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**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**AUROBINDO PHARMA LIMITED**

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The word "private" has been deleted w/s 44 of the Companies Act 1956, in pursuance of Spl. Resolution passed on 30.4.92.

V. Selvaraj

प्रारूप. आई. आर.  
Form I. R.

REGISTRAR OF COMPANIES  
PONDICHERY

निगमन का प्रमाण-पत्र

# CERTIFICATE OF INCORPORATION

ता ..... का सं .....  
No. 469 of 1986

मैं एतद्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम, (1956 को.) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I here by certify that "AUROBINDO PHARMA PRIVATE LIMITED"

Is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता ..... को दिया गया।

Given under my hand at PONDICHERY this TWENTY SIXTH

day of DECEMBER One thousand nine hundred and EIGHTY SIX



जे. एस. सी.-1  
J.S.C-1.

( B. KOTESWARA RAO )

कम्पनियों का रजिस्ट्रार  
REGISTRAR OF COMPANIES  
PONDICHERY



[कम्पनी अधिनियम, 1956 की धारा 18(3)]  
[Section 18(3) of Companies Act, 1956]

CLB

एक राज्य से दूसरे राज्य में रजिस्ट्रीकृत कार्यालय के अन्तरण की पुष्टि करने वाले न्यायालय के आदेश के रजिस्ट्रीकरण का प्रमाण-पत्र  
CERTIFICATE OF REGISTRATION OF THE ORDER OF CONFIRMING TRANSFER OF THE REGISTERED OFFICE FROM ONE STATE TO ANOTHER

.....ने विशेष संकल्प द्वारा रजिस्ट्रीकृत कार्यालय का ..... राज्य से ..... राज्य में अन्तरण करके स्थान की ब.बत संगम-शापन के उपबंधों में परिवर्तन कर दिया है और ऐसे परिवर्तन की ..... तारीख ..... के आदेश द्वारा पुष्टि कर दी गई है।

Union -  
~~Andhra Pradesh~~  
Territory

The AUROBINDO PHARMA LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the registered office by changing it from the ~~state~~ of PONDICHERRY to the state of ANDHRA PRADESH and such alteration having been confirmed by an order of COMPANY. LAW. BOARD, SOUTHERN REGION BENCH, MADRAS. bearing date the 4-12-1992. Company Petition No. 310/17/SRB/1992 में एतद्द्वारा प्रमाणित करना है कि उक्त आदेश की प्रमाणित प्रति इस दिन रजिस्ट्रीकृत कर दी गई है।

I hereby certify that a certified copy of the said order has this day been registered.



मेरे हस्ताक्षर से यह तारीख ..... को दिया गया।  
Given under my hand at HYDERABAD this 30th day of December ..... One thousand nine hundred and Ninety two.

(P. RAJAGOPALAN)  
कम्पनियों का रजिस्ट्रार

ASST Registrar of Companies  
ANDHRA PRADESH: HYDERABAD.

# Memorandum of Association

of

## **AUROBINDO PHARMA LIMITED**

(COMPANY LIMITED BY SHARES)

- I. The Name of the Company is AUROBINDO PHARMA LIMITED.
- II. The Registered Office of the Company will be situated in the state of Telangana.
- III. The objects for which the Company established are the following:
  - (A) THE OBJECTS TO BE PURSUED BY THE COMPANY UPON ITS INCORPORATION ARE:**
    1. To manufacture, prepare, import, export, buy, sell, supply, distribute, store, stock, warehouse, maintain and otherwise handle, deal in and carry on the business in all kinds and varieties of pharmaceutical products, bulk drugs, intermediates, patent and non-patent medicines, common medicinal preparations, drugs, mixtures, pills, powders, controlled substances, elixirs, drops, tonics, other liquid drugs and medicines, formulations, capsules, tablets, medicated ointments, pharmaceuticals, chemical, medical, and medical products, preparations and materials, sterilized injections, vaccines, immunogens, phylacogens, disinfectants and chemicals and to do the research and developmental activities to develop drugs, pharmaceutical products, over the counter medicines, self-medications and substitute for imported products and to develop and maintain testing house and laboratory for own use and for others and also do business of consulting engineers in chemical and pharmaceutical stuff industries.
    2. To manufacture, process, refine, formulate, purchase, sell, import, export, distribute, and/or deal with, all kinds of chemicals, organic as well as inorganic, all kinds of drugs, nutriments, nutraceuticals, dietary supplements, pigments, ayurvedic, herbal, bacteriological, biological, chemical, industrial, and other preparations, articles and compounds or veterinary medicines, including organic compounds, acids, vitamins, medicines from fermentation products and or diagnostics, antibiotics including homeopathic, allopathic, unani and biochemical medicines in the form of liquid, syrup, dry syrup, capsules, ointment, creams, lotion, tablets, powder, patches, films and other conceivable form.
    3. To manufacture, process, prepare, preserve, refine, buy, sell and deal whether as wholesalers or retailers or as importers or exporters, or as principals or agents in foods, processed foods, protein, health and instant foods of all kinds including dietic foods, cereals, beverages, cordials, tonics, restoratives and aerated mineral waters, fruit drinks, condensed milk, surgical, medical, dental and scientific equipment, instruments and accessories, and diagnostic kits, healthcare aids, accessories, products, instruments and consumables of every description for human or animal consumption.

4. To carry on business of importers, merchants, general order suppliers, commission agents, representatives, distributors, retail sellers, wholesalers, warehouse agents, transporters, royalty owner, contractors, auctioneers, indent agents, passage agents, factors, organizers, concessionaries, sale agents and sub agents in connection with the above business including establishing, running and maintaining hospitals, diagnostic centers, nursing homes, wellness centers, mobile medical service centers and any medical and healthcare institutions.

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A**

1. To enter into agreement and contracts with foreign Individuals, firms, companies or other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
2. To establish and maintain any agencies in India or any part of the world for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale.
3. To advertise and adopt means of making known or promoting the use of all or any of the manufactures, products or goods of the Company or any articles or goods traded or dealt in by the Company in any ways as may be expedient including the posting of bills in relation thereto, and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions and giving of prizes, rewards and donations.
4. To apply for purchase or otherwise acquire and protect, prolong and renew trademarks, trade names, designs, secret processes, patent rights, 'BREVETS D INVENTION', licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire or develop.
5. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operations, joint -venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in, or about to carry on or engage in any or any business or transaction which this Company is authorised to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company and to lend money, to guarantee the contracts or otherwise assist, any person, firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.
6. To enter into any arrangement with Government or state authority, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or state authority, any rights, privileges and concession which may seem conducive to the Company's or any of them.

7. To undertake and carry on any business, transaction or operation commonly undertaken or carried on by promoters of companies, concessionaries, contractors for public and other work of merchants.
8. To purchase or otherwise acquire and undertake the whole or any part of the business, property rights and liabilities of any person, firm or company, carrying on any business, which this Company is authorised to carry on or possessed of property or rights, suitable for any of the purpose of the Company, and to purchase, acquire, apply or hold sell and deal in shares, stock, debentures or debenture stock of any such person, firm or Company and to conduct make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or Company.
9. To construct, acquire, establish, provide, maintain and administer, factories, estates, railways, buildings, water reservoirs, sheds, pumping installation, generating installations, pipe lines, garages, storage and accommodation of descriptions in connection with the business of the Company.
10. To apply for tender, purchase or otherwise acquire any contracts and concessions for or in relations to the construction, erection, carrying out equipment, improvement, administration or control of works and conveniences and undertake, execute, carryout dispose off or otherwise turn to account the same.
11. To buy, lease or otherwise acquire lands, buildings and other immovable property and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the property and assets of the Company on such terms and conditions as the Company may think fit.
12. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
13. To pay all the costs, charges and expenses of and incidental to the promotion and formation registration and establishment of the Company and issue of its capital including any underwriting or other commission, brokers fee and charges in connection therewith including costs, charges, expenses of negotiations and arrangement made prior to and anticipation of the formation and ration of the Company.
14. To remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid Shares, or by a call or option on Shares, debentures, debenture stock or securities of this or any other Company, or in any other manner) whether out of the Company's Capital, profits or otherwise to any person or firm or company for services rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the subscription of any Shares, debentures, debenture stock of other securities of the Company or for any other reasons which the Company may think proper.
15. To undertake and execute any trusts, the undertaking where of may seem desirable either gratuitously or otherwise.

16. To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of lading, delivery orders, warrants/warehouse keepers certificates and other negotiable or commercial mercantile instruments connected with the business of the Company.
17. To open account or accounts with any bank or banks and to pay into and to withdraw moneys from such account or accounts.
18. Subject to the provisions of the Companies Act, 2013 to invest, apply acquire or otherwise employ moneys belonging to, entrusted to or at the disposal of the Company upon securities and Shares or without security upon such terms as may be thought proper, and from time to time vary such transactions in such manner as the Company may think fit.
19. To lend or deposit moneys belong to or entrusted to, at the disposal of the Company to such person or Company and in particular to customers and others having dealings with the Company with or without security, upon terms as may be thought proper and to guarantee the performance of contracts by such person or Company, but not to do the business of banking as defined in the Banking Regulation Act, 1949.
20. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.
21. Subject to the provisions of the Companies Act, 2013, to borrow, raise money with or without security or to receive money on deposit at interest, or otherwise in such manner as the company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, including debentures or debenture stock convertible into shares of this or any other company and in security of any such money so borrowed raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future including its uncalled Capital and purchase, redeem or pay off as securities.
22. Subject to the provisions of the Companies Act, 2013 to sell, mortgage, assign or lease and in any other manner, deal with or dispose of the undertakings or property of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit, and in particular for Shares, debentures and other securities of any other company having objects altogether or in part similar to those of this Company.
23. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the property, rights and concessions the Company.
24. To employ workers or employees and to provide for welfare of the employees or ex-employees of the Company and their wives, widows, the families, or the dependents or connections of such person by building or contributing to the building of houses, dwelling or by grants money, pensions, gratuity, bonus, payment towards insurance or other payments or by creating from time to time; subscribing or contributing towards places of instruction or recreation, hospital and dispensaries, medical and other attendance and other assistance as the Company shall think fit.

25. Subject to the provisions of the Companies Act, 2013, and the Constitution of India to subscribe or contribute or otherwise to assist to guarantee money to charitable, benevolent religious, scientific, national or other institutions or objects or for any exhibition or for any public general useful objects.
  26. To distribute any of the property of the Company amongst the members in specie or in kind upon the winding up of the Company.
  27. To acquire and run any Industrial concern, factory or mills as the Company may deem fit to attain the main objects.
- IV. The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.
- V. a) The Authorised Share Capital of the Company is Rs. 6,66,39,93,820/- (Rupees Six Hundred and Sixty Six Crores Thirty Nine Lakhs Ninety Three Thousand Eight Hundred and Twenty only) divided into 4,54,29,93,820 (Four Hundred Fifty Four Crores Twenty Nine Lakhs Ninety Three Thousand Eight Hundred and Twenty only) Equity Shares of Re.1/- (Rupee One Only) each and 2,12,10,000 (Two Crores Twelve Lakhs Ten Thousand only) Preference Shares of Rs.100/- (Rupees One Hundred Only) each.\*
- b) The Company has power from time to time increase in Capital as Equity or preferred Shares and to attach to any class or classes of such Shares, preferences, rights, privileges or priorities in payment of dividends, or distribution of assets, or otherwise over any other Shares and to subject the same to any restrictions limitations or conditions and to vary the regulations of the Company, as to a portion the right to participate in profits in any manner subject to the prior consent of the Government of India or the order of the court, if the same will be necessary, being obtained before doing so.

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*\*Authorised Share Capital increased from Rs.76,00,00,000/- (Rupees Seventy Six Crores Only) to Rs. 261,15,00,000 (Rupees Two Hundred Sixty One Crores and Fifteen Lakhs only) as per Clause 12.11 of the Scheme of Amalgamation as approved by Hon`ble National Company Law Tribunal, Hyderabad Bench, Hyderabad as per its order dated 30<sup>th</sup> March, 2021.*

*\*The authorised Share Capital further increased from Rs. 261,15,00,000 (Rupees Two Hundred Sixty One Crores and Fifteen Lakhs Only) to Rs. 6,66,39,93,820/- (Rupees Six Hundred and Sixty Six Crores Thirty Nine Lakhs Ninety Three Thousand Eight Hundred and Twenty only) as per clause 26.2 of the Scheme of Amalgamation as approved by Hon`ble National Company Law Tribunal, Hyderabad Bench, Hyderabad as per its order dated 29<sup>th</sup> April 2024.*

*The object clauses and liability clause were amended as approved by the members of the Company through postal ballot on 9<sup>th</sup> July 2022.*

VI. We, the several persons whose names, addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Sl. No	Names, addresses, description, occupations and signatures of the subscribers	Number of equity shares taken by each subscriber	Name, address, description, occupation and signature of the witness.
1	<p>Sd/- PENAKA VENKATA RAMA PRASAD REDDY S/o. Sri.P. Ramana Reddy No.34, Natesan Nagar PONDICHERRY</p> <p>INDUSTRIALIST Age: 29 Year</p>	10 (Ten)	<p>Sd/- V. NAGARAJ S/o. Late C. Venkatachalapathy No.24B, Chinna Subbaraya Pillai Street Pondicherry – 605 001 CHARTERED ACCOUNTANT</p>
2	<p>Sd/- CHILLA JAWAHAR KUMAR S/o Chilla Pichaiah H.No. 6-3-663/18/1A Somajiguda HYDERABAD – 500 082</p> <p>SERVICE Age : 30 Years</p>	10 (Ten)	

Place: Pondicherry

Date : 22<sup>nd</sup> December, 1986

*The articles comprised in these Articles of Association were adopted pursuant to the Special Resolution passed by the members of the Company at the Extraordinary General Meeting of the company held on 9th July, 2015 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company and further amended by passing special resolution by the members of the Company on 21<sup>st</sup> March 2023 through postal ballot.*

**UNDER THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
(Incorporated under the Companies Act, 1956)

**ARTICLES OF ASSOCIATION**

**OF**

**AUROBINDO PHARMA LIMITED**

**PRELIMINARY**

**1. Application of Table F**

The regulations contained in Table F of the first schedule to the of Companies Act, 2013 as applicable to a public limited company, shall apply to this Company, save unless they are expressly or by implication excluded or modified by the following Articles.

**INTERPRETATION**

**2. In these regulations—**

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

- I. "**Act**" means the Companies Act, 2013 along with the relevant Rules made there under, in force and any statutory amendment thereto or replacement thereof and subsisting provisions of the Companies Act, 1956, if any, along with the relevant Rules made there under
- II. "**Annual General Meeting**" means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act and any adjourned holding thereof.
- III. "**Auditors**" means and includes those persons appointed as such for the time being by the Company.
- IV. "**Beneficial Owner**" means a person whose name is recorded as such with a Depository.
- V. "**Board**" means the duly constituted Board of Directors of the Company.

- VI. "**Capital**" means the Share capital for the time being raised or authorised to be raised, for the purpose of the Company.
- VII. "**Chairman**" means the Chairman of the Board of Directors of the Company.
- VIII. "**Company**" or "**this Company**" means "**AUROBINDO PHARMA LIMITED**".
- IX. "**Debenture**" includes Debenture-stock.
- X. "**Depositories Act**" means the Depositories Act, 1996, including any statutory modifications or re-enactment thereof for the time being in force.
- XI. "**Depository**" means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.
- XII. "**Directors**" mean the Directors for the time being of the Company or as the case may be the Directors assembled at a Board Meeting.
- XIII. "**Dividend**" includes bonus and interim dividend.
- XIV. "**Extraordinary General Meeting**" means an extraordinary general meeting of the Members duly called and convened and any adjourned holding thereof.
- XV. "**Key Managerial Personal**" means an individual as defined under Section 2(51) of the Act.
- XVI. "**Manager**" means an individual as defined under Section 2(53) of the Act.
- XVII. "**Managing Director**" means an individual as defined under Section 2(54) of the Act.
- XVIII. "**Member**" means the duly registered holder, from time to time, of the shares of the Company and includes every person whose name is entered as a Beneficial Owner as defined in clause (a) of Sub-section (1) of Section 2 of the Depositories Act, 1996.
- XIX. "**Meeting**" or "**General Meeting**" means a meeting of Directors or Members or creditors as the case may be.
- XX. "**Non-retiring Director**" means a director not subject to retirement by rotation and includes an Independent Director appointed pursuant to the provisions of Section 149(4) of the Act.
- XXI. "**Office**" means the registered office of the Company.
- XXII. "**Paid up**" includes capital credited as paid up.
- XXIII. "**Person**" means any natural person, firm, company, governmental authority, joint venture, partnership, association or any other entity (whether or not having a separate legal personality)
- XXIV. "**Register of Members**" means the Register of Members to be kept pursuant to Section 88 of the Act.

- XXV. "**The Registrar**" means the Registrar of Companies of the State in which the registered office of the Company is for the time being situated.
- XXVI. "**Record**" includes the records maintained in the form of books or stored in Computer or in such other form as may be determined by regulations made by SEBI in relation to the Depositories Act, 1996.
- XXVII. "**Regulations**" means the regulations made by the SEBI.
- XXVIII. "**Seal**" means the Common Seal for the time being of the Company.
- XXIX. "**Share**" means a share in the share capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied.
- XXX. "**SEBI**" means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.
- XXXI. "**Security**" means such security as may be specified by the SEBI.
- XXXII. "**Ordinary Resolution**" and "**Special Resolution**" shall have the meanings assigned thereto by Section 114 of the Act.
- XXXIII. "**Year**" means the calendar year and "**Financial Year**" shall have the meaning assigned thereto by Section 2 (41) of the Act.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

### **SHARE CAPITAL**

3.

- (a) The Authorised Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company with rights to alter the same in whatever way as deemed fit by the Company. The company may increase or decrease the Authorised Share Capital in accordance with Company's regulations and legislative provisions for the time being in that behalf.
- (b) The Company may, subject to the provisions of Section 55 of the said Act, issue preference shares which are liable to be redeemed and may redeem such shares in any manner provided in the said section and may issue shares up to the nominal amount of the shares redeemed or to be redeemed. Where the Company has issued redeemable preference shares the provisions of the said section shall be complied with.
- (c) If at any time share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the issue of the shares of that class) may, subject to the provisions of Section 48 of the Companies Act, 2013, and whether or not the Company is being wound-up, be varied with the consent in writing of the holders of three-fourth of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (d) To every such separate meeting, the provision of these regulations relating to general meeting shall apply.

4. Subject to the provisions of Section 40(6) of the Act, the Company may, at any time, pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any securities in the Company, or procuring, or agreeing to procure subscriptions (whether absolute or conditional) for any securities in the Company, but so that the commission shall not exceed, in the case of shares, five per cent of the price at which the shares are issued and in the case of debentures and other securities, two and a half per cent of the price at which the debentures are issued, or such higher rate or rates as may be permissible under any statutory provision for the time being in force. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid securities or partly in one way and partly in the other. The Company may also pay such brokerage as may be lawful.
5. Except as provided by the Act, the Company shall not, except by reduction of capital under the provision of Sections 66 or Section 242 of the said Act, buy its own shares nor give, whether directly or indirectly, and whether by means of a loan, guarantee, provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company.

Provided that nothing in this Article shall be taken to prohibit:

- (a) the provision of money in accordance with any scheme approved by the Company through Special Resolution and in accordance with the requirements specified in the relevant Rules, for the purchase of, or subscription for, fully paid up Shares in the Company or its holding company, if the purchase of, or the subscription for the Shares held by trustees for the benefit of the employees or such Shares held by the employee of the Company;
  - (b) the giving of loans by the Company to persons in the employment of the Company other than its Directors or Key Managerial Personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid up Shares in the Company to be held by them by way of beneficial ownership. Nothing in this clause shall affect the right of the Company to redeem any shares issued under Section 55.
6. Except as required by law, no person shall be recognized by the Company as holding any shares upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof), any equitable, contingent, future or partial interest in any shares, or any interest in any fractional part of a share or (except only as by these regulation or by law otherwise provided) any other rights in respect of any share except an absolute rights to the entirety thereof in the register of shareholders.
  7.
    - (a) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month after the application for the registration to transfer (or within such other period as the conditions of the issue shall provide):
      - (i) one certificate for all his shares without payment of any charges; or
      - (ii) several certificates, each for one or more of his shares, upon payment of such sum as may be determined by the Board from time to time.

- (b) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

In respect of share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

8.

- (a) Notwithstanding anything contained herein, the Company shall be entitled to dematerialise its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to rematerialize its shares, debentures and other securities held in dematerialized form and / or to offer its shares, debentures and other securities for subscription in a dematerialised form.
- (b) Notwithstanding anything contained herein, the Company shall be entitled to treat the person whose names appear in the register of members as a holder of any share or whose names appear as beneficial owners of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognise any benami trust or equity or equitable contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.
- (c) Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any Certificates and where such shares or other marketable securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.

9. If share certificate is defaced, lost or destroyed or mutilated, torn or worn out or where the pages on the reverse for recording transfers have been utilised, it may be renewed on payment of such fee, if any, not exceeding Rs. 50/- (fifty Rupees), and on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Directors think fit. The provisions contained herein shall equally apply to debentures issued by the Company.

#### **LIEN**

10.

- (a) The Company shall have a first and paramount lien:
- (i) on every share (not being a fully paid up share, for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (ii) on all shares (not being fully paid up shares) standing registered in the name of the single person, for all moneys presently payable by him or his estate to the Company.

Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provision of this Article.

- (b) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared thereon.
- 11. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, provided that no sale shall be made:
  - (a) unless a sum in respect of which the lien exists is presently payable, or
  - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- 12.
  - (a) To give effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof.
  - (b) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
  - (c) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by irregularity or invalidity in the proceedings in the reference to the sale.
- 13.
  - (a) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
  - (b) The residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### **CALL ON SHARES**

- 14.
  - (a) The Board may, from time to time, make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
  - (b) Each member shall, subject to receiving at least fourteen days notice specifying the time or times and place of payment, pay to the Company, at time or times and place so specified, the amount called on his shares.
  - (c) A call may be revoked or postponed at the discretion of the Board.
- 15. A call is deemed to have been made at time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
- 16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 17.
  - (a) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest

thereon from the day appointed for payment thereof to the time of actual payment thereof to the time of actual payment at rate as the Board may determine.

- (b) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 18.**
- (a) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of nominal value of the share or by way of premium, shall, for the purpose of these regulations, be deemed to be a call duly made and payable on the date which by the terms of issue such sum become payable.
  - (b) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue a call duly made and notified.
- 19.**
- (a) The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him; and
  - (b) The Board, upon all or any moneys advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding unless the Company in general meeting shall otherwise direct 12 percent per annum, as may be agreed upon between the Board and the member and the member paying the sum in advance. Monies paid in advance of calls shall not confer any additional voting rights or any right to dividend or to participate in the profits of the Company.

#### **TRANSFER OF SHARES**

- 20.**
- (a) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
  - (b) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 21.** The Board may, subject to the right of appeal conferred by Section 58 of the Companies Act, 2013, decline to register:
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - (b) any transfer of shares on which the Company has a lien.
- 22.** The Board may also decline to recognize any instrument of transfer unless:
- (a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56 of the Companies Act, 2013.
  - (b) The instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

- (c) The instrument of transfer is in respect of only one class of shares.
23. Subject to the provision of Section 91 of the Companies Act, 2013, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in aggregate in any year.
24. There shall be no fee paid to the Company, in respect of the transfer or transmission of any number of shares, registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

### **TRANSMISSION OF SHARES**

25. (a) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.
- (b) Nothing in Article 25(a) shall release the estate of a deceased joint holder from liability in respect of any share which had been jointly held by him with other persons.
26. (a) Any person becoming entitled to a share in consequence of the death or insolvency of any member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:
- (i) to be registered himself as holder of shares: or
- (ii) to make such transfer of the share as the deceased or insolvent member could have made.
- (b) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
27. (a) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (c) All the limitations, restriction and provisions of these regulations relating to the right of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
28. A person becoming entitled to a share by reason of death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before

being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to the meeting of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payments of all dividends, bonuses or money payable in respect of the share, until the requirements of the notice have been complied with.

### **FORFEITURE OF SHARES**

29. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
30. The notice aforesaid shall:
  - (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - (b) state that, the event of non-payment on or before the day so named, the shares in respect of which the call was made will be liable to be forfeited.
31. If the requirements of any such notices as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by the resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture
32.
  - (a) A forfeited share shall become the property of the Company and may be sold, reallocated may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
  - (b) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
33.
  - (a) A person whose shares have been forfeited shall cease to be a member in respect of forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
  - (b) The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
34.
  - (a) A duly verified declaration in writing that the declarant is a Director, the manager, or the secretary, of the Company, and that a share in the Company has being duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

- (b) The Company may receive the consideration, if any, given for share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
  - (c) The transferee shall there upon be registered as the holder of the share.
  - (d) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in the reference to the forfeiture, sale or disposal of the share.
35. The provision of these regulations as to forfeiture shall apply in the case of non-payment of any sum, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made notified.

### **CONVERSION OF SHARES INTO STOCK**

36. The Company may, by ordinary resolution:
- (a) convert any paid-up shares into stock; and
  - (b) reconvert any stock into paid-up shares of any denomination
37. The holder of the stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the share from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
- Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
38. The holders of the stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which stock arose: but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
39. Such of the regulation of the Company (other than those relating to share warrants), as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stockholder" respectively.

### **ALTERATION OF CAPITAL**

- 40.
- (a) The Board may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such class of share / amount as may be specified in the resolution.
  - (b) Subject to the provisions of the Act, the Company is hereby authorised to buy-back the Company's shares or other specified securities out of its free reserves

or its securities premium account or from the proceeds of any shares or other specified securities; Provided that no buy-back of any kind of shares or other specified securities shall be made out of the proceeds of an earlier issue of the same kind of shares or the same kind of other specified securities.

41. The Company may, by ordinary resolution:
  - (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum, subject, nevertheless, to the provisions of Section 61 of the Companies Act, 2013;
  - (c) cancel any shares which, at the date of passing of the resolution, have not taken by any person; and
  - (d) subject to the provision of the Act and other applicable provision of law, the Company may issue shares; either equity or any other kind with non-voting rights and the resolution authorizing such issue shall prescribe the terms and conditions of that issue.
  
42. The Company may, by special resolution, reduce in any manner and with, and subject to any incident authorised and consent required by law:
  - (a) its share capital;
  - (b) any capital redemption reserve account; or
  - (c) any share premium account.

#### **PROCEEDINGS AT GENERAL MEETING**

43. The Company shall, in addition to any other meetings hold a General Meeting which shall be called as its Annual General Meeting, at the intervals and in accordance with the provisions of the Act. All general meetings including annual general meetings shall be convened by giving at least twenty-one days notice to share holders. However, with the consent of all the members entitled to vote, at an Annual General Meeting or with the consent of the members holding 95 percent of such part of the paid-up share capital of the Company as gives a right to vote thereat, any general meeting may be convened by giving a shorter notice than twenty one days.
  
44. The Board may, whenever it thinks fit, call an Extra ordinary General Meeting and it shall do so upon a requisition in writing by any Member or Members holding in the aggregate not less than one-tenth of such of the paid-up capital as at that date carries the right of voting in regard to the matter in respect of which the requisition has been made.
  
45. No business shall be transacted at any general meeting unless a quorum of members is present as provided in Section 103 of the Act.
  
46. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company. If there is no such Chairman, or he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes the time appointed for

holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting.

### **ADJOURNMENT OF MEETING**

- 47.
- (a) The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
  - (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
48. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

### **VOTES OF MEMBERS**

49. Subject to any rights or restrictions for the time being attached to any classes of shares:
- (a) on a show of hands, every member present in person shall have one vote; and
  - (b) on a poll, voting rights of members shall be as laid down in Section 47 of the Companies Act, 2013.

A member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Companies Act, 2013 and shall vote only once.

50. In case of joint holders, the vote of the senior who tenders the vote, whether in a person or by proxy, shall be accepted to the exclusion of votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- 53.
- (a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
  - (b) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
54. The instrument appointing proxy and the power of attorney or other authority, if any under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company not later than 48 hours before

the time for holding the meeting at which the person named in the instrument proposes to vote and in the default the instrument of proxy shall not be treated as valid.

55. An instrument appointing proxy shall be in the form as prescribed in the Act.
56. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting at which the proxy is used.

## DIRECTORS

- 57.
- (a) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three and not be more than fifteen. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (b) The above named Directors of the Company shall hold the office as per the provisions contained in these articles and as per the provisions of the Act.
  - (c) The following persons are the First Directors of the Company.
    - (i) Mr. K. NITYANANDA REDDY
    - (ii) Mr. P.V.RAMA PRASAD REDDY
58. The remuneration of the Directors who are in whole time employment of the Company may be paid remuneration either by way of monthly payment or at specified percentage of the net profits of the Company or partly by one way and partly by the other.
59. The Directors need not hold any qualification Shares.
60. The office of a director shall become vacant in case-
- (a) he incurs any of the disqualifications specified in section 164 of the Act;
  - (b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
  - (c) he acts in contravention of the provisions of section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
  - (d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184 of the Act;

- (e) he becomes disqualified by an order of a court or the Tribunal;
- (f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months:

Provided that the office shall not be vacated by the director if he has filed an appeal against the order of such court as per the provisions of Section 167 of the Act;

- (g) he is removed in pursuance of the provisions of the Act;
  - (h) he, having been appointed a director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, ceases to hold such office or other employment in that company.
- 61.** The Directors shall have power at any time and from time to time, to appoint any person other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time or appoint any person to fill a casual vacancy. Each such Additional Director shall hold office only up to the date of the next following Annual General Meeting, or the last date on which the annual general meeting should have been held, whichever is earlier, but shall be eligible for appointment by the Company at that meeting as a Director.
- 62.** The Directors may elect one of them to the office of the Chairman/ chairperson of the Board of Directors and determine the period for which he/she is to hold office.
- 63.** At every Annual General Meeting of the Company, one third of such of the Directors, for the time being, as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. The Independent, Nominee, Special and Debenture Directors, if any, shall not be subject to retirement under this clause and shall not be taken into account in determining the rotation of retirement or the number of directors to retire, subject to Section 152 and other applicable provisions if any, of the Act.

Subject to Section 152 of the Act, the directors, liable to retire by rotation, at every annual general meeting, shall be those, who have been longest in office since their last appointment, but as between the persons, who became Directors on the same day, and those who are liable to retire by rotation, shall, in default of and subject to any agreement among themselves, be determined by lot.

- 64.** A Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Act.
- 65.** A Director or his relative, firm in which such Director or relative is a partner, or any other partner in such firm or a private company of which the Director is a member or Director, may enter into any contract with the Company for the sale, purchase or supply of any goods, materials, property or services or for underwriting the subscription of any shares in or debentures or other securities of the Company, provided that the sanction of the Board and the previous approval of the

shareholders, if and as may be required, shall be obtained in accordance with Section 188 of the Act.

66. Subject to the provision of the Act, and notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to a financing company or body or a financing corporation or credit corporation or a bank or any insurance corporation (each such financing company or body of financing corporation or credit corporation or any insurance corporation is herein after referred to as "Financial Institution") out of any loans granted by the Financial Institution to the Company or so long as the Financial Institution holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the financial institution on behalf of the Company remains outstanding the financing institution shall have a right to appoint from time to time, its nominee/s as a director or directors (which director or directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office the Nominee Director/s so appointed, and the time of removal and also in the case of death or resignation of the Nominee Director/s appointed at any time appoint any other person/persons in his/her place and also fill any vacancy which may occur as a result of such director/ceasing to hold office for any reasons whatsoever; such appointment or removal shall be made in writing on behalf of the Financial Institution appointing such nominee Director/s and shall be delivered to the Company at its Registered Office.
67. The Nominee Director/s shall not be required to hold any qualification shares in the Company to qualify him/them for the office of a director/s nor shall he/they be liable to retirement by rotation. The Board of Directors of the Company shall have no power to remove from the office the Nominee Director/s appointed, Subject to the aforesaid, the said nominee directors/s shall be entitled to the same rights and privileges and to subject to the same obligations as any director of the Company.
68. The Nominee Director/s so appointed shall hold the office only so long as any moneys remain owing by the Company to the Financial Institution or so long as Financial Institution holds debentures in the Company as a result of subscription or private placement or so long as the Financial Institution holds shares in the Company as a result of undertaking or direct subscription or the liability of the Company arising out of any guarantee, is outstanding and the Nominee Director/s so appointed in exercise of the said powers shall vacate such office, immediately upon the moneys owing by the Company to the Financial Institution is paid off or on the Financial Institution ceasing to hold debenture/shares in the Company or on the satisfaction of the liability of the Company arising out of any guarantee furnished by the Financial Institution.
69. The Nominee Director/s appointed under this Article shall be entitled all notice and attend all general meetings and Board meeting and meeting of the committee of which the Nominee Director/s is/are member/s as also the minutes of such meeting. The Financial institution shall also be entitled to receive all such notice and minutes.
70. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled. Provided that the Nominee Director is an officer of the Industrial Development Bank of India (IDBI) the sitting fees in relation to such Nominee Director shall accrue to IDBI. The Company shall pay any expenses that may be incurred by the Financial or such Nominee Director/s in connection with his/her appointment of directorship. The IDBI or the Financial Institution shall be entitled to depute, observer or to attend the meeting of the Board or any other Committee constituted by the Board.

71. The Nominee Director/s shall notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained him/them to the Financial Institution appointing him/them as such Director/s.
72. Subject to the provisions of the Act and of these Articles, the Board of Directors may from time to time appoint one or more person/s to be Managing Director or Managing Directors (in which expression shall be included a Joint Managing Director) or Whole-time Director or Whole time Directors of the Company for such term not exceeding five years at a time as they may think fit and upon such terms and conditions as the Board may think fit and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. Subject to the provisions of the Act and to the approval of the Company in General Meeting, if required by the Act, the remuneration of a Managing Director or Whole-time Director shall from time to time be fixed by the Board of Directors and may be by way of fixed salary, perquisites, benefits or commission on profits of the Company, or by participation in any such profit or by any or all of these modes or any other mode not expressly prohibited by the Act.
73. The Subject to the provisions of the Act and of these Articles, a Managing Director or a Whole-time Director shall, subject to the provisions of Section 152 of the Act, not while he continues to hold that office, be subject to retirement by rotation under the Act or these Articles but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or Whole-time Director if he ceases to hold the office of Director for any cause, provided that if at any time the number of Directors (including the Managing Director or whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being, then such Managing Director or Managing Directors or Whole-time Director or Whole-time Directors, as the Directors may from time to time select, shall be liable to retirement by rotation in accordance with these Articles to the intent that the Directors not liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being.
74. Subject to the superintendence, control and direction of the Board of Directors, the day to day management of the Company may be entrusted to any Director or Directors with power to the Board to distribute such day to day functions among such Directors, if more than one, in any manner as directed by the Board, or to delegate such power of distribution to any one of them. The Board of Directors may from time to time entrust to and confer upon a Managing Director or Whole-time Director for the time being, save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may subject to the provisions of the Act and these Articles confer upon such powers either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
75. Subject to provision of Section 161 of the Companies Act, 2013, the Board of Directors may appoint a person not being a person holding any alternate directorship for any other director in the Company or holding directorship in the Company or as an

alternate Director to an independent director of the Company unless he is qualified to be an independent director as an Alternate Director to act for a Director (hereinafter called the original Director) during the absence of the original Director for a period of not less than 3 months from India. An Alternate Director so appointed shall vacate office if and when the original Director return to India. If the term of the office of the original Director is determined before he so returns to India any provision for the automatic reappointment of retiring Director in default of another appointment shall apply to the original and not to the Alternate Director.

76. A Director may receive remuneration by way of fee not exceeding such amount as may be permissible under Act or the Rules framed thereunder for attending each meetings of the Board or Committee thereof; or of any other purpose whatsoever as may be decided by the Board. The Directors shall also be paid their travelling; lodging and boarding expenses and such further remuneration (if any) as may be decided from time to time.

### PROCEEDINGS OF THE DIRECTORS

77. (a) The Directors may meet either in person or through video conferencing, capable of recording and recognizing the participation of the directors, for the dispatch of business from time to time and shall so meet at least once in every three months and at least four such meetings shall be held in every year, provided that there is no gap of more than 120 days between two such meetings. The Directors may adjourn and otherwise regulate their meetings, as they think fit.

The provisions relating to notice, agenda, quorum and minutes stated hereinafter shall *mutatis mutandis* apply to the meetings held through such video conferencing.

- (b) The Secretary as and when directed by any Director to do so or any one of the directors shall, convene a meeting of the Board by giving a notice in writing to every other Director. Notice in writing of every meeting of the Board shall be given to every Director for the time being in India, and at his address in India to every other Director and his alternate.

78. (a) Subject to Section 174 of the Act the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two directors, present in person or attending through video-conferencing, whichever is higher, provided that where at any time the number of interested directors exceeds or is equal to two thirds of the total strength the number of the remaining directors that is to say, the number of directors who are not interested shall be the quorum during such time provided such number is not less than two.

- (b) If a meeting of the Board could not be held for want of a quorum then, the meeting shall stand adjourned to the same time and day next week, which is not a National Holiday, or such other date and time as may be fixed by the Chairman.

79. (a) The Board may elect the Chairman of its meeting and determine the period for which he is to hold the office.
- (b) If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the

members present may choose one of their members to be the Chairman of their meeting.

- (c) Question arising at any meeting of the Board shall be determined by a majority of votes of the directors present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

**80.**

- (a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or numbers of its body as it thinks fit.
- (b) Any committee so formed shall, in the exercise of the power so delegated, confirm to any regulation that may be imposed on it by the Board.
- (c) A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for meeting, the members present may choose one of their member to be the Chairman of the meeting.
- (d) Question arising at any meeting of the committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

**81.** All acts done by any meeting of the Board or of a committee thereof or by any person acting as a Director, shall notwithstanding that it may be afterward discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any one of them were disqualified, be as valid as if every Director or such person had been duly appointed and was qualified to be a Director.

**82.** No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board, or a Committee, as the case may be), and to all other Directors or Members of the Committee at their usual address in India and has been approved by such of the Directors or Members as are then in India, or by a majority of such of them, as are entitled to vote on the resolution.

**83.** Subject to the provisions of the Act the Board shall have power to pay such remuneration to Director for his services, whole time or part time, to the Company or for services of a professional or other natural rendered by him as may be determined by the Board. If any Director, being willing shall be called upon to perform extra services or to make any special executions in going to or residing at a place other than the place where the office of the Company is situated or where such Director usually resides, or otherwise on the Company's business then the Board shall have power to pay to such Director such remuneration as may be determined by the Board.

**84.** Subject to the provisions of the Act, a Director who is neither in the whole time employment nor a managing Director may be paid remuneration by way of commission on profits if the Company so resolves.

**85.** The Directors may, from time to time, at their discretion raise or borrow for the purpose of the Company's business such of money as they think fit. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by

mortgage or charge upon the whole or any part of the property and assets of the Company, present and future including the uncalled capital or by the issue, at such price as they may think fit, of bonds or debentures or debentures-stock, either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Directors may think expedient.

86. Subject to the provisions of the Act, the Board of Directors of the Company shall be entitled to exercise all such powers, give all such consents, make all such arrangements, be nearly do all such acts and things as are or shall be by the said Act, the Memorandum of Association or by the Articles of Association of the Company or authorized to be exercised, given, make or done by the Company and are not thereby expressly directed or required to be exercised, given, made or done by the Company in General Meeting, but subject to such regulations being (if any) not inconsistent with the said provisions as from time to time may be prescribed by the Company in General Meeting provided that no regulation so made by the company in General Meeting shall invalidate any prior act of the Directors which would have been valid if the regulations had not been made. Save as provided by the said Act or by these presents and subject to the restrictions imposed by Section 179 of the said Act, the Directors may delegate all or any powers by the said Act or by the Memorandum of Association by the Articles of Association of the Company reposed in them.

#### **THE SEAL**

87. (a) The Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Directors shall provide for the safe custody of the Seal for the time being and the Seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and every deed or other instrument to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney, be signed by (i) two directors or (ii) by one director and the secretary or (iii) by one director and any other person as may be authorized by the Board for that purpose
- (b) The Company shall also be at liberty to have an official seal in accordance with the provisions of the Act, for use in any territory, district or place outside India.

#### **DIVIDENDS AND RESERVES**

88. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
89. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
90. (a) The Board may, before recommending any dividends, set aside out of the profits of the Company such as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable, for any purpose to which the profits of the Company may be properly applied, including provisions for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investment ( other than shares of the Company) as the Board may, from time to time, think fit.

- (b) The Board may also carry forward any profits that it may think prudent not to divide, without setting them aside as a reserve.

91.

- (a) Subject to the rights of the persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and be paid according to the amounts paid or credited as paid on the shares in respect whereof, the dividend is paid, but if so long and nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of these regulations as paid on the share.
- (c) All dividends shall be apportioned and paid proportionally to the amounts paid or credited as paid on the shares during any proportion or proportions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such shares rank for dividend accordingly.

92. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the Company.

93.

- (a) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case joint holders to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (b) Every such cheque or warrant shall be made payable to the order of the order of the person whom it is sent.

94. Any one of two or more joint holders of a share may give effectual receipt for any dividends, bonuses or other moneys payable in respect of such share.

95. Notice of any dividends that may have declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

96. No dividends shall bear interest against the Company.

## **ACCOUNTS**

97.

The Company shall keep at its Registered Office or at such other place in India as the Board thinks fit proper Books of Account in accordance with Section 128 of the Act with respect to:

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place;
- (b) all sales and purchases of goods by the Company.

(c) the assets and liabilities of the Company

98. Where the Board decides to keep all or any of the Books of Accounts at any place other than the office of the Company, the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.
99. Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper Books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns, made up to date at intervals of not more than three months, are sent by the branch office to the Company at its office or other place in India, at which the Company's Books of Accounts are kept as aforesaid.
100. The Books of Account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain its transactions. The books of Account and other books and papers shall be open to inspection by any Director during business hours.
101. The Directors shall from time to time, in accordance with Section 128, 129 and 134 the Act, cause to be prepared and to be laid before the Company in General Meeting such Balance Sheets, Statement of Profit and Loss, Cash Flow Statement and Reports as are required under the Act.
102. Subject to the provisions of Section 131 of the Act, with the prior approval of Tribunal, the Directors shall, if they consider it to be necessary and in the interest of the Company, be entitled to amend the Audited Accounts of the Company and their Report of any financial year which have been laid before the Company in General Meeting. The amendments to the Accounts and such Report effected by the Directors in pursuance of this Article shall be placed before the Members in General Meeting for their consideration and approval.

