IN THE HIGH COURT OF JUDICATURE, ANDHRA PRADESH
AT HYDERABAD
(ORDINARY ORIGINAL/CIVIL JURISDICTION)

WEDNESDAY, THE TENTH DAY OF AUGUST
TWO THOUSAND AND ELEVEN

PRESENT
THE HON'BLE SRI JUSTICE B.SESHASAYANA REDDY

COMPANY PETITION NO.112 of 2011
AND
COMPANY PETITION NO.113 OF 2011
CONNECTED WITH
COMPANY APPLICATION NOS.532 OF 2011
AND
COMPANY APPLICATION NO.533 OF 2011

C.P.NO.112/2011 CONNECTED WITH C.A.NO.532/2011:

IN THE MATTER OF THE COMPANIES ACT (1 of 1956)
AND
IN THE MATTER OF SECTIONS 391 AND 394 OF THE SAID ACT
AND
IN THE MATTER OF M/S.ADVANCED CONSULTING PARTNERS (INDIA) PRIVATE LIMITED
WITH
IN THE MATTER OF M/S.BODHTREE CONSULTING LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS

M/s. Advanced Consulting Partners(India) Private Limited, A Company incorporated under the Companies Act, 1956 having its Registered Office at Regus Midtown, Level-1, Midtown Plaza, Road No.1, Banjara Hills, Hyderabad, rep. by its Director Ms. Sandhya Rachapalle.

..... PETITIONER(TRANSFEROR COMPANY)

Petition to sanction the Scheme of Amalgamation under Section 391 and 394 of the Companies Act, 1956, praying that this High Court may be pleased to

a) That the scheme of amalgamation as consented by the shareholders of the petitioner Company and the Transferee Company, a copy of which is filed hereto as Annexure-A5, be sanctioned and confirmed by this Hon'ble High Court so as to be binding on all the members, creditors and employees of the petitioner company and all concerned.

b) For an order that the petitioner/ Transferor Company be dissolved without going through the process of winding up.

c) For an order under Section 394 of the Act that the petitioner company do within 30 days after the date of the orders, cause a certified copy to be delivered to the Registrar of Companies, Andhra Pradesh, Hyderabad, for registration and on such certified copy being delivered or such date as this Hon'ble High Court may deem fit, the Registrar of Companies, Andhra Pradesh, Hyderabad Shall take all necessary consequential action in respect of the petitioner company and also dissolution of the transferor company without going through the process of winding up.

d) That the parties of the scheme or other persons interested shall be at liberty to apply to this Hon'ble Court for any direction that may be necessary in regard to the carrying out of the scheme of amalgamation;

C.P.NO.113/2011 CONNECTED WITH C.A.NO.533/2011:

IN THE MATTER OF THE COMPANIES ACT (1 of 1956)
AND
IN THE MATTER OF SECTIONS 391 AND 394 OF THE SAID ACT
AND
IN THE MATTER OF M/S. BODHTREE CONSULTING LIMITED
AND
IN THE MATTER OF M/S. ADVANCED CONSULTING PARTNERS (INDIA) PRIVATE LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS

M/s. Bodhtree Consulting Limited, A Company incorporated under the Companies Act, 1956 having its Registered Office at 1-8-617/2, Prakasham Nagar, Begumpet, Hyderabad, rep. by its Director Sri Sanjiv Gupta.

..... PETITIONER(TRANSFEREE COMPANY)

Petition to sanction the Scheme of Amalgamation under Section 391 and 394 of the Companies Act, 1956, praying that this High Court may be pleased to

a) That the scheme of amalgamation as consented by the shareholders of the petitioner Company and the Transferee Company, a copy of which is filed hereto as Annexure-A5, be sanctioned and confirmed by this Hon'ble High Court so as to be binding on all the members, creditors and employees of the petitioner company and all concerned.

b) For an order under Section 394 of the Companies Act that the petitioner company do within 30 days after the date of the orders,

cause a certified copy to be delivered to the Registrar of Companies, Andhra Pradesh, Hyderabad, for registration and on such certified copy being delivered or such date as this Hon'ble High Court may deem fit, the Registrar of Companies, Andhra Pradesh, Hyderabad Shall take all necessary consequential action in respect of the petitioner company.

c) That the parties of the scheme or other persons interested shall be at liberty to apply to this Hon'ble Court for any direction that may be necessary in regard to the carrying out of the scheme of amalgamation;

These Petitions coming on for orders upon reading the Company Petitions and these affidavits dated 13-06-2011and filed by Ms.Sandhya Rachapalle, Director in C.P.No.112/2011 and Sri Sanjiv Gupta, Director in C.P.No.113/2011 in support of these Petitions and upon hearing the arguments of Sri V.S.Raju, Advocate for the Petitioner and Sri P.Ashok Goud, Assistant Solicitor General and Sri M.Anil Kumar, Counsel for the Official Liquidator appearing in the matter.

