

IN THE HIGH COURT OF DELHI
COMPANY APPLICATION (MAIN) NO. 43/2015

Reserved on 25th March, 2015
Date of pronouncement: 5th May, 2015

In the matter of

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

And

Application under Sections 391 to 394 of the Companies Act, 1956

Scheme of Amalgamation of:

Rajendra Ravindra Printers Private Limited

Applicant/Transferor Company

WITH

Vikas Publishing House Private Limited

Applicant/Transferee Company

**Through Mr. Gaurav Verma and
Mr.N.P.S. Chawla, Advocates for the
applicants**

SUDERSHAN KUMAR MISRA, J.

1. This joint application has been filed under Sections 391 to 394 of the Companies Act, 1956 by the applicant companies seeking directions of this court to dispense with the requirement of convening the meetings of their equity shareholders and for convening the meetings of their secured and unsecured creditors to consider and approve, with or without modification, the proposed Scheme of Amalgamation of Rajendra Ravindra Printers Private Limited (hereinafter referred to as the transferor company) with Vikas Publishing House Private Limited (hereinafter referred to as the transferee company).

2. The registered offices of the transferor and transferee companies are situated at New Delhi, within the jurisdiction of this Court.

3. The transferor company was incorporated under the Companies Act, 1956 on 17th February, 1962 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

4. The Transferee Company was incorporated under the Companies Act, 1956 on 27th August, 1971 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

5. The present authorized share capital of the transferor company is Rs.15,00,000/- divided into 1500 equity shares of Rs.1000/- each. The present issued, subscribed and paid-up share capital of the company is Rs.7,06,000/- divided into 706 equity shares of Rs.1000/- each.

6. The present authorized share capital of the transferee company is Rs.50,00,000/- divided into 50,000 equity shares of Rs.100/- each. The present issued, subscribed and paid-up share capital of the company is Rs.40,04,000/- divided into 40,040 equity shares of Rs.100/- each.

7. Copies of the Memorandum and Articles of Association of the transferor and transferee companies have been filed on record. The

audited balance sheets, as on 31st March, 2014, of the transferor and transferee companies have also been filed.

8. 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 enable consolidation of business operations and will provide significant impetus to the growth in the form of enhanced scale of operations leading to optimum utilization of various resources and infrastructure with reduction in overheads, administrative costs, managerial and other expenditure, provide holistic services, appropriate channelization of synergies, direct operational efficiencies, increased asset base and will consolidate revenue and profitability. It is further claimed that the amalgamation will also provide the transferee company a strong and focused base to undertake the business more advantageously and thereby enabling the increase in its profitability and net worth for its shareholders.

9. So far as the share exchange ratio is concerned, the Scheme provides that a lump sum consideration of Rs.10,000/- has been fixed to be paid for transfer and vesting of assets and liabilities of the transferor company in the transferee company, which shall be discharged by the transferee company through issue of 100 equity shares of face value of Rs.100/- each to SCCPL (the ultimate beneficiary).

10. 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.

11. The Board of Directors of the transferor and transferee companies in their separate meetings held on 22nd December, 2014 have unanimously approved the proposed Scheme of Amalgamation. Copies of the Resolutions passed at the meetings of the Board of Directors of the transferor and transferee companies have been placed on record.

12. The transferor company has 02 equity shareholders. Both 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 transferor company to consider and, if thought fit, approve, with or without modification, the proposed Scheme of Amalgamation is dispensed with.

13. The transferee company has 02 equity shareholders. Both 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 transferee company to consider and, if thought fit, approve, with or without modification, the proposed Scheme of Amalgamation is dispensed with.

14. The transferor company has 03 secured creditors and a direction is sought to convene and hold their meeting to seek their approval to the proposed Scheme of Amalgamation. Considering the facts and circumstances aforesaid, the meeting of the secured creditors of the transferor company shall be held on 6th June, 2015 at 10:30 am at Hotel Tourist, Ground Floor, 7361, Qutab Road, Ram Nagar, New Delhi - 110055. Ms. Madhurima Mridul, Advocate, (Mobile No. 9810175151) is appointed as the Chairperson and Ms. Jyotika Jain, Advocate, (Mobile No. 9873021858) is appointed as the Alternate Chairperson to conduct the said meeting. The Quorum of the meeting of the secured creditors of the transferor company shall be 2 in number and more than 15% in value of the total secured debt.

