HON'BLE SRI JUSTICE C.V.NAGARJUNA REDDY

COMPANY PETITION Nos.147, 148 & 149 of 2015

Date:21.07.2015

COMPANY PETITION No.147 of 2015

Between:
M/s VPL Projects Private Limited,
Hyderabad, reptd by its Director-
V.V.Krishna Rao

……Petitioner/
Transferor Company No.1

COMPANY PETITION No.148 of 2015

Between:
M/s Vizag Profile Constructions India
Private Limited, Hyderabad, reptd by
its Director-Bavineni Suresh

……Petitioner/
Transferor Company No.2

COMPANY PETITION No.149 of 2015

Between:
M/s Vizag Profiles Private Limited,
Hyderabad, reptd by
its Managing Director-B.Suresh Kumar

……Petitioner/
Transferee Company

Counsel for the petitioners: Sri V.S.Raju

The Court made the following:

HON'BLE SRI JUSTICE C.V.NAGARJUNA REDDY

COMPANY PETITION Nos.147, 148 & 149 of 2015

COMMON ORDER:

Company Petition No.147 of 2015 is filed by M/s

VPL Projects Private Limited (transferor Company No.1), Company Petition No.148 of 2015 is filed by M/s Vizag Profile Constructions India Private Limited (Transferor Company No.2) and Company Petition No.149 of 2015 is filed by M/s Vizag Profiles Private Limited (transferee Company). These Company Petitions have been filed under Sections 391 and 394 of the Companies Act, 1956 (for short 'the Act') for sanction of the proposed scheme of amalgamation of transfer Company Nos.1 and 2 with the transferee company.

In Company Petition No.147 of 2015, the petitioner averred that it was originally, incorporated under the Act on 06.12.1999 under the name and style "M/s Vizag Profiles Constructions Limited" and subsequently, it was converted into a private limited company on 26.12.2001 and later, it had changed its name as M/s VPL Projects Private Limited; that its authorized share capital as on 31.03.2014 is Rs.5 crores divided into 50,00,000 equity shares of Rs.10/- each; that its issued, subscribed and paid up capital as on 31.3.2014 is Rs.3,50,00,600/- divided into 35,00,060 equity shares of Rs.10/- each; that its main objects *inter alia* are to carry on the business of engineers, builders, contractors of civil, mechanical, electrical, structural and in other kinds, decorators and to construct, execute, carry out, equip, improve, work, develop, administer, manage or control, in India and elsewhere public or private construction works and conveniences of all kinds, etc; and that its Board of Directors in the meeting held on 31.12.2014 has approved the proposed scheme of amalgamation of the petitioner along with transferor company No.2 with the transferee company by fixing the appointed date as 01.4.2014 (filed as Annexure-A10).

The petitioner further averred that it has filed Company Application No.105 of 2015 for dispensing with the holding of meeting of its equity shareholders and to convene the meeting of its unsecured creditors; that the said Company Application was allowed by this Court by order, dated 24.2.2015, by appointing a Chairperson to convene the meeting of the unsecured creditors of the petitioner; and that the Chairperson has since submitted his report, dated 25.4.2015, stating that all the 17 unsecured creditors, who attended the meeting in person, have voted in favour of the proposed scheme of amalgamation.

In Company Petition No.148 of 2015, the petitioner averred that it was incorporated under the Act on 24.5.2010 with its registered office at Ammerpet, Hyderabad; that its authorized share capital as on 31.03.2014 is Rs.1 crore divided into 10,00,000 equity shares of Rs.10/- each; that its issued, subscribed and paid up capital as on 31.3.2014 is Rs.79,03,100/- divided into 7,90,310 equity shares of Rs.10/- each; that its main objects *inter alia* are to carry on the business of construction as contractors or sub-contractors for the construction of building of all descriptions, foundations, aqueducts, roads, Express Highways, bridges, dams, ports, railways, earthwork, installation and maintenance of power projects, sewerage tanks, drains of offices, structures and fabrication works, factories, hotels, workshops, channels of Government, quasi-government, public and private limited companies and other private works, etc; and that its Board of Directors in the meeting held on 31.12.2014 has approved the proposed scheme of amalgamation of the petitioner along with transferor company No.1 with the transferee company by fixing the appointed date as 01.4.2014 (filed as Annexure-A10).

The petitioner further averred that it has no secured creditors; that it has filed Company Application No.106 of 2015 for dispensing with the holding of meeting of its equity shareholders and to convene the meeting of its unsecured creditors; that the said Company Application was allowed by this Court by order, dated 24.2.2015, by appointing a Chairperson to convene the meeting of the unsecured creditors of the petitioner; and that the Chairperson has since submitted his report, dated 25.4.2015, stating that all the 10 unsecured creditors, who attended the meeting in person, have voted in favour of the proposed scheme of amalgamation.

