

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH, AT HYDERABAD**

C.A (CAA) No.118/230/HDB/2017
U/s 230 to 232 of the Companies Act, 2013
R/w Companies (Compromises, Arrangements & Amalgamations)
Rules, 2016

In the matter of

GOPAL AGRIINFRA PROJECTS PRIVATE LIMITED
having its registered office at 8-2-277/A/3/1,2,3,
First Floor, Road No.2, Kingston Heights,
Banjara Hills, Hyderabad
Telangana 500034

.... APPLICANT /
TRANSFEROR COMPANY NO.2

Date of order: 27.10.2017

Coram:

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

Parties/ Counsels Present:

For the Petitioner : Shri V.Venkata Rami Reddy, Advocate

Per: Rajeswara Rao Vittanala, Member (J)

ORDER

1. The present Company Application bearing CA No.118 /230/HDB/2017, is filed by Gopal Agriinfra Projects Private Limited (Transferor Company-2/ GAPPL) under Section 230 & 232 of the Companies Act, 2013, by inter-alia seeking directions to dispense with the meeting of Equity Shareholders and unsecured Creditors of the Applicant/Transferor Company No.2, etc.
2. Brief facts, leading to filing of the present Company Application, are as follows:-
 - (A) **GOPAL AGRIINFRA PROJECTS PRIVATE LIMITED**
(APPLICANT / TRANSFEROR COMPANY NO. 2)
 - (a) The Applicant/Transferor Company No.2 was incorporated under the Companies Act, 1956 on 16.06.2008 under the name and style "JAAS AGRIINFRA PROJECTS PRIVATE LIMITED". Later on the Company's name was changed to "GOPAL AGRIINFRA PROJECTS PRIVATE LIMITED". Its registered office is situated at 8-2-277/A/3/1,2,3, First



Floor, Road No.2, Kingston Heights, Banjara Hills, Hyderabad, Telangana 500034.

- (b) The Authorised Share Capital of the Applicant/Transferor Company No.2 is Rs.20,00,000/- (Rupees Twenty Lakh Only) divided into 2,00,000 (Two Lakh only) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Issued, Subscribed and Paid-Up Capital is Rs.1,00,000/- (Rupees One Lakh Only) divided into 10,000 (Ten Thousand only) fully paid up Equity Shares Rs.10/- (Rupees Ten only) each.
- (c) The main objects of the Applicant/Transferor Company No.2, as set out in its Memorandum of Association, are to undertake, carry out, promote, coordinate and sponsor, rural development, agricultural infrastructure development, scientific research and technological development pertaining to agriculture, cultivation, production and harvesting techniques, sericulture, aquaculture, floriculture, poultry farming, feed mixing, seed processing and to assist execution and promotion of such programs sponsored by any other institutions, to acquire by purchase, lease, licence, mortgage, exchange, rent, hire, or otherwise and to own, hold, exploit, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create, security interests in, take options over, pledge, or other wise dispose of or rights or privileges of any kind over or in respect of any property for the purpose of business of the company, etc.
- (d) The Applicant/Transferor Company No.2 closes its financial year on 31st March each year. The latest financial summary of the Transferor Company No.2 as on 31st March 2017 as per the Audited Balance Sheet is given below:

(in Rupees)

	2016-17	2015-16
	As at Mar' 31, 2017	As at Mar' 31, 2016
EQUITY AND LIABILITIES		
Shareholders' Funds		
Share Capital	100,000	100,000



Reserves and Surplus	224,719	85,919
	324,719	185,919
Non - current liabilities		
Long - term borrowings	1,956,000	1,956,000
Long term Provisions	-	-
	1,956,000	1,956,000
Current liabilities		
Other Current Liabilities		
Short- term Provisions	10,000	10,000
	10,000	10,000
Total	2,290,719	2,151,919
ASSETS		
Non-current assets		
Fixed assets		
i) Tangible Assets	1,898,830	1,898,830
ii) Intangible Assets	-	-
iii) Intangible Assets under development	-	-
iv) Capital work in progress	-	-
	1,898,830	1,898,830
Long - term loans and advances	-	-
Other Non- Current Assets	34,150	34,150
	34,150	34,150
Current assets		
Trade Receivables	150,000	-
Cash and cash equivalents	207,739	218,939
Short term loans and advances	-	-
Other Current assets	-	-
	357,739	218,939
Total	2,290,719	2,151,919

- (e) The Board of Directors of the Applicant / Transferor Company No.2, in its meeting held on 19th August, 2017 passed a resolution approving the Scheme of Amalgamation to be effective from 01st April 2017, subject to the approval/directions of this Tribunal.
- (f) Sub-clause 6 in Clause III (B) of Memorandum of Association of the Applicant/Transferor Company No.2 provides for Amalgamation/Merger.



