# IN THE NATIONAL COMPANY LAW TRIBUNAL HYDERABAD BENCH, AT HYDERAB

CA (CAA) 58/230/HDB/2017 U/s 230 & 232 of the Companies Act, 2013

### IN THE MATTER OF

TANISHQ INFRA VENTURES PRIVATE LIMITED 8-3-323, Ameerpet 'X' Roads Hyderabad-500073, Telangana, India In represented by its Director Mr. Girish Mallpani

CERTIFIED TO BE TRUE COPY
OF THE ORIGINAL

... APPLICANT (TRANSFEROR 1)

Date of order: 27.10.2017

#### Coram

Hon'ble Shri Rajeswara Rao Vittanala, Member (Judicial)

## Counsels / Parties for the Applicant

For the Applicant

Shri Vinod Pasala, Advocate

Ms. Kritika Sharma, PCS

Per: Rajeswara Rao Vittanala, Member (Judicial)

# **ORDER**

- 1. The present Company Application bearing CA (CAA) No.58/230/HDB/2017 is filed by Tanishq Infra Ventures Private Limited, under Section 230 to 232 of the Companies Act, 2013, by inter-alia seeking to dispense with the meeting of the members/ creditors of the applicant company/transferee company as the members have given their consent to the Scheme of Amalgamation, to dispense with the Publication of notice in newspapers as there is no public interest involved.
- 2. Brief facts, leading to filing of present Company Application, are as follows:-
  - (a) TANISHQ INFRA VENTURES PRIVATE LIMITED (The Transferor Company -1)



The Transferor Company-1 was incorporated as a Private Limited Company under the provisions of the Companies Act, 1956, in the erstwhile State of Andhra Pradesh on 07/07/2008. The Registered Office of the applicant/transferor company is situated at 8-3-323, Ameerpet 'X' Roads, Hyderabad-500073, Telangana, India.

Share Capital of the The Authorized (b) applicant/transferor Company-1 is Rs. 4,20,00,000 (Rupees Four Crore Twenty Lakh only) divided into 42,00,000 (Forty Two Lakhs Thousand only) Equity Shares of Rs.10/- (Rupees Ten only) each and the Issued, Subscribed and Paid up Share Capital is Rs. 4,18,85,240 (Rupees Four Crore Eighteen Lakhs Eighty Five Thousand Two hundred and Forty only) divided into 41,88,524 (Forty Lakhs Twenty One Thousand Three Hundred and Thirty Nine) Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up.

The main objects is to carry on in India or elsewhere development business undertake the Infrastructure development, to work on build, operate, own and transfer/build, operate, transfer and service basis as contracted from central various State Governments, Union Government, Territories, cantonments, local authorities, bodies, and other autonomous panchayats, government and non government departments, the business to construct, build, alter, acquire, design, erect, develop and act as civil engineer, architectural engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub contractor, turnkey contractor, and manager of all types of constructions and development work in all its branches and to develop, construct, run, repair, maintain, decorate or improve, remodel, build,



- operate and manage roads, bridges, highways, railways, water ways, gaslines, airports, docks, ports, gardens, public places, buildings and other structures.
- (d) The accounts of the Transferor Company-1 have been audited until 31<sup>st</sup> March, 2016, after which the same has been considered and approved by the Board of Directors. The auditor's report does not disclose any irregularity or mismanagement in the affairs of the applicant/transferor company-1. The affairs of the transferee company have been conducted prudently and properly. The audited financial summary of the transferor company-1 as on 31<sup>st</sup> March, 2016 is given below:

Balance Sheet for Year Ended as at 31st March, 2016

		1 - + 24 02 2044	As at 31.03.2015
1.	EQUITY AND	As at 31.03.2016	AS at 31.03.2013
	LIABILITIES		
(1)	Shareholder's		
	Funds		4 00 000
	(a) Share	4,18,85,240	1,00,000
	Capital	2 24 24 544 24	7,19,03,727.03
	(b) Reserves	3,01,84,544.34	7,19,03,727.03
	& Surplus		
(2)	Non Current		
	Liabilities		0.04.77.940
	(a) Long Term	11,04,16,353	9,84,77,840
	Borrowings		2.00.000
	(b) Other	3,00,000	3,00,000
	Long Term		
	Borrowings		
(3)	Current		
	Liabilities		24.000
	(a) Trade	1,80,000	24,000
	Payables	10 50 24 505	2,26,59,386
	(b) Other	18,50,34,595	2,26,39,360
	Current		
	Liabilities		
	(c) Short	-	-
	Term	,	
	Provisions	24 00 00 722 24	19,34,64,953.03
	TOTAL	36,80,00,732.34	17,34,04,733.03
11.	ASSETS		
(1)	Non-Current		
	Assets		
	(a) Fixed	-	
	Assets		
	(i) Tangible		•



