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* **IN THE HIGH COURT OF DELHI AT NEW DELHI**

\+ CO.APPL.(M) 24/2016

IN THE MATTER OF
BREWTON CONSULTANTS PRIVATE LIMITED
..... Applicant no. 1/ Transferor Company No.1

AND

DACHA DEVELOPERS PRIVATE LIMITED
..... Applicant no.2/ Transferor Company No.2

AND

PINKCITY SALES PRIVATE LIMITED
..... Applicant no. 3/ Transferor Company No.3

AND

RIVER PROPERTIES PRIVATE LIMITED
..... Applicant no.4 / Transferor Company No.4

AND

RSS PETRO CHEM PRIVATE LIMITED
..... Applicant no. 5/ Transferor Company No.5

AND

SHIVAM PLASTOCRAFT PRIVATE LIMITED
..... Applicant no.6/ Transferor Company No.6

AND

TRUE VALUE PROPMART PRIVATE LIMITED
..... Applicant no. 7/ Transferee Company

Through: Mr Mukesh Sukhija, Adv.

CORAM:
HON'BLE MR. JUSTICE RAJIV SHAKDHER

ORDER

% **10.02.2016**

1. This is a first motion (joint) application, which is moved by Brewton Consultants Private Limited (Applicant no. 1/ Transferor Company No.1)

Dacha Developers Private Limited (Applicant no. 2/ Transferor Company No.2) Pinkcity Sales Private Limited (Applicant no. 3/ Transferor Company No.3) River Properties Private Limited (Applicant no. 4/ Transferor Company No.4) RSS Petro Chem Private Limited (Applicant no. 4/ Transferor Company No.5) Shivam Plastocraft Private Limited (Applicant no. 6/ Transferor Company No.6) and True Value Propmart Private Limited (Applicant no. 7/ Transferee Company) (hereafter collectively referred to as the applicants) under Section 391 and 394 of the Companies Act, 1956 (in short the Act) in connection with the proposed scheme of amalgamation (hereafter referred to as the scheme). A copy of the scheme is enclosed with the application.

2. The registered office of the applicants are situate, within the National Capital Territory of Delhi and, therefore, this court has the necessary jurisdiction to deal with the matter.

3. The details of the date of incorporation of the applicants, their authorized, issued, subscribed and paid up capital have been set out in paragraph 2 of the scheme.

4. The copies of Memorandum and Articles of Association as well as the latest audited annual accounts for the year ended 31.03.2015 of the applicants have been filed.

5. I am informed by the learned counsel for the applicants that no proceedings under Section 235 to 251 of the Act are pending against them as on date.

6. The scheme has been approved by the respective Board of Directors (BOD) of the applicants. The copies of BOD resolution of even date i.e. 14.01.2016 have been filed.

7. The status of the shareholders and unsecured creditors of the applicants and the consent obtained from them (wherever applicable) qua the scheme is set out in the table given below:-

Company	No. Of Shareholders	Consent given	No. Of unsecured creditors	Consent given
Transferor Company No.1	3	All	1	All
Transferor Company No.2	4	All	2	All
Transferor Company No.3	2	All	Nil	N.A.
Transferor Company No.4	2	All	2	All
Transferor Company No.5	2	All	1	All
Transferor Company No.6	2	All	2	All
Transferee Company	2	All	2	All

8. A prayer has been made to dispense with the requirement of convening the meetings of the shareholders and the creditors (i.e. the unsecured creditors) of the applicants. The letters of consent submitted by the shareholders have been seen and examined. They are found in order. Similarly, letters of consent of unsecured creditors have been seen and found in order.

9. Given the fact that all shareholders and creditors (i.e. the unsecured creditors) of the applicants have given their consent and/or No Objection (NOC) to the scheme, there shall be no requirement to convene their meetings.

10. The application stands allowed in the aforesaid terms.

11. Dasti.

RAJIV SHAKDHER, J

FEBRUARY 10, 2016/kk