

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH – 1**
ATTENDANCE CUM ORDER SHEET OF THE HEARING HELD ON
13-05-2022 AT 10:30 A.M. THROUGH VIDEO CONFERENCE

CA (CAA) 9/230/HDB/2022
U/s 230 of Companies Act, 2013

IN THE MATTER OF:

M/s. Angels Pharma India Pvt Ltd (Transferor Co.1) &
M/s. Tagoor Chemicals Pvt Ltd (Transferor Co.2) &
M/s Tagoor Laboratories Pvt Ltd (Transferee Co.)

...Petitioner's

C O R A M:-

DR. VENKATA RAMAKRISHNA BADARINATH NANDULA, HON'BLE MEMBER (JUDICIAL)
SH. VEERA BRAHMA RAO AREKAPUDI, HON'BLE MEMBER (TECHNICAL)

O R D E R

Orders in CA (CA) No. 9/230/2022 pronounced. Recorded vide separate sheets. The Company Application is allowed and meeting of the equity shareholders and secured creditors is hereby dispensed with and further we have ordered convening meetings of Unsecured Creditors of 1st and 2nd Applicant Companies by appointing Smt. Keeravani Sree Ramya Munipalle Advocate as Chairman and Shri. Rajavolu Venkata Ramana, Company Secretary in Practice as Scrutinizer.

Accordingly, this Application is disposed of.

Sd/-
MEMBER (T)

Sd/-
MEMBER (J)

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH, HYDERABAD**

CA (CAA) NO. 09/230/HDB/2022
U/s 230 to 232 of the Companies Act, 2013

IN THE MATTER OF SCHEME OF AMALGAMATION

Between
M/s. ANGELS PHARMA INDIA PRIVATE LIMITED
(‘Transferor Company 1’)
And
M/s. TAGOOR CHEMICALS PRIVATE LIMITED
(‘Transferor Company 2’)
And
M/s TAGOOR LABORATORIES PRIVATE LIMITED
(‘Transferee Company’)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

M/s. ANGELS PHARMA INDIA PRIVATE LIMITED

CIN: U24233TG2016PTC103989

Having its Registered Office at

Plot No. 75, H. No.1-98/3, 2nd Floor,

Jubilee Enclave, Hitech City Hyderabad-500084

Telangana.

Represented by its Director

Mr. KASI VISWANADHARAJU PERICHERLA.

First Applicant/ Transferor Company-1

AND

M/s. TAGOOR CHEMICALS PRIVATE LIMITED

CIN:U24233TG2009PTC062705

Having registered office at

PLOT NO 99 & 100, SV COOPERATIVE

INDUSTRIAL ESTATE IDA,

JEEDIMETLA HYDERABAD-500055

Telangana.

Represented by its Director

Mr. VENKATA SUBRAMANYAM RAJU PENMETS

Second Applicant / Transferor Company-2

DATE OF ORDER: 13.05.2022

Coram:

Hon'ble Dr. N.V.Ramakrishna Badarinath, Hon'ble Member (Judicial)

Hon'ble Veera Brahma Rao Arekapudi, Hon'ble Member (Technical)

Counsels / Parties Present

For the Applicants : Shri M.Vijaya Kumar, PCS.

PER BENCH

1. This is a joint Application filed on behalf of Applicant Companies under Section 230-232 of the Companies Act, 2013, by inter-alia seeking for the following reliefs:
 - In case of first Applicant/First Transferor Company to dispense with the meetings of the Equity Shareholders and Secured Creditors and to convene the meeting of Unsecured Creditors.
 - In case of the 2nd Applicant / Second Transferor Company to dispense with the meetings of the Equity Shareholders Secured Creditors and to convene the meeting of unsecured creditors.
2. The averments made in the application are briefly described as under:
 - a. **M/s. Angels Pharma India Private Limited**(“Transferor Company - 1” or “First Applicant”) was registered as a company under the name and style of Angels Pharma India Private Limited on 18th day of March, 2016 under Corporate Identity No. U24233TG2016PTC103989. The Registered Office of the First Applicant Company is situated at Plot No. 75, H. No.1-98/3, 2nd Floor, Jubilee Enclave, Hitech City Hyderabad Hyderabad Telangana 500084.
 - b. The First Applicant Company is engaged in the business of manufacturers, dealers, distributors, buyers and sellers, resellers, retailers, importers, exporters and agents for all types of Pharmaceuticals, bulk drugs basic Drugs etc.

