HON'BLE SRI JUSTICE A.RAMALINGESWARA RAO

COMPANY APPLICATION Nos.1447 & 1448 OF 2016

COMMON ORDER

These two applications are filed by the transferor company as well as the transferee company seeking dispensing with the meeting of the shareholders and considering the proposed scheme of arrangement.

It is stated that both the companies are wholly owned subsidiaries of M/s. GMR Hyderabad International Airport Limited (GHIAL). The scheme of arrangement involves the amalgamation of Hyderabad Duty Free Retail Limited, the applicant in C.A.No.1447 of 2016 with GMR Hotels and Resorts Limited-the applicant in C.A.No.1448 of 2016. The scheme of arrangement is filed along with the applications.

The affidavits filed in support of the applications state that the Board of Directors of the applicant companies met on 11.8.2016 and passed a resolution approving the scheme of arrangement between the transferor company and the transferee company and their respective shareholders. The salient features are

found in the scheme of arrangement as extracted in the affidavits.

For the purpose of the present applications, it is stated in C.A.No.1447 of 2016 that the scheme does not propose any arrangement with the creditors of the applicant company, which has 66 unsecured creditors with an aggregate outstanding amount of Rs.9,68,48,946/- and has one secured creditor namely M/s.Kotak Mahindra Bank with an outstanding amount of Rs.2,15,00,000/- as on 30.6.2016. The status of the secured and unsecured creditors as on that date was duly certified by the Chartered Accountants. The applicant company has obtained individual 'No Objection' letters from the unsecured creditors aggregating to 86.40% of the total value of the unsecured debt and undertook to obtain 'No objection' in writing from the secured creditor at the time of final hearing of the Company Petition. It is stated that financial position of the transferee company could not adversely be affected by the scheme of arrangement.

Similarly, the applicant company in C.A.No.1448 of 2016 has also filed an affidavit stating that it has 167 unsecured creditors with an aggregate

outstanding amount of Rs.56,827,772/-, one unsecured creditor (loan) with outstanding amount of Rs.63,86,97,937 and two secured creditors viz., M/s. State Bank of Bikaner and Jaipur and State Bank of Hyderabad with an aggregate outstanding amount of Rs.127,70,64,138 as on 30.6.2016 and their status as on 30.06.2016 was duly certified by the Chartered Accountants. It has obtained separate "No Objection" from the unsecured creditors aggregating to 95% of the total value of unsecured debt and furnish "No Objection" in writing from the secured creditor at the time of final hearing of the Company Petition. It is also averred that the financial position of the creditors of the applicant company will not be adversely affected by the scheme of arrangement. It is stated that both the companies being unlisted companies, no approval is necessary from any stock exchange and all the equity shareholders have given their individual consent affidavits unconditionally approving the proposed scheme of arrangement.

In view of the same and in view of the statutory compliance of the provisions of the Companies Act, 1956, both the applications are ordered.

JUSTICE A.RAMALINGESWARA RAO

18th October, 2015

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