Subject to the provisions of Section 136 of the Act, a copy of every such Statement of Profit and Loss, Balance Sheet and Cash Flow Statement (including the Auditors' Report and every other document required by law to be annexed or attached to the balance sheet) shall at least 21 days before the meeting at which the same are to be laid before the members or such lesser number of days as permitted under Section 136 of the Act, be sent to the members of the company, to every trustee for the holders of any debentures issued by the company, whether such member, or trustee is or is not entitled to have notices of general meetings of the Company sent to him, and to all persons other than such members or trustees, being persons so entitled.

#### **CAPITALISATION OF PROFITS**

103. (a) The Company in general meeting may, upon the recommendation of the Board, resolve:
- (i) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve account, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (ii) that such sum be accordingly set free for distribution amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

- (b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Article 108(c), either in or towards:
  - (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; and
  - (iii) partly in the way specified in sub clause (i) and partly in that specified in sub clause (ii).
- (c) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares; or
- (d) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

**104.**

- (a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
  - (i) make all appropriations and application of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and.
  - (ii) generally do all acts and things required to give effect thereto.
- (b) The Board shall have full power:
  - (i) to make such provision, by issue of fractional certificates or by payment in cash or otherwise, as it thinks fit, for the case of shares or debentures becoming distributable in fraction; and
  - (ii) to authorize any person, on behalf of all the members entitled thereto, to enter into an agreement with the Company providing for the allotment to such members, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to the capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.

**AUDIT**

**105.** Subject to the provision of Section 139 of the Companies Act, 2013.

- (a) The Auditors, whether statutory, branch or internal, shall be appointed and their rights and duties shall be regulated in accordance with the provisions of the Act and the Rules made thereunder.
- (b) Once at least in every year accounts of the Company shall be audited and correctness of the final accounts be ascertained by one or more Auditor or Auditors.

- (c) Every account of the Company when audited and adopted by general meeting shall be conclusive.

## **DOCUMENTS AND NOTICE**

- 106.** A document or notice may be served or given by the Company on any Member either personally or by sending it by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be prescribed.
- 107.** Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the document or notice, provided, that where a Member has intimated to the Company in advance that documents or notices should be sent to him by registered post with or without acknowledgment due or under any other permissible mode and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of a Notice of a meeting at the expiration of forty eight hours (48) after the letter containing the document or notice is posted and in any other cases, at the time at which the letter would be delivered in the ordinary course of post.
- 108.** A document or notice advertised in a newspaper circulating in the neighbourhood of the office shall be deemed to be duly served or sent on the day on which the advertisement appears on to every member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him.
- 109.** A document or notice may be served or given by the Company on or to the joint-holders of a share by serving or giving the document or notice on or to the joint-holder named first in the Register of Members in respect of the share.
- A document or notice may be served or given by the Company on or to the persons entitled to a share in consequence of the death or insolvency of a member by ending it through the post in prepaid letter addressed to them by name or by the title of representatives of the deceased, or assignee of the deceased, or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.
- 110.** Documents or notices of every General Meeting shall be served or given in same manner hereinbefore authorised on or to (a) every Member, (b) every person entitled to a share in consequence of the death or insolvency of a member, (c) the Auditor or Auditors for the time being of the Company, and (d) Directors of the Company.
- 111.** Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share shall be bound by every document or notice in respect of such share, which previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such share.

112. A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed:

Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode.

113. Any documents or notice to be served or given by the Company may be signed by a Director or some person duly authorised by the Board of Directors for such purpose and the signature thereto may be written, printed or lithographed.

#### **WINDING UP**

114. Subject to the provisions of the Act the Liquidator on any winding-up (whether voluntary, under supervision or compulsory) may, with the sanction of a Special Resolution, but subject to the rights attached to any preference share capital, divide among the contributories in specie or kind the whole or any part of the assets of the Company whether they consist of the property of the same kind or not and may with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit.

#### **INDEMNITY AND RESPONSIBILITY**

115. Subject to the provisions of the Act, every Director, Officer or Agent for the time being of the Company shall be indemnified out of the assets of the Company against all liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is granted to him by the Court or the Tribunal.
116. Every officer, auditor and agent for the time being of the Company and every trustee for the time being acting in relation to any affairs of the company shall be indemnified and secured harmless out of the assets and the profits of the company against all action, cost, charges, losses, damages and expenses which any such officer, auditor, agent or trustee may incur or sustain by reason of any contract entered into or act or thing done, concurred in or omitted by him as such officer, auditor, agent or trustee or in any way in or about the discharge of his duties or supposed duties otherwise than in respect of any negligence, default, misfeasance, breach of duty or breach of trust of which he may be guilty in relation to the company.
117. The heirs, executors and administrators of every one of the aforesaid officer, auditor, agents and trustees shall be entitled to the benefits of the indemnities set forth in Article 116.

## **SECRECY**

- 118.** Every Director, Manager, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant, or other person employed in the business of the Company shall, if so required by the Board, before entering upon his duties sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- 119.** No member shall be entitled to visit or inspect any work of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's secret process or any other matter which is or may be in the nature of a trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

IN THE HIGH COURT OF JUDICATURE: ANDHRA PRADESH: AT HYDERABAD  
(Ordinary Original / Civil Jurisdiction)

Thursday The Second Day of March, One Thousand Nine Hundred And Ninety Five

Present

The Honourable Mr.Justice S.Dasaradharama Reddy

Company Petition No: 51 & 52 of 1994

And

Company Application No.132 & 133 of 1994

Company Petition No.51/94

In the Matter of the Companies Act (1 of 1956)

And

In the Matter of Scheme of Chaitanya Organics Private Limited

Between:

M/s.Chaintanya Organics Private Limited,  
248/3RT, 1<sup>st</sup> Floor, Sanjeeva Reddy Nagar, Hyderabad – 500 038.  
represented by its Managing Director, Mr.A.Sivarama Prasad

... Petitioner / Transferor Company

Petition / Application u/s. 394 of the Companies Act, read with Rule 79 of the Companies (Court) Rules 1959 praying that this High Court may be pleased to

- a) that the said compromise or arrangement may be sanctioned by the Hon'ble Court, so as to be binding on all the members of the Petitioner Company;
- b) that such other order(s) may be made in the premises as shall deem fit.

IN THE HIGH COURT OF JUDICATURE ANDHRA PRADESH AT HYDERABAD

(Ordinary Original / Civil Jurisdiction)

Thursday The Second Day of March,

One Thousand Nine Hundred and Ninety Five

Present

The Hon'ble Mr.Justice S.Dasaradharama Reddy

And

Company Petition No.52 of 1994  
Company Application Connected with No.133 of 1994

In the Matter of the Companies Act (1 of 1956)

And

In the Matter of Aurobindo Pharma Limited

Between:

M/s.Aurobindo Pharma Limited

248 / 3RT, 1<sup>st</sup> Floor, Sanjeeva Reddy Nagar, Hyderabad – 500 038.

represented by its Managing Director, Mr.P.V.Rama Prasad Reddy

... Petitioner / Transferee Company

Petition / Application u/s. 394 of the Companies Act, read with Rule 79 of the Companies (Court) Rules 1959 praying that this High Court may be pleased to order

- a) that the said compromise or arrangement may be sanctioned by the Hon'ble Court, so as to be binding on all the Members of the Petitioner
- b) that such other order may be made in the premises as shall deem fit.

These petitions coming on for orders, upon reading the Judge's Summons and the Affidavit dated 5-9-1994 and filed by A.Sivarama Prasad in support of Company Petition No.51/94 and the Affidavit dated 3-9-1994 and filed by P.V.Rama Prasad Reddy in support of C.P. No.52/94 and upon hearing the arguments of Mr.Ravi S. Advocate for the Petitioner of the Company Petitions and of Mr.P.Innayya, SC for Central Government, the Court in following order.

C. P.Nos.51 and 52 of 1994

and C.A.Nos.132 and 133 of 1994

The learned Counsel for the Official Liquidator and the learned Standing Counsel for the Central Government have filed reports saying that there is no objection to the proposed Amalgamation of the Petitioner Companies.

In the circumstances, I sanction and confirm the Schemes of amalgamation as approved with effect from 1-4-1994. The Transferor Company is directed to be dissolved without winding up. A certified copy of the Order in Form No.42 shall be delivered to the Registrar of the Companies within thirty days as required by Rule 84 of the Companies Rules so that he can take all necessary consequential actions. The parties to the Scheme or any other person interested shall be at liberty to approach this Court for any direction that may be required for carrying out the Scheme of Amalgamation.

The petitions are ordered.

Sd /-  
Joint registrar

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

(ORDINARY ORIGINAL / CIVIL JURISDICTION)

TUESDAY THE THIRD DAY OF APRIL, TWO THOUSAND ONE

PRESENT

THE HONOURABLE MR.JUSTICE J.CHELAMESWAR

COMPANY PETITION NOS. 8 OF 2001 AND 9 OF 2001

Connected with C.A.528 of 2000

**Company Petition No.8 of 2001.**

In the Matter of the Companies Act (1 of 1956) and

In the Matter of Scheme of Amalgamation between

Sri Chakra Remedies Limited (Transferor Company) and

Aurobindo Pharma Limited (Transferee Company)

Between:

Sri Chakra Remedies Limited, having its  
Registered Office at IV Floor, Plot No.2, Maitrivihar,  
Ameerpet, Hyderabad rep. by its Managing Director Mr.M.Madan Mohan Reddy

... Petitioner/Transferor Company

Petition under section 394 of the Companies Act 1956 r/w rule 79 of the Companies (Court) Rules, 1959 praying that this High Court may be pleased to order that the Scheme of Amalgamation may be sanctioned by the Hon'ble Court so as to be binding on all the shareholders and creditors of the Petitioner / Transferor Company and on the Transferee Company.

C.P. No.9 of 2001: Connected with CA 529/2001:

In the Matter of the Companies Act (1 of 1956)

and

In the matter of Scheme of Amalgamation between Aurobindo Pharma Limited and Sri Chakra Remedies Limited and their respective shareholders.

Between:

Aurobindo Pharma Limited, having its Registered Office at Plot No.2, Maitrivihar, Ameerpet, Hyderabad rep. by its Managing Director

... Petitioner / Transferee Company

Petition under section 394 of the Companies Act, 1956 r/w Rule 79 of the Companies (Court) Rules 1959 praying that this High Court may be pleased to order that the Scheme of

Amalgamation may be sanctioned by the Hon'ble Court so as to binding on all the shareholders and creditors of the Petitioner/Transferee Company and on the Transferor Company.

These petitions coming on for orders upon reading the Judge's Summons and the Affidavit dated: 20-01-2001 and filed by Mr.M.Madan Mohan Reddy M.D. of the Transferor Company in support of his petition in C.P.8/2001 and the Affidavit dated: 20-01-2001 and filed by Mr.K.Nithyananda Reddy, Joint Managing Director of the Petitioner's Company in C.P.9/2001 and upon hearing the arguments of Mr.Ravi S, Advocate for the Petitioners in both the petitions and Mr.L.Narasimha Reddy, Senior standing counsel for the Central Government.

The Court made the following order:

ORDER FOLLOWS:

THE HONOURABLE SRI JUSTICE J. CHELAMESWAR

COMPANY PETITION NO.8 OF 2001

AND

COMPANY PETITION NO.9 OF 2001

COMMON ORDER

These two Company Petitions are filed by the Messrs Sri Chakra Remedies Limited and Messrs Aurobindo Pharma Limited respectively. The Petitioner in C.P.No.8 of 2001 is the Transferor Company whereas the Petitioner in C.P.No.9 of 2001 is the Transferee Company. The Transferor Company was incorporated on 20-12-1990. However, the name of the Transferor Company underwent a change subsequently after following due procedure of law. The authorized share capital of the Transferor Company is Rs.8,10,00,000/- divided into 81,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up share capital is Rs.6,60,00,000/- divided into 66,00,000 equity shares of Rs.10/- each.

The Transferee Company was initially incorporated on 26-12-1986 as a Private Limited Company in the Union Territory of Pondicherry. Subsequently the Registrar Office of the Company was shifted to the State of Andhra Pradesh after following appropriated procedure of law. The authorized share capital of the Transferee Company is Rs.60,00,00,000/- divided into 5,00,00,000 equity shares of Rs.10/- each and Rs.10,00,00,000/- divided into 10,00,000 preference shares of Rs.100/- each. However, it is stated in the petition that the issued, subscribed and paid up share capital of the Transferee Company is Rs.20,00,20,000/- divided into 2,00,02,000 equity shares of Rs.10/- each.

The Management of both the Companies though it would be more advantageous commercially and economically profitable to amalgamate both these Companies and accordingly a Scheme for the said purpose is framed which is filed in Annexure 'C' to both the Petitions.

The respective Board of Directors of the two Companies in two separate meetings held on 31-01-2000 approved the above mentioned Scheme of Amalgamation subject to approval by this Court. Thereafter, both the Companies approached this Court by means of Company Application Nos.528 of 2000 and 529 of 2000 seeking appropriate directions from this Court under Sec.391 of the Companies Act.

By a Common Order dated 27-11-2000 this Court in the above two applications directed that the meetings of the shareholders be conducted to consider the proposed Scheme of Amalgamation under the Chairmanship of an Advocate Chairman appointed by this Court with respect to each of the Companies and time and place of the meeting was specified in the Order.

Pursuant to the said Order and Advocate, Chairman appointed by this Court conducted the meetings of the shareholders of both the Petitioners Company herein separately and submitted reports by an Order dated 16-1-2001 after the receipt of the said report the above mentioned Company Application Nos.528 of 2000 and 529 of 2000 were closed.

The present Company petitions came to be filed and admitted on 30-01-2001 and appropriate publication under Rule 82 of the Company Rules was directed on the same day. On 5-3-2001 proof of publication as directed on 30-01-2001 was filed in the Court and thereafter Notice to the Official Liquidator and Union of India was ordered. Pursuant to the publication no objection whatsoever from any quarter has been received by this Court.

On behalf of both the Companies consent letters of various Secured Creditors like Andhra Bank, Can Bank Factors Limited, Life Insurance Corporation, ICICI Bank etc., are filed wherein these respective Secured Creditors of both the Companies conceded for the proposed Scheme of Amalgamation.

As far as employees of the Transferor Company are concerned, Clause (7-a) of the Scheme of Amalgamation provides that all such employees would become the employees of the Transferee Company and that the terms and conditions of service applicable to such employees on the effective date will not in any way be less favorable to them than those applicable to them immediately before the effective date.

Pursuant to the Notice the Official Liquidator filed report and according to his report, the affairs of the Transferor Company have not been conducted in any manner prejudicial to the interests of other members. On behalf of the Government of India the Register of Companies, Andhra Pradesh filed an Affidavit in both the petitions. No objection whatsoever has been received regarding the proposed Scheme of Amalgamation.

In the circumstances, both the Company Petitions are allowed as prayed for.

Sd /-  
D.V. Subrahmayam  
Joint Registrar

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

(ORDINARY ORIGINAL / CIVIL JURISDICTION)

WEDNESDAY THE NINTH DAY OF APRIL

TWO THOUSAND AND THREE

PRESENT

THE HON'BLE MR.JUSTICE T.CH. SURYA RAO

COMPANY PETITION NOS. 31 AND 32 OF 2003

CP NO. 31 OF 2003

IN THE MATTER OF THE COMPANIES ACT (1 OF 1956)

AND

IN THE MATTER OF SCHEME OF AMALGMATION BETWEEN  
RANIT PHARMA LIMITED, CALAC PVT. LIMITED

AND

AUROBINDO PHARMA LIMITED AND THEIR RESPECTIVE SHARESHOLDERS

BETWEEN

Ranit Pharma Limited, Regd. Office at Plot No.2, Maitrivihar, Ameerpet, Hyderabad  
rep. by its Chairman, Mr.A.J.Kamath

... Petitioner / Transferor Company

Petition under section 391 and 394 of the Companies Act, 1956 r/w Rule 79 of the Companies (Court) Rules 1959 praying that this High Court may be pleased to order that the Scheme of Amalgamation between the Transferor Companies, viz., Ranit Pharma Limited, Calac Private Limited, and the Transferee Company viz., Aurobindo Pharma Limited, may be sanctioned so as to be binding on all the shareholders of the First Transferor Company of the Second Transferor Company and of the Transferee Company and the said Companies and all concerned.

C.P.No.32 of 2003

IN THE MATTER OF THE COMPANIES ACT (1 OF 1956)

AND

IN THE MATTER OF SCHEME OF AMALGMATION BETWEEN  
RANIT PHARMA LIMITED, CALAC PRIVATE LIMITED

AND

AUROBINDO PHARMA LIMITED AND THEIR RESPECTIVE SHARESHOLDERS

BETWEEN:

Aurobindo Pharma Limited, Regd. Office at Plot No.2, Maitrivihar,

Ameerpet, Hyderabad rep. by its Company Secretary Mr.B.Adi Reddy.

... Petitioner / Transferor Company

Petition under Section 391 of the Companies Act 1956 r/w Rule 79 of the Companies (Court) Rules 1959 praying that this High Court may be pleased to order. That the Scheme of Amalgamation between the Transferor Companies, viz., Ranit Pharma Limited, Calac Private Limited, and the Petitioner/Transferee Company viz., Aurobindo Pharma Limited may be sanctioned so as to be binding on all the shareholders of the First Transferor Company of the Second Transferor Company and of the Transferee Company and the said Companies and all concerned.

These petitions coming on for orders upon reading the Judges's Summon's and the Affidavit dated 9-1-2003 and filed by Mr.A.J.Kamath, Chairman of the Petitioner/First Transferor Company in C.P.31 of 2003 and Affidavit dated 9-12-2002 and filed by Mr.B.Adi Reddy, Company Secretary of the Petitioner/Transferee Company in C.P.No.32 of 2003, in support of these petitions and upon hearing the arguments of Mr.L.Venkateswara Rao, Advocate for the Petitioner Companies in both Company Petitions.

THE COURT MADE THE FOLLOWING ORDER

THE HON'BLE SRI JUSTICE T.CH.SURYA RAO

COMPANY PETITION NOS. 31 AND 32 OF 2003

COMMON ORDER

The C.P.No.31 of 2003 is the petition filed under Sections 391 and 394 of the Companies Act, 1956 (for short 'the Act') by Ranit Pharma Limited (hereinafter referred to as 'the Transferor Company'), seeking sanction of Scheme of Amalgamation. The C.P.No.32 of 2003 is the Petition filed by Aurobindo Pharma Limited (hereinafter referred to as 'the Transferee Company') under Section 391 and 394 of the Act, seeking sanction of Scheme of Amalgamation.

The Transferor Company was incorporated initially on 27-07-1992 under the name of style of Ranit Finance and Leasing Limited. Subsequently, its name was changed to Ranit Pharma Limited with effect from 7-6-1996 and was duly incorporated. The authorized share capital of the Company as on 31-03-2002 was Rs.10 Crores divided into one crore equity shares of Rs.10/- each. The issued, subscribed and paid up equity share capital of the Company was Rs.8,69,00,000/- divided into Rs.86,90,000/- equity shares of Rs.10/- each fully paid up.

The total paid up share capital of the Company has been held by the Transferee Company and its nominees. The Transferor Company was incorporated for the purpose of carrying on the business of manufacturing, selling, dealing in export and import of all types of chemicals, bulk drugs intermediaries, dye stuff, colours and pigments.

The Second Transferor Company i.e., Calac Private Limited was incorporated with its Registered Office at Eleventh Cross Street, Shastrinagar, Adyar, Chennai. The 2<sup>nd</sup> Transferor Company is the 100% subsidiary of the 1<sup>st</sup> Transferor Company. It was also established that the object of manufacturing, producing, buying, selling, marketing, exporting and distributing the chemicals both organic and inorganic, drugs and pharmaceuticals including their formulations.

The Transferee Company was incorporated initially on 26-12-1986 under the name and style of Aurobindo Pharma Private Limited with its Registered Office at Union Territory of Pondicherry. Subsequently by passing a special resolution dated 30-4-1992, it changed its name to Aurobindo Pharma Limited and shifted its Registered Office from Pondicherry to the State of Andhra Pradesh by an Order dated 4-12-1992 by the Company Law Board. The

authorized share capital of the Transferee Company as on 31-03-2002 was Rs.60 Crores divided into five crores equity shares of Rs.10/- each and Rs.10 lakhs preference shares of Rs.100/- each. The issued, subscribed and paid up capital of the Transferee Company was Rs.20,67,00,000/- divided into 2,06,70,000/- equity shares of Rs.10/- each fully paid up. The issued, subscribed and paid up share capital of the Transferee Company as on 27.09.2002 was Rs.23,25,00,000/- divided into 2,32,50,000/- equity shares of Rs.10/- each. The Company was incorporated with an object of carrying on the business of manufacturing, dealing, exporting and importing in all types of chemicals, formulations, dye stuffs, colours and pigments.

The Transferor Company as well as Transferee Company are thus engaged in the same line of business namely manufacture of pharmaceutical drugs and formulations. All the three Companies are part of the same management with similar objectives and activities that are complimentary to each other's work.