A copy of the Memorandum and Articles of Association of the 1st Applicant Company is annexed to the Application as **Annexure-A**.

 - c. The authorised, issued, subscribed and paid-up share capital of the First Applicant Company as on 31st March, 2021 was as under:

Particulars	Rupees (INR)
Authorised Share Capital	
27,000,000 Equity Shares of Rs.10/-each	270,000,000
Total	270,000,000
Issued, Subscribed and Paid-up Share Capital	
27,000,000 Equity Shares of Rs.10/- each fully paid-up	270,000,000
Total	270,000,000

Subsequent to the above date and till the date of filing the Scheme, there has been no change in the issued, subscribed and paid up capital of the First Applicant Company. A copy of the Audited Statements of Account as on 31st March, 2021 and Provisional Statement of accounts as on 30.09.2021 of the Transferor Company-1 are annexed to the Application as Annexure-B.

d. **M/s. Tagoor Chemicals Private Limited** (“Transferor Company -2” or “Second Applicant”) under the name and style of **Vensar Laboratories Private Limited** was **originally incorporated on 03rd** day of February, 2009 with the Registrar of Companies Hyderabad under Certificate of Incorporation No. 062705 of 2008-2009, subsequently the name of the company was changed to **Tagoor Chemicals Private Limited** on 05th day of October 2016. The Registered Office of the Transferor Company-2 is situated at PLOT NO 99 & 100, SV Cooperative Industrial Estate Ida, Jeedimetla Hyderabad Telangana 500055. A copy of the Memorandum and

Articles of Association of the Transferor Company-2 is annexed to the Application as **Annexure – C**.

- e. The Transferor Company-2 is engaged in the business of intermediates, chemicals, instruments, equipments, apparatus and accessories.
- f. The authorised, issued, subscribed and paid-up share capital of the Transferor Company-2 as on 30th September, 2021 was as under:

Particulars	Rupees (INR)
Authorised Share Capital	
12,000,000 Equity Shares of Rs.10/-each	120,000,000
Total	120,000,000
Issued, Subscribed and Paid-up Share Capital	
9,995,000 Equity Shares of Rs.10/- each fully paid-up	99,950,000
Total	99,950,000

Subsequent to the above date, and till the date of filing the Scheme, there has been no change in the issued, subscribed and paid up capital of the Transferor Company-2. A copy of the Audited Statements of Account as on 31st March, 2021 and Provisional Statement of accounts for period ending 30th September, 2021 of the Transferor Company-2 are annexed hereto as **Annexure - D**.

- g. M/s Tagoor Laboratories Private Limited, the Transferee Company was incorporated as a Private Limited Company under the name and style of

Vensub Laboratories Private Limited on 31st January 2009 under the jurisdiction Registrar of Companies Hyderabad, subsequently the name of the company was changed to Tagoor Laboratories Private Limited on 06th October 2019 thereafter the registered office of the company was shifted to the state of Andhra Pradesh under the jurisdiction of Registrar of Companies. Vijayawada Andhra Pradesh, and its Corporate Identity No. U24100AP2009PTC109536. The Registered Office of the Transferee Company is situated at Sy No.29, Tupakulagudem Pochavaram Panchayat, Tallapudi Mandal West Godavari Andhra Pradesh 534341

3. **RATIONALE FOR THE SCHEME**

- a. Help in achieving improved operational efficiency and optimum advantages and also to achieve greater efficiency and synergy in operations by combining the activities of the Transferor Companies with the Transferee Company;
- b. The amalgamated entity will benefit from optimum utilization of manpower through improved organizational capacity and leadership, arising from the combination of people from the Transferor Companies and Transferee Company which have diverse skills, talent, management expertise, enlarged knowledge base and vast experience to compete successfully in an increased competitive industry;
- c. The amalgamated entity shall reduce fixed costs by removing duplicate departments, operations and lower the cost of the Company relative to the same revenue stream and shall thus increase the profit margins;
- d. Under a liberalised, fast changing and highly competitive environment, this amalgamation shall strengthen the business of the Transferor Companies and the Transferee Company by pooling up the resources, business

expertise, business processes and assets for common purpose and hence optimum utilization;

