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

+ Co. Appl. (M) No. 176/2014

IN THE MATTER OF

CNS INFOTECH (INDIA) PVT. LTDApplicants

Through: Mr. Sudhir Kumar Makkar,
Advocate for the
Applicants.

CORAM:

HON'BLE MR. JUSTICE SANJEEV SACHDEVA

ORDER

% **24.12.2014**

SANJEEV SACHDEVA, J (ORAL)

1. This is first motion joint Application under section 391 to 394 of the Companies Act, 1956 (“Act”) in connection with the Scheme of Amalgamation (“Scheme”) of CNS Infotech (India) Pvt. Ltd. (hereinafter referred to as Transferor Company) with Ratna Commercial Enterprises Pvt. Ltd (hereinafter referred to as Transferee Company) (hereinafter collectively referred to as Applicant Companies). A copy of the proposed Scheme is enclosed with the Application.

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2. The registered offices of the Applicant Companies are situated within the National Capital Territory of Delhi, within the jurisdiction of this Court.
3. The details of the dates of incorporation of the Applicant Companies, its authorized, issued, subscribed and paid up capital have been enclosed with the Application.
4. The certified copy of the Memorandum and Articles of Association, latest Audited Accounts as on 31st March 2014 of the Applicant Companies have been enclosed with the Application.
5. Learned Counsel for the Applicant Companies submits that no proceedings under sections 235 to 251 of the Act are pending against the Applicant Companies as on the date of the present Application.
6. The proposed Scheme has been approved by the Board of Directors of the Applicant Companies. Copies of the Board Resolutions have been filed along with the Application.

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7. The status of the Shareholders, Secured and Unsecured Creditors of the Applicant Companies and the consents obtained by them for the proposed Scheme are as follows:

Company	Shareholder	Consent Given	Secured Creditor	Consent Given	Unsecured Creditor	Consent Given
Transferor Company	2	All	Nil	N.A	Nil	N.A
Transferee Company	3	2 Constituting of 97.52% in value	Nil	N.A	Nil	N.A

8. A prayer has been made for dispensation from the requirement of convening the meetings of the Shareholders, Secured and the Unsecured Creditors of the Applicant Companies.
9. In view of the written consents/NOC given by all the Shareholders of the Transferor Company, the requirement of convening meeting of Shareholders of the Transferor Company is dispensed with.
10. In view of the written consents/NOC given by 2 out of 3 (constituting of 97.52% in value) of the Shareholders

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of the Transferee Company, the requirement of convening meeting of Shareholders of the Transferee Company is dispensed with.

11. Since there are no Secured Creditors in the Applicant Companies therefore the requirement of convening meeting of Secured Creditors of Applicant Companies does not arise.
12. Since there are no Unsecured Creditors in the Applicant Companies therefore the requirement of convening meeting of Unsecured Creditors of Applicant Companies does not arise.
13. The Application stands allowed in the aforesaid terms.

Order Dasti.

SANJEEV SACHDEVA, J

DECEMBER 24, 2014
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