The Board of Directors of the Petitioner/Transferor Company, at the meeting conducted on 15-11-2002, passed a resolution approving the Scheme of Amalgamation. By an Order dated 4-12-2002 in C.A No.948 of 2002, this Court dispensed with the meeting of the shareholders of the Transferor Company. All the seven shareholders of the Transferor Company have given their affidavits, inter alia, expressing their consent, for the Scheme of Amalgamation. The Company has four secured creditors. All the secured creditors have also given their affidavits expressing no objection of the Scheme.

The Board of Directors of the Transferee Company, in its meeting held on 15-11-2002, approved the Scheme of Amalgamation by passing the necessary resolution. The audited accounts of the Transferor as well as the Transferee Company as on 31-03-2002 have been annexed to the petitions showing the financial liabilities of the Companies. By an Order dated 4-12-2002 in C.A.No.949 of 2002, this Court directed meeting of the equity shareholders of the Transferee Company to be convened by appointing a Chairperson. The Chairperson accordingly held the, meeting on 2-1-2003 at 2 pm at the given place as advertised in the public notice. The meeting was attended by 65 shareholders either by person or by proxy. The Chairperson submitted her report mentioning, inter alia, that 99.99% of the shareholders, who were present and participated in the meeting, approved the Scheme of Amalgamation. There are 13 secured creditors of the Transferee Company including two debenture holders namely; LIC and SBI Mutual Fund and 7 unsecured creditors. The secured and unsecured creditors have given their affidavits, inter alia, expressing their consent for the Scheme.

The salient features of the Scheme are that with effect from appointed date, the Transferor Company and its undertaking namely the 2<sup>nd</sup> Transferor Company shall be transferred to and vested in the Transferee Company without any further act or deed under the Scheme of Amalgamation. All liabilities of the 1<sup>st</sup> Transferor as well as the 2<sup>nd</sup> Transferor Company, without any further act or deed shall stand transferred to the Transferee Company. All the pending legal proceedings by or against the Transferor Companies, if any, be continued and enforced by or against the Transferee Company. All the staff workmen, or other employees who were in the service of the Transferor Companies, shall become the staff, workmen, and employees of the Transferee Company without any break in the service with the same service conditions.

Having regard to the fact that the Transferor Companies as well as the Transferee Company are engaged in the same line of business and are part of the same management and that the proposed merger is mutually beneficial as it would result in better use of infrastructural facilities reduction in administrative expenditure and procedural work, reduction of several overhead expenses, greater and effective executive control and synergy of operations, it is expedient in the interests of Justice to accord the necessary sanction for the Scheme of Amalgamation. In as much as the shareholders have given their consent and as the secured and unsecured creditors have given their consent, and particularly when there is no difference in the share values of the

shares held by the members and as the Transferor Company is the 100% subsidiary of the Transferee Company, there can be no legitimate objection, for the Scheme being approved.

Pursuant to the notice ordered 'by this Court' the Registrar of Companies and the Official Liquidator filed their report expressing, inter alia, no objection for the Scheme. For the foregoing reasons, it is expedient in the interests of justice to accord necessary sanction for the Scheme of Amalgamation. In the result, C.P.No.31 and 32 of 2003 are ordered. The order of this Court shall be drafted in Form No.42. A certified copy of this order shall be filed with the Registrar of Companies within 30 days from the date of receipt of the same. The Scheme is, however, subject to the approval of the Scheme by High Court of Madras within whose territorial jurisdiction the second Transferor Company is situate.

Sd /-  
S. Subba Lakshmi  
Joint Registrar

IN THE HIGH COURT OF JUDICATURE AT MADRAS

(ORIGINAL JURISDICTION)

Friday the 25<sup>th</sup> day of April, 2003

The Honourable Justice Mr.A.Rama Murthi

Company Petition No.83 of 2003

In the matter of the Companies Act, 1956

and

In the Matter of Scheme of Amalgamation

Between Ranit Pharma Limited, Calac Private Limited and Aurobindo Pharma Limited and their respective shareholders.

Calac Private Limited

A.Private Limited Company Incorporated under the Companies Act, 1956 and having its Registered Office at 8 (old No.11), Eleventh Street, Shastri Nagar, Adyar, Chennai - 600 020, represented by its authorized representative Mr.B.Adi Reddy.

... Petitioner/(Second Transferor Company)

This Company petition praying this Court to pass an order (i) that the said Scheme of Amalgamation may be sanctioned by this Court so as to be binding on all the shareholders of the said Company and the said Companies its effect from 1-4-2002 (ii) the Petitioner Company may be round without dissolving the Company.

This Company petition coming on this day, before this Court for hearing in the presence of Mr.R.Venkatavardhan, Advocate for the Petitioner in the above Company petition No.83 of 2003 and Mr.M.T.Arunan Addl. Central Government standing counsel, appearing for Regional Director, Southern Region, Department of Company Affairs Chennai and upon reading the order of the Court dated 10-12-2002 and made in Company application 1728 of 2002 Company convening the meeting of the shareholders of M/s.Calac Private Limited, for the purpose of approving the proposed composite Scheme of Amalgamation of

1. M/s.Ranit Pharma Limited, Hyderabad - 38 First Transferor Company.
2. M/s.Calac Private Limited, Petitioner Company herein / 2<sup>nd</sup> Transferor Company

With M/s.Aurobindo Pharma Limited, Hyderabad the Transferee was dispensed with and the Petitioner/Transferor Company II herein was directed to file Company Petition within 15 days from 10-12-2002 and upon reading the Company petition No.83 of 2003 filed herein and the advertisement having been in English daily "News Today" and also in Tamil daily Malai Marsu both dated 18-02-2003 each containing the advertisement of the hearing of the petition herein and that the Central Govt. also having no objection for the approval of the Scheme of Amalgamation as could be seen from the affidavit of Mr.Sameer Biswas, the Regional Director, Southern Region, Dept. of Company Affairs filed before this Court on 25-04-2003 this both hereby sanction the Scheme of Amalgamation as setout in the Schedule hereunder with effect from 01-04-2002 subject to the sanction which is reported to have been obtained by M/s.Aurobindo Pharma Ltd., The Transferee Company from the High Court of Andhra Pradesh, Hyderabad and declare the same to be binding on the shareholders of the said Petitioner

Company herein and on the said Petitioner Company herein and this Court both further order as follows:

1. That, the Petitioner Company herein do file with the Registrar of Companies, Chennai, a certified copy of the order within 30 days from this date.
2. That, the parties to the Scheme of Amalgamation or other persons interested shall be at liberty to apply to this Court for any directions that may be necessary in regard to carrying out of this Scheme hereunder.
3. That, the shares if any, held by the Transferee Company viz., Aurobindo Pharma Limited in the Transferor Company shall stand cancelled on giving effect to the Scheme of Amalgamation.
4. That, the 2<sup>nd</sup> Transferor Company herein, viz., M/s.Calac Private Limited, shall be dissolved without winding up on the filing of report by the Official Liquidator, High Court, Madras.
5. That, the books of Accounts of the said Transferor Company / Petitioner herein, have to be produced to the Official Liquidator for enabling him to submit his report.
6. That, the Official Liquidator, High Court, Madras be and is hereby directed to file his report for the dissolution of the Transferor Company Petitioner herein at the earliest pursuant to second proviso to Section 394(1) of the Companies Act, 1956.
7. That, Mr.M.T.Arunan, Additional Central Government, Standing Counsel appearing for the Regional Director, Southern Region, Department of Company Affairs, Chennai be and is hereby entitled to a fee of Rs.2,500/- (Rupees Two Thousand Five Hundred only)

Witness, the Honourable Thiru B.Subhashan Reddy, Chief Justice at Madras aforesaid, this the 25<sup>th</sup> day of April, 2003.

Sd /-  
K. Balasubramanian  
Dy. Registrar

IN THE HIGH COURT OF JUDICATURE, ANDHRA PRADESH  
AT HYDERABAD  
(ORDINARY ORIGINAL / CIVIL JURISDICTION)  
THURSDAY, THE TWENTY FIRST DAY OF JUNE  
TWO THOUSAND AND SEVEN

PRESENT

THE HON'BLE SRI.JUSTICE S.ANANDA REDDY

COMPANY PETITION NOS. 38, 39 and 40 OF 2007  
Connected with  
COMPANY APPLICATION NO.71 OF 2007

IN THE MATTER OF THE COMPANIES ACT (1 OF 1956)  
AND

C.P.NO. 38 of 2007

IN THE MATTER OF M/s.APL Life Services Ltd., in the matter of Scheme of Arrangement between Aurobindo Pharma Limited and APL Life Science Limited and Shareholders

APL Life Science Limited a public limited Company, incorporated under the provisions of the Companies Act, 1956 and having its Reg.Office at Plot No.2, Maitrivihar, Ameerpet, Hyderabad - 500 038. Andhra Pradesh, Rep. by its Director B.Sivaprasad Reddy.

.....PETITIONER  
(1<sup>st</sup> Transferor Company)

Petitioner under Section 394 of the Companies Act, 1956 R/w R. 79 of the Companies Court Rules, 1959 praying that this High Court may be pleased so as to be binding on all equity shareholders and creditors of the Petitioner Company, Senor Organics Private Limited and the Transferee Company.

COMPANY PETITION NO. 39 of 2007  
Connected with  
COMPANY APPLICATION NO. 72 of 2007

IN THE MATTER OF THE COMPANIES ACT (1 of 1956)

AND

IN THE MATTER OF M/s.Senor Organics Private Limited in the matter of Scheme of Arrangement between Aurobindo Pharma Limited and APL Life Sciences Limited and Shareholders

Senor Organics Private Limited a Public Limited Company, incorporated under the provisions of the Companies Act, 1956 and having its Reg.Office at Plot No.2, Maitrivihar, Ameerpet, Hyderabad - 500 038, Andhra Pradesh, Rep. by its Director B.Sivaprasad Reddy

.....PETITIONER  
(1<sup>st</sup> Transferor Company)

Petitioner under Section 394 of the Companies Act, 1956 R/w R.79 of the Companies Court Rules, 1959 praying that this High Court may be pleased so as to be binding on all the equity shareholders and creditors of the APL Life Sciences. Petitioner Company, and the Transferor Company.

COMPANY PETITION NO. 40 of 2007  
Connected with  
COMPANY APPLICATION NO. 27 of 2007

IN THE MATTER OF THE COMPANIES ACT ( 1 of 1956)  
AND  
IN THE MATTER OF M/s.AUROBINDO PHARMA LIMITED  
AND

In the matter of Scheme of Arrangement between Aurobindo Pharma Limited and APL Life Sciences Limited and Sensor Organics Private Limited and their respective shareholders

Aurobindo Pharma Limited, a Public Limited Company, incorporated under the provisions of the Companies Act, 1956 and having its Reg. Office at Plot No.2, Maitrivihar, Ameerpet, Hyderabad - 500 038. Andhra Pradesh, Rep. by its Chief Financial Officer Sudhir B Singhi

.....PETITIONER  
(1<sup>st</sup> Transferor Company)

Petitioner under Section 394 of the Companies Act, 1956 R/w R.79 of the Companies Court Rules, 1959 praying that this High Court may be pleased to

- a) the said Scheme be sanctioned by the Hon'ble Court so as to be binding on all equity shareholders and creditors of the Petitioner Company, APL Life Science Limited and Sensor Organics Private Limited.
- b) the Securities Premium Account of the Petitioner Company be utilized, as at March 31<sup>st</sup> 2007 to adjust the difference between the amount of net assets of APL Life Sciences Limited and Sensor Organics Private Limited taken over by the Petitioner Company over the value of investments in APL Life Sciences Limited and Sensor Organics Private Limited and any other unrelisable assets in books of the Petitioner Company, whether fixed or intangible or currant or any diminution in the value of the investments in its subsidiaries;
- c) that the Form of Minutes relating to the utilization of the Securities Premium Account as provided under Clause 32 and set forth in ANNEXURE 'N' of this petition is approved under section 103(1) of the Act and the reduction be and hereby made effective as to be binding on the Petitioner / Transferee Company and its shareholders and creditors.
- d) that the use of the words "and reduced" as part of the corporate name and the publication of the reasons for the reduction be dispensed;

These petitions coming on for orders upon reading the Judge's Summons and the affidavit dated 7-3-2007 and filed by Sri.B.Siva Prasad Reddy, Director of the Register Company in C.P.Nos.38 and 39/07 respectively and affidavit dt. 7-3-2007 and filed by Sri.Sudhir B.Singhi, Chief Financial Officer of the Petitioner Company in C.P.40/07 and upon hearing the arguments of Sri.S.Ravi, Advocate for the Petitioner in all Company Petitions and of Sri.M.Anil Kumar, Counsel for the Official Liquidator and of Sri.A.Raja Sekhar Reddy, Standing Counsel for the Central Government on behalf of the Register of Companies.

THE COURT DOTH ORDER AS FOLLOWS:-

1. That the Court doth hereby sanction the Scheme of Amalgamation and doth hereby declare the same to be binding on the Transferor Company and the Transferee Company viz., M/s.APL Life Sciences Ltd. (1<sup>st</sup> Transferor Company) and M/s.Sensor Organics Pvt. Ltd. (2<sup>nd</sup> Transferor Company) and M/s.Aurobindo Pharma Ltd (Transferee Company)

2. That all the property, rights and powers for the Transferor Company specified in the Scheme of Amalgamation annexed hereto and all the other property rights and powers of 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 vest in the Transferee Company for all 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 Companies 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 and duties of the Transferee Company.
4. That all proceedings now pending by or against the Transferor Companies be continued by or against the Transferee Company.
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 the Scheme the shares in the Transferee Company to which they are entitled under the said Scheme of Amalgamation and.
6. That the Transferor Companies be and hereby are deemed to be wound up without any further Act or Deed.
7. That the Transferor Companies do within 30 days after the date of this order cause a certificate 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 stand dissolved and the Register 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 the files relation to the said two Companies shall be consolidated Accordingly.
8. That any persons interested shall be at liberty to apply to the Court in the above matter for any directions that may be necessary.
9. That there be no order as to costs in both the Company petitions.

Sd /-  
K. SATYA KUMRI  
JOINT REGISTRAR

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

TUESDAY, THE THIRTIETH DAY OF MARCH  
TWO THOUSAND AND TEN

PERSENT  
THE HON'BLE SRI JUSTICE B.SESHASAYANA REDDY

COMPANY PETITONS NOS. 36 AND 37 OF 2010  
Connected with

C.A Nos.1993, 1994 and 1995 of 2009

IN THE MATTER OF THE COMPANIES ACT (1 of 1956)  
AND

In the Matter of Sections 391 to 394 and Other Applicable  
Provisions of the Companies Act, 1956

And

In the Matter of Scheme of Amalgamation Between Trident Life  
Sciences Limited and Aurobindo Pharma Limited and their  
Respective Shareholders

And

In the Matter of Trident Life Sciences Limited

C.P.No. 36 of 2010

Between:

Trident Life Sciences Limited, a Company incorporated under the Companies Act, 1956 and having its Registered Office at Sy.Nos.66(part) & 67(part), Miyapur, Serilingampally Mandal, Hyderabad 500 050, Rep. by its authorized Signatory, Sri.K.Nithyananda Reddy, S/o.Sri.K Sivarami Reddy, age: 51, resident of Hyderabad.

..... PETITIONER COMPANY / TRANSFEROR COMPANY

Petition to sanction the Scheme of Amalgamation Under Sections 391 and 394 of the Companies Act, 1956 R/w. Rule 79 of the Companies (Court) Rules, 1959, praying that this High Court may be pleased to sanctioning the Scheme of Amalgamation between the Petitioner Company and the Transferee Company so as to be binding on all the equity shareholders and creditors of the Petitioner Company.

C.P.No.37 of 2010

Connected with

C.A.Nos.1996, 1997, 1998 and 1999 of 2009.

IN THE MATTER OF THE COMPANIES ACT (1 of 1956)  
AND

In the Matter of Sections 391 to 394 and Other Applicable  
Provisions of the Companies Act, 1956

And

In the Matter of Scheme of Amalgamation Between Trident Life  
Sciences Limited and Aurobindo Pharma Limited and their

Respective Shareholders  
And  
In the Matter of Aurobindo Pharma Limited

C.P.No.37 of 2010

Between

M/s.Aurobindo Pharma Ltd., a Company incorporated under the Companies Act, 1956 having its Registered Office at Plot No.2, Maitrivihar, Ameerpet, Hyderabad - 500 038, represented by its authorized signatory, Sri.Sudhir B.Singhi, S/o.Sri.Babumal Singhi, aged 41 years, resident of Hyderabad.

..... PETITIONER COMPANY / TRANSFEREE COMPANY

Petition to sanction the Scheme of Amalgamation Under Sections 391 and 394 of the Companies Act, 1956 Read With Rule 79 of the Companies (Court) Rules, 1959, praying that this High Court may be pleased to sanctioning the Scheme of Amalgamation between the Transferor Company and the Petitioner Company so as to be binding on all the equity shareholders and creditors of the Petitioner Company.

These Petitions coming on for orders upon reading the Judge's Summons and the affidavits dated 04/02/2010 and filed by Sri.K.Nityananda Reddy, Authorized Signatory of the Petitioner Transferor Company in C.P.No.36/10 and Sri.Sudhir.B.Singhi, Authorized Signatory of the Petitioner Company in C.P.No.37/10 in support of these Petitions and upon hearing the arguments of Sri.Ch.Pushyam Kiran, Advocate for the Petitioner Company in C.P.Nos.36 and 37 of 2010 and Sri.P.Ashok Goud, Assistant Solicitor General appearing for the Central Government and of Sri.M.Anil Kumar, Counsel for the Official Liquidator appearing in the matter.

Order under Section 394

Upon the above petition coming on for further hearing on 30-03-2010 upon reading etc., and upon hearing, etc.

THE COURT DOTH ORDER

1. That this Court doth hereby sanction the Scheme of Amalgamation as approved by the shareholders of the Petitioner / Transferor Company and Transferee Company a copy is filed hereto as Annexure P-1 to this petition be and hereby is sanctioned and confirmed and doth hereby declare the same to be binding on all the equity shareholders and creditors of Petitioners Companies and all concerned the Transferor Company and the Transferee Company viz., Trident Life Sciences Limited (Transferor Company) and M/s.Aurobindo Pharma Ltd., (Transferee Company)
2. That all the property, rights and powers of Transferor Company specified in the Scheme hereto and all other property, rights and powers of the Transferor Companies 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 and
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 Companies 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 Companies as have not given such notice of dissent as is required by clause of the arrangement herein the share in the Transferee Company to which they are entitled under the said arrangement; and
6. That the Transferor Company and Transferee Company do within 30 days from the date of receipt 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 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
7. That any person 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.
8. That the Transferor Company and Transferee Company do pay costs of these petitions each at Rs.3000/- each to the Regional Director Department of Company Affairs, Southern Region, Chennai and the learned counsel representing the Official Liquidator.

Dated this the 30<sup>th</sup> Day of March, 2010.

(By the Court)

Note: (Costs form + Scheme of Amalgamation enclosed herewith)

MEMORANDUM OF COSTS

COMPANY PETITION Nos. 36 and 37 OF 2010

Advocate's fee on Rupees: - That the Petitioner Transferor Company and Transferee Company do pay costs of the petition at Rs.3,000 /- each o the Assistant Solicitor General and the learned counsel representing the Official Liquidator

i.e., Rs.6,000/- to the Assistant Solicitor General (as fixed by the Court) Rs.6,000 /- to the counsel representing the Official Liquidator (as fixed by the Court)

Sd/- C.VIDYADHAR BHATT  
JOINT REGISTRAR

Note: The Decree for Scheme of Amalgamation is amended as per the direction of the Joint Registrar dated 20-4-2010 on a letter filed by the counsel for the Petitioner and this amended decree shall be substituted for the decree dispatched earlier on 15/04/2010.

Note: As per the Advocate Letter dated 20-04-2010 typographical errors occurred in the page No.3 of Decree of amalgamation, Hence substituted this amended order to the order already dispatched on 15/04/2010.

Sd/- C.VIDYADHAR BHATT  
JOINT REGISTRAR

// TRUE COPY //

SECTIION OFFICEER

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

CP (CAA) No.51/ 230/ HDB/ 2020

Connected with

CA (CAA) No.201/ 230/ HDB/ 2019

**Under sections 230 to 232 of the Companies Act, 2013.**

**IN THE MATTER OF SCHEME OF AMALGAMATION  
OF**

**APL RESEARCH CENTRE LIMITED  
(TRANSFEROR COMPANY 1)**

**AND**

**AUROZYMES LIMITED  
(TRANSFEROR COMPANY 2)**

**AND**

**CUREPRO PARENTERALS LIMITED  
(TRANSFEROR COMPANY 3)**

**AND**

**HYACINTHS PHARMA PRIVATE LIMITED  
(TRANSFEROR COMPANY 4)**

**AND**

**SILICON LIFE SCIENCES PRIVATE LIMITED  
(TRANSFEROR COMPANY 5)**

**AND**

**APL HEALTHCARE LIMITED  
(TRANSFEROR COMPANY 6)**

**WITH**

**AUROBINDO PHARMA LIMITED  
(TRANSFEREE COMPANY)**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**APL Research Centre Limited,**

Registered office at Plot No. 2, Maithrivihar,  
Ameerpet, Hyderabad - 500038,  
Telangana, India.

**... Petitioner / Transferor Company 1**

**Aurozymes Limited,**

Registered office at Plot No. 2,  
Maithrivihar, Ameerpet, Hyderabad -500038,  
Telangana, India.