- e. The synergies that exist between the entities in terms of services and resources can be put to the best advantage of all stakeholders;
- f. The amalgamation will result in better economic control, increased financial strength and flexibility and enhance the ability of the amalgamated entity to undertake large projects, thereby contributing to enhancement of future business potential;
- g. Cost savings are expected to flow from more focused operational efforts, rationalisation, standardisation and simplification of business processes, productivity and improvements, improved procurement and the elimination of duplication and rationalization of administrative expenses.
- h. The consolidation of the companies engaged in similar line of business in one entity, under a single centralized system of management, will result in the management being able to exercise greater control over the operations of the Companies. This will also result in the management being enabled to undertake any re-structuring /re-organization of the various business undertakings of the companies for the purposes of achieving optimum efficiency /and or to attract investments in the individual business undertakings of the Companies.

4. **BOARD RESOLUTION**

It is averred that the Board of Directors of the Applicant Companies and Transferee Company at their respective meetings held on 15.11.2021 have approved the Scheme of Amalgamation with appointed dated as 01.04.2021 subject to the approval of their shareholders and creditors. A certified copy of

the Board Resolution of the Transferor Company- 1 and Transferor Company- 2 are annexed to the Application as **Annexure-H&I**.

5. SHAREHOLDERS OF THE APPLICANT COMPANIES

It is averred that there are two shareholders in the 1st Applicant /First Transferor Company and both of them have given their no objection to the proposed Scheme by means of consent affidavits. A copy of the List of Shareholders duly certified by Chartered Accountant along with their consents affidavits of first Applicant Company is annexed hereto as **Annexure-K&L**.

It is averred that there are eight shareholders in the 2nd Applicant /Second Transferor Company and all the shareholders have given their no objection to the proposed Scheme by means of consent affidavits. A copy of the List of Shareholders duly certified by chartered accountant along with their consents affidavits is annexed to the Application as **Annexure-M&N**.

6. SECURED AND UNSECURED CREDITORS

- a. It is averred that Transferor Company-1 has only one Secured creditors and there are 143 (One Hundred and Forty Three) Unsecured Creditors, as on 30th day of September, 2021, and the Secured creditor has given their no objection to the proposed Scheme by means of consent affidavit stating that they have no objection to the proposed scheme of amalgamation. A copy of the List of Unsecured Creditors and Secured creditors certified by Chartered Accountant is annexed hereto as **Annexure O** and no objection affidavit received from Secured Creditor is annexed hereto as **Annexure-P**.
- b. It is averred that Transferor Company-2 has only one Secured creditors and there are 94 (Ninety Four) Unsecured Creditors, as on 30th day of

September, 2021. Secured Creditor has given their no objection to the proposed Scheme by means of consent affidavit stating that their no objection to the proposed scheme of amalgamation. A copy of the List of Unsecured Creditors and Secured creditors certified by Chartered Accountant is annexed hereto as **Annexure Q** and no objection affidavit received from Secured Creditor is annexed hereto as **Annexure-R**.

7. COMPLIANCE OF ACCOUNTING STANDARD

With effect from the Appointed Date and upon coming into effect of this Scheme, the Transferee Company shall account for the merger in its financial statements in accordance with the “Pooling of Interests Method” of accounting as per the Accounting Standard 14 notified under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and in accordance with generally accepted accounting principles and as given below:

- The Transferee Company shall, record all the assets and liabilities, including Reserves of the Transferor Companies vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Companies on the Appointed Date.
- If at the time of amalgamation, the Transferor Companies and the Transferee Company have conflicting accounting policies, a uniform accounting policy shall be adopted by the Transferee Company following the amalgamation. The effect on the financial statements of any change in accounting policies shall be reported in accordance with applicable Accounting Standard 5, prior period and extraordinary items and changes in accounting policies.
- Investment, if any, in the equity share capital of the Transferor Companies or vice versa as appearing in the books of accounts of the

Transferee Company, if not transferred before the Effective Date, shall stand cancelled and there shall be no further obligation/outstanding in that behalf.

- The loans and advances or payables or receivables of any kind, held inter-se, if any, between the Transferor Companies and the Transferee Company, as appearing in its respective books of accounts shall stand discharged prior to Effective Date

8. VALUATION REPORT

Mr. Venkata Ramana V Pothula, registered valuer has been appointed for carrying out the valuation in relation to the proposed Scheme of Amalgamation. Valuation Report is annexed to the Application at **Annexure- S.**

9. DECLARATION BY THE APPLICANT COMPANIES

- No investigation or proceedings have been instituted or are pending in relation to the two Applicant Companies.
- It is further submitted that the applicant Companies are private limited Companies and are unlisted Companies.