	Assets		
	(ii) Capital Work in Progress		-
	(b) Non- Current Investmen ts	16,08,00,000	8,00,000
	(c) Deferred Tax Asset	-	-
	(d)Long term loans and advances	7,87,45,317	8,13,88,617
	(e) Other non Current assets		
(2)	Current Assets		
	(a) Inventorie s	12,59,28,815	11,07,16,606
	(b) Trade Receivabl es	-	5,01,000
	(c) Cash and Cash Equivalent s	14,04,549.34	24,104.03
	(d) Short Term Loans & Advances	-	-
	(e) Other Current Assets	11,22,051	34,626
	TOTAL	36,80,00,732.34	19,34,64,953.03



Statement of Profit And Loss for the Year Ended As At 31st March, 2016

	Particulars	Current Year	Previous Year
1.	Revenue from operations	27,07,000	6,63,835
II.	Other Income	5,405	1,21,305
III.	Total Revenue (I+II)	27,12,405	7,85,140
IV.	Expenses		-
	Changes in Inventories of finished good, Work in progress and	-	-

	stock in trade Purchases of		1,66,800
	Stock-in-Trade	-	1,00,000
	Operation and	13,95,039.16	4,25,118
	Other	13,73,037.10	1,23,110
	Expenses		
	Employee	4,99,657	1,24,500
	Benefit	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	, ,
	expenses		
	Finance Cost	7,51,651	27,058.57
	(Hire		
	Purchase)		
	Depreciation &	-	-
	Amortization		
	Total Expenses	26,46,347.69	7,43,476.57
٧.	Profit before	66,057.31	41,663.43
	exceptiona		
	l and		
	extraordin		
	ary items		
	and tax		
	(III-IV)		
VI.	Exceptional Items	-	
VII.	Profit before	66,057.31	41,663.43
VII.	extraordin	33,327.12	
	ary items		
	and tax (V-	·	
	VI)		
VIII.	Extraordinary	-	
	Items		
IX.	Profit before	66,057.31	41,663.43
	tax (VII-		
	VIII)		
X.	Tax expenses:		
	- Current Tax	-	
	- Prior year Taxes	-	
	- Deferred Tax	-	
VI	Profit for the		
XI.	year from	***	
	continuing		
	operations		
	(XI-X)	i	
XII.	Profit/Loss	-	-
/	from		
	discontinui		
	ng		
	operations		
XIII.	Tax expense of	-	-
	discontinui		
	ng		
	operations		



XIV.	Profit/Loss	•	-
	from	*	e e
	discontinui		
	ng		
	operations		
	(XII-XIII)		
XV.	Loss/Profit for	66,057.31	41,663.43
	the year		
	(XI+XIV)	_	
XVI.	Earning per		
	equity		
	share:		
	(1) Basic	0.02	4.17
	(2) Diluted	0.02	4.17

- (e) There are 24 shareholders in the Company, out of which 09 members are Directors and their relatives, holding 39,05,012 shares. All the shareholders have given their consent for dispensing with the meeting.
- (B) MPM HOTELS PRIVATE LIMITED (Transferee Company)
- (a) MPM HOTELS PRIVATE LIMITED was incorporated as a Public Limited Company under the provisions of the Companies Act, 1956 in the erstwhile State of Andhra Pradesh on 19/10/2006. Subsequently the Company is converted into a Private Limited Company on 04/02/2016, pursuant to the Fresh Certificate of Incorporation issued by the Registrar of Companies, Andhra Pradesh and Telangana consequent upon Conversion from Public Company to Private Company. The Registered Office of the applicant/transferee company is situated at 8-3-323, Ameerpet X Roads, Yellareddyguda, Hyderabad- 500073, Telangana.
- Share Capital of the Authorized (b) The applicant/transferee company is Rs. 35,00,000 (Rupees Thirty Five Lakhs only) divided into 3,50,000 (Three Lakh Fifty Thousand only) Equity Shares of Rs. 10/- (Rupees Ten only) each and the Issued, Subscribed and Paid up Share Capital is Rs. 32,28,700 (Rupees Thirty Two Lakh Twenty Eight Thousand Seven Hundred only) divided into 3,22,870 (Three Lakh Twenty Two Thousand Eight Hundred and



Seventy only) Equity Shares of Rs.10/- (Rupees Ten Only) each fully paid up.