**... Petitioner / Transferor Company 2**

**Curepro Parenterals Limited,**

Registered office at Plot No. 2,  
Maithrivihar, Ameerpet,  
Hyderabad -500038,  
Telangana, India.

**... Petitioner / Transferor Company 3**

**Hyacinths Pharma Private Limited,**  
Registered office at Plot No. 2,  
Maithrivihar, Ameerpet,  
Hyderabad - 500038,  
Telangana, India.

... **Petitioner / Transferor Company 4**

**Silicon Life Sciences Private Limited,**  
Registered office at Plot No. 2,  
Maithrivihar, Ameerpet,  
Hyderabad-500038,  
Telangana, India.

... **Petitioner / Transferor Company 5**

**APL Healthcare Limited,**  
Registered office at Plot No. 2,  
Maithrivihar, Ameerpet,  
Hyderabad -500038,  
Telangana, India.

... **Petitioner / Transferor Company 6**

**Aurobindo Pharma Limited,**  
Registered office at Plot No. 2,  
Maithrivihar, Behind Maithrivanam,  
Ameerpet, Hyderabad -500038,  
Telangana, India.

... **Petitioner / Transferee Company**

**Date of order: 30.03.2021**

**CORAM:**

**HON'BLE SHRI BHASKARA PANTULA MOHAN MEMBER (JUDICIAL)**

**AND**

**HON'BLE SHRI VEERA BRAHMA RAO AREKAPUDI, MEMBER (TECHNICAL)**

**Counsels / Parties Present**

For the Petitioner : Shri Y. Suryanarayana along with  
Shri Lokesh Agarwal, Counsels.

For RD : Shri B. Jitender, Advocate

For OL : Shri P.Ragunath

**PER: SHRI VEERA BRAHMA RAO AREKAPUDI, MEMBER, (TECHNICAL)**

Heard on: 07.12.2020, 08.12.2020, 14.12.2020, 21.12.2020, 12.01.2021,  
01.02.2021, 08.02.2021 and 24.02.2021.

## ORDER

1. This Joint Company Petition is filed under Sections 230 to 232 of the companies Act, 2013, read with Rules 15 and 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 praying for sanction of the Adjudicating Authority to the Scheme of Amalgamation of petitioners/ Transferor Companies No.1 to 6 with M/s Aurobindo Pharma Limited (Transferee Company) and their respective shareholders and creditors with effect from the appointed date, viz. 01.04.2019 in terms of Scheme of Amalgamation marked as **Annexure-5** to the Petition.
2. The averments apropos to the petition in brief are:

### **Petitioner/ Transferor Company No.1 :**

**APL Research Centre Limited** is a Company incorporated under the provisions of the Companies Act, 1956, on 15.09.2006, with CIN: U24116AP2006PLC051171 of 2006 – 2007 issued by the Registrar of Companies, Andhra Pradesh. The Company obtained the Certificate of Commencement of Business from the Registrar of Companies on 24.10.2006.

**(A copy of the Certificate of Incorporation and Certificate of Commencement of Business of the Transferor Company 1 is annexed hereto and marked as “Annexure – A1”).**

**The Transferor Company 1** is engaged, *inter alia*, in the business of research and development in both basic and applied branches of science in relation to all kinds of basic drugs, bulk drugs, pharmaceutical formulations, health care and bio-technology and other related fields.

**(A copy of the Memorandum of Association of the Transferor Company 1 is annexed hereto and marked as “Annexure – A1”).**

**The authorized, issued, subscribed and paid-up share capital of the Transferor Company 1 as on 31.03.2019, is as follows:**

Particulars	Amount in Rupees
<u>Authorized</u> 1,30,00,000 equity shares of INR 10 each	<b>13,00,00,000</b>
<u>Issued, subscribed and paid-up</u> 1,22,60,000 equity shares of INR 10 each, fully paid up	<b>12,26,00,000</b>

The Transferor Company 1 is a wholly owned subsidiary of the Transferee Company. Subsequent to 31.03.2019 and till date of passing the resolution approving the Scheme of Amalgamation by the Board of Directors of the Transferor Company 1, there is no change in the authorized, issued, subscribed or paid-up share capital of the Transferor Company 1.

**(A certified copy of the audited financial statements as on 31.03.2019, of the Transferor Company 1, is annexed hereto and marked as “Annexure – A2”).**

**Petitioner/ Transferor Company No.2 :**

**Aurozymes Limited** is a Company incorporated under the provisions of the Companies Act, 2013, on 28.11.2013, with CIN: U24232AP2013PLC091383 of 2013-2014, issued by the Registrar of Companies, Andhra Pradesh. The Company obtained the Certificate of Commencement of Business from the Registrar of Companies on 14.12.2013.

**(A copy of the Certificate of Incorporation and Certificate of Commencement of Business of the Transferor Company 2 is annexed hereto and marked as “Annexure – A3”).**

**The Transferor Company 2** is engaged, *inter alia*, in the business of researching, receiving, manufacturing, processing, producing, acquiring, distributing, marketing, selling, releasing, commissioning, purchasing, licensing, importing, dealing, trading, using and exporting all types of enzymes, biocatalysts, bio-based products, and products utilising biocatalytic steps including biotech, pharmaceutical, nutraceutical, cosmeceutical and agrochemical ingredients, intermediates and finished products and other preparations of any nature and kind whatsoever into the chemical and allied industries such as pharmaceutical based industries in India and Worldwide.

**(A copy of the Memorandum of Association of the Transferor Company 2 is annexed hereto and marked as “Annexure – A3”).**

**The authorized, issued, subscribed and paid-up share capital of the Transferor Company 2 as on 31.03.2019, is as follows:**

<b>Particulars</b>	<b>Amount in Rupees</b>
<u>Authorized</u> 50,000 equity shares of INR 10 each	<b>5,00,000</b>
<u>Issued, subscribed and paid-up</u> 50,000 equity shares of INR 10 each, fully paid up	<b>5,00,000</b>

The Transferor Company 2 is a wholly owned subsidiary of the Transferee Company. Subsequent to 31.03.2019 and till date of passing the resolution approving the Scheme of Amalgamation by the Board of Directors of the Transferor Company 2, there is no change in the authorized, issued, subscribed or paid-up share capital of the Transferor Company 2.

**(A certified copy of the audited financial statements as on 31.03.2019, of the Transferor Company 2, is annexed hereto and marked as “Annexure – A4”).**

**Petitioner/ Transferor Company No.3 :**

**Curepro Parenterals Limited** is a Company incorporated under the provisions of the Companies Act, 2013, on 19.04.2013, with CIN: U24232AP2013PLC087101 of 2013-2014 issued by the Registrar of Companies, Andhra Pradesh. The Company obtained the Certificate of Commencement of Business from the Registrar of Companies on 25.04.2013.

**(A copy of the Certificate of Incorporation and Certificate of Commencement of Business of the Transferor Company 3 is annexed hereto and marked as “Annexure – A5”).**

**The Transferor Company 3** is engaged, *inter alia*, in the business to manufacture, prepare, import, export, buy, sell, supply, distribute, store, stock, maintain and otherwise handle, deal in and carry on the business in all kinds and varieties of pharmaceutical drugs, patent and non-patent medicines, common medicinal preparations, drugs, mixtures, elixirs, drops, tonics, other liquid drugs and medicines, formulations, capsules, tablets, pills, powders, medicated ointments, pharmaceuticals, chemical, medical, and medical products, preparations and materials, sterilized injections, vaccines, immunogens, phylacogens, chemicals and surgical dressings.

**(A copy of the Memorandum of Association of the Transferor Company 3 is annexed hereto and marked as “Annexure – A5”).**

**The authorized, issued, subscribed and paid-up share capital of the Transferor Company 3 as on 31.03.2019, is as follows:**

<b>Particulars</b>	<b>Amount in Rupees</b>
<u>Authorized</u> 2,00,00,000 equity shares of INR 10 each	<b>20,00,00,000</b>
<u>Issued, subscribed and paid-up</u> 1,33,10,107 equity shares of INR 10 each, fully paid up	<b>13,31,01,070</b>

The Transferor Company 3 is a wholly owned subsidiary of the Transferee Company. Subsequent to 31.03.2019 and till date of passing the resolution approving the Scheme of Amalgamation by the Board of Directors of the Transferor Company 3, there is no change in the authorized, issued, subscribed or paid-up share capital of the Transferor Company 3.

**(A certified copy of the audited financial statements as on 31.03.2019, of the Transferor Company 3, is annexed hereto and marked as “Annexure – A6”).**

**Petitioner/ Transferor Company No.4 :**

**Hyacinths Pharma Private Limited** is a Company incorporated under the provisions of the Companies Act, 1956, on 23.07.2010, with CIN: U24232AP2010PTC069638 issued by the Registrar of Companies Andhra Pradesh.

**(A copy of the Certificate of Incorporation of the Transferor Company 4 is annexed hereto and marked as “Annexure – A7”).**

**The Transferor Company 4** is engaged, *inter alia*, in the business of manufacture, process, sell, buy, deal, export and import in all types of drugs, drugs intermediaries, pharmaceutical and medical preparations, chemical and other connected materials and to obtain patents for them.

**(A copy of the Memorandum of Association of the Transferor Company 4 is annexed hereto and marked as “Annexure – A7”).**

**The authorized, issued, subscribed and paid-up share capital of the Transferor Company 4 as on 31.03.2019, is as follows:**

<b>Particulars</b>	<b>Amount in Rupees</b>
<u>Authorized</u> 3,50,00,000 equity shares of INR 10 each	<b>35,00,00,000</b>
<u>Issued, subscribed and paid-up</u> 3,25,00,000 equity shares of INR 10 each, fully paid up	<b>32,50,00,000</b>

The Transferor Company 4 is a wholly owned subsidiary of the Transferee Company. Subsequent to 31.03.2019 and till date of passing the resolution approving the Scheme of Amalgamation by the Board of Directors of the Transferor Company 4, there is no change in the authorized, issued, subscribed or paid-up share capital of the Transferor Company 4.

**(A certified copy of the audited financial statements as on 31.03.2019, of the Transferor Company 4, is annexed hereto and marked as “Annexure – A8”).**

**Petitioner/ Transferor Company No.5 :**

**Silicon Life Sciences Private Limited** is a Company incorporated under the provisions of the Companies Act, 1956, on 19.02.2008, with CIN: U85100AP2008PTC057669 of 2007-2008 issued by the Registrar of Companies Andhra Pradesh.

**(A copy of the Certificate of Incorporation of the Transferor Company 5 is annexed hereto and marked as “Annexure – A9”).**

**The Transferor Company 5** is engaged, *inter alia*, in the business to manufacture, produce, process, compound, mix, pack, formulate, develop, treat, refine, manipulate, job work, commercialize, import, export, buy, sell, or otherwise deal in all types, descriptions, specifications, strengths and applications of pharmaceutical and chemical products of medicaments in all its branches, including basic drugs, intermediates, active ingredients, fine chemicals, tonics, antibiotics, enzymes, vitamins, hormones, medical products in all forms such as capsules, tablets, powders, ointments, syrups, injectibles, pills fluids, granules and their by-products, intermediates, residue, mixtures and compounds.

**(A copy of the Memorandum of Association of the Transferor Company 5 is annexed hereto and marked as “Annexure – A9”).**

**The authorized, issued, subscribed and paid-up share capital of the Transferor Company 5 as on 31.03.2019, is as follows:**

<b>Particulars</b>	<b>Amount in Rupees</b>
<u>Authorized</u> 4,50,00,000 equity shares of INR 10 each	45,00,00,000
72,10,000 Preference Shares of INR 100 each	72,10,00,000
<b>Total</b>	<b>117,10,00,000</b>
<u>Issued, subscribed and paid-up</u>	

4,48,67,500 equity shares of INR 10 each, fully paid up	44,86,75,000
65,10,000 9.5% Cumulative Redeemable Preference Shares of INR 100 each, fully paid up	65,10,00,000
<b>Total</b>	<b>109,96,75,000</b>

The Transferor Company 5 is a step down wholly owned subsidiary of the Transferee Company by virtue of it being a direct wholly owned subsidiary of Auronext Pharma Private Limited, which is a direct wholly owned subsidiary of the Transferee Company. Subsequent to 31.03.2019 and till date of passing the resolution approving the Scheme of Amalgamation by the Board of Directors of the Transferor Company 5, there is no change in the authorized, issued, subscribed or paid-up share capital of the Transferor Company 5.

**(A certified copy of the audited financial statements as on 31.03.2019, of the Transferor Company 5, is annexed hereto and marked as “Annexure – A10”).**

**Petitioner/ Transferor Company No.6 :**

**APL Healthcare Limited** is a Company incorporated under the provisions of the Companies Act, 1956, on 19.12.2006, with CIN: U24239AP2006PLC052053 of 2006-2007 issued by the Registrar of Companies Andhra Pradesh. The Company obtained the Certificate of Commencement of Business from the registrar of Companies on 22.12.2006.

**(A copy of the Certificate of Incorporation and Certificate of Commencement of Business of the Transferor Company 6 is annexed hereto and marked as “Annexure – A11”).**

**The Transferor Company 6** is engaged, *inter alia*, in the business of manufacture, refine, purchase, sell, prepare, import, export all classes and kinds of drugs including pharmaceuticals preparations and formulations, fine chemicals, raw materials and intermediates for drugs and all other pharmaceuticals such as tablets, injectables, syrups, powders, ointments, aerosols, capsules, liquids. Further, the Transferor Company 6 has a SEZ unit located at Polepally Village, Jadcherla Mandal, Mahaboob Nagar District, Telangana.

**(A copy of the Memorandum of Association of the Transferor Company 6 is annexed hereto and marked as “Annexure – A11”).**

**The authorized, issued, subscribed and paid-up share capital of the Transferor Company 6 as on 31.03.2019, is as follows:**

Particulars	Amount in Rupees
<u>Authorized</u>	
22,50,00,000 equity shares of INR 10 each	225,00,00,000
15,00,000 Preference Shares of INR 100 each	15,00,00,000
<b>Total</b>	<b>240,00,00,000</b>
<u>Issued, subscribed and paid-up</u>	
21,60,00,000 equity shares of INR 10 each, fully paid up	216,00,00,000

6,00,000 9.5% Cumulative Redeemable Preference Shares of INR 100 each, fully paid up	6,00,00,000
<b>Total</b>	<b>222,00,00,000</b>

The Transferor Company 6 is a wholly owned subsidiary of the Transferee Company. Subsequent to 31.03.2019 and till date of passing the resolution approving the Scheme of Amalgamation by the Board of Directors of the Transferor Company6, there is no change in the authorized, issued, subscribed or paid-up share capital of the Transferor Company6.

**(A certified copy of the audited financial statements as on 31.03.2019, of the Transferor Company 6, is annexed hereto and marked as “Annexure – A12”).**

**Petitioner/ Transferee Company :**

**Aurobindo Pharma Limited** was originally incorporated as a Private Limited Company under the name and style “Aurobindo Pharma Private Limited” pursuant to the provisions of the Companies Act, 1956, on 26.12.1986, with Certificate of Incorporation Number 469 of 1986, issued by the Registrar of Companies, Pondicherry (now the Union Territory of Puducherry). Subsequently, the Company converted itself into a Public Limited Company by following the due provisions laid down under the Companies Act, 1956 and consequently, the word “Private” was struck off from the name of the Company on 30.04.1992, by the Registrar of Companies, Pondicherry. The present CIN of the Company is L24239TG1986PLC015190.

**(A copy of the Certificate of Incorporation of the Transferee Company is annexed hereto and marked as “Annexure – A13”).**

**The Registered Office of the Transferee Company** was originally situated in the Union Territory of Pondicherry (now the Union Territory of Puducherry). Subsequently, the Company shifted its registered office from the Union Territory of Pondicherry to the State of Andhra Pradesh (now State of Telangana) by following the due provisions laid down under the Companies Act, 1956 and pursuant to the Order dated 04.12.1992, passed by the Hon’ble Company Law Board, Southern Region Bench, Madras in CP 310/17/SRB/1992. Consequent upon shifting the registered office, the Company obtained the Certificate of Registration of Order of Company Law Board (CLB) confirming transfer of the registered office from one state to another from the Registrar of Companies, Andhra Pradesh on 30.12.1992.

**The Transferee Company** is engaged, *inter alia*, in the business of manufacturing, and marketing of active pharmaceutical ingredients, generic pharmaceuticals and related services.

**(A copy of the Memorandum of Association of the Transferee Company is annexed hereto and marked as “Annexure – A13”).**

**The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on 31.03.2019, is as follows:**

Particulars	Amount in Rupees
Authorized 66,00,00,000 equity shares of INR 1 each	66,00,00,000

10,00,000 Preference shares of INR 100 each	10,00,00,000
<b>Total</b>	<b>76,00,00,000</b>
<u>Issued, subscribed and paid-up</u> 58,59,15,609 equity shares of INR 1 each, fully paid up	58,59,15,609

On 07.08.2019, the Transferee Company had issued and allotted 23,000 (Twenty Three Thousand) fully paid up equity shares of face value of INR 01/- (Indian Rupee One only) each to its eligible employees pursuant to the Transferee Company's ESOP – 2006 Scheme and therefore, the issued, subscribed & paid up capital of the Company stands increased to INR 58,59,38,609/- (Indian Rupees Fifty Eight Crore Fifty Nine Lakh Thirty Eight Thousand Six Hundred and Nine only) divided into 58,59,38,609 (Fifty Eight Crore Fifty Nine Lakh Thirty Eight Thousand Six Hundred and Nine) fully paid up equity shares of face value of INR 01/- (Indian Rupee One only) each.

All the Transferor Companies are directly/ indirectly wholly owned subsidiaries of the Transferee Company. The Transferee Company's equity shares are listed and traded on the BSE Limited ("BSE") bearing ISIN: INE406A01037 & Scrip Code: 524804 and on the National Stock Exchange of India Limited ("NSE") bearing Symbol: AUROPHARMA. Subsequent to 31.03.2019 and till date of passing the resolution approving the Scheme of Amalgamation by the Board of Directors of the Transferee Company, there is no change in the authorized, issued, subscribed or paid-up share capital of the Transferee Company except as stated above.

**(A certified copy of the audited financial statements as on 31.03.2019, of the Transferee Company, is annexed hereto and marked as "Annexure – A14").**

3. The Board of Directors of the Applicant Companies at their respective meetings held on 23.05.2019 for APL Research Centre Limited (Transferor Company 1), Aurozymes Limited (Transferor Company 2), Hyacinths Pharma Private Limited (Transferor Company 4), Silicon Life Sciences Private Limited (Transferor Company 5), APL Healthcare Limited (Transferor Company 6), held on 27.05.2019 for CureproParenterals Limited (Transferor Company 3) and held on 28.05.2019 for Aurobindo Pharma Limited (Transferee Company), have resolved to enter in to a Scheme of Amalgamation of APL Research Centre Limited (Transferor Company 1) and Aurozymes Limited (Transferor Company 2) and Curepro Parenterals Limited (Transferor Company 3) and Hyacinths Pharma Private Limited (Transferor Company 4) and Silicon Life Sciences Private Limited (Transferor Company 5) and APL Healthcare Limited (Transferor Company 6) with Aurobindo Pharma Limited (Transferee Company) and their respective Shareholders and Creditors under sections 230 to 232 read with and all other applicable provisions of the Companies Act, 2013 and rules made thereunder.

**(A certified true copy of the Board Resolutions passed by the Board of Directors of the Petitioner Companies and a copy of the Form MGT-14 filed with the Registrar of Companies along with the Challans is annexed hereto and marked as "Annexure – A17, A18, A19, A20, A21, A 22 and A23").**

#### 4. OBJECTIVES OF THE PROPOSED SCHEME OF AMALGAMATION:

The amalgamation of the Amalgamating Companies, Amalgamating Company-6 with the Amalgamated Company would *inter-alia* have the following benefits:

- (i) The amalgamation will enable appropriate consolidation of activities of Amalgamating Companies and Amalgamated Company with pooling and more efficient utilization of their resources, greater economies of scale, reduction in overheads and other expenses and improvement in various operating parameters.
- (ii) To achieve consolidation, greater integration and flexibility which will maximize overall shareholder value and improve the competitive position of the combined entity.
- (iii) To achieve greater efficiency in cash management and unfettered access to cash flows generated by the combined entity which can be deployed more effectively to fund organic and inorganic growth opportunities.
- (iv) Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.
- (v) Greater access by the Amalgamated Company to different market segments in conduct of its business.
- (vi) Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, elimination of duplication and rationalization of administrative expenses.
- (vii) The amalgamation will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances.
- (viii) In addition to all the aforesaid benefits of amalgamation of Amalgamating Companies with the Amalgamated Company, the amalgamation of the Amalgamating Company-6 with Amalgamated Company as contemplated under part III of this Scheme will enable to consolidate the SEZ operations at Amalgamated Company.

5. The Joint Company Application bearing No. C.A.(CAA) NO.201/230/HDB/2019, was admitted vide order dated 30.09.2019. By the said order the Tribunal ordered dispensation of conducting meeting of equity shareholders of **Transferor Companies 1 to 6**; ordered dispensation of conducting meetings of Preference Shareholders of **Transferor Companies 5 and 6**.

The Tribunal by the above order dated 30.09.2019 ordered convening meeting of equity shareholders of **Transferee Company** and appointed Chairperson and Scrutinizer.

