

IN THE HIGH COURT OF DELHI
COMPANY APPLICATION (MAIN) NO. 34/2016

Reserved on 18th April, 2016
Date of pronouncement: 16th May, 2016

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:

Superior Packagings Private Limited

Applicant/Transferor Company No. 1

Pioneer Investcare Private Limited

Applicant/Transferor Company No. 2

WITH

Pioneer Securities 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 Superior Packagings Private Limited (hereinafter referred to as the transferor company no. 1) and Pioneer Investcare Private Limited (hereinafter referred to as the transferor company no. 2)

with Pioneer Securities 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 originally incorporated under the Companies Act, 1956 on 10th March, 1997 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi under the name and style of Superior Packagings Limited. The company changed its name to Superior Packagings Private Limited and obtained the fresh certificate of incorporation on 6th January, 1998.

4. The transferor company no. 2 was incorporated under the Companies Act, 1956 on 15th February, 2006 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

5. The transferee company was originally incorporated under the Companies Act, 1956 on 25th November, 1994 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi under the name and style of Pioneer Securities Private Limited. The word 'Private' was deleted from the name of the company w.e.f. 31.08.1999 and was again added in the name of the company w.e.f. 31.12.2001.

6. The authorized share capital of the transferor company no.1 is Rs.5,50,00,000/- divided into 55,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.5,48,62,070/- divided into 54,86,207 equity shares of Rs.10/- each.

7. The authorized share capital of the transferor company no.2 is Rs.1,00,00,000/- divided into 10,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.90,50,000/- divided into 9,05,000 equity shares of Rs.10/- each.

8. The authorized share capital of the transferee company is Rs.1,25,00,000/- divided into 12,50,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.91,82,000/- divided into 9,18,200 equity shares of Rs.10/- each.

9. 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 report of the auditors, have also been filed.

10. 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.

11. 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:-

“01 equity share of Rs.10/- each of the transferee company for every 14 equity shares of Rs.10/- each held in the transferor company no. 1.”

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

12. 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.

13. The Board of Directors of the transferor and transferee companies in their separate meetings held on 8th June, 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.

14. The transferor company no. 1 has 03 equity shareholders. All 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 meetings of the equity shareholders 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 or unsecured creditor of the transferor company no. 1, as on 31st December, 2015.

15. The transferor company no. 2 has 03 equity shareholders. All 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 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 or unsecured creditor of the transferor company no. 2, as on 31st December, 2015.

16. The transferee company has 28 equity shareholders, 02 secured creditors and 41 unsecured creditors. 16 out of 28 equity shareholders, being 57.14% in number and 99.5% in value and 31 out of 41 unsecured creditors, being 75.61% in number and 97.36% in value have given their consents/no objections in writing to the proposed Scheme of Amalgamation. Further, the debt of one secured creditor has been duly paid while the consent of another secured creditor has been obtained. 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, secured 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.

17. The application stands allowed in the aforesaid terms.

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SUDERSHAN KUMAR MISRA, J.

May 16, 2016