(B) SINDHURA AGRINFRA PROJECTS PRIVATE LIMITED
(TRANSFEEE COMPANY)

- (a) The Transferee Company was incorporated under the Companies Act, 1956 and its Registered Office is situated at 8-3-167/D/92, Plot No.92, Flat No.6, Niladri Apartment, Kalyan Nagar Phase 1, Hyderabad, Telangana 500038.
- (b) The Present Authorized Share Capital of the Transferee Company is Rs.25,00,000/- (Rupees Twenty Five Lakh Only) divided into 2,50,000 (Two Lakh Fifty Thousand only) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Issued, Subscribed and Paid-Up Capital is Rs.1,00,000/- (Rupees One Lakh only) divided into 10,000 (Ten Thousand only) Equity Shares of Rs.10/- (Rupees Ten only) each.
- (c) The main objects of the Transferee Company, as set out in its Memorandum of Association are to undertake, carry out, promote, coordinate and sponsor, rural development, agricultural infrastructure development, scientific research and technological development pertaining to agriculture, to assist execution and promotion of such programs sponsored by any other institutions, organisations, trust or agency either directly or indirectly, to purchase, acquire, lease or sell, develop, construct, take in exchange or on lease, hire or otherwise acquire and deal in all real or personal estate/properties and to develop the same into markets or other buildings, and to equip the same or any part thereof with all or any amenities or conveniences including water, drainage and electric installations and infrastructure or betterment facilities, to conceive, plan, survey, design, study and evaluate all steps, process, techniques and methods for setting up of all types of agricultural infrastructure projects, facilities, works and to finance, build, construct, install, erect, undertake, lay down, commission, establish, own, operate, lease, transfer, all infrastructure projects, etc.



- (d) Sub-clause 5 in Clause III (B) of Memorandum of Association of the Transferee Company provides for Amalgamation/Merger.
- (e) The Transferee Company closes its financial year on 31st March each year. The latest financial summary of the Transferee Company as on 31st March 2017 as per the Audited Balance Sheet is given below:

(In Rupees)

	2016-17	2015-16
	As at Mar' 31, 2017	As at Mar' 31, 2016
EQUITY AND LIABILITIES		
Shareholders' Funds		
Share Capital	100,000	100,000
Reserves and Surplus	(194,555)	(197,948)
	(94,555)	(97,948)
Non - current liabilities		
Long - term borrowings	2,210,000	2,210,000
Other Long - Term Liabilities	-	-
	2,210,000	2,210,000
Current liabilities		
Other Current Liabilities	10,000	10,000
Short- term Provisions	-	-
	10,000	10,000
Total	2,125,445	2,122,052
ASSETS		
Non-current assets		
Fixed assets		
i) Tangible Assets	1,950,500	1,950,500
ii) Intangible Assets	-	-
iii) Intangible Assets under development	-	-
iv) Capital work in progress	-	-
Non Current Investments	-	-
Other Non- Current Assets	68,950	68,950
	68,950	68,950
Current assets		
Cash and cash equivalents	105,995	102,602
Other Current assets	-	-
	105,995	102,602
Total	2,125,445	2,122,052



3. The objects / benefits of the proposed Scheme of Amalgamation are as follows:
- (a) The Scheme under section 230 to 232 of the Companies Act, 2013 provides for amalgamation of AAPPL (Transferor Company No.1), GAPPL (Transferor Company No.2), MAPPL (Transferor Company No.3), PAPPL (Transferor Company No.4) and RAPPL (Transferor Company No.5) with SAPPL (Transferee Company), resulting in consolidation of business of Six Companies in one entity and thereby strengthening the position of the amalgamated entity by enabling it to harness and optimize the synergies of equipments and human resources, which is in the best interest of all the Companies and their respective shareholders.
 - (b) Facilitates Managements of all the six Companies involved in the Amalgamation to optimize the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of Transferor Companies, pooled in the merged entity and will lead to increased competitive strength, cost reduction and efficiencies, productivity gains, and logistic advantages, thereby significantly contributing to future growth.
 - (c) The proposed amalgamation will enable the Transferee Company to use the resources of Transferor Companies in development of business and increase in the net worth of the Transferee Company, which will facilitate effective and better mobilization of the financial resources and result in reduction of overheads and other expenses, economies of scale, reduction in administrative and procedural work, removal of multiple layer inefficiencies and achieving operational and managerial efficiency.
 - (d) The proposed amalgamation and vesting of Transferor Companies into Transferee Company, with effect from the Appointed Date, is in the best interests of the shareholders, creditors, employees of the Transferor Companies, the Transferee Company and all concerned, as it would enable a focused business approach for the maximization of benefits



to all stakeholders and for the purposes of synergies of business.

- (e) The Transferee Company undertakes to engage all employees of the Transferor Company No.2 as are determined under the Scheme of Amalgamation, as being substantially engaged in the applicant Company and who are in the employment of the Transferor Company No.2 as on the Effective Date as has been mentioned in Clause 1.9 of Part-I of the Scheme of Amalgamation. The Transferee Company undertakes to continue to abide by any agreement/settlement entered into by the Transferor Company No.2 in respect of the Permanent Employees of Transferor Company No.2. Upon the Scheme coming into effect, the accounts of the employees, who are employed by the Transferor Company No.2, relating to the Provident Fund, Gratuity Fund and Pension and/or Superannuation Fund and any other Fund, shall be identified, determined and transferred to the respective funds of the Transferee Company and the employees shall be deemed to have become members of such trusts/funds of the Transferee Company.