The Tribunal further ordered dispensation of conducting meeting of **Unsecured Creditors of Transferor Companies 2, 3 and 4**. Also dispensed conducting meeting of unsecured lenders and secured creditor of Transferee Company.

The Tribunal ordered convening meeting of Unsecured Creditors of **Transferor Company-5** and appointed Chairperson and Scrutinizer.

The Tribunal has ordered convening meeting of **Unsecured Creditors of Transferee Company** and appointed Chairperson and Scrutinizer.

The Tribunal ordered convening meeting of **Unsecured Creditors of Transferor Company-6** and appointed Chairperson and Scrutinizer.

Copy of order dated 30.09.2019 is at **ANNEXURE 1-25**.

The Chairpersons concerned had convened meeting as directed by the Tribunal and filed Reports signifying that meeting as directed by the Tribunal was convened and resolution proposed for approval of the Scheme of Amalgamation was approved unanimously without any modifications. Copies of Scrutiniser's Report and Scheme of Amalgamation approved by the creditors were also enclosed to the Chairperson's Report. Copies of said reports of Chairpersons are at **ANNEXURES A-28** (Unsecured Creditors of Transferor Company-5), **A-32** (Unsecured Creditors of Transferor Company-6), **A-36** (Unsecured Creditors of Transferee Company), A-40 (Equity Shareholders of Transferee Company).

**6. IA NO.834 OF 2020**, is filed by the Applicant Companies dated 19.09.2020 praying the Tribunal to consider the modified scheme, which is annexed here to as **Annexure-1**, while granting its approval in lieu of the Scheme that was annexed as Annexure 15 at page no. 605 to 653 of Volume 3 of the Company petition CP(CAA) NO.51/230/HDB/2020.

## **7. REPORTS FROM STATUTORY AUTHORITIES**

Pursuant to order of the Tribunal the petitioners served notice of hearing on all the statutory Authorities viz. Registrar of Companies, Regional Director & Official Liquidator by hand on 27.01.2020, on Jurisdictional IT Departments, BSE Limited, National Stock Exchange of India Limited and Securities and Exchange Board of India through speed post on 28.01.2020 and the publication of date of hearing of the Joint Company Petition of the Petitioner Companies named above, was carried out in accordance with the provisions of Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in Business Standard (English) and Eenadu (Telugu) Newspapers on 30.01.2020. The Applicant Companies have filed a compliance memo to this effect on 03.02.2020.

### **A. REPORTS BY REGIONAL DIRECTOR AS WELL REPLY AFFIDAVITS BY THE PETITIONER COMPANIES**

The Regional Director, South East Region, Ministry of Corporate Affairs, Hyderabad vide his Affidavit dated 22.06.2020 has raised some observations, Whereas Petitioner Companies have filed its reply Affidavit dated 10.10.2020 in response to the observations made by The Regional Director, South East Region, Ministry of Corporate Affairs, Hyderabad which are given below.

<b>OBSERVATIONS - RD FIRST REPORT 22.06.2020</b>	<b>REPLY AFFIDAVIT GIVEN BY PETITIONER COMPANIES 10.10.2020</b>
<b>PARA 3 (A) TO (D) – PAGE 2 –</b> Requesting to preserve the books, comply with statutory laws, file Inc-28, revise the combined authorised capital –	It is submitted that the Petitioner Companies will ensure the compliance of the provisions of Section 239 of Companies Act, 2013 all applicable laws and Rule 17(2) of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2013. <b>PARA 3 (A) TO (D) - PAGE - 4</b>
<b>PARA 6, 7 &amp; 8 – PAGE 3 &amp; 4 –</b> Requesting to pay the debts of the unsecured creditors on or before the due dates.	Petitioner Companies agreed and undertaken the same. <b>PARA 6 - PAGE - 6</b>
<b>PARA 9 – PAGE 4 –</b> whether any intimation / prior approval is obtained by the from ministry of chemicals & fertilizers, department of pharmaceutical	It is submitted that no permission or approval is required. <b>PARA 7 - PAGE - 6</b>
<b>PARA 10 – PAGE 5 –</b> directing to furnish an affidavit for paying the disputed central excise, income tax if any demand arises in future.	Petitioner Companies agreed & Undertaken subject to the demands attaining finality. <b>PARA 8 - PAGE – 7.</b>
<b>PARA 12 – PAGE 5 –</b> Transferor company No. 1, 2, 3 & 4 are not doing any business.	Transferor Companies 1,2,3 & 4 are engaged in the business of manufacturing pharmaceutical products and the process involves setting up of the facility, approval of the plant by regulatory authorities and followed by the approval of products by the regulatory authorities and these process involve stringent procedures for setting up of plants and necessary research and development activities for product filings and approvals with the regulatory authorities hence they require numerous years to generate revenues. All the Transferor Companies are WOS of the Transferee Company <b>PARA 10 - PAGE – 7.</b>
<b>PARA 15 – PAGE 6 &amp; 7–</b> whether any prior intimation approval of CBI, ED and SEBI are to be obtained as there are legal proceedings pending.	It is averred that no prior approval / permission of CBI, ED and SEBI. The Transferee company, by way of this Affidavit once again agrees and undertakes before this Hon'ble Tribunal that any pending suit, appeal or other proceedings of whatever nature by or against any of the Transferor Companies shall be continued, prosecuted and enforced by or against the Transferee company upon approval of the Scheme of Amalgamation.

	<p><b>PARA 13 - PAGE - 8.</b></p> <p>Also the proceedings are pending against the Transferor Company 6 and the Transferee Company and since the Transferor Company 6 is removed from the Scheme, all the aforesaid proceedings will be continued against it and the Transferee Company will anyways remain existing after the Scheme.</p> <p>The Scheme also has the clause of transfer of legal proceedings which states that the merger of WOS(Wholly owned subsidiaries) with holding company will not effect any of the pending legal proceedings.</p>
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RD filed further report dated 21.10.2020 and the reply affidavit filed by the petitioner companies dated 27.11.2020 are given below

<b>OBSERVATIONS - RD FURTHER REPORT 21.10.2020</b>	<b>REPLY AFFIDAVIT 27.11.2020</b>
<p><b>PARA 7 - PAGE 3</b> - Direct the Companies to obtain the approval permission from the ministry of chemicals and other regulatory authorities for amalgamation as the companies have stated that the approvals are required at para 10 of the reply affidavit dated 10.10.2020.</p>	<p>It is averred that the approval form the regulatory authority is required only for carrying on the business of Manufacturing Pharmaceutical Products, Setting up of the Pharma Facility, approval of the Pharma Plant and for registration of the Pharmaceutical Products and not for the amalgamation of the Companies with their 100% Holding Company which is also engaged in the same business. <b>PARA 4 - PAGE - 4.</b></p>
<p><b>PARA 15 (A) &amp; (B) - PAGE 7 &amp; 8</b> - The Modified Scheme does not contain the name, designation and other details of the person signing the modified Scheme and there is no Digital Signature Certificate affixed.</p>	<p>Rule 7 and Rule 8 are applicable for filing the E-forms with the ROC through MCA portal and not for serving a copy of the Interlocutory Application filed before the Hon'ble NCLT in a Scheme of Amalgamation filed by the counsel for the Petitioner companies with the office of the Regional Director in physical form in accordance with the provisions of the National Company Law Tribunal Rules, 2016. The Modified Scheme is not filed as an Independent document with the office of the Regional Director but as an attachment and part and parcel of the main document, which is the Interlocutory Application and which already contains the name, signature, designation, address and the Director</p>

	<p>Identification Number (where applicable) of the person filing the Interlocutory Application at page numbers 1, 2, 6, 7, 9, 10, 11 and 12 of the Interlocutory Application. DSC is not required to be affixed as it is applicable for filing the E-forms with the ROC through MCA portal. <b>PARA 9 (A) TO (E) – PAGE 5 TO 7.</b></p>
<p><b>PARA 16 – PAGE 8</b> – CIN(Corporate Identity Number) is not mentioned on the Board Resolutions of Transferor 5, 6 and Transferee Company.</p>	<p>It is averred that CINs are mentioned in the IA and the Modified Scheme and the Board Resolutions are not filed as an independent document but as an attachment and part and parcel of the main document, which is the Interlocutory Application. <b>PARA 10 – PAGE 7.</b></p>
<p><b>PARA 17 – PAGE 8</b> – Transferor company No. 1, 2, 3 &amp; 4 are not doing any business and total revenue is Nil.</p>	<p>It is averred that Transferor Companies 1, 2, 3 &amp; 4 are engaged in the business of manufacturing pharmaceutical products and the process involves setting up of the facility, approval of the plant by regulatory authorities and followed by the approval of products by the regulatory authorities and these process involve stringent procedures for setting up of plants and necessary research and development activities for product filings and approvals with the regulatory authorities hence they require numerous years to generate revenues. Further one of the objectives of the present amalgamation as per clause 1.2.1(vii) is that "The amalgamation will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances. All the Transferor Companies are WOS(Wholly owned subsidiary) of the Transferee Company. <b>PARA 11 – PAGE 7 &amp; 8.</b></p>
<p><b>LAST PARA OF PAGE 9</b> – Alleging that the promoters of Transferee Company hold 99% of the Transferor companies. The stakeholders were handicapped and unable to take a well-informed discussion to approve or to reject the Scheme as the names of the shareholders, directors, their shareholding and allotment of</p>	<p>It is averred that 99% is not held by the promoters of Transferee Company. The statement is false, misconceived and untenable. All the Transferor companies are WOS of the Transferee Company which fact is disclosed at various places in the Scheme. No shares will be issued or allotted to any shareholder or promoters or to any person or entity and this fact also has</p>

<p>shares is not mentioned in the Scheme.</p>	<p>been clearly mentioned in the Scheme of Amalgamation. Notices dated 18.10.2019, sent to the Shareholders and the Creditors pursuant to the directions of this Hon'ble Tribunal, contains all the information relating the names of the shareholders, directors and no. of shares held by them in the Transferor Companies as the nominees of the Transferee Company and accordingly, the shareholders and creditors of the respective companies have taken an informed decision and duly considered and approved the Scheme of Amalgamation at their respective meetings. The Scheme has been approved by the Shareholders &amp; Creditors with Overwhelming majority. <b>PARA 12 – PAGE 8.</b></p>
<p><b>FIRST PARA OF PAGE 10</b> Alleging that the Scheme of Amalgamation is designed to benefit only major common promoters of the Petitioner Companies.</p>	<p><b>PARA 17 PAGE 10</b> – Petitioner companies denied the allegation made by Regional Director without placing any material facts or any supporting documents but just on the basis of assumptions which may cause serious harm and adverse effect to the personal and professional reputation of the promoters and to the Petitioner Companies. The Scheme does not involve any payment of consideration or issue of shares to any person or entity and has been drawn for the amalgamation of WOS with the holding company and does not invite intervention of any third party companies and the said amalgamation is within the group companies only. The said allegation of the Regional Director is made just to stall the process of Amalgamation, only on the basis of assumptions without assigning any specific reason, submitting or placing on record any material evidence as the Regional Directors fails to explain as to what kind of benefits the common promoters are getting out of the said amalgamation of wholly owned subsidiaries since no person or entity is getting any shares or consideration or other benefits out of the Scheme of Amalgamation and the Scheme only deals with the amalgamation of WOS within the group.</p>

<p><b>PARA 17 OF PAGE 10</b> Public interest is not served as envisaged in Scheme.</p>	<p>On the contrary, the Transferee Company had</p> <ul style="list-style-type: none"> <li>(i) paid an aggregate amount of Rs.3,786.91 Crores approximately towards state and central tax in the past 5 immediately preceding financial years;</li> <li>(ii) contributed an aggregate amount of Rs.164.83 crores towards Corporate Social Responsibility activities in the past 5 immediately preceding financial years,</li> <li>(iii) earned foreign exchange aggregating Rs.43,234.11 Crores in the past five 5 immediately preceding financial years; and</li> <li>(iv) employed on an average 40,000 (Forty Thousand) Direct and indirect employees in the past 5 immediately preceding financial years.</li> </ul> <p><b>PARA 18 PAGE 10</b> - totally misconceived, as the Scheme nowhere mentions about serving the public interest through scheme of Amalgamation. Further the scheme does not involve any payment of consideration or issue of shares to any person or entity and has been drawn up for amalgamation of WOS with the holding company and does not invite intervention of any third party companies and hence the question of serving the Public Interest through the Scheme does not arise.</p>
<p><b>PARA 18 OF PAGE 10</b> Removal of Transferor Company 6 will not solve the purpose of Scheme as the CBI ED SAT cases are pending before respective authorities.</p>	<p><b>PARA 13 to 16 OF PAGE 8 &amp; 9</b> – The Scheme does not in any manner impacts, changes or alters the ED, CBI, SAT proceedings and further it does not change in any manner the character, gravamen or the context of the said proceedings. It is also brought to the kind notice of this Hon'ble Tribunal that the ED, CBI and other linked proceedings are pending only against the Transferee Company and the Transferor Company 6 and since the Transferor Company 6 is now proposed to be removed as part of the Scheme, it will continue its existence and the Transferee Company anyways is not being dissolved and hence the said proceedings shall continue to be pending as such against both the companies independently.</p>

## **RD FINAL REPORT DATED 11.02.2021**

- In the final report filed by the RD dated, 11.02.2021, the RD reiterated the earlier submissions and mentioned that the Hon'ble Tribunal may be pleased to decide the matter on merits and pass such orders as may be deemed by the Hon'ble Tribunal.

### **B. OFFICIAL LIQUIDATOR REPORT**

The Official Liquidator has filed his report, OLR NO.15/2020 dated 09.06.2020 The observations pointed out t and the comments offered by the Petitioner Companies on the report of Official Liquidator vide memo dated 10.10.2020 are mentioned against each.

<b>OBSERVATIONS - OL FIRST REPORT 09.06.2020</b>	<b>REPLY AFFIDAVIT 10.10.2020</b>
<b>PARA 5 (A) – PAGE 24 to 26 –</b> Requesting the Petitioner Companies to serve prior intimation of the proposed scheme (involving dissolution of 6 transferor companies of the Aurobindo Group) to CBI and ED or obtain orders of the Hon'ble CBI Court / ED Court, in order to ensure continuity of the liability of the accused and to cause no prejudice to the pending CBI / ED cases.	<b>PARA 5 (A) TO (G) – PAGE 4 &amp; 5</b> It is averred that CBI & ED's pending legal proceedings will not affect the proposed Scheme as all the said proceeding will be transferred to the Transferee Company pursuant to the Scheme. The Scheme does not in any manner impacts, changes or alters the ED and CBI proceedings and further it does not change in any manner the character, gravamen or the context of the said proceedings. The proceedings are pending against the Transferor Company 6 and the Transferee Company and since the Transferor Company 6 is removed from the Scheme, all the aforesaid proceedings will be continued against it and the Transferee Company will anyways remain existing after the Scheme.
<b>PARA 5 (B) – PAGE 26 TO 29 –</b> Requesting the Tribunal to direct the transferor company No.3 and transferee company to keep proper books of account first after considering the vesting of injectibles unit under the sanctioned scheme of demerger and then file the financials duly considering the accounting entries required to be passed on 4.6.2014 with appointed date as 1.4.2014 in respect of transfer of Injectibles Unit, in accordance with law, and in compliance with the order(s) of Hon'ble High Court.	<b>PARA 6 (A) TO (I) – PAGE 5 TO 9 –</b> It is averred that earlier in 2013-14, a Scheme of Demerger was approved by High Court and E-form along with the Scheme and High Court order was submitted with the ROC, however, the ROC has rejected the same for adjudication of stamp duty and for compliance of defects and incompleteness of the form within 15 days failing which the e-form shall be treated as invalid and cancelled. The Companies never submitted the e-form again with the ROC thereafter and hence the earlier Scheme of Demerger was never effected.  It is averred that mere submission of an e-form the Registrar of Companies, which is not complete in all respects, which is rejected by the Registrar for

	<p>incompleteness and compliance of defects, which is treated as cancelled and invalid as per above mentioned rules and in respect of which no resubmission is made by the companies, cannot be treated as filed with the Registrar of Companies even in terms of provisions of section 391(3) of the erstwhile Companies Act, 1956, especially when the said e-form is not a Straight Through Process (STP) form.</p> <p>Hence no change is required to be made in the books of transferor company No.3 and transferee company.</p>
<p><b>PARA 5 (C) – PAGE 29</b> – Clause No.11 and 22 of the Scheme, inter-alia, provide to the effect that no stamp duty is payable on the ground of Nil consideration payable under the scheme. Hon’ble Tribunal may be pleased to direct the petitioner/applicant companies to delete the said sentence on stamp duty from clause no.11 and 22 of the scheme, by amending the scheme.</p>	<p><b>PARA 7 (A) TO (E) - PAGE – 9 &amp; 10</b> – It is averred that Clause 22 has been already removed from the Scheme as it relates to Transferor Company 6. Clause 11 states that since all the Transferor Companies are Wholly Owned Subsidiary Companies of the Transferee Company, there shall be no shares issued or allotted in lieu of the shares held by the Transferee Company in the Transferor Companies and that the paid up share capital of the Transferor Companies shall stand cancelled and extinguished. Consequently due to nil consideration, there shall not be any stamp duty payable.</p> <p>As per Article 20(d) of the Stamp Act, the Stamp duty on Amalgamation is 2% on the market value of the property and as per the explanation the market value of the Property shall be deemed to the amount of total value of the shares issued or allotted by the transferee company.</p>
<p><b>PARA 5 (D) – PAGE 30 TO 32</b> – Transferor 5 is not an immediate WOS(Wholly owned subsidiary) but a step down WOS of the Transferee and hence the immediate WOS of the Transferee should also be a party to the Scheme as the assets (investments) of the immediate WOS will get cancelled as a part of the Scheme without it being a party to the Scheme.</p> <p>Further all the investments of the immediate WOS is charged with the yes bank and hence the consent of yes bank is required for the Scheme.</p>	<p><b>PARA 8 (A) TO (D) – PAGE 10 TO 12</b> – The financial statements of all the subsidiaries of the Transferee Company are consolidated with the financial statements of the Transferee Company as required under the provisions of the Companies Act. Therefore, all the assets of the immediate WOS (i.e. Auronext Pharma Private Limited) including the investments held by it in the Transferor 5 are ultimately the assets owned and belonging to the Transferee Company only. Hence there is no relinquishment of any asset by the immediate WOS by virtue of the amalgamation.</p>

	<p>The immediate WOS of the Transferee Company is well informed and fully aware of the present Scheme and had already given its approval/ no objection to the Scheme by way of an affidavit dated 18<sup>th</sup> day of July, 2019, along with a copy of the Board Resolution specifically declaring that it has read, understood and duly considered the Scheme and it does not have any objection to the Scheme and for the dispensation of the shareholders meeting.</p> <p>The Company is not required to obtain the no objection of the yes bank as the investments pertaining to the shares of the Step down WOS is not pledged or encumbered or charged with the yes bank.</p>
<p><b>PARA 5 (E) – PAGE 33</b> – Schedules of immovable properties of all the Companies are not attached to the Scheme.</p>	<p><b>PARA 9 – PAGE 12 &amp; 13</b> – It is averred that since the Transferor Company 2, 3, 5 &amp; 6, did not have any immovable properties, the Schedules are not attached.</p>
<p><b>PARA 5 (G) – PAGE 6 &amp; 7-</b> Requesting the Tribunal to direct the Transferor 1 to 6 and Transferee Company to submit an undertaking to the effect that there would be no retrenchment of any employee of Transferor Company No.1 to 6 who were in service as on Appointed Date.</p>	<p><b>PARA 11 (A) &amp; (B) – PAGE 13 &amp; 14 –</b> Transferor 1 to 5 hereby agree and state and undertake that there would not be any retrenchment of any employee of the Transferor Companies 1-5, who were in services as on the appointed dated i.e as on 01.04.2019. Transferor 6 is removed from the Scheme.</p>
<p><b>PARA 5 (H) – PAGE 33 &amp; 34 –</b> Requesting the Tribunal to direct the Transferee Company to furnish details if any such other subsidiaries / step down subsidiaries exist but not covered under the present scheme for amalgamation with it, but meeting the criteria/rationale disclosed under clause 1.2 of the scheme.</p>	<p><b>PARA 12 (A) &amp; (B) – PAGE 14 &amp; 15</b> It is averred that Transferee Company has 76 subsidiaries in India and abroad and most of them have the similar business activities as that of the Transferee Company but in view of the Board of the Directors of the Company, all of them need not be amalgamated / merged with the Transferee Company. Moreover, Auronext Pharma Limited is engaged solely into the business of injectibles formulations which in view of the Board of Directors need not be merged with the Transferee Company.</p>