15. The transferor company has 20 unsecured creditors and a direction is sought to convene and hold their meeting to seek their approval to the proposed Scheme of Amalgamation. Considering the facts and circumstances aforesaid, the meeting of the unsecured creditors of the transferor company shall be held on 6th June, 2015 at 12:00 noon at Hotel Tourist, Ground Floor, 7361, Qutab Road, Ram

Nagar, New Delhi -110055. Mr. Deepak Thakur, Advocate, (Mobile No. 9810295659) is appointed as the Chairperson and Mr. Rahul Chauhan, Advocate, (Mobile No. 9650802472) is appointed as the Alternate Chairperson to conduct the said meeting. The Quorum of the meeting of the unsecured creditors of the transferor company shall be 5 in number and more than 15% in value of the total unsecured debt.

16. The transferee company has 04 secured creditors and a direction is sought to convene and hold their meeting to seek their approval to the proposed Scheme of Amalgamation. Considering the facts and circumstances aforesaid, the meeting of the secured creditors of the transferee company shall be held on 6th June, 2015 at 02:00 pm at Hotel Tourist, Ground Floor, 7361, Qutab Road, Ram Nagar, New Delhi - 110055. Mr. K. K. Nangia, Advocate, (Mobile No. 9910390945) is appointed as the Chairperson and Ms. Shrishti Sharma, Advocate, (Mobile No. 9582249534) is appointed as the Alternate Chairperson to conduct the said meeting. The Quorum of the meeting of the secured creditors of the transferee company shall be 2 in number and more than 15% in value of the total secured debt.

17. The transferee company has 814 unsecured creditors and a direction is sought to convene and hold their meeting to seek their approval to the proposed Scheme of Amalgamation. Considering the facts and circumstances aforesaid, the meeting of the unsecured

creditors of the transferee company shall be held on 6th June, 2015 at 04:00 pm at Hotel Tourist, Ground Floor, 7361, Qutab Road, Ram Nagar, New Delhi -110055. Mr. Ashok Gurnani, Advocate, (Mobile No. 9810109039) is appointed as the Chairperson and Mr. Y.P. Singh, Advocate, (Mobile No. 9953711028) is appointed as the Alternate Chairperson to conduct the said meeting. The Quorum of the meeting of the unsecured creditors of the transferee company shall be 80 in number and more than 15% in value of the total unsecured debt.

18. In case the quorum as noted above for the above meetings is not present at the meetings, then the meetings shall be adjourned by half an hour, and thereafter the persons present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in the prescribed form duly signed by the person entitled to attend and vote at the meetings is filed with the registered offices of the applicant companies at least 48 hours before the meeting. The Chairpersons and Alternate Chairpersons shall ensure that the proxy registers are properly maintained.

19. The Chairpersons and Alternate Chairpersons shall ensure that notices for convening the aforesaid meetings of the secured and unsecured creditors of the transferor and transferee companies, along with copies of the Scheme of Amalgamation and the statement under Section 393 of the Companies Act, 1956, shall be sent to the secured

and unsecured creditors of the applicant companies by speed post at their registered or last known addresses at least 21 days before the date appointed for the meetings, in their presence or in the presence of their authorized representatives. Notice of the meetings shall also be published in the Delhi editions of the newspapers “Financial Express” (English) and “Jansatta” (Hindi) in terms of the Companies (Court) Rules, 1959 at least 21 days before the date appointed for the meetings.

20. The Chairpersons and Alternate Chairpersons will be at liberty to issue suitable directions to the management of the transferor and transferee companies so that the aforesaid meetings of the secured and unsecured creditors of the transferor and transferee companies are conducted in a just, free and fair manner.

21. The fee of the Chairpersons and the Alternate Chairpersons for the aforesaid meetings shall be Rs.50,000/- each in addition to meeting their incidental expenses. The Chairpersons will file their reports within two weeks from the date of holding of the aforesaid meetings.

22. The application stands allowed in the aforesaid terms.

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SUDERSHAN KUMAR MISRA, J.

May 05, 2015