

IN THE HIGH COURT OF PUNJAB AND HARYANA AT  
CHANDIGARH

**Company Petition No. 109 of 2016 (O&M)**

**Connected with CP No.69 of 2016**

**Date of Decision: 13.12.2016**

**IN THE MATTER OF:**

**Scheme of Arrangement between:**

**DS Group Hospitality Private Limited**

. . . . Petitioner/Demerged/Amalgamated Company

**AND**

**DS Hotels and Resorts (India) Limited**

. . . . Petitioner/Amalgamating Company No.1

**AND**

**J.R. Recreation Clubs and Resorts Limited**

. . . . Petitioner/Amalgamating Company No.2

**AND**

**DS Namah Hospitality Private Limited**

. . . . Petitioner/Resulting Company No.1

**AND**

**DS Jaipur Hospitality Private Limited**

. . . . Petitioner/Resulting Company No.2

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**CORAM: HON'BLE MR.JUSTICE RAKESH KUMAR JAIN.**

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Present: - Mr.Rohit Khanna, Advocate,  
for the petitioner-Companies.

Mr.Deepak Aggarwal, Advocate, with  
Mr.D.K. Singh, Official Liquidator.

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**RAKESH KUMAR JAIN, J.**

This petition is filed under Section 391-394 of the Companies Act, 1956 [for short 'the Act'], duly supported by affidavits of the petitioner/Amalgamated Company, Amalgamating Company No.1 & 2 and

Resulting Company No.1 & 2, seeking sanctioning of the Composite Scheme of Arrangement (Annexure P-1) [for short 'the Scheme'].

As per the Scheme, Amalgamating Company No.1 & 2 shall merge into Amalgamated/De-merged company and the demerger of "Demerged Undertaking i.e. Jim Corbett Undertaking" of Amalgamated/Demerger Company into Resulting Company No.1 and demerger of "Demerged Undertaking i.e. J.R. Recreation Undertaking" of Amalgamated/Demerger Company into Resulting Company No.2.

The registered office of the Amalgamated Company, Amalgamating Company No.1 & 2 and Resulting Company No.1 & 2 are situated at Gurgaon, Haryana.

The main objects of the Amalgamated Company, Amalgamating Company No.1 & 2 and Resulting Company No.1 & 2 are detailed in their respective Memorandum and Articles of Association annexed with the petition at Annexures P-2, P-4, P-6, P-8 and P-10, respectively.

Earlier the petitioner/Transferor Company had approached this Court by way of CP No.69 of 2016 in which vide order dated 11.04.2016 meetings of the Equity Shareholders of the Petitioner-Companies i.e. Amalgamated Company, Amalgamating Company No.1 & 2, Resulting Company No.1 & 2 and Preference Shareholders of Petitioner-Amalgamated Company and Amalgamated Company No.1 were dispensed and since there was no Secured Creditors of the Demerged/Amalgamated Company, Amalgamating Company No.1 and Resulting Company No.1 & 2 and no Unsecured Creditors of Resulting Company No.1 & 2, therefore, it was ordered that there was nothing to convene their meeting. However meetings of Unsecured Creditors of the Amalgamating Company No.1 and Secured and Unsecured Creditors of Amalgamating Company No.2 were ordered to be

convened on 28.05.2016 for which Chairmen and Co-Chairmen were appointed and CP No.69 of 2016 was adjourned for 05.07.2016.

In pursuance to the order dated 05.07.2016, reports of the Chairmen of the Unsecured Creditors of the Amalgamating Company No.1, Secured Creditor of Amalgamating Company No.1 and Unsecured Creditor of Amalgamating Company No.1 were submitted on 31.5.2016, 31.05.2016 and 31.05.2019, respectively, on the basis of which the Ist motion petition was disposed of on 29.08.2016 with liberty to move the Second Motion Petition.

In the present Second motion petition on 29.08.2016, notice was issued to the Regional Director, Ministry of Corporate Affairs, New Delhi and Official Liquidator. It was also ordered to be published in the newspapers, namely, 'Financial Express' (English) and 'Jansatta' (Hindi) both Delhi/NCR Edition and in the Official Gazette of the Government of Haryana besides being uploaded on the official website of the Official Liquidator. The said order has been complied with and the affidavit of Publication dated 04.11.2016 has been placed on record.

The Official Liquidator has filed his report dated 01.11.2016. The Official Liquidator, on the basis of the report of M/s Bhutoria Ganesan & Co. Chartered Accountant, has raised no objection by observing that no affairs of the Company have been conducted, which are prejudicial to the public interest or any of its members or Creditors.

Pursuant thereto, report by way of an affidavit/representation of Narender Kumar Bhola, Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, dated 03.11.2016 has been placed on record, in which following averment has been made in sub Para No.14:-

*“The deponent is to say that the instant scheme is silent on the*

*applicability of Accounting Standard-14 issued by the Institute of Chartered Accountants of India. Hon'ble Court may direct the petitioner companies to comply with the Accounting Standard-14 issued by ICAI."*

In response to the report of Regional Director, learned counsel for the Petitioner-Companies has stated that the Petitioner-Companies shall comply with all the applicable Accounting Standards-14 issued by the Institute of Chartered Accountants of India upon sanctioning of the Scheme.

It is averred in the petition that no investigation proceedings have been instituted and/or are pending under Sections 235 and 250A of the Companies Act, 1956 or the applicable provision of the Companies Act, 2013 against the Petitioner-Companies.

For the reasons mentioned hereinabove, on the consideration of all the relevant facts, the procedural requirements contemplated under Sections 391-394 of the Act, the relevant Rules and on due consideration of the report of the Regional Director, Northern, Ministry of Corporate Affairs, New Delhi, the Composite Scheme of Arrangement is hereby sanctioned and as a result thereof, the assets and liabilities relating to Amalgamating Company No.1 & 2 shall stand vested in the Amalgamated/De-merged company and the Amalgamating Company No.1 & 2 shall be dissolved without being wound up, the assets and liabilities relating to "Demerged Undertaking i.e. Jim Corbett Undertaking" of Amalgamated/Demerged Company shall stand vested in the Resulting Company No.1 and the assets and liabilities relating to "Demerged Undertaking i.e. J.R. Recreation

Undertaking” of Amalgamated/Demerged Company shall stand vested in Resulting Company No.2. The Petitioner-Companies shall comply with all the applicable Accounting Standards upon sanctioning of the Scheme.

The Scheme shall be binding on the Petitioner-Companies, their respective shareholders, creditors and all concerned.

Let formal order of sanction of the Scheme be drawn in accordance with law and its certified copy be filed with the Registrar of Companies within 30 days from the date of receipt of the same.

A notice of the order be published in the newspapers, namely, “Financial Express” (English), “Jansatta” (Hindi) both Delhi/NCR Edition and in the official gazette of Government of Haryana.

Any person interested shall be at liberty to apply to the Court for any direction(s) as per law.

Learned counsel for the Petitioner-Companies states that the petitioner-Companies would voluntarily deposit a sum of ₹1,00,000/- in the Common Pool Fund Account of the Official Liquidator within four weeks. The statement is accepted.

Disposed of accordingly.

**13.12.2016**

*Vivek*

**(RAKESH KUMAR JAIN)**  
**JUDGE**