**OL FURTHER REPORT VIDE OLR NO.23/2020 DATED 15.10.2020 AND  
AFFIDAVIT IN REPLY DATED 27.11.2020**

<b>OBSERVATIONS - OL FURTHER REPORT 15.10.2020</b>	<b>REPLY AFFIDAVIT 27.11.2020</b>
<p><b>PARA 3 (A) TO (D) – PAGE 4 TO 6 –</b> Regarding the IA NO. 834/2020, which seeks the removal of the Transferor Company no.6 totally from the scheme of Amalgamation between 6 transferor Companies and 1 transferee company. Since the Transferee Company is a listed Company whose shareholders have previously approved the Scheme with 7 Companies and now Board has changed it to scheme with 6 Companies.</p> <p>Thus the Tribunal may pleased to direct convening of fresh meeting of shareholders to consider the modifications which is proposed in the IA no.834/2020.</p> <p>Further, the Board don't have power under clause 29 of the Scheme to amend the Scheme and hence the denovo process is to be followed for amendment.</p>	<p><b>PARA 4 (A) TO (I) – PAGE 4 TO 6 –</b> It is averred that the Board is absolutely authorized to modify the Scheme in terms of clause 29.1 (can make any amendment or modification to the Scheme) and 32.2 (can remove any part of the Scheme) of the original Scheme as the Scheme is already approved by the Shareholders in TOTO. Part II deals with merger of Transferor 1 to 5 and Part III deals with merger of Transferor 6 with the Transferee. Part III is removed in its entirety.</p> <p>Generally, as a matter of abundant precaution, when the Scheme is drawn, a modification clause as also a clause providing for severance of a Part of the Scheme from the rest of the Scheme will be inserted / included in the Scheme in order to deal such unforeseen exigencies. Accordingly, the Boards of the respective companies while exercising their commercial wisdom have provided two vital clauses in the Scheme viz., Clause 29.1 which deals with modification and clause 32.2 which deals with the severance of the parts of the Scheme with the rest of the Scheme. Therefore, it is submitted that there is absolutely no requirement of obtaining the consent or approval to the Modified Scheme. It is precisely for the reason of obliterating the necessity of going back to the Shareholders and / the Creditors for modification or alterations, that such clauses are embedded in the schemes.</p> <p>Therefore, it is submitted that Board of Directors of the petitioner companies are well within the powers to modify and amend the Original scheme of amalgamation, which is duly considered and approved by the shareholders of the petitioner companies and in the said modification does not require any further approval from the shareholders/creditors.</p>
<p><b>PARA 3 (E) – PAGE 6 –</b> The only ground on which the proposed modification of the</p>	<p><b>PARA 5 – PAGE 6 TO 7 –</b> It is submitted that the net worth of the Transferor Company 6 was never taken as a ground for</p>

<p>Scheme for removal of the transferor Company no.6 is brought out was based on the ground submitted vide para 4(1) read with para 4(q) i.e the modification of Scheme is Net worth 89.72 Crores, but the net worth has reduced from 103.99 Crores.</p> <p>The details if the turnaround plan and overall restructuring plan as mentioned in para 4(1) of IA 834/2020 were not furnished.</p>	<p>modification of the Scheme. In fact the Net Worth of the Transferor Company 6 was mentioned in the Interlocutory Application i.e 834/2020 in order to put forth before this Hon'ble Tribunal the fact that the Transferor Company 6 is fully capable of surviving independently on its own even if it is not amalgamated with the Transferee Company.</p>
<p><b>PARA 3 (F) – PAGE 7 –</b> Tribunal may be pleased direct the petitioner companies to submit a tabular statement detailing the amendments pre and post modification.</p>	<p><b>PARA 6 – PAGE 7 –</b> It is averred that the entire PART III of the Original Scheme and other specific provisions of the Original Scheme relating to or dealing with the Transferor Company 6 i.e. APL Healthcare Limited, have been removed and all other provisions of the Original Scheme of remains intact.</p>
<p><b>PARA 3 (G) &amp; (H) – PAGE 7 –</b> Tribunal may please to direct the petitioner Companies to furnish the reasons for service of notice on RBI and TSIIC and to direct notice in the IA 834/2020 to CBI and ED as well.</p>	<p><b>PARA 8 TO 11 – PAGE 7 TO 8 –</b> It is averred that the ED &amp; CBI proceedings are pending against the Transferor Company 6 and the Transferee Company and since the Transferor Company 6 is removed from the Scheme, all the aforesaid proceedings will be continued against it and the Transferee Company will anyways remain existing after the Scheme.</p> <p>Further transferee company by way of its affidavit again agrees and undertakes that any pending suit, appeal or other proceedings of whatever nature shall be continued, prosecuted and enforced by or against the transferee company upon approval of the modified scheme of Amalgamation.</p>

**OL VIDE OLR NO.05/2021 DATED 02.02.2021 FILED HIS FINAL REPORT**

- In the final report filed by the OL dated, 02.02.2021, it was categorically stated by the Official Liquidator as was submitted during arguments in the final hearing that in view of the reply made by the Petitioner Companies and in view of the removal of the Transferor Company 6 from the Scheme, the office of the OL is satisfied with the compliance of the observations and that no objection is pressed and that the Hon'ble Tribunal may be pleased to pass such orders as may be deemed by the Hon'ble Tribunal on merits.
- It is averred that the replies are satisfactory and the Tribunal may be pleased to take this report into consideration and pass such orders as deemed fit and proper in the circumstances of the case.

## **8. CONSIDERATION:**

The entire issued, subscribed and paid-up share capital (i.e. both equity and preference shares) of the Transferor Companies (i.e. Transferor Company 1 to 5) is held directly or indirectly by the Transferee Company and its nominees. Upon approval of this Scheme by the Tribunal, no shares of the Transferee Company shall be issued or allotted in lieu of its holding in the Transferor Companies and the Paid up share capital of the Transferor Companies shall stand cancelled and extinguished. Consequently due to nil consideration there shall be no stamp duty payable.

## **9. VALUATION & FAIRNESS CERTIFICATE**

Since all the Transferor Companies are direct/ indirect wholly owned subsidiaries of the Transferee Company, there is no consideration, either in the form of cash or by way of issue of shares, involved pursuant to the Scheme and accordingly no shares will be issued by the Transferee Company pursuant to the Scheme to any person or entity. Therefore, the requirement of obtaining the valuation report from a registered valuer and consequently, the requirement of obtaining a fairness certificate on the Valuation Report from a Merchant Banker, does not arise.

## **10. ACCOUNTING TREATMENT**

Upon approval of this Scheme by the Tribunal, with effect from the Appointed Date, since the transaction involves entities which are ultimately controlled by the same parties before and after the transaction, for the purpose of accounting and dealing with the value of assets and liabilities of the Amalgamating Companies, the Amalgamated Company shall account for the amalgamation in accordance with 'Pooling of Interest Method' laid down in Appendix C 'Business Combinations of entities under common control' of Ind AS - 103 'Business Combinations' notified under the provisions of the 2013 Act, read along with relevant rules framed thereunder and other applicable accounting standards.

Further stated that Accounting Treatment proposed in the aforesaid Scheme of Amalgamation is in compliance with all the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rules made thereunder and other generally acceptable accounting principles in India, as applicable. The Counsel for the Applicant Companies, has also filed the copies of Accounting Treatment Certificates given by the Chartered Accountant Mr.G. Pavan Kumar & Associates dated 09.07.2019, which is enclosed at page no's 605-653 of Volume III.

## **11. DECLARATION BY THE PETITIONER COMPANIES**

- a) No petition under Section 241 or 242 of the Companies Act, 2013, has been filed against any of the Petitioner Companies and there has been no material change in the affairs of any of the Petitioner Companies, except for what was done in the normal course of business.
- b) There are no proceedings pending under Section 210 to 227 of Companies Act, 2013, against any of the Petitioner Companies.
- c) The Scheme of Amalgamation of APL Research Centre Limited (Amalgamating Company 1 or Transferor Company 1) and Aurozymes

Limited (Amalgamating Company 2 or Transferor Company 2) and Curepro Parenterals Limited (Amalgamating Company 3 or Transferor Company 3) and Hyacinths Pharma Private Limited (Amalgamating Company 4 or Transferor Company 4) and Silicon Life Sciences Private Limited (Amalgamating Company 5 or Transferor Company 5) with Aurobindo Pharma Limited (Amalgamated Company or Transferee Company) and their respective Shareholders and Creditors will not have an adverse effect on any of the shareholders or creditors or other stakeholders of the Petitioner Companies in any manner whatsoever.

- d) The Learned Counsel for the Petitioner Companies therefore urged this Tribunal to approve the Scheme of Amalgamation.

## **12. OBSERVATION**

We have heard the Learned Counsel appearing for the Petitioner Companies and perused the material papers on record. We have also perused the IA No.834/2020 which has been filed for amending/modifying the Scheme by removing the Transferor Company 6 from the scheme. The Modified Scheme of Amalgamation appears to be fair and reasonable and is not contrary to public policy and is not violating any of the provisions of law. As regards to the observations pointed out by the Regional Director in its final report dated 16.02.2021 is to be complied by the petitioner companies.

Further the Scheme is between the Petitioner Companies and their shareholders and accordingly, it is submitted that the Modified Scheme does not adversely affect the rights of the creditors. The Scheme does not contemplate any compromise or arrangement with any secured and unsecured creditors and the Scheme also does not provide for any variation in the amounts owed or payable to the secured and unsecured creditors nor does the Scheme create any variation in the rights of the secured and unsecured creditors. Therefore, the Scheme does not adversely affect the rights of any creditors.

The proposed Scheme is in the interests of the Transferor Companies, the Transferee Company and their respective shareholders, employees, creditors and all persons concerned.

## **13. ORDER**

After hearing the Counsel for the Petitioner Companies and after considering the material on record, this Tribunal passed the following order:

1. While Approving the Modified Scheme, we made it clear that this order should not be construed as an order in anyway granting exemption from payment of Stamp Duty, taxes or any other charges, if any, payable in accordance with law or in respect of any permission/compliance with any other requirement which may be specially required under any law.
2. The Appointed Date is fixed as 01.04.2019.
3. The Modified Scheme of Amalgamation of the petitioner companies, is sanctioned and confirmed so as to be binding on all the members, creditors, employees, concerned statutory and regulatory authorities and all other stakeholders of the Petitioner Companies.
4. Directed the Petitioner Companies to preserve its books of accounts and papers and records and shall not be disposed of without the prior

permission of the Central Government in terms of provisions of Section 239 of the Companies Act, 2013.

5. Directed the Petitioner Companies to ensure statutory compliance of all applicable laws and also on sanctioning of the present Scheme the Petitioner Companies shall not be absolved for any of its statutory liability in any manner.
6. Directed the Petitioner Companies involved in the Scheme to comply with Rule 17 (2) of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2013. The Petitioner Companies within 30 days after the date of receipt of certified copy of the order, shall cause certified copy to be delivered in Form INC-28 to the Registrar of Companies concerned for registration and on such certified copy being delivered, Registrar of Companies concerned shall take all necessary consequential action in respect of the Petitioner Companies.
7. The tax implications, if any, arising out of the scheme is subject to final decision of Concerned Tax Authorities and the decision of the Concerned Tax Authorities shall be binding on the Transferee Company.
8. The sanction of the Scheme by this Tribunal shall not forbid the revenue authority from taking appropriate recourse for recovering the existing and previous tax liabilities of the Transferor and Transferee Companies.
9. Directed to Petitioner Companies to comply with the observations pointed by the Regional Director in its report.
10. The Transferor Companies shall be dissolved without going through the process of winding up.
11. The Petitioner Companies shall until the completion of the Scheme of Amalgamation, file a statement in such form and within such time as prescribed with the Registrar every year duly certified by a Chartered Accountant or a Cost Accountant or a Company Secretary to the effect that the Scheme of Amalgamation is being complied with in accordance with the orders of the Tribunal as required under Section 232 (7) of the Companies Act, 2013.
12. Any person shall be at the liberty to apply to the Tribunal in the above matter for any directions that may be necessary.
13. Accordingly, the CP (CAA) No.51/ 230/ HDB/ 2020 connected with IA No.834 of 2020 is hereby allowed and disposed of.

**Veera Brahma Rao Arekapudi**  
**Member Technical**

**Bhaskara Pantula Mohan**  
**Member Judicial**

Pavani

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

**C.P. (CAA) NO. 34/ 230/HDB/2023  
Connected With  
C.A. (CAA) NO.47/230/HDB /2023  
U/s. 230 to 232 read with other applicable  
Provisions of the Companies Act, 2013**

**IN THE MATTER OF SCHEME OF AMALGAMATION  
BETWEEN**

**M/s. Aurobindo Pharma Limited  
(‘Transferee Company’)**

**FREE OF COST COPY**

**AND**

**M/s. Mviyes Pharama Ventures Private Limited  
(‘Transferor Company-I’)**

**AND**

**M/s. Auronext Pharma Private Limited  
(‘Transferor Company-II’)**

**AND**

**Their Respective Shareholders & Creditors**



M/s. Aurobindo Pharma Limited,  
Registered office at  
Plot No.2, Maithrivihar, Behind Maithri Vanam,  
Ammerpet, Hyderabad – 500 038, Telangana.  
Corporate Office at Galaxy, Floor No. 22-24,  
Plot No. 1, Sy. No. 83/1, Hyderabad knowledge city,  
Raidurg Panmaktha, Hyderabad – 500 032, Telangana.  
Authorised Representative Mr. Santhanam Subramanian.

.... Petitioner/Transferor Company

**AND**

M/s. Mviyes Pharma Ventures Private Limited,  
Registered office at Galaxy, Floor No. 22-24,  
Plot No. 1, Sy. No. 83/1, Hyderabad knowledge city,  
Raidurg Panmaktha, Hyderabad – 500 032, Telangana.  
Authorised Representative Mr. Santhanam Subramanian  
**... Petitioner / Transferor Company-I**

M/s. Auronext Pharma Private Limited,  
Registered office at Galaxy, Floor No. 22-24,  
Plot No. 1, Sy. No. 83/1, Hyderabad knowledge city,  
Raidurg Panmaktha, Hyderabad – 500 032, Telangana.  
Authorised Representative Mr. Santhanam Subramanian

**... Petitioner / Transferor Company-II**

**Date of Order: 29.04.2024**

**Coram:**

Dr. Venkata Ramakrishna Badarinath Nandula, Hon'ble Member (Judicial)  
Charan Singh, Hon'ble Member (Technical)

**Parties/counsels present:**

For the Petitioners: Y. Suryanarayana, R. Ramkrishna (Advocates).

For the Respondents: Mr.Sahu, Joint Director, RD.  
Smt. Kusum Yadav, Assistant Director for RD.  
Mr.D.Vasantrao Meshram, O.L  
Mr. Yashwanth, AOL from OL.



PER-BENCH

1. This is a joint Petition filed by the Petitioner Companies under Section 230-232 of the Companies Act, 2013 read with Rule of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 by inter-alia praying for sanction of the Scheme of Amalgamation of the Petitioner Companies so as to be binding on all the members, creditors and employees and all concerned.

2. Brief averments in the Petitioner Companies are:

3. The averments made in the Petition are briefly described as under:

(A) The Transferor Company I, M/s. **Mviyes Pharma Ventures Private Limited**, was incorporated in the state of Telangana, under the provisions of the Companies Act, 2013 on March 30, 2017 vide Corporate Identification Number: (CIN): U749999TG2017PTC116265 issued by the Registrar of Companies, Telangana. The Registered Office of the Transferor Company is same as mentioned in the cause title.

(B) The Transferor Company is engaged inter alia, in the business of manufacturing, buying, selling, importing, exporting, distribute, store, maintain, supply and generally deal in all classes and kinds of drugs, chemicals, pharmaceuticals, pesticides, dyestuffs and other intermediaries. A copy of the certificate of Incorporation and Memorandum and Articles of Association of the First



Petitioner/Transferor Company I is annexed as **Annexure-I** to the Petition.

(C) The authorized, issued, subscribed and paid-up share capital of the Transferor Company I as on 31<sup>st</sup> March, 2023 is as follows:

Share Capital	Amount in Rs.
<b>Authorised Capital</b>	
15,02,49,382 Equity shares of INR 10 each	1,50,24,93,820
<b>Total</b>	<b>1,50,24,93,820</b>
<b>Issued Subscribed and Paid up</b>	
15,02,49,382 Equity shares of INR 10 each	1,50,24,93,820
<b>Total</b>	<b>1,50,24,93,820</b>

Subsequent to 31.03.2023 and till the date of approving of the resolution for the Scheme of amalgamation by the Board of Directors of the Transferor Company I, there has been no change in the Capital Structure of the Transferor Company I.

A copy of the audited financial statements as at 31<sup>st</sup> March, 2023 of the Transferor Company is annexed as **Annexure-2** to the Petition.

(D) The Transferor Company II i.e M/s. **Auronext Pharma Private Limited** was incorporated under the Companies Act, 1956 on July, 02, 2009 in the state of Telangana, vide Certificate of Incorporation No U749999TG2009PTC109591 issued by the Registrar of Companies, Telangana. The registered office of the Transferor Company II is same as mentioned in the cause title.

(E) The Transferor Company-II is engaged in the business as manufacturers, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers,

indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consigners, jobbers, brokers, concessionaries and to provide storage facilities to others on rental basis or otherwise deal in all type of medical related chemicals and essential oils & herbs. A copy of the certificate of Incorporation and Memorandum and Articles of Association of the First Petitioner/Transferor Company I is annexed as **Annexure-3** to the Petition.

(F) The authorized, issued, subscribed and paid-up share capital of the Transferor Company-II as on 31<sup>st</sup> March, 2023 is as under:

Share Capital	Amount in Rs.
12,50,00,000 Equity shares of INR 10 each	1,25,00,00,000
13,00,00,000 Preference Shares of INR 100 each	1,30,00,00,000
<b>Total</b>	<b>2,55,00,00,000</b>
Issued, Subscribed and Paid-up	
12,49,84,028 Equity shares of INR 10 each	1,24,98,40,280
<b>Total</b>	<b>1,24,98,40,280</b>



Subsequent to 31.03.2023 and till the date of approving of the resolution for the Scheme of amalgamation by the Board of Directors of the

Transferor Company II, there has been no change in the Capital Structure of the Transferor Company II.

A copy of the audited financial statements as at 31<sup>st</sup> March, 2022 and provisional financial statements as at 31<sup>st</sup> March, 2023 of the Transferor Company II is annexed as **Annexure 4** to the Petition.

- (G) The Transferee Company **M/s. Aurobindo Pharma Limited** was incorporated as Aurobindo Pharma Private Limited pursuant to the provisions of the Companies Act, 1956 on 26.12.1986 with CIN 469 of 1986 issued by the Registrar of Companies, Pondicherry. Subsequently, the Company converted itself into a Public Limited Company by following the due provisions laid down under the Companies Act, 1956 and consequently, the word “private” was struck off from the name of the Company on 30.04.1992 by the ROC, Pondicherry. Subsequently, the Company shifted its registered office from Union Territory of Pondicherry to the State of Andhra Pradesh by following due provisions laid down under the provisions of the Companies Act, 1956 (now state of Telangana) vide order dated 04.12.1992 passed by Hon’ble CLB Southern Region Bench Madras. After obtaining the Certificate of Registration of Order of CLB confirming the transfer of the Registered Office from one state to another from the Registrar of Companies, Andhra Pradesh on 30.12.1992. The present Certificate of Incorporation No is L24239TG1986PLC015190. The registered office of the Transferee Company is same as mentioned in the cause title.



(H) The Transferee Company is engaged in the business as manufacture, prepare, import, export, buy, sell, supply, distribute, store, stock, warehouse, maintain and otherwise handle, deal in and carry on the business in all kinds and varieties of pharmaceutical products, bulk drugs, bulk drugs, intermediates, patent and non-patent medicines, common medicinal preparations, drugs, mixtures, pills, powders, controlled substances, elixirs, drops, tonics, other liquid drugs and medicines, formulations, capsules, tablets, medicated ointments, pharmaceuticals, chemical, medical and medical products, preparations and materials, sterilized injections, vaccines, immunogens, phylacogens, disinfectants and chemicals and to do the research and developmental activities to develop drugs. A copy of the certificate of Incorporation and Memorandum and Articles of Association of the Transferee Company is annexed as Annexure-5 to the Petition.

(I) The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on 31<sup>st</sup> March, 2023 is as under:

Share Capital	Amount in Rs.
<b>Authorized Capital</b>	
1,79,05,00,000 Equity shares of INR 1 each	1,79,05,00,000
82,10,00,000 preference shares of INR 100 each	82,10,00,000
<b>Total</b>	<b>2,61,15,00,000</b>
<b>Issued, Subscribed and Paid -up</b>	
58,59,38,609 equity shares of INR 1 each	58,59,38,609

<b>Total</b>	<b>58,59,38,609</b>
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Both the Transferor Companies are wholly owned subsidiaries of the Transferee Company.

Subsequent to 31.03.2023 and till the date of approving of the resolution for the Scheme of amalgamation by the Board of Directors of the Transferee Company, there has been no change in the Capital Structure of the Transferee Company.

A copy of the audited financial statements as at 31<sup>st</sup> March, 2022 and provisional financial statements as at 31<sup>st</sup> March, 2023 of the Transferor Company II is annexed as **Annexure 6** to the Petition.

4. The Board of Directors of the Petitioner Companies at their respective meetings held on 01.04.2023 approved the Scheme of Amalgamation between M/s. Mviyes Pharma Ventures Private Limited ('Transferor Company I') and M/s. Auronext Pharma Private Limited ('Transferor Company II') and M/s. Aurobindo Pharma Limited ('Transferee Company') and their respective Shareholders and Creditors. The Scheme of Amalgamation is annexed as **Annexure – 7** to the Petition. The certified true copy of the Board Resolutions passed by the Board of Directors of the Petitioner Companies are annexed as **Annexure 11-13** to the Petition.

