

**IN THE HIGH COURT OF JUDICATURE OF ANDHRA PRADESH
AT HYDERABAD**

**TUESDAY, THE SECOND DAY OF DECEMBER
TWO THOUSAND AND THREE
: PRESENT :**

THE HON'BLE MR.JUSTICE : N.V. RAMANA

**IN THE MATTER OF COMPANIES ACT, 1956
AND
IN THE MATTER OF SECTIONS 391 AND 394 OF THE COMPANIES ACT,
1956**

**AND
IN THE MATTER OF SANGFROID PHARMA PRIVATE LIMITED.
AND
IN THE MATTER OF SCHEME OF AMALGAMATION OF
SANGFROID PHARMA PRIVATE LIMITED.
WITH
GREESHA LABORATORIES PVT. LIMITED**

COMPANY PETITION NO. 186 OF 2003
CONNECTED WITH
COMPANY APPLICATION N. 1414 OF 2003

Between:

Sangfroid Pharma Pvt. Limited, a Private Ltd., Company registered under the Companies Act 1956, having its Registered office at Plot No.17, IDA Kothur-509216, Shadnagar, Mahaboobnagar Dist. its Director, Mr. A.Sudhakar, Duly Empowered under the Board Resolution Dated 23-07-2003.

Petitioner/Transferor

Company)

Petition filed to sanction the Scheme of Arrangement of Amalgamation U/s.394 (Read with Rule 79) R/w.391 (2) of the Companies Act, 1956 praying that in circumstances stated in the petition filed therewith, the High Court to Petition to Sanction the Scheme of Arrangement of Amalgamation under Section 394 (Read with Rule 79) r/w.3491(2) of the Companies Act, 1956 praying the High Court

- a) That this Hon'ble Court may be pleased as per Rule 80 of the Companies (Court) Rules, 1959 fix a date for hearing of the petition and the notice of the hearing be directed to be published in the Indian Express and 'Andhra Prabha' newspapers Hyderabad edition.
- b) That the arrangement embodied in this Scheme of Amalgamation (ANNEXURE A hereto) and approved by the Board of Directors of the Petitioner/Transferor Company be sanctioned by this Hon'ble Court so as to be binding on the Petitioner/Transferor Company and Greesha Laboratories Private Limited/Transferee Company all the members of the Petitioner/Transferor Company and the equity shareholders of Greesha Laboratories Private Limited/Transferee Company with effect from 1st April, 2003.
- c) For an order under section 394 of the Act,1956 that with effect from commencement of 1st April, 2003, ("the appointed date") and subject to the provisions of this scheme in relation to the mode of transfer and vesting, the undertaking and the entire business and all the properties including all its all rights, privileges, powers and authorities and all properties, movable or immovable, real, corporeal or incorporeal in

possession or reversion, present or contingent of whatsoever nature and wheresoever situate including in particular all licenses and liberties, patents, trade marks and import quotas held and applied for a telephone and telefaxes owned, applied for, received and/or allotted held by the Transferor Company or to which the Transferor Company is entitled including interest, if any, acquired in companies or partnerships whatsoever shall without any further act or deed, stand transferred to and vested in Greesha Laboratories Private Limited/Transferee Company and form part of the undertaking of the Greesha Laboratories Private Limited/Transferee Company.

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- d) For an order Under section 394 of the Act that with effect from the Appointed Date all debts, liabilities, duties and obligations of the Petitioner/Transferor company shall be and stand transferred or deemed to be transferred, without further act, instrument or deed to Greesha laboratories Private Limited/Transferee Company, pursuant to the provisions of Section 394 of the said Act so as to be come as and from the Appointed Date, the debts, liabilities, duties and obligations of Greesha Laboratories Private Limited/Transferee Company.
- e) For an order under section 394 of the Act that all suits, actions and proceedings by or against the Petitioner/Transferor Company pending and/or arising on or before the date on which this Scheme shall finally take effect shall be continued and be enforced by or against Greesha Laboratories Private Limited/Transferee Company as effectually as if the same had been pending and/or arising against Greesha Laboratories Private Limited/Transferee Company.
- f) That this Hon'ble Court be pleased to issue notices of the Scheme of Amalgamation to the Regional Director, Department of Company Affairs, Southern Region, Chennai, the Registrar of Companies, Andhra Pradesh, Hyderabad and office of the Official Liquidator, Hon'ble High Court, Hyderabad, A.P.
- g) For an Order to the Petition/Transferor Company shall stand dissolved without wining up.
- h) For an order under Section 394 of the Act that the petitioner/Transferor Company do cause a certified copy of the drawn up order within 30 days from the date of sealing of such order to be passed by this Hon'ble Court to be delivered to the Registrar of Companies, Andhra Pradesh, Hyderabad for Registration and that upon filing of the certified copy of the drawn order with the Registrar of Companies, Andhra Pradesh, Hyderabad the Transferor Company be dissolved without winding up.
- i) That the Registrar of Companies, Andhra Pradesh be directed to place, on and from the date provided in the Scheme of Amalgamation, all documents relating to the petitioner/Transferor company registered in his office in the file maintained by him in relation to Greesha Laboratories Private Limited/Transferee company so as to consolidate the files relating to the petitioner/Transferor Company and Greesha

Laboratories Private Limited/Transferee Company.

- j) That the parties to the scheme or other persons interest shall be at liberty to apply to this Hon'ble High Court for any directions that may be necessary in regard to carrying out the Scheme of Arrangement for amalgamation and
- k) That this Hon'ble Court may be pleased to pass such other and further order/s as are deemed necessary in the facts and circumstances of the case.

The petition coming on for hearing upon perusing the petition and the filed in support thereof and upon hearing the arguments of Mr. B.Viswanatha Reddy, Advocate for the petitioner.

THE COURT MADE THE FOLLOWING ORDER

Admit.

Issue notice to the Central Government as well as learned Counsel for Official Liquidator.

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Learned counsel for the petitioner is directed to carry out publication in "Andhra Bhoomi" and "Indian Express", as contemplated under Rule 80 of Company (Courts) Rules and shall file proof of publication.

Post on 19-1-2004 for filing proof of publication.

Sd/- E. Umamaheswara Rao,
JOINT REGISTRAR

//TRUE COPY//

SECTION OFFICER

To

1. Mr.B.Viswanatha Reddy, Advocate, High Court of A.P. Hyderabad.
2. Mr.T.Suryakaran Reddy, Standing Counsel for Central Govt., Advocate, High Court of A.P., Hyderabad.
3. The Official Liquidator, 3-5-398, 1st floor, kendriya Sadan, Sultan Bazar, koti Hyderabad
4. One spare copy.

HIGH COURT

NVR.J

DATED 2.12.2003

**NOTE: POST ON 19.1.2004 FOR FILING PROOF OF
PUBLICATION**

**ORDER
CP.NO. 186 OF 2003
Connected with
C.A.No.1414 of 2003**

DIRECTION