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

\+ CO.APPL.(M) 53/2016

IN THE MATTER OF
MONA AUTO INDUSTRIES PRIVATE LIMITED
.... Applicant No.1/ Transferor Company

AND

R.P.L (INDIA) PHARMACEUTICALS PRIVATE LIMITED
.... Applicant No.2/ Transferee Company

Through: Mr Praveen Kumar Mittal, Advocate

CORAM:
HON'BLE MR. JUSTICE RAJIV SHAKDHER

O R D E R
% **06.04.2016**

1. This is a first motion (joint) application filed by Mona Auto Industries Private Limited (applicant no.1/transferor company) and R.P.L (India) Pharmaceuticals Private Limited (applicant no.2/transferee company) (hereafter collectively referred to as the applicants) under section 391 to 394 of the Companies Act, 1956 (in short the 1956 Act) for approval of the scheme of amalgamation and arrangement (hereafter referred to as the scheme).A copy of the scheme is enclosed with the application.

1.1 The registered office of the applicants are located in Delhi and, therefore, within the territorial jurisdiction of this Court.

1.2 The transferor company was incorporated on 13.12.1983, in consonance with the provisions of the Act.

1.3 The transferee company, on the other hand, was incorporated later in point of time i.e. on 17.05.2002, under the provisions of the Act.

2. The details qua authorized, issued, subscribed and paid-up capital of the applicants have been set out in paragraph nos. 3.1 and 4.1 of the scheme.

2.1 Copies of Memorandum and Articles of Association as well as the latest audited annual accounts as on 31.03.2015 of the applicants have been filed.

3. The scheme has been approved by the respective Board of Directors (BOD) of the applicants. Copies of the BOD resolutions of even date i.e. 15.01.2016 have been filed.

4. The applicants aver that there that there are no proceedings pending against them, under Sections 235 to 251 of the Act.

5. The position with regard to shareholders and creditors (i.e. secured and unsecured) of the applicants and the consents obtained from them (wherever applicable) qua the scheme, is as follows:

Company	No. of Equity Shareholders	Consent Given	No. of Secured Creditors	Consent given	No. of Unsecured Creditors	Consent given
Transferor Company	2	ALL	NIL	N.A.	NIL	N.A.
Transferee Company	3	ALL	3	ALL	46	ALL

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

7. Given the fact that all shareholders of the applicants and all creditors (i.e. secured and unsecured) of the transferee company have given their

consent and/or No-Objection (NOC) to the scheme, there shall be no requirement to convene their meetings.

8. The joint application stands allowed in the aforesaid terms.

9. Dasti.

RAJIV SHAKDHER, J

APRIL 6, 2016