The main objects of the Applicant/Transferee (c) company as set out in its Memorandum of Association are to carry on the business of Hotel, Motel, Inns, Restaurant, Cafe, Tavern, Beer-House, Refreshmentkeepers, Lodging-House and Room Victuallers, Wine, Beer and Spirit Merchants, Brewers, Malsters, Distillers Importers and Exporters and caterers for public entertainments and amusements generally; to carry on business as proprietors of restaurants, refreshments and tea rooms, cafes and milk and snack bars and as caterers and contractors in all its respective branches, bakers, confectioners, tobacconists, batchers, fishmongers, milk sellers, butter sellers, ice merchants and ice cream manufacturers etc,.

The accounts of the Transferee Company have been audited until 31<sup>st</sup> March, 2016, after which the same has been considered and approved by the Board of Directors. The auditor's report does not disclose any irregularity or mismanagement in the affairs of the applicant/transferee company. The affairs of the transferee company have been conducted prudently and properly. The audited financial summary of the transferee company as on 31<sup>st</sup> March, 2016 is given below:

Balance Sheet for Year Ended as at 31st March, 2016

1.	EQUITY AND LIABILITIES	As at 31.03.201 6	As at 30.06.2015
(1)	Shareholder's Funds		
	(a) Share Capital	32,28,700	32,28,700
	(b) Reserves & Surplus	63,98,21,559	64,03,72,817
(2)	Non Current Liabilities		



	(a) Long Term Borrowings	29,09,892	8,21,438
(3)	Current Liabilities		
	(a) Trade		
	Payables (b) Other Current Liabilities	20,56,66,585	1,17,98,690
	(c) Short Term Provisions		
	(d) Short term Borrowings	1,12,41,803	1,63,12,250
	TOTAL ASSETS	86,28,68,539	67,27,06,646
(1)	Non-Current Assets		
	(a) Fixed Assets (i) Tangible Assets	42,75,234	37,00,61,848
	(ii) Capital Work in Progress		29,78,25,764
	(b) Long-term loans and advances	18,46,83,698	30,400
	(c) Non-Current Investments		
	(d) Deferred Tax Asset		
(2)	Current Assets		
	(a) Inventories	67,19,17,339	
	(b) Trade Receivables		
	(c) Cash and Cash Equiyalents	19,74,768	10,03,035
	(d) Short Term Loans & Advances	17,500	42,000
	(e) Other Current Assets		
	(f) Current Investments		37,43,599
	TOTAL	86,28,68,539	67,27,06,646



Statement of Profit And Loss for the Year Ended As At 31st March, 2016

March, 2010	Current Year	Previous Year
I. Revenue from operations		

II.	Other Income	13,10,658	5,59,791
III.	Total Revenue	13,10,658	5,59,791
	( +  )		
IV.	Expenses		
	Changes in		
	Inventories		
	of finished		
	good, Work		
	in progress		
	and stock in	,	
	trade	2 20 452	58,96,740
	Operation and	3,30,452	30,70,740
	Other		
	Expenses	( 19 027	13,54,213
	Employee	6,18,937	13,34,213
	Benefit		
	expenses	4 744	308
	Finance Cost	1,741	308
	(Hire		
	Purchase)	0.10.701	E 02 0/2
	Depreciation &	9,10,786	5,93,062
	Amortization		70.44.202
	Total Expenses	18,61,914	78,44,323
٧.	Profit before	(5,51,258)	(72,84,532)
	exceptional		
	and	Ē	
	extraordinary		
	items and tax		
	(III-IV)		
VI.	Exceptional		
	Items		
VII.	Profit before	(5,51,258)	(72,84,532)
	extraordinary		
	items and tax		
	(V-VI)		
VIII.	Extraordinary		
	Items		
IX.	Profit before tax	(5,51,258)	(72,84,532)
	(VII-VIII)		
Χ.	Tax expenses:		
7.1	- Current Tax		
	- Prior year		
	Taxes	**	
	- Deferred Tax		
XI.	Profit for the	(5,51,258)	(72,84,532)
Λι.	year from	(= / = 3 / = 7	•
	continuing		
	operations		
	(XI-X)		
XII.	Profit/Loss from		
XII.	discontinuing		
	operations		
VIII			
XIII.	Tax expense of		



	discontinuing operations		
XIV.	Profit/Loss from		
	discontinuing		
	operations		
	(XII-XIII)		
XV.	Loss/Profit for	(5,51,258)	(72,84,532)
	the year		
	(XI+XIV)		
XVI.	Earning per		
() 40 July 11 (1)	equity share:		
	(1) Basic	(1.71)	(22.56)
	(2) Diluted		

