# IN THE HIGH COURT OF DELHI

COMPANY APPLICATION (MAIN) NO. 69/2015

**Reserved on 29th July, 2015**
**Date of pronouncement: 28th August, 2015**

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

And

**Application under Section 391 of the Companies Act, 1956 read with Rule 9 of the Companies (Court) Rules, 1959**

Scheme of Amalgamation of:

Consumer Financial Services Limited
Applicant/Transferor Company

WITH

L&T Housing Finance Limited
Non-Applicant/Transferee Company

**Through Mr. Pankaj Mehta & Mr. Ashim Sood, Advocates for the applicant**

**SUDERSHAN KUMAR MISRA, J.**

1. This application has been filed under Section 391 of the Companies Act, 1956 read with Rule 9 of the Companies (Court) Rules, 1959 by the applicant/transferor company seeking directions of this court to dispense with the requirement of convening the meetings of its equity shareholders, secured and unsecured creditors, to consider and approve, with or without modification, the proposed Scheme of Amalgamation of Consumer Financial Services Limited (hereinafter referred to as the

applicant/transferor company) with L&T Housing Finance Limited (hereinafter referred to as the transferee company).

2. The registered office of the applicant/transferor company is situated at New Delhi, within the jurisdiction of this Court. However, the registered office of the transferee company is situated at Mumbai, outside the jurisdiction of this Court. Learned counsel for the applicant has submitted that a similar application has also been moved by the transferee company before the Bombay High Court for sanction of the Scheme of Amalgamation which had been allowed by the Court vide order dated 13th February, 2015.

3. The applicant/transferor company was originally incorporated under the Companies Act, 1956 on 26th September, 2001 with the Registrar of Companies, Maharashtra at Mumbai under the name and style of Weizmann Infin Services Limited. The company changed its name to Widereach Infin Services Limited and obtained the fresh certificate of incorporation on 3rd July, 2003. The company again changed its name to Consumer Financial Services Limited and obtained the fresh certificate of incorporation on 20th June, 2008. Thereafter, the company shifted its registered office from the State of Maharashtra to Delhi and obtained a certificate in this regard from the Registrar of

Companies, NCT of Delhi & Haryana at New Delhi on 15th February, 2010.

4. The authorized share capital of the applicant/transferor company is Rs.1,00,00,000/- divided into 10,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up share capital of the company is Rs.1,00,00,000/- divided into 10,00,000 equity shares of Rs.10/- each.

5. A copy of the Memorandum and Articles of Association of the applicant/transferor company has been filed on record. The audited balance sheet, as on 31st March, 2014, of applicant/transferor company, along with the report of the auditors, has 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 application and the accompanying affidavit. It is claimed by the applicant that the proposed amalgamation would create greater synergies between the businesses of both the companies and would enable them to have large asset base, access to better financial resources as well as enable them to manage their business more efficiently by effectively pooling the technical, distribution and marketing skills of each other. It is further claimed that the proposed amalgamation

shall result in enhancement of net worth of the combined business to capitalize on future growth potential.

7. So far as the share exchange ratio is concerned, the Scheme provides that, upon coming into effect of this Scheme, no consideration shall be payable by the transferee company since the transferee company (itself and through its nominee) is the only shareholder of the transferor company, and no shares shall be allotted by the transferee company either to itself or to any of its nominee shareholders holding shares in the transferor company.

8. It has been submitted by the applicant that no proceedings under Sections 235 and 250A of the Companies Act, 1956 are pending against the applicant/transferor company.

9. The Board of Directors of the applicant/transferor company in their meeting held on 18th July, 2013 has unanimously approved the proposed Scheme of Amalgamation. A copy of the Resolution passed at the meetings of the Board of Directors of applicant/transferor company has been placed on record.

10. The applicant/transferor company has 07 equity shareholders and 01 unsecured creditor. All the equity shareholders and the sole

unsecured creditor have given their consents/no objections in writing to the proposed Scheme of Amalgamation. There 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 creditor of the applicant/transferor company, 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, as on 30th September, 2014.

11. The application stands allowed in the aforesaid terms.

**Dasti**

**SUDERSHAN KUMAR MISRA, J.**

**August 28, 2015**