HONOURABLE SRI JUSTICE CHALLA KODANDA RAM

COMPANY APPLICATION N. 28 OF 2016.

ORDER:

This Company Application is filed by M/s. Modern Power Private Limited—Transferor Company for a direction to dispense with the requirement of convening the meeting of its unsecured creditors and share holders for consideration of the proposed scheme of its amalgamation with M/s.Pujitha Avenues (India) Private Limited (hereinafter referred to as 'The Transferor Company').

The applicant pleaded that it was incorporated under the Companies Act, 1956 on 21.8.1996 having its registered office at H.No.8-2-310-16-18, Flat No. 201, Srirama Enclave, Road No.14, Nandi Nagar, Hyderabad-500 034, Telangana, India; that its main objects are to set up, plan, promote, generate, distribute, take on lease or on hire, acquired by purchase in bulk, develop and accumulate power by wind and/or by any other means and to construct, lay down, establish, fix and carry out necessary power stations and projects and deal in equipment, spare parts, accessories, appliances of all types, required for generation, distributing, supplying, accumulating, banking, transmitting and selling electricity, power or energy for all purposes, water storage, and to undertake execution of civil, electrical and mechanical construction of all types necessary or useful for or in connection with dealing in or installing turbines, power generators, pumps, treatment, plants, and construction and maintenance of any electrical installation for the transmission or use of electric power for all purposes and distribution thereof and to process, make, market, use sell, and dispose of ash or any other material produced as a result of the above activities and to prepare manufacture, sell, and deal in any products capable of being produced from such ash or such other materials; and to carry on business of leasing, purchase, sell, hire purchase, renting or otherwise of all and every type of industrial machinery, consumer durables, office equipment, commercial, personal and industrial vehicles residential and commercial buildings, all forms of movable and immovable properties, agricultural and horticultural farms, and to render consultancy and advisory services in connection with and/or in association with above activities on its own and/or in association with other Indian and Foreign hire purchase and leasing companies, commercial and merchant bankers and other corporate bodies; and that its authorized share capital is Rs.2,53,00,000/- divided into 25,30,000 equity shares of Rs.10/- each; that the issued, subscribed and paid up capital is Rs.2,52,38,500/- divided into 25,23,850 equity shares of Rs.10/- each and that it has one unsecured creditor and two share holders who have given his consent letters /affidavits (Annexures-A 6 and A7) obviating the necessity of convening their meeting.

The applicant Company further pleaded that it is the subsidiary of transferee company; that both the Transfer Company and Transferee Company are engaged in the business of construction and real estate business and that the amalgamation will result in economies of scale and reduction in overheads, administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of various resources; that duplication of administrative functions will be eliminated along with the multiple record keeping, resulting in reduced expenditure and that the amalgamation will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by both the transferor and the transferee companies.

It is also pleaded that, having regard to the above benefits, by Resolution dated 12.11.2015 filed as Annexure-A8, its Board of Directors has approved the proposed scheme of its amalgamation with the Transferee Company and that similar resolution was passed by the Board of Directors of the Transferee Company in its meeting held on 12.11.2015.

The applicant has filed a copy of the proposed scheme of amalgamation (Annexure-A1)

Having regard to the benefits of the proposed scheme of amalgamation as enumerated above and the consent affidavits filed by the shareholders and unsecured creditors of the applicant-company, the requirement of convening their meeting for consideration of the proposed scheme of amalgamation is dispensed with.

This Company Application is allowed accordingly.

JUSTICE CHALLA KODANDA RAM

DATED 6TH JANUARY, 2016.
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