HON'BLE SRI JUSTICE CHALLA KODANDA RAM

COMPANY APPLICATION No.1786 of 2015

ORDER:

This Company Application is filed by M/s. K P Advisory Services Private Limited-Transferee Company (herein after referred to as "the Applicant") under Sections 391 and 394 of the Companies Act, 1956 (in short "the Act") with a prayer to dispense with the meeting of the equity shareholders and unsecured creditor of the Applicant for consideration of the proposed scheme of amalgamation of Ethigen Labs Private Limited, Questar laboratories Private Limited and GCBC Advisory Services Private Limited with K.P. Advisory Services Private Limited-Transferee Company.

2) The Applicant Company was incorporated under the Act, on 28.07.2015 with its registered office situated at 6-3-865/1/A/305, My Home Gardenia Apartments, Greenlands, Ameerpet, Hyderabad-500016. Its main objects are to convert the existing partnership Firm Kantha Partners into a Private Limited Company in the name and style of "K P Advisory Services Private Limited: under Part-I of the Companies Act, 2013 with all its experience, track record, business, properties, assets together with all or any of the belongings, funds, rights, privileges, liabilities, obligations and ongoing works/contracts in the name of the firm stand transferred to the company by virtue of such conversion etc.

3) Further, the authorized share capital of the Applicant company, as on 31.03.2015, is Rs.5,50,00,000/- divided into 55,00,000 equity shares of Rs.10/- each, and the issued, subscribed and paid up capital of the company as on 31.03.2015 is Rs.5,12,77,760/- divided into 51,27,776 equity shares of Rs.10/- each. The applicant has 7 shareholders and one unsecured creditor, and the shareholders as well as unsecured creditors have given their consent by way of affidavits to the proposed scheme of amalgamation, which is filed as

Annexures-A10 and A-11, and that therefore, the requirement of holding their meeting for consideration of the proposed scheme of amalgamation be dispensed with.

4) It is further pleaded that it has no secured creditors but has one unsecured creditor, to whom a sum of Rs.6,60,000/- is owed by it as on 31.10.2015. However, she has given her 'no objection' to the proposed scheme of amalgamation through letter dated 03.11.2015 filed as Annexure-A11. Therefore, the requirement of convening the meeting of unsecured creditor for consideration of the proposed scheme of amalgamation be dispensed with.

5) It is further pleaded that since the transferor and transferee company are closely held private limited companies and engaged in similar business, the proposed scheme of amalgamation would result in consolidation of all its holdings in pharma companies, and reduce various statutory compliances, and there will be a synergy of operations and would also result in consolidation of their activities by utilizing the resources with greater economy of scale and reduce the overhead costs and other expenditure in implementing in the various projects and thereby achieve greater efficiency in cash management and unfettered access to the cash flows generated by the companies which can be deployed more effectively to fund organic and inorganic growth and also result in greater integration of financial strength and strengthen the financial position of the companies and it will be beneficial to both the companies as well as to their shareholders, employees and all concerned.

6) It is further pleaded that, anticipating the above benefits, by a Resolution dated 31.10.2015 (Annexure-A12), the respective Board of Directors of the applicant company have approved the proposal of Scheme of Amalgamation of Ethigen Labs Private Limited and Questar Laboratories Private Limited and GCBC Advisory Services Private

Limited (transferor companies) with K P Advisory Services Private Limited (transferee company). Hence, this application.

7) The applicant company has filed copy of the proposed Scheme of Amalgamation (Annexure-A9).

8) In view of the above facts pleaded by the applicant and having regard to the consent affidavits of the equity shareholders (Annexure-A10) and the no objection letter of the unsecured creditor (Annexure-A11), no purpose will be served by directing holding of their meetings. Hence, the requirement of holding of the meetings of the equity shareholders and unsecured creditor of the applicant-transferee company is dispensed with.

9) This Company Application is allowed accordingly.

CHALLA KODANDA RAM, J

Dated: 25.11.2015
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