

IN THE HIGH COURT OF DELHI
COMPANY APPLICATION (MAIN) NO. 153/2015

Reserved on 22nd September, 2015
Date of pronouncement: 2nd November, 2015

In the matter of

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

And

**Application under Sections 391 and 394 of the
Companies Act, 1956 read with Rules 6 & 9 of
the Companies (Court) Rules, 1959**

Scheme of Amalgamation of:

Bank Street Securities Private Limited

Applicant/Transferor Company No. 1

Bhutani Leasing and Finance Limited

Applicant/Transferor Company No. 2

Cellular Fincap Private Limited

Applicant/Transferor Company No. 3

DKT Marketing Private Limited

Applicant/Transferor Company No. 4

Jaideepak Textiles Private Limited

Applicant/Transferor Company No. 5

A. A. Gems Private Limited

Applicant/Transferor Company No. 6

AR Agro Industries Private Limited

Applicant/Transferor Company No. 7

Win Capital Limited

Applicant/Transferor Company No. 8

WITH

SRD Trading Private Limited

Applicant/Transferee Company

**Through Mr. Ashish Middha, Advocate
for the applicants**

SUDERSHAN KUMAR MISRA, J.

1. This joint application has been filed under Sections 391 and 394 of the Companies Act, 1956 read with Rules 6 & 9 of the Companies (Court) Rules, 1959 by the applicant companies 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 Bank Street Securities Private Limited (hereinafter referred to as the transferor company no. 1); Bhutani Leasing and Finance Limited (hereinafter referred to as the transferor company no. 2); Cellular Fincap Private Limited (hereinafter referred to as the transferor company no. 3); DKT Marketing Private Limited (hereinafter referred to as the transferor company no. 4); Jaideepak Textiles Private Limited (hereinafter referred to as the transferor company no. 5); A. A. Gems Private Limited (hereinafter referred to as the transferor company no. 6); AR Agro Industries Private Limited (hereinafter referred to as the transferor company no. 7) and Win Capital Limited (hereinafter referred to as the transferor company no. 8) with SRD Trading 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 no. 1 was incorporated under the Companies Act, 1956 on 3rd June, 1996 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

4. The transferor company no. 2 was incorporated under the Companies Act, 1956 on 13th December, 1990 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

5. The transferor company no. 3 was incorporated under the Companies Act, 1956 on 25th June, 1996 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

6. The transferor company no. 4 was incorporated under the Companies Act, 1956 on 24th August, 2004 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

7. The transferor company no. 5 was incorporated under the Companies Act, 1956 on 16th September, 1999 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

8. The transferor company no. 6 was incorporated under the Companies Act, 1956 on 14th May, 1999 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

9. The transferor company no. 7 was incorporated under the Companies Act, 1956 on 1st October, 1992 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

10. The transferor company no. 8 was incorporated under the Companies Act, 1956 on 10th February, 1995 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

11. The transferee company was incorporated under the Companies Act, 1956 on 17th July, 2001 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

12. The present authorized share capital of the transferor company no.1 is Rs.50,00,000/- divided into 5,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.45,00,000/- divided into 4,50,000 equity shares of Rs.10/- each.

13. The present authorized share capital of the transferor company no.2 is Rs.75,00,000/- divided into 7,50,000 equity shares of Rs.10/-

each. The issued, subscribed and paid up capital of the company is Rs.75,00,000/- divided into 7,50,000 equity shares of Rs.10/- each.

14. The present authorized share capital of the transferor company no.3 is Rs.50,00,000/- divided into 5,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.42,00,000/- divided into 4,20,000 equity shares of Rs.10/- each.

15. The present authorized share capital of the transferor company no.4 is Rs.50,00,000/- divided into 5,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.38,50,000/- divided into 3,85,000 equity shares of Rs.10/- each.

16. The present authorized share capital of the transferor company no.5 is Rs.10,00,000/- divided into 1,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.8,88,000/- divided into 88,800 equity shares of Rs.10/- each.