- (e) There are 10 shareholders in the Transferee Company and all have given their consent by way of affidavits.
- (C) <u>MAHESHWARI INFRASTRUCTURE & SKYSCRAPERS</u> <u>PRIVATE LIMITED (TRANSFEROR COMPANY-2)</u>
- (a) The Transferor Company 2, was incorporated as a Private Limited Company under the provisions of the Companies Act, 1956, in the erstwhile State of Andhra Pradesh on 14/10/1987. The Registered Office of the applicant/transferor company-2 is situated at 4-1-833, 3<sup>rd</sup> Floor, MPM Mall, Abids, Hyderabad- 500001, Telangana, India.
- the of Capital Authorized Share (b) The applicant/transferor Company 2 is Rs. 25,00,000 (Rupees Twenty Five Lakhs only) divided into 25,000 (Twenty Five Thousand only) Equity Shares of Rs. 100/- (Rupees Hundred only) each and the Issued, Subscribed and Paid up Share Capital is Rs. 15,91,600 (Rupees Fifteen Lakhs Ninety One Thousand Six Hundred only) divided into 15,916 (Fifteen Thousand Nine Hundred and Sixteen only) Equity Shares of Rs. 100/- (Rupees Hundred only) each fully paid up.
- (c) The main objects of the Transferor company-2 as set out in its Memorandum and Articles of Association are to carry on the business of contractors for construction of roads, buildings, houses, flats, factories, offices, dams, canals, tanks, reservoirs, cyphons, bridges, hydel projects, power houses,



tunnels, culverts, drains, channels, sewages, gardens, pleasure gardens and all sorts of contracts for procurement and supply for local, municipal, state, departments, Government central authorities. railways, universities or for any other person, firms or companies, to undertake the construction of every description and to erect, rebuild, enlarge, alter, pull down, improve, re-model existing works and to convert and appropriate land for roads, streets, other grounds and play squares, gardens, conveniences etc.

Balance Sheet for Year Ended as at 31st March, 2016

	COLUEY AND	As at	As at
1.	EQUITY AND	31.03.2016	31.03.2015
	LIABILITIES	31.03.2010	31.03.2013
(1)	Shareholder's		
	Funds	15,91,600	15,91,600
	(a) Share	13,91,000	13,71,000
	Capital	15,40,701.17	16,94,382
	(b) Reserves &	15,40,701.17	10,71,302
(0)	Surplus		
(2)	Non Current		
	Liabilities	3,40,18,008	3,43,90,758
	(a) Long Term	3,40,10,000	3, 13,70,700
	Borrowings		-
	(b) Other Long	-	
	Term		
	Borrowings		
(3)	Current		
	Liabilities	12,21,38,765	12,71,17,765
	(a) Trade	12,21,30,703	,, ., ,
	Payables	37,00,084	20,00,000
	(b) Other Current	37,00,001	
	Liabilities		
	(c) Short Term	1,31,430	15,000
	(c) Short Term	1,51,450	,
		16,31,20,588	16,68,09,505
	TOTAL	10,51,20,300	,, ,
11.	ASSETS		
(1)	Non-Current		
	Assets	_	•
	(a) Fixed	-	
	Assets		_
	(i) Tangible	-	
	Assets		•
	(ii) Capital	-	
	Work in		
	Progress		

		44 22 00 000	14 22 00 000
	(b) Non-	16,22,88,000	16,22,88,000
	Current	*	
	Investment		
	S		
	(c) Deferred	-	-
	Tax Asset	_	
	(d)Long term	-	
	loans and		
	advances		
	(e) Other non		•
	Current		
	assets		
(2)	Current Assets		
	(a) Inventories	1,27,840	1,27,840
	(b) Trade		-
	Receivable		
	S		
	(c) Cash and	7,04,748	6,68,894
	Cash	,	
	Equivalent		
	S		
	(d) Short Term	0	37,24,771
	Loans &	-	
	Advances		
	(e) Other	-	•
	Current		
	Assets		
	TOTAL	16,31,20,588	16,68,09,505
	TOTAL	,,	