To

Order Under Section 394

Upon the above petition coming on for further hearing on 10-08-2011 Upon reading etc., and Upon hearing , etc

THIS COURT DOTH ORDER

1. That this court doth hereby sanction the scheme of amalgamation as consented by the Shareholders of the petitioner companies i.e. Transferor and Transferee Companies, a copy is filed as Annexure A.5 to the petition (s) be and hereby is sanctioned and confirmed and doth hereby declare the same to be binding on all the members creditors and employees of the petitioner companies and all concerned the Transferor company and the Transferee Company viz., M/s. Advanced Consulting Partners (India) Private Limited (Transferor Company) with M/s. Bodhtree consulting Limited Transferee Company.
2. That all the property, rights and powers of transferor company specified in the first, second and third parts of the schedule hereto and all other property, rights and powers of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to section 394(2) of the companies Act, 1956, be transferred to and vest in the transferee company for all the estate and interest of the transferor company therein but subject nevertheless to all charges now affecting the same.
3. That all the liabilities and duties of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall, pursuant to section 394(2) of the Companies Act, 1956, be transferred to and become the liabilities of the transferee company ; and
4. That all proceedings now pending by or against the transferor company be continued by or against the transferee company ; and
5. That the transferee company do without further application allot to such members of the transferor company as have not given such notice of dissent as is required by clauses 13, 14 of the Scheme herein the shares in the transferee company to which they are entitled under the said scheme ; and
6. That the Transferor company and Transferee company do within 30 days from the date of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the transferor company shall be dissolved with effect from 1-4-2010 without the process of winding up pursuant to and in accordance with provisions of Section 394 of the Act and the Registrar of Companies shall place all documents relating to the transferor company, and Registered with him on the file kept by him in relation to the transferee company and files relating to the said two companies shall be consolidated accordingly; and

Contd....

7. That the transferee company do pay the necessary stamp duty as provided under Article 20(d) of Schedule 1-A of the stamp Act, 1989 as applicable to the state of A.P.
8. That parties to the scheme of Amalgamation or other persons interested shall be at liberty to apply to the court in the above matter for any directions that may be necessary in regard to the working of the Scheme of amalgamation
9. that the transferee company do pay a sum of Rs. 5,000/- to the regional Director South East Region, Hyderabad and the transferor company do pay a sum of Rs. 5,000/- to the Official Liquidator attached to the High Court of A.P. towards the costs of this petitions.

SCHEDULE

PART – 1

(Rationale for the Scheme of Amalgamation)

PART – II

(Definition, main objects of the both transferor and transferee companies)

PART – III

(Transfer of Liabilities and Assets/ undertaking)

PART –IV

Scheme Conditional on Approvals and Sanctions

Dated this 10th Day of August 2011.

(By the Court)

MEMORANDUM OF COSTS

COMPANY PETITION Nos. 112 and 113 OF 2011

Petitioner's ( ) Costs Rs. Ps.

1. That the transferee company do pay a sum of Rs. 5,000/- to the Regional Director South East Region, Hyderabad i.e. Rs. 5,000/- to the Regional Director South East Region, Hyderabad (towards costs) (as fixed by the Court and
2. That the transferor company do pay Rs. 5,000/- to the Official Liquidator, High Court of A.P., Hyderabad i.e. Rs. 5,000/- to the Official Liquidator (towards costs) as fixed by the Court.

SD/-P.V.RADHA KRISHNA RAO
JOINT REGISTRAR

// TRUE COPY //

SECTION OFFICER

To

1. Ms.Sandhya Rachapalle, Director, M/s. Advanced Consulting Partners(India) Private Limited, Registered Office at Regus Midtown, Level-1, Midtown Plaza, Road No.1, Banjara Hills, Hyderabad.

Cont.

2. Sri Sanjiv Gupta, Director, M/s. Bodhtree Consulting Limited, Registered Office at 1-8-617/2, Prakasham Nagar, Begumpet, Hyderabad.
3. The Official Liquidator, High Court of A.P., Hyderabad, Office at 5-4-400, II Floor, Gagan Vihar, Opp. Gandhi Bhavan, Nampally, Hyderabad.
4. The Registrar of Companies, 3-5-398, C.P.W.D. Buildings, Kendriya Sadan, Sultan Bazar, Koti, Hyderabad.
5. The Regional Director, South East Region, II Floor, 3-5-398, C.P.W.D. Buildings, Kendriya Sadan, Sultan Bazar, Koti, Hyderabad.
6. 2 C.D.Copies.

Prk

HIGH COURT

DATED: 10-08-2011

SCHEME OF AMALGAMATION

CP. Nos. 112 and 113 of 2011

Connected with

C.A. Nos. 532 and 533 of 2011

Allowing the Company Petitions.

7 copy + 7 Sets Enel.

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25/8/11