the proposed Scheme of Amalgamation from any person/party interested in the Scheme in any manner and that the affairs of the transferor company do not appear to have been conducted in a manner prejudicial to the interest of its members, creditors or public interest, as per second proviso of Section 394(1) of the Companies Act, 1956.

13. In response to the notices issued in the petition, Mr. A. K. Chaturvedi, Regional Director, Northern Region, Ministry of Corporate Affairs has filed his report dated 21st July, 2015. Relying on Clause 13.1 of the Scheme, he has stated that, upon sanction of the Scheme of Amalgamation, all the employees of the transferor company shall become the employees of the transferee company without any break or interruption in their services. He has further submitted that in Clause 14.1

of the Scheme, it has been stated that upon the Scheme becoming effective, the transferee company shall account for the amalgamation of the transferor company as per Accounting Standard-14 Accounting for Amalgamation by Purchase Method as stated in the Companies (Accounting Standards) Rules, 2006. He further submitted that in Clause 20 of the Scheme, it has been stated that upon this scheme becoming effective, the transferor company shall stand dissolved without the process of winding up.

14. No objection has been received to the Scheme of Amalgamation from any other party. The petitioner company in the affidavit dated 12th October, 2015 of Mr. Mukesh Kumar Sagar, clerk of the counsel for the petitioner, has submitted that the counsel for the petitioner have not received any objection pursuant to the citations published in the newspapers on 25th March, 2015.

15. Considering the approval accorded by the equity shareholders of the petitioner company to the proposed Scheme of Amalgamation, there being no secured or unsecured creditors of the petitioner company; the affidavits filed by the Regional Director, Northern Region, and the Official Liquidator not raising any objection to the proposed Scheme of Amalgamation, and orders dated 31st July, 2015 passed by High Court of Bombay approving the Scheme of Amalgamation in respect of the

transferee company, there appears to be no impediment to the grant of sanction to the Scheme of Amalgamation. Consequently, sanction is hereby granted to the Scheme of Amalgamation under Sections 391 and 394 of the Companies Act, 1956. The petitioner company will comply with the statutory requirements in accordance with law. Certified copy of this order be filed with the Registrar of Companies within 30 days. It is also clarified that this order will not be construed as an order granting exemption from payment of stamp duty as payable in accordance with law. Upon the sanction becoming effective from the appointed date of Amalgamation, i.e. 1st April, 2014, the transferor company shall stand dissolved without undergoing the process of winding up.

16. Learned counsel for the Official Liquidator prays that costs of at least Rs.1,00,000/- should be paid by the petitioner keeping in view the fact that the matter has involved examination of extensive records and also prioritized hearings. Learned counsel for the petitioner company states that the same is acceptable to him. As already directed vide order dated 07.12.2015, the petitioner shall deposit a sum of Rs.1,00,000/- by way of costs with the Common Pool Fund of the Official Liquidator.

17. The petition is allowed in the above terms.

**Dasti.**

**SUDERSHAN KUMAR MISRA, J.**

**December 23, 2015**