- (f) In consideration for the merger of the Transferor Company No.2 with the Transferee Company, the Transferee Company shall, without any further payment, issue and allot the shares to each member of the Transferor Company No.2 as follows:

Transferee Company shall issue and allot to the equity shareholders of Transferor Company No.2 and whose name appears in the Register of Members of Transferor Company No.2 as on the Record Date, his/her heirs, executors, administrators or the successors-in-title, as the case may be, 5 (Five) Equity Shares of the face value of Re. 10/- each of Transferee Company credited as fully paid-up, for every 2 (Two) Equity Share of the face value of Rs. 10/- each of Transferor Company No.2.



4. The Applicant/Transferor Company No.2 has no secured creditors as on 31.07.2017. However, the Applicant Company No. 2 have the following Unsecured Creditors as on 31.07.2017.

Sl.No.	Particulars	Amount in Rs.	Total Amount in Rs.
1	Unsecured Loans Ashok Srinuvasarao M	256,000	256,000
2	Compulsorily Convertible Debentures B srinivas	1,700,000	1,700,000
3	Other Current Liabilities Chanamolu &Co.,	10,000	10,000

The Unsecured Creditors of Applicant/Transferor Company No.2 have given their no objections / Affidavits for the Scheme of Amalgamation.

5. The total number of members in the Applicant Company are 2 (Two). Details of shareholding pattern is given below:

S No	Name of the Share Holder	No of Equity Shares	%
1	Mr. M Ashok Srinuvasa Rao	5000	50
2	Mr. M V M Mohan Rao	5000	50
Total		10,000	100

Both the above members have given their written consent/affidavits for the proposed Scheme of Amalgamation. Therefore, the meeting of the shareholders of the Applicant / Transferor Company No.2 be dispensed with.

6. The Scheme of Amalgamation is in the interest of the Transferor and Transferee Companies involved in the Scheme including their members and all concerned. The benefits that arise out of the proposed Scheme of Amalgamation is set out in detail at para 4 of this Application. The Directors of the Applicant / Transferor Company No.2 have no material interest in the proposed Scheme of Amalgamation except as shareholders in general.
7. No petition under section 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements & Amalgamations) Rules, 2016 has been filed against the Applicant



/ Transferor Company No.2 and there has been no material change in the affairs of the Applicant / Transferor Company No.2, except for what was done in the normal course of business. There are no investigation proceedings pending pursuant to the provisions of the Companies Act against the Applicant / Transferor Company No.2 under Section 206 to 212 of the Companies Act, 2013. Further, there are no winding up proceedings pending or initiated against the Applicant/ Transferor Company No.2 before this Tribunal or any other Court of Law.

8. The Registrar of Companies, Hyderabad, Regional Director, MCA, Hyderabad, Official Liquidator, Hyderabad and the officer concerned in the Income Tax Department who are having jurisdiction as regulatory/statutory authorities have been informed about filing of the present Company Application.
9. The assets of the Transferor Company and Transferee Company are sufficient to meet all the liabilities. The Scheme of Amalgamation does not involve any compromise with any Creditors of the Applicant / Transferor Company No.2 and will not affect any of the Creditors of the Company in any manner whatsoever. The Transferor Company No.2 and Transferee Company are closely held companies.
10. Heard Shri V.Venkata Rami Reddy, Learned Counsel for the Applicant Company.
11. I have considered all the pleadings along with material papers filed in their support. It is further found that all requisite conditions required for dispensation of meetings of shareholders and unsecured creditors of the Companies involved have been met. It is also on record that all the concerned shareholders, Unsecured Creditors (as stated above) involved in the Scheme have already given their consent by way of letters / suitable affidavits.
12. I am convinced that Applicants are entitled for dispensation of conducting meetings as prayed for and it would not serve any purpose to conduct meetings of the above Shareholders / Unsecured Creditors





13. In the result, Company Application No.118/230/HDB/2017 is disposed with following directions:-
- Dispensed with the meeting of the Shareholders of the Applicant (Transferor-2 Company).
 - Dispensed with the meeting of Unsecured Creditors of the Applicant (Transferor-2 Company).

Sd/-

RAJESWARA RAO VITTANALA
MEMBER (JUDICIAL)


for Dy. Regr./Asst. Regr./Court Officer/
National Company Law Tribunal, Hyderabad Bench

प्रमाणित प्रति
CERTIFIED TRUE COPY
केस संख्या
CASE NUMBER CA(CAA) No. 118/230/HDB/2017
निर्णय का तारीख
DATE OF JUDGEMENT 27.10.2017
प्रति तैयार किया गया तारीख
COPY MADE READY ON 29.11.2017

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