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

+ Co. Appl. (M) No. 143/2014

**IN THE MATTER OF**

**RUDOLF EXIM PRIVATE LTD AND ORS. ....Applicants**

Through: Mr. Deepak Kumar Vijay,  
Advocate for the Applicants.

**CORAM:**

**HON'BLE MR. JUSTICE SANJEEV SACHDEVA**

**ORDER**

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**31.10.2014**

**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 Rudof Exim Private Limited (hereinafter referred to as Transferor Company No. 1), Simons Marketing Private Limited (hereinafter referred to as Transferor Company No. 2) and Model Tradecom Private Limited (hereinafter referred to as Transferor Company No. 3) with CLC Limited (hereinafter referred to as Transferee Company) (hereinafter collectively referred to as Applicant Companies). A

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copy of the proposed Scheme is enclosed with the Application.

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 copy of the Memorandum and Articles of Association as well as the latest audited Annual Accounts for the year ended 31<sup>st</sup> March 2014 of the Applicant Companies has also 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

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Board Resolutions have been filed along with the Application.

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	No. of Share holders	Consent Given	No. of Secured Creditors	Consent Given	No. of Unsecured Creditors	Consent Given
Transferor Company No. 1	2	All	Nil	N.A	Nil	N.A
Transferor Company No. 2	2	All	Nil	N.A	Nil	N.A
Transferor Company No. 3	2	All	Nil	N.A	Nil	N.A
Transferee Company	6	All	Nil	N.A	3	All

8. A prayer has been made for dispensation from the requirement of convening the meetings of the

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Shareholders, Secured and the Unsecured Creditors of the Applicant Companies.

9. In view of the written consent/NOC given by all the Shareholders of the Transferor Companies and Transferee Company, the requirement of convening meeting of Shareholders of Transferor Companies and Transferee Company are dispensed with.
10. Since there are no Secured Creditors in Transferor Companies and Transferee Company, therefore the requirement of convening meeting of Secured Creditors of Transferor Companies and Transferee Company does not arise.
11. Since there are no Un-secured Creditors in Transferor Companies, therefore the requirement of convening meeting of Un-secured Creditors of Transferor Companies does not arise.
12. In view of the written consent/NOC given by all the Un-secured Creditors of the Transferee Company, the requirement of convening meeting of Un-secured Creditors of the Transferee Company is dispensed with.

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13. The Application stands allowed in the aforesaid terms.

Order Dasti.

**SANJEEV SACHDEVA, J**

**OCTOBER 31, 2014**

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