IN THE HIGH COURT OF DELHI
COMPANY APPLICATION (MAIN) NO. 170/2015

Reserved on 5th November, 2015
Date of pronouncement: 16th November, 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 read with Rules 6 & 9 of the Companies (Court) Rules, 1959

Scheme of Amalgamation of:

SLN Piedmont Development Company Private Limited
Applicant/Transferor Company
WITH

Piedmont Development Company Private Limited
Applicant/Transferee Company

Through Mr. Mahesh Agarwal and Mr.Rajeev Kumar, 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 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 SLN Piedmont Development Company Private Limited (hereinafter referred to as the transferor company) with Piedmont

Development Company 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 originally incorporated under the Companies Act, 1956 on 13th June, 2008 with the Registrar of Companies, Karnataka at Bangalore. The company shifted its registered office from the State of Karnataka to Delhi and obtained a certificate in this regard from the Registrar of Companies, NCT of Delhi & Haryana on 9th October, 2015.

4. The transferee company was incorporated under the Companies Act, 1956 on 19th July, 2007 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

5. The present authorized share capital of the transferor company is Rs.4,20,00,000/- divided into 41,00,000 equity shares (Class A) of Rs.10/- each aggregating to Rs.4,10,00,000/- and 1,000 equity shares (Class B) of Rs.1,000/- each aggregating to Rs.10,00,000/-. The issued, subscribed and paid-up share capital of the company is Rs.2,00,08,370/- divided into 20,00,837 equity shares of Rs.10/- each.

6. The present authorized share capital of the transferee company is Rs.25,00,00,000/- divided into 2,50,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up share capital of the company is Rs.22,20,36,300/- divided into 2,22,03,630 equity shares of Rs.10/- 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, 2015, of the transferor and transferee companies, along with the reports of the auditors, 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 streamline the business operations by consolidation of entities; simplify the legal entity structure by consolidating the entities of the group; achieve operational and management efficiency and reduce administrative cost and regulatory compliance.

9. 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 company in the following ratio:

> "01 equity share of Rs.10/- each, credited as fully paid up, of the transferee company for every 02 equity shares of Rs.10/- each fully paid up held in the transferor company."

10. It has been submitted by the applicants that no proceedings under Sections 235 to 251 of the Companies Act, 1956 or under corresponding provisions of the Companies Act, 2013 are pending against the applicant companies.

11. The Board of Directors of the transferor and transferee companies in their separate meetings held on 17th October, 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.

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. There is no secured or unsecured creditor of the transferor company, as on 30th September, 2015.

13. The transferee company has 02 equity shareholders and 01 unsecured creditor. Both the equity shareholders and the sole unsecured creditor 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 creditor 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 30th September, 2015.

14. The application stands allowed in the aforesaid terms.

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SUDERSHAN KUMAR MISRA, J.

November 16, 2015