Statement of Profit and Loss for the Year Ended as at 31st March, 2016

	Maic	11, 2010	
		Current	Previous
		Year	Year
Ι.	Revenue from	-	-
	operations	,	
11.	Other Income	•	-
III.	Total Revenue	-	-
	( +  )		
IV.	Expenses	-	
	Changes in	-	-
	Inventories of		
	finished		
	good, Work in		
	progress and		
	stock in trade		
	Purchases of	•	
	Stock-in-		
	Trade		20.254
	Operation and	16,979.83	29,351
	Other		
	Expenses		
	Employee	- :	-
	Benefit		

	expenses		
	Finance Cost	-	-
	(Hire		
	Purchase)	*	
	Depreciation &	-	N=1
	Amortization		
	Total Expenses	16,979.83	29,351
٧.	Profit before	(16,980)	(29,351)
٧٠	exceptional	(,,	, , ,
	and	,	
	extraordinary		
	items and tax		
	(III-IV)		
VI.	Exceptional	•	-
۷۱.	Items		
VII.	Profit before	(16,980)	(29,351)
VII.	extraordinary	(10,700)	\
	items and tax		
	(V-VI)		
VIII.	Extraordinary		
VIII.	Items		
IX.	Profit before tax	(16,980)	(29,351)
۱۸.	(VII-VIII)	(10,700)	
Χ.	Tax expenses:		
^.	- Current Tax	•	<u>.</u>
	- Prior year	1,36,701	
	Taxes	1,50,701	
	- Deferred Tax		•
XI.	Profit for the	(1,53,681)	(29,351)
۸۱.	year from	(1,55,551)	,
	continuing		
	operations		
	(XI-X)		
XII.	Profit/Loss from	-	-
AII.	discontinuing		
	operations		
XIII.	Tax expense of	-	•
VIII.	discontinuing		
	operations		
XIV.	Profit/Loss from	-	
V1 A ·	discontinuing		
	operations		
	(XII-XIII)	,	
XV.	Loss/Profit for	(1,53,681)	(29,351)
۸۷.	the year	(1,55,551)	, , , , , , , ,
	(XI+XIV)		
- V/V/I	, , , , , , , , , , , , , , , , , , , ,		
XVI.	Earning per		
	equity share:	(9.7)	(1.84)
	(1) Basic	(9.7)	(1.84)
	(2) Diluted	(7.7)	(1.51)



- (d) There are 04 shareholders in the Transferor-2 Company and all have given their consent by way of affidavits.
- 3. The acquisition, integration and consolidation of the Transferor Company-1 and Transferor Company-2 with the Transferee Company would have the following benefits:
  - (1) Diversify the business activities of the Transferee Company, Simplify management Structure, leading to better administration and a reduction of costs from more focused operational efforts, rationalization standardization and simplification of business processes and elimination of duplication, and rationalization of administrative expenses.
  - (2) Direct and indirect tax efficiencies.
  - (3) Simplify shareholding structure and reduce shareholding tires.
  - (4) Greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity.
  - (5) Greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.
  - (6) Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, productivity improvements, improved procurement, and the elimination of duplication, and rationalization of administrative expenses.
- 4. The following are brief terms of Scheme of Amalgamation:-
  - (a) The Appointed date for the purpose of this scheme is 01.04.2017.



- (b) Upon the Scheme become effective, all properties and liabilities of Transferor Companies with effect from the appointed date, become the properties of the Transferee Company by virtue of Amalgamation.
- (c) After the appointed date, any proceedings taken against the Transferor Companies the same shall be defended by and at the cost of Transferee Company.
- (d) Upon the Scheme becoming effective, all staff, workmen and employees of the Transferor Companies in service as at the end of the Transition period shall be deemed to have become staff, workmen and employees of the Transferee Company with effect from the Appointed Date or the date of joining whichever is later, without any break or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to their employment with the Transferor Companies as at the end of the Transition period.
- (e) The Transferee Company shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any contract or arrangements, confirmations or notices, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities or compliance for and on behalf of Transferor Companies.
- (f) In the event of any shortfall of the aggregate value of the said Assets, as arrived at under para (a) above, over the aggregate value of the said Liabilities of the Transferor Companies and the balances in the Profit and Loss Account and Reserves, if any, recorded by



the Transferee Company upon their transfer to and vesting in the Transferee Company under the said Scheme after adjusting the face value of the aggregate shares issued and allotted under the said scheme by the Transferee Company, the same shall be debited to the Securities Premium Account.