In Company Petition No.149 of 2015, the petitioner averred that it was originally, incorporated under the Act on 20.11.1997 as a private limited company and later, it was converted into a public limited company on 19.7.2000 and later, again it was converted into a private limited company on 01.11.2010; that its authorized share capital as on 31.03.2014 is Rs.10 crores divided into 1,00,00,000 equity shares of Rs.10/- each; that its issued, subscribed and paid up capital as on 31.3.2014 is Rs.6,33,63,660/- divided into 63,36,366 equity shares of Rs.10/- each; that its main objects *inter alia* are to carry on the business of engineers, builders, contractors of civil, mechanical, electrical, structural and in other kinds, decorators and to construct, execute, carry out, equip, improve work, develop, administer, manage or control in India and elsewhere, public or private construction works and conveniences of all kinds, etc; and that its Board of Directors in the meeting held on 31.12.2014 has approved the proposed scheme of amalgamation of transferor Company Nos.1 and 2 with it by fixing the appointed date as 01.4.2014 (filed as Annexure-A9).

The petitioner further averred that it has filed Company Application No.107 of 2015 for convening the meetings of its equity shareholders, secured and unsecured creditors; that the said Company Application was allowed by this Court by order, dated 24.02.2015, by appointing a Chairperson to convene the meetings of the equity share holders, secured and unsecured creditors of the petitioner; and that the Chairperson has since submitted his three separate reports, dated 25.4.2015, stating that 23 share holders in person and one share holder in proxy, four secured creditors and 14 unsecured creditors have attended the respective meetings and all of them voted in favour of the proposed scheme of amalgamation.

This Court by separate orders, dated 08.6.2015, in Company Petition Nos.147 & 148 of 2015 ordered notices to the Regional Director, South Eastern Region, Ministry of Corporate Affairs, Hyderabad and the Official Liquidator attached to this Court and in Company Petition No.149 of 2015, ordered notice to the Regional Director. Advertisement was also ordered to be published in three newspapers, *viz*., 'Business Standard' (English daily), published from Hyderabad, having circulation in the entire state of Telangana, 'The New Indian Express' (English daily), published from Visakhapatnam, having circulation in the entire state of Andhra Pradesh, and 'Andhra Bhoomi' (Telugu daily), published from Hyderabad and Visakhapatnam, having circulation in the States of Telangana and Andhra Pradesh.

In pursuance of the said order, the petitioners carried out publication in the newspapers and filed proof of such publications through three separate memos, dated 06.06.2015, vide USR.Nos.2879, 2880 and 2878 of 2015, respectively and no objections are stated to have been received.

In response to the notices, the Official Liquidator and the Regional Director have submitted their respective reports.

In his three reports, the Official Liquidator has stated that basing on the information made available to him by the respective petitioners, he is of the opinion that the affairs of the transferor and the transferee companies involved in the proposed scheme of amalgamation are not conducted in a manner prejudicial to the interests of its members or to the public interest.

In his common report, dated 15.07.2015, the Regional Director has *inter alia* stated that in pursuance of General Circular No.1 of 2014, dated 15.01.2014, issued by the Ministry of Corporate Affairs, New Delhi, comments from the Income Tax Department were invited by him, vide letter, dated 25.06.2015; that no comments/objections from the Income Tax Department have been received in response to the said notice; and that the transferor and transferee companies are regular in filing the statutory returns and that no inspection or investigation is pending against both the companies.

Having regard to the reports of the Regional Director, South Eastern Region, Ministry of Corporate Affairs, Hyderabad and the Official Liquidator and as no objections/claims have been received in pursuance of the advertisement for approving the proposed scheme of amalgamation, this Court is of the opinion that the proposed scheme of amalgamation is in conformity with the provisions of the Act and the same does not in any manner affect the interests of any of the stake holders including the public.

Therefore, the proposed scheme of amalgamation is sanctioned with effect from the appointed date i.e., 01.04.2014. The petitioners shall, within 30 days from the date of receipt of a copy of this order, cause a certified copy of the same to be delivered to the Registrar of Companies for the State of Telangana and State of Andhra Pradesh, Hyderabad and take all other consequential actions in pursuance of the approval of the scheme of amalgamation.

The Company Petitions are, accordingly, allowed.

JUSTICE C.V.NAGARJUNA REDDY

21st July, 2015
DR