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

+ Co. Appl. (M) No. 122/2014

IN THE MATTER OF

LURGI INDIA INTERNATIONAL SERVICES PRIVATE
LIMITEDApplicant

Through: Mr. Niraj Kumar and Mr
Achint Singh Gyani,
Advocates for Applicant.

CORAM:

HON'BLE MR. JUSTICE SANJEEV SACHDEVA

ORDER

% **25.08.2014**

SANJEEV SACHDEVA, J (ORAL)

CA. 1882/2014 (Exemption)

Exemption is allowed, subject to just exception.

Co. Appl. (M) No. 122/2014

1. This is a first motion Application under Sections 391 to 394 of the Companies Act, 1956 ("Act") is in connection with a Scheme of Amalgamation ("Scheme") of Air Liquide Engineering India Private Limited (hereinafter referred to as the Transferor

Company) with Lurgi India International Services Private Limited (hereinafter referred to as the Applicant/Transferee Company) and their respective Shareholders. A copy of the Scheme has been enclosed with the Application.

2. The registered office of the Applicant/Transferee Company is situated at New Delhi, within the jurisdiction of this Hon'ble Court while the registered office of Transferor Company is situated at Hyderabad, which is situated outside the jurisdiction of this Court.
3. The details with regard to the date of incorporation of the Applicant Company, their authorized, issued, subscribed and paid up capital have been set out in application.
4. Copies of the Memorandum and Articles of Association, latest Audited Accounts as on 31st March, 2013 of the Applicant Company have been enclosed with the Application.
5. Learned Counsel for the Applicant Company submits that no proceeding under sections 235 to 251 of the Act is pending against the Applicant Company as on the date of the present Application.

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6. The proposed Scheme has been approved by the Board of Directors of the Applicant Company. Certified true copies of the Board Resolutions have been filed along with the Application.
7. The status of the Shareholders, Secured and Unsecured Creditors of the Applicant/Transferee Company and the consents obtained from them for the proposed Scheme is clearly apparent from the chart given in the application, which is as follows:-

Company	No. of Share holder	Consent Given	No of Secured Creditor	Consent Given	No. of Unsecured Creditor	Consent Given
Transferee Company	2	All	Nil	N.A	Nil	N.A

8. A prayer has been made for dispensation of the requirement of convening meetings of Shareholders, Secured and Unsecured creditors of the Applicant Company.
9. In view of the written consents/NOC given by the all Shareholders in Applicant Company, requirement of convening the meetings of shareholders of Applicant Company are dispensed with.

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10. Since there are no Secured and Unsecured Creditors in the Applicant Company, the question of convening the meetings of the secured and unsecured creditors of the applicant company does not arise.
11. The Application stands allowed in above terms.

Order Dasti.

SANJEEV SACHDEVA, J

AUGUST 25, 2014