- vesting of the Undertaking(s) of the Transferor Companies shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded after the Appointed Date and during the Transition period, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.
- (h) This Scheme is and shall be conditional upon and subject to the approval by requisite majorities of the respective members/ creditors of the Petitioner Companies, as required under the Companies Act, 2013 and the requisite order of NCLT referred to in relevant clause of the Scheme hereof being obtained. The sanction of the Scheme by NCLT under Section 232 read with Section 230 of the Companies Act, 2013 and to the necessary order sanctioning the Scheme being filed with the Registrar of Companies, Andhra Pradesh and Telangana.
- (i) On the Scheme becoming effective, the Transferor Companies shall stand dissolved, without going through the process of winding up.
- 5. The Board of Directors of the applicant/transferor company at the meeting held on 06<sup>th</sup> June, 2017 approved the said Scheme of Amalgamation subject to the approval of this Tribunal. The shareholders have also given consent for the



scheme of amalgamation. The Board of Directors of the applicant/transferor company has no material interest in the proposed scheme of amalgamation except as shareholders in general.

- 6. It is further submitted that no petition under section 241 of the Act has been filed against the applicant company and there has been no material change in the affairs of the applicant company except what was done in the normal course of business.
- There are no proceedings pending under section 210 to 227 7. against the 2013, the Companies Act, the of company. The assets applicant/transferor applicant/transferor company are sufficient to meet all the liabilities.

The case was listed on 21.08.2017, 28.8.2017, 13.09.2017, 29.09.2017, 26.10.2017 and today.

Heard Shri Vinod Pasala Learned Counsel along with Ms. Kritika Sharma, Learned PCS for the Applicant Company.

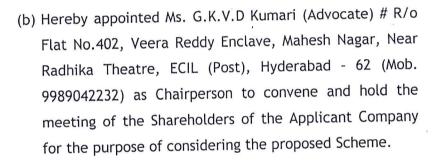
The Learned Counsel for the Applicant Company filed a memo dated 27.11.2017 and further submits that there are 24 (Twenty Four) only and out of which 9 (nine) members are Directors and their relatives, holding 39,05,012 (Thirty Nine Lakhs Five Thousand and Twelve only) shares. All the shareholders have given their consent for dispensing of meeting. However, it would be appropriate to order conducting of meeting of those shareholders by issuing proper individual / paper publication as per extant provisions of Company Act, 2013 and Rule 3 of Companies (Compromise, Arrangements and Amalgamations) Rules, 2016.

11. Further, the Company has only two secured creditors and 09 unsecured creditors and they have also given their no objection. The Company is stated to be following all provisions of Company Act, 2013, and rules made thereunder and the Scheme in question prima facie satisfied fundamental requirements for its sanction, however subject



to approval of its shareholders, secured/unsecured creditors, all stake holders and finally NCLT.

- 12. In the result, the Company Application bearing CA (CAA) No.58/230/HDB/2017, is disposed of with the following directions:-
  - (a) Hereby dispensed with convening the meeting of the Secured /Unsecured Creditors of the Applicant Company.



- (c) Hereby appointed Shri Dhulipala Siva Kumar, #R/o Plot No. 509-S-III, Road No.86 Branch, Jubilee Hills, Hyderabad 500096 (mob. 9701692424) as Scrutinizer for the meeting of the Shareholders of the Applicant Company for the purpose of considering the proposed scheme.
- (d) Further directed to issue notice to the Shareholders of the Applicant Company in accordance with the provision of Section 230 (3) of the Companies Act, 2013 and also cause publication of the notice in newspapers calling the meetings of shareholders of Applicant Company in Business Standard and Nava Telangana.
- (e) Venue of the meeting to be conducted is at 8-3-323, Ameerpet "X" Roads, Hyderabad 500073, Telangana at 09.30 AM on 18.12.2017.





- (f) Further directed the Company to ensure substantial representation during the meeting so as to get minimum 75% of total shareholders consent for the proposed scheme to be considered later by the Tribunal.
- (g) Fee fixed for Chairperson is Rs.50,000/- (Rupees Fifty thousand only) which is agreed to be paid by the Learned Counsel for the Company.
- (h) Fee Fixed for scrutinizer is Rs.25,000/-(Rupees Twenty Five Thousand only) which is agreed by the Learned Counsel for the Company.
- (i) Direct the Chairperson to file his report within two weeks' of conducting of meeting.

RAJESWÁRA RAO VITTANALA MEMBER (JUDICIAL)

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