**IN THE HIGH COURT OF DELHI**
COMPANY APPLICATION (MAIN) NO. 184/2015

**Reserved on 8th 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

**Application under Section 391(1) of the Companies Act, 1956**

Scheme of Amalgamation of:

Pinokio Entertainment Private Limited
Applicant/Transferor Company

WITH

Baba Infraventures India Private Limited
Applicant/Transferee Company

**Through Mr. Mukesh Sukhija, Advocate for the applicants**

**SUDERSHAN KUMAR MISRA, J.**

1. This joint Application has been filed under Section 391(1) 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, secured and unsecured creditors to consider and approve with or without modification, the proposed Scheme of Amalgamation of Pinokio Entertainment Private Limited (hereinafter referred to as the transferor company) with Baba Infraventures India 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 6th January, 2010 with the Registrar of Companies, West Bengal under the name and style of Adhunik Barter Private Limited. The company changed its name to Pinokio Entertainment Private Limited and obtained the fresh certificate of incorporation from the Registrar of Companies, NCT of Delhi & Haryana at New Delhi on 14th August, 2015.

4. The transferee company was incorporated under the Companies Act, 2013 on 11th June, 2015 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

5. The present authorized share capital of the transferor company is Rs.37,00,000/- divided into 3,70,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up share capital of the company is Rs.36,10,000/- divided into 3,61,000 equity shares of Rs.10/- each.

6. The present authorized share capital of the transferee company is Rs.1,00,000/- divided into 10,000 equity shares of Rs.10/- each. The

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

7. Copies of Memorandum and Articles of Association of the transferor and transferee companies have been filed on record. The audited balance sheet, as on 31st March, 2015, of the transferor company, along with the report of the auditors, has also been filed. Learned counsel for the applicants submits that since the transferee company has been recently incorporated, therefore, only the provisional accounts of the company have been prepared for the period ending 30th September, 2015 and a copy of the same is placed on record.

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 would enable pooling of physical, financial and human resources of these companies for their most beneficial utilization in the combined entity. It is further claimed that the proposed amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of human and other resource and enhancement of overall business efficiency. It will enable these Companies to combine their managerial and operating

strength, to build a wider capital and financial base and to promote and secure overall growth of their businesses.

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:-

> "02 equity shares of Rs.10/- each of the transferee company for every 01 equity share of Rs.10/- each 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 are pending against the applicant companies.

11. The Board of Directors of the transferor and transferee companies in their separate meetings held on 17th November, 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 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 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, as on 30th September, 2015.

13. The transferee company 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 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.

**Dasti**

**SUDERSHAN KUMAR MISRA, J.**

**December 23, 2015**