10. In the light of above facts, the Applicant Companies prays for the following reliefs:

In case of the First Applicant Company / Transferor Company:

- a. To dispense with the meetings of the Equity Shareholders, secured Creditors and to convene the meeting of Unsecured Creditors of the 1st Applicant/First Transferor Company through video conferencing (VC) or other audio visual

means (OAVM) as per applicable law may be directed, for consideration of the proposed Scheme consequently.

- b. To appoint a Chairman for convening and conducting the meeting of Unsecured Creditors.
- c. That the quorum be fixed as 15 Unsecured Creditors present in the Unsecured Creditors meeting either in person or by proxy.
- d. The Unsecured Creditors be permitted to exercise their votes at the said meeting either through e-voting as per applicable law in case of meeting directed to be held by VC or OAVM; or in person or through proxies in any other case.
- e. As to the manner of giving the notices of the said meeting, it is sufficient to serve the notices on the Unsecured Creditors of the 1st Applicant/First Transferor Company by e-mail/speed post/courier/ or any combination as per applicable law in case of meetings directed to be held by VC or OAVM or in any other case, through e-mail/Courier/ Ordinary Post.
- f. That the advertisement be directed to be published once in English Edition of “The Business Standard”, Hyderabad Edition and once in Telugu Edition of “Nava Telangana”, Hyderabad Edition.
- g. As for the time for the Chairman of the meeting to file his / her report to the Hon’ble Tribunal of the result of the meeting, the time be fixed as 10 days from the date of the said meeting.

In case of the Second Applicant Company / Transferor Company.2:

- h. To dispense with the meetings of the Equity Shareholders and Secured Creditors.
- i. To convene the meeting of Unsecured Creditors of the second Applicant/Second Transferor Company through video conferencing (VC) or other audio visual means (OAVM) as per applicable law as may be directed, for consideration of the proposed Scheme consequently.

- j. To appoint a Chairman for convening and conducting the meeting of Unsecured Creditors.
 - k. That the quorum be fixed as 15 Unsecured Creditors present in the Unsecured Creditors meeting either in person or by proxy.
 - l. The Unsecured Creditors be permitted to exercise their votes at the said meeting either through e-voting as per applicable law in case of meeting directed to be held by VC or OAVM; or in person or through proxies in any other case.
 - m. As to the manner of giving the notices of the said meeting, it is sufficient to serve the notices on the Unsecured Creditors of the 2nd Applicant/Second Transferor Company by e-mail as per applicable law in case of meeting directed to be held by VC or OAVM or in any other case, through e-mail/speed post/courier/ or any combination.
 - n. That the advertisement be directed to be published once in English Edition of “The Business Standard”, Hyderabad Edition and once in Telugu Edition of “Nava Telangana”, Hyderabad Edition.
 - o. As for the time for the Chairman of the meeting to file his / her report to the Hon’ble Tribunal of the result of the meeting, the time be fixed as 10 days from the date of the said meeting.
 - p. Pass such other order or orders as this Hon’ble Tribunal may deem fit and proper in the circumstances of the case in the interest of justice and equity.
11. We have heard the Learned PCS and we have seen the consent Affidavits filed by shareholders and secured creditors of the Applicant Companies. We have also seen the certificates given by chartered accountants certifying the list of shareholders and secured and unsecured creditors of the Applicant Companies. Section 230 (i) of Companies Act, 2013 contemplates holding of meeting unless 90% of the Creditors gave consent by way of Affidavits to dispense with

meetings. In this case, the shareholders and secured creditors of the Transferor Company have given consent by way of Affidavits to dispense with meetings Applicant Companies. Section 230(9) of Companies Act, 2013 provides that 90% of the Creditors to give consent for dispensing with convening of meeting. Therefore, the request of the 1st Applicant Company and 2nd Applicant Company for conveying meeting unsecured creditors is considered. The meetings are to be convened and held in the manner mentioned below.

ORDER

12. After hearing the Counsel and after perusing the documents filed, we pass the following order:-

(a) We hereby dispense with the meeting of the equity Shareholders, and secured creditors of the Applicant Companies.