17. The present authorized share capital of the transferor company no.6 is Rs.21,00,000/- divided into 2,10,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.20,85,000/- divided into 2,08,500 equity shares of Rs.10/- each.

18. The present authorized share capital of the transferor company no.7 is Rs.25,00,000/- divided into 2,50,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.22,95,300/- divided into 2,29,530 equity shares of Rs.10/- each.

19. The present authorized share capital of the transferor company no.8 is Rs.40,00,000/- divided into 4,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.36,99,190/- divided into 3,69,919 equity shares of Rs.10/- each.

20. The present authorized share capital of the transferee company is Rs.20,00,000/- divided into 2,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.18,57,000/- divided into 1,85,700 equity shares of Rs.10/- each.

21. 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, along with the report of the auditors, have also been filed.

22. 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 affidavits. It is claimed by the applicants that the proposed scheme will result in formation of a larger company enabling the said company to obtain greater facilities possessed and enjoyed by one large company compared to a small company for raising capital, securing and conducting trade and business on favourable terms and other related benefits. It is further claimed that the proposed amalgamation will enable the company concerned to rationalize and streamline their management, businesses and finances and lead to a better and more economic control, over the running and management of the businesses and undertakings of the said company.

23. 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:-

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

“07 equity shares of Rs.10/- each of the transferee company for every 10 equity shares of Rs.10/- each held in the transferor company no. 2.”

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

“13 equity shares of Rs.10/- each of the transferee company for every 10 equity shares of Rs.10/- each held in the transferor company no. 4.”

“14 equity shares of Rs.10/- each of the transferee company for every 10 equity shares of Rs.10/- each held in the transferor company no. 5.”

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

“09 equity shares of Rs.10/- each of the transferee company for every 10 equity shares of Rs.10/- each held in the transferor company no. 7.”

“06 equity shares of Rs.10/- each of the transferee company for every 10 equity shares of Rs.10/- each held in the transferor company no. 8.”

24. 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.

25. The Board of Directors of the transferor and transferee companies in their separate meetings held on 14th February, 2015 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.

26. The transferor company no. 1 has 02 equity shareholders and 04 unsecured creditors. Both the equity shareholders and all the unsecured

creditors 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 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 creditor of the transferor company no. 1, as on 31st December, 2014.

27. The transferor company no. 2 has 07 equity shareholders and 10 unsecured creditors. All the equity shareholders and all the unsecured creditors 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 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 creditor of the transferor company no. 2, as on 31st December, 2014.

28. The transferor company no. 3 has 04 equity shareholders and 05 unsecured creditors. All the equity shareholders and all the unsecured creditors 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 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 creditor of the transferor company no. 3, as on 31st December, 2014.

29. The transferor company no. 4 has 02 equity shareholders and 03 unsecured creditors. Both the equity shareholders and all the unsecured creditors 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 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 transferor company no. 4, as on 31st December, 2014.

30. The transferor company no. 5 has 02 equity shareholders and 02 unsecured creditors. Both the equity shareholders and both the unsecured creditors 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 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 creditor of the transferor company no. 5, as on 31st December, 2014.

31. The transferor company no. 6 has 03 equity shareholders and 02 unsecured creditors. All the equity shareholders and both the unsecured creditors 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 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 creditor of the transferor company no. 6, as on 31st December, 2014.

32. The transferor company no. 7 has 07 equity shareholders and 19 unsecured creditors. All the equity shareholders and all the unsecured creditors 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 transferor company no. 7 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 transferor company no. 7, as on 31st December, 2014.

33. The transferor company no. 8 has 06 equity shareholders and 24 unsecured creditors. All the equity shareholders and all the unsecured creditors 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 transferor company no. 8 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 transferor company no. 8, as on 31st December, 2014.

34. The transferee company has 03 equity shareholders and 02 unsecured creditors. All the equity shareholders and both the unsecured creditors 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 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 creditor of the transferee company, as on 31st December, 2014.

35. The application stands allowed in the aforesaid terms.

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SUDERSHAN KUMAR MISRA, J.

November 02, 2015