(b) We hereby ordered convening meetings of unsecured creditors of first Applicant Company and second Applicant Company.

(c) Appointed Smt. Keeravani Sree Ramya Munipalle Advocate, having Mobile Number: (8096819955) as Chairman and Shri. Rajavolu Venkata Ramana, Company Secretary in Practice, having mobile number: (9849127199) as Scrutinizer for convening the meetings of Unsecured Creditors of the 1st Applicant Company and 2nd Applicant Company. Fee fixed for Chairman is Rs. 1,00,000/- and for Scrutinizer Rs. 50,000/- for both the above meetings.

(d) Meetings of unsecured creditors of the first Applicant Company and Second Applicant Company second Applicant Company will be held on 26.06.2022 at 10.00AM & 11.30AM respectively through Video Conferencing (VC)/ other Audio –Visual Means (OAVM) for the purpose of considering the Scheme

(e) The Quorum fixed for the meetings of First Applicant Company are as under:-

For unsecured creditors meeting: **15** (person or by proxy).

(f) The Quorum fixed for the meetings of second Applicant Company are as under:-

For unsecured creditors meeting: **15**(person or by proxy).

(g) The notice of the Meetings of unsecured creditors of First Applicant Company and second Applicant Company shall be published in “Business Standard”, English Daily, Hyderabad Edition and one in Telugu Edition of “Nava Telangana”, Hyderabad Edition.

(h) The Applicant Companies or their respective authorized Signatory are directed to issue notices (s) to the unsecured creditors of the first applicant Company and fourth applicant Company by Registered Post/ Courier/Ordinary Post/ Registered email to their last known address 30 days before the said meetings as per Form No. CAA2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ensuring convening the said meeting of the Applicant Companies. Further directed to intimate day, date and time, a copy of Explanatory

Statement, pursuant to be sent under Section 230 of the Companies Act, 2013 and Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014.

- (i) The Applicant Companies to serve notices upon the Regional Director, South-East Region, Ministry of Corporate Affairs, Hyderabad pursuant to Section 230 (5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 if no response is received by the Tribunal from Regional Director within 30 days of the date of receipt of the notice, it will be presumed that Regional Director and/or Central Government has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016.
- (j) The Applicant Companies to serve the notice upon the Registrar of Companies Hyderabad pursuant to Section 230 (5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises Arrangement and Amalgamations) Rules, 2016 and if no response is received by the Tribunal from Registrar of Companies, Hyderabad within 30 days of the date of receipt of the notice, it will be presumed that Registrar of Companies, Hyderabad has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromise Arrangements and Amalgamations) Rules, 2016.
- (k) The Applicant Companies to serve notice upon the Income Tax Authority, within whose jurisdiction that Applicant Companies Assessment are made, pursuant to Section 230 (5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 if no response is received by the Tribunal from Income Tax Authority within 30 days of the date of receipt of the notice, it will be

presumed that Income Tax Authority has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016.

- (l) The Applicant Companies to serve notice upon the Official Liquidator pursuant to Section 230 (5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises Arrangements and Amalgamations) Rules, 2016 if no response is received by the Tribunal from Official Liquidator within 30 days of the date of receipt of the notice it will be presumed that Official Liquidator has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016.
- (m) The Chairmen shall have all powers under the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 in relation to the conduct of the meetings (s) including for deciding procedural questions that may arise before or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person (s).
- (n) The voting shall be in person or by proxy or authorized representative in case be permitted, provided that the proxy in the Form No. MGT-11 authorization duly signed by the person entitled to attend and vote at the meeting, is to be filed with the Applicant Company at its Registered office, not later than, forty eight hours before the aforesaid meeting in accordance with Rule 10 of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016.
- (o) The Chairmen to file affidavit within 7 days before the date of the said meetings to this Tribunal that the direction regarding convening and issuance of notice (s) to all the necessary parties have been duly complied

with in conformity with the relevant provisions of the Companies Act, 2013 R/w Companies (Compromise, Arrangement and Amalgamation) Rules, 2016. The Chairman shall report the conclusion of the aforesaid meetings within 10 days from the date of such meetings as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Sd/-

Veera Brahma Rao Arekapudi
Member Technical

Sd/-

Dr. N.V.Ramakrishna Badarinath
Member Judicial

Pavani