5. The said scheme of Amalgamation between Transferee Company and Transferor Companies and their respective Shareholders and Creditors, was approved by the Board of Directors of the Petitioner Companies with the following objectives:

- i. Reduction of administrative responsibilities, multiplicity of records and statutory, legal and regulatory compliance.
- ii. Cost savings through legal entity rationalization.
- iii. The merger of Transferor Company I and Transferor Company II into the Transferee Company will result in operational synergies resulting in cost optimization.
- iv. The merger would result in consolidation of Networth of the Transferor Companies with the Transferee Company thereby resulting in an increased Networth of the combined entity.

The Scheme is in the interest of the shareholders, creditors and all other stakeholders of the companies and is not prejudicial to the interests of concerned shareholders, creditors or the public at large.

#### 6. CONSIDERATION:

Transferor Companies are wholly owned subsidiaries of Transferee Company. Hence, upon the Scheme becoming effective and amalgamation of Transferor Companies with Transferee Company in terms of Part II & III of this Scheme, all the equity shares issued by Transferor Companies and held by Transferee Company and/or its nominees shall stand cancelled and extinguished and in lieu thereof, no allotment of any shares in Transferee Company shall be made to any person whatsoever.

#### 7. COMPLIANCE OF ACCOUNTING STANDARDS

The accounting treatment proposed at clause 13 and clause 22 of Scheme of Amalgamation between M/s. Mviyes Pharma Ventures Private Limited

(Transferor Company I), Auronext Pharma Private Limited (Transferor Company II) and M/s. Aurobindo Pharma Limited (Transferee Company) and their respective Shareholders and Creditors, is in conformity with the accounting standards as prescribed under the provisions of Section 133 of the Companies Act, 2013.

(‘A certificate issued by the Chartered Accountant confirming the Accounting Treatment proposed in the Scheme, is annexed hereto and marked as ‘Annexure- 8 to 10’).

**8. DECLARATION BY THE PETITIONER COMPANIES:**

- a) No petition under Section 241 or 242 read with Section 66 of the Companies Act, 2013 has been filed against any of the Petitioner Companies and there has been no material change in the affairs of any of the Petitioner Companies, except for what was done in the normal course of the business.
- b) There are no proceedings pending under Section 210 to 227 of Companies Act, 2013 against any of the Petitioner Companies.
- c) The Scheme of Amalgamation between M/s. Mviyes Pharma Ventures Private Limited (Transferor Company I), M/s. Auronext Pharma Private Limited (Transferor Company II) and M/s Aurobindo Pharma Limited (Transferee Company) and their respective Shareholders and Creditors does not have an adverse effect on any of the shareholders or creditors or other stakeholders of the Petitioner Companies in any manner whatsoever.



9. It is submitted that the Petitioner Companies had filed a Joint Company Petition bearing CA (CAA) No. 47/230/HDB/2023, under section 230 to 232 of the Companies Act, 2013, wherein this Tribunal vide its Order dated 18.07.2023, dispensed with the requirement of convening the meeting of the Equity Shareholders and trade creditors of the Transferor Companies and dispensed with the requirement of convening the meeting of the Equity Shareholders, trade creditors, secured creditors and unsecured creditors of the Transferee Company. A copy of the order dated 18.07.2023, passed by this Hon'ble Tribunal is annexed to the petition as "Annexure 15".
10. It is submitted that this Tribunal vide order dated 09.08.2023 ordered notices to all the statutory authorities as per Rule 16 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. Subsequently notices were issued on all the statutory Authorities. It is further submitted that the Petitioner Companies as per the order of this Tribunal, publication had been carried out in the Economic Times (English) and Eenadu (Telugu) Newspapers on 19.08.2023 and filed the Compliance Memo with this Tribunal on 25.09.2023.

**11. REGIONAL DIRECTOR, SOUTHEAST REGION REPORT:**

The Regional Director vide his report dated 13.12.2023 has made certain observations. The Petitioner Companies have filed affidavit dated 29.12.2023, in response to the observations made by the Regional Director, Southeast Region, Ministry of Corporate Affairs, Hyderabad.

Observation of Regional Director	Reply filed by the Petitioner Companies by way of an Affidavit
<p><b>Para 3 (b)</b></p> <p>Clause 26 of the scheme provides for an automatic increase in Authorized Capital of the Transferee Company with that of the Transferor Companies. The Transferee Company shall pay the differential fee and stamp duty payable on the said increase in Authorised capital after deducting such fees and duties paid but the transferor Companies before the merger.</p>	<p>The Transferee Company submits that it shall pay the differential fee, if any and stamp duty on its increased authorized share capital after setting off the fee and duties already paid by the Transferor Company on its respective capital. The Petitioner Companies submit that they shall comply with the provisions of the Companies Act, 2013 to that extent.</p>
<p><b>Para 3(C)</b></p> <p>It is averred that Ministry's vide letter no:03/120/2011-C1-11(SER) dated 19.02.2021 ordered enquiry under Section/206(4) of the Companies Act, against Transferee Company. Based on the said order inquiry has carried out the inquiry and submitted the</p>	<p>Transferee Company vide Affidavit undertakes that the Company and the officers in default will make good the offences observed if any, and comply with the provisions of the Companies Act, 2013.</p>

report to the Directorate vide dated 30.05.2022. In this connection Directorate has instructed this office to initiate the action for the violations reported under Part B, Part C, and Part D of the report and further instructions are awaited with respect to Part A from the ministry. Thus, an under taking to that effect that officers in default will make good the offences observed if any and comply with the provisions of the Companies Act, 2013.

**Para 3(d)**

It is averred that CBI has filed a charge sheet in FIR No. RC 19(A) 2011 dated 17.08.2011 in which the transferee company has been names as accused.

Further it is averred that the Enforcement Directorate (ED) and the Security Exchange Board of India (SEBI) has also filed cases against the transferee company. The scheme of amalgamation has not been informed to the above said authorities and

It is submitted that the present status of the cases before the Hon'ble Special Judge for CBI and ED are that all the accused filed for disposal of cases and the same are pending for adjudication. Coming to the case before SEBI, it is submitted that the case is pending against the promoters of the Company and no case is pending before SEBI against the Transferee Company.

sought their approval. Hence, the transferee company may be directed to inform to the said Regulatory Authorities and furnish proof of the same before this Tribunal.

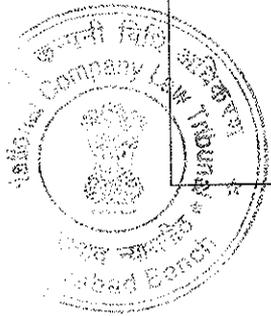
The Transferee Company vide affidavit agrees and undertakes before this Tribunal that any pending suit, appeal or other proceedings of whatever nature by or against any of the Transferor Company shall be continued, prosecuted and enforced by or against the Transferee Company upon approval of the Scheme. Further no CBI & ED proceedings have been initiated or are pending against the Transferor Companies involved in the Scheme and since the Amalgamated Company is the Transferee Company the proceedings initiated by CBI & ED against the Transferee Company is the Transferee Company the proceedings initiated by CBI & ED against the Transferee Company shall not abate and the sanction of the instant scheme shall not have any direct or indirect or any likely impact on the outcome of the said proceedings.



**Para 3(e)**

It is averred that the companies are engaged in manufacturing of Pharmaceuticals, etc., hence prior approval from the Department of Pharmaceutical under the Ministry of Chemical and Fertilizer may be sought.

It is submitted that the approval from the regulatory authority is required only for carrying on the business of Manufacturing Pharmaceutical Products, setting up of the Pharma Facility, approval of the Pharma Plant and for registration of the Pharmaceutical Products and not for the amalgamation of the Companies with their 100% Holding Company which is also engaged in the same business. The Petitioner Companies once again reiterate that no prior approval/permission of Ministry of Chemicals and Fertilizers and any other Regulatory Authority is required by any of the Petitioner Companies in relation to the Scheme of Amalgamation.

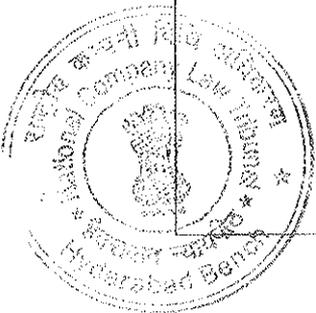


**Para 3(f)**

Hon'ble Tribunal may direct the petitioner companies to submit an affidavit whether companies has got any form of government agencies in subsidies rate or under any scheme.

It is averred that as per the State Government Industrial Development Policy, power subsidy has been given to the Transferee Company to the extent of fixed power cost reimbursement @ Re.1.00 per unit for 5 years from the date of commencement of commercial production. Under this policy, the company has to pay the power bill to the government at full tariff amount. Reimbursement of subsidy amount will be paid by the government separately. During last 3 years, the company has not received any subsidy from the state government.

Further, Transferor 1 and Transferor 2 Companies have not availed any subsidies from any government agencies.



**Para 3(g)**

Since the Transferee Company is a listed Company and hence an affidavit on compliance worth SEBI Regulation and approvals/intimation relating to stock exchanges may be called for.

It is averred that since the present scheme is solely provides for Amalgamation of wholly owned subsidiaries with its parent Company, no formal approval is required from the Stock Exchanges or Securities and Exchange Board of India Regulations, 2015.

In terms of SEBI Regulations, the present Scheme of Amalgamation is only required to be filled with BSE and NSE for the purpose of disclosure and dissemination on its website. In compliance with the said regulations, the Transferee Company has already filed the Scheme with the Stock Exchange on 01.04.2023.

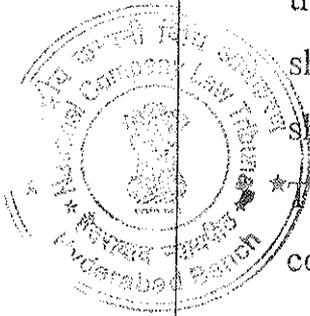
**Para 3(h-j)**

Hon'ble Tribunal may please to direct the Petitioner Company to preserve the books, comply with statutory laws, file Inc-28 with the Registrar of Companies.

The Petitioner Companies vide this affidavit undertakes to comply with all the Applicable provisions and rules under the Companies Act, 2013.

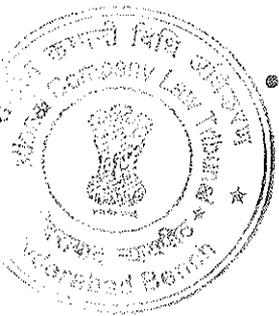
<p><b>Para 4</b></p> <p>Hon'ble Tribunal may direct the petitioner companies to comply with the observations pointed out by Official Liquidator.</p>	<p>Complied</p>
<p><b>Para 5</b></p> <p>With reference to this Directorate's letter dated 22.08.2023, issued to The Addl. Commissioner of Income Tax, Hyderabad, till date no reply/comments in the matter has been submitted to this Directorate. Hon'ble Tribunal may be pleased to direct the Petitioner Companies to furnish an undertaking that, if any demand arises from the Income Tax Department with respect to Transferor Companies and Transferee Company, Transferee Company is ready to pay the said dues as per rules.</p>	<p>It is submitted that the Transferee Company undertakes vide affidavit dated 04.12.2023 that all necessary action and pay dues, if any, to the extent applicable, with respect to any tax demand as per the provisions of the Income Tax Act, 1961.</p>

<p><b>Para 6(a-e)</b></p> <p>Upon examining the contents of the Scheme, Regional Director had made certain observations like</p> <ul style="list-style-type: none"> <li>• Transferee company should comply with SEBI(LODR) Regulations, 2015.</li> <li>• Upon Scheme becoming effective, all the equity shareholders issued by the transferor Company 1 and transferor Company 2 held by transferee company or its nominees shall stand cancelled and extinguished and in lieu thereof, no allotment of any share in transferee company shall be made.</li> </ul> <p>The amalgamation of petitioner companies shall be accounted as per "Pooling Interest Method".</p>	<p>Petitioner Companies under take to comply all the observations made by the Regional Director vide affidavit dated 04.12.2023.</p>



<ul style="list-style-type: none"><li>• The value of investments in the shares of transferor company 1 as held by transferee company shall stand cancelled.</li><li>• Transferee Company shall furnish an undertaking with regard to the compliance of the provisions of Section 188 of the Companies Act, 2013.</li></ul>	
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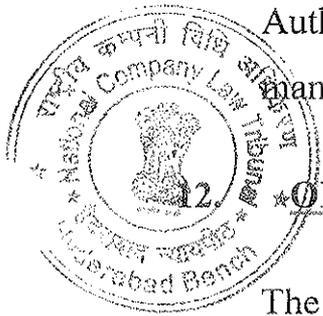
- The Regional Director filed further report dated 19.01.2024 stating that since the Transferee Company is a listed Company and SEBI has filed cases against Transferee Company, hence in view of this SEBI may be called by this Tribunal before considering the Scheme. Further sought direction from the Tribunal before considering the Scheme to clarify whether the approval from Department of Pharmaceuticals and Ministry of Chemicals Fertilizers is required.



- Regional Director vide memo dated 05.02.2024 stated that as per Rule 5(g) of the Companies Rules, 2016, which specifically states that notice to be given to sectoral Regulators or Authorities required under Sub-Section 5 of Section 230 of the Companies Act, 2013 and also the provision of sub-section (5) of Section 230 reiterates that specific notice of the merger to be given to the sectoral regulators and

authorities which are likely to be affected by the Compromise or Arrangement.

- In reply to the memo dated 05.02.2024, petitioner companies has stated that approval/permission of Ministry of Chemicals and Fertilizers and the authorities functioning under the aegis of the said Ministry is required for setting up of the manufacturing plant and as also for manufacturing new drugs and also for necessary R&D activities for product filing and etc., except those activities no permission or approval is required from the Ministry of Chemicals and Fertilizers and the authorities functioning under the said Ministry, for corporate restructuring that may be undertaken by a Company engaged in the business of production of pharmaceutical products. Further stated that no representation from the Ministry is warranted or required as the Companies involved in the instant Scheme of Amalgamation which are engaged in business of manufacturing of pharmaceutical products. Permission is required from the said Authorities only when setting up of manufacturing plant and manufacturing of the new product.'



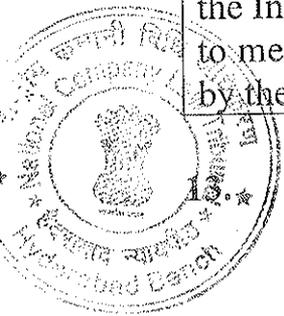
**OFFICIAL LIQUIDATOR'S REPORT:**

The Official Liquidator has filed his report, vide OLR No. 61/2023 dated 03.11.2023 stating certain observations at point no.22 of his report. The observations pointed out has been replied by the petitioner companies vide affidavit's dated 09.01.2024. Petitioner Companies

in their reply to the report stated that some of the observations are on record and statements of facts. Further Official Liquidator vide O.L.R.No.01/2024, dated 08.01.2024 filed the final report which is stated below as remarks.

Observations of OL	Reply by way of Affidavit	Remarks
<p><b>22 (c):</b> That, the Clause 9.1 of Part-II as well as Clause 18.1 of Part-III of the Scheme seeks to protect all staff, workmen and employees on payrolls of the Transferor Company, in service on the Effective Date shall be deemed to have become staff, workmen, and employees of the Transferee Company. Hence, this Hon'ble Tribunal may be pleased to direct the Transferor and Transferee Companies to submit an undertaking to this Hon'ble Tribunal to the effect that there would no retrenchment of any employee who were in service as on the Appointed Date (i.e. 01-04-2023) as well.</p>	<p>Petitioner Companies undertakes that the upon sanction of the Scheme by this Hon'ble Tribunal, the Transferee Company shall not retrench employees (if any) who were in service of the Transferor Company as on Appointed Date i.e. 01<sup>st</sup> April, 2023.</p>	<p>Observation Complied</p>
<p><b>22 (d):</b> As per Note-9 of the Financial statements as at 31.03.2023 of the Transferor Company -II an amount of Rs.532.18 Lakhs has been shown as "Liability towards Corporate Social Responsibility" under the head of "Other Current Liabilities".</p>	<p>The Transferee Company undertaken to spend the balance unspent CSR Amount of Rs.30,74,404/- of the Transferor Company II before end of the current financial year 31.03.2024.</p>	<p>Observation complied.</p>

<p>It is observed that Transferor Company II had unspent CSR amount of Rs.5,32,18,079/- for the financial year 2022-23 and in the year 2023-24 the company had spent the said amount. It is further observed that, Transferor Company II has qualified an amount of Rs.1,08,81,685/- as CSR amount which is required to be spent for the year 2023-24 but only Rs.78,07,281/- has been spent and remaining Rs.30,74,404/- has not spent. Hence, prayed the Tribunal to direct the Transferor Company II and Transferee Company to submit an undertaking to the effect that they shall spend the balance unspent CSR Amount.</p>		
<p>22(i) Transferor Company II is loss making Company getting merged with profit making Transferee Company as per the Audited balance sheets. Hence, the Income tax implications due to merger needs to be complied by the Transferee Company</p>	<p>Petitioner Companies stated that all the income tax implications due to merger will be complied with by the Transferee Company</p>	<p>Observation Complied</p>



### OBSERVATION

We have heard the Learned Counsel appearing for the Petitioner Companies and perused the material papers on record. As regards to the observations pointed out by the Regional Director and compliance

filed by the petitioner company, it appears that Petitioner Companies undertake to comply the necessary observations whenever required. Regional Director vide memo dated 05.02.2024 stated that petitioner companies are required to serve notice to sectoral regulator ( Ministry of Chemicals and Fertilizers ) as part of compliance of the provisions of the Companies Act, 2013. Which has been replied by the petitioner companies stating that approval of the such regulators is required for setting up of the manufacturing plant and as also for manufacturing new drugs and also necessary for R&D activities.

Before we decide on this issue it is proper to place on record Section 230 (5) of Companies Act, 2013 which is as below:

#### Section 230 Sub-Section 5

(5) A notice under sub-section (3) along with all the documents in such form as may be prescribed shall also be sent to the Central Government, the income-tax authorities, the Reserve Bank of India, the Securities and Exchange Board, the Registrar, the respective stock exchanges, the Official Liquidator, the Competition Commission of India established under sub-section (1) of section 7 of the Competition Act, 2002, if necessary, and such other sectoral regulators or authorities which are likely to be affected by the compromise or arrangement and shall require that representations, if any, to be made by them shall be made within a period of thirty days from the date of receipt of such notice, failing which, it shall be presumed that they have no representations to make on the proposals.

On careful perusal of the Section, we find that the words used are “  
...and such other sectoral regulators or authorities which are likely to

be affected by the compromise or arrangement and shall require that representations...". Which clearly speaks that, if compromise affect the sectoral regulators, then their representation is required.

In so far as the case on hand is concerned, since it is simple case of merger, of one wholly owned subsidiary with its holding Company and as observations of the concerned regulators have been complied with, we are of the opinion that no notice is required to the concerned ministry of the petitioner companies. However, we direct the Deputy Registrar of this Tribunal to send a copy of this order through registered speed post with acknowledgment due and also by email to the Secretary of Ministry of Chemical and fertilizer. Ministry of Chemical and fertilizer, is at liberty to approach this Tribunal in the event if they are affected by the present compromise or arrangement.



The Official liquidator had also raised certain observations for which the Petitioner Companies filed its reply by way of Affidavit. After hearing the Counsel for the Petitioner Companies and considering the material on record, we are of the view that scheme is not opposed to public interest and the proposed Scheme is in the interests of the

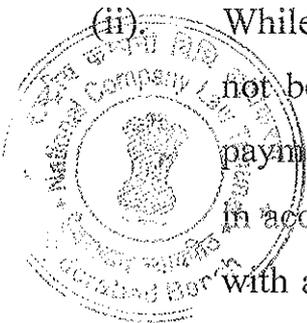
Transferor Companies, the Transferee Company and their respective shareholders, employees, creditors and all persons concerned. Hence the scheme can be approved with Appointed date as 01.04.2023. All the statutory compliances have been made under Section 230 to 232 of the Companies Act, 2013. Hence ordered.

**ORDER**

14. After hearing the Counsel for the Petitioner Companies and after considering the material on record, this Tribunal passed the following order:

(i). The Scheme of Amalgamation is hereby sanctioned with appointed date as 01.04.2023 and shall be binding on all the members, employees, creditors and all other stakeholders of the Petitioner Companies.

(ii). While Approving the Scheme, we made it clear that this order should not be construed as an order in anyway granting exemption from payment of Stamp Duty, taxes or any other charges, if any, payable in accordance with law or in respect of any permission/compliance with any other requirement which may be specially required under any law.



- (iii). The whole of the assets, property, rights and Liabilities of the Transferor Companies shall be transferred without the requirement of any further act or deed to the Petitioner/Transferee Company.
- (iv). We direct the Petitioner companies to comply with all the observations pointed out by the Regional Director.
- (v). We direct the Petitioner companies to comply with all the observations pointed out by the Official Liquidator.
- (vi). We direct the petitioner to send copy of the order to the sectoral regulators for their record and observations if any.
- (vii). We direct the Petitioner Companies to preserve the books of accounts and papers and records and the same shall not be disposed of without the prior permission of the Central Government in terms of provisions of Section 239 of the Companies Act, 2013.
- (viii). We direct the Petitioner Companies to ensure statutory compliance of all applicable laws and also on sanctioning of the present Scheme the Petitioner Companies shall not be absolved for any of their statutory liability in any manner.



All the legal proceedings pending by or against the Transferor Company shall be continued by or against the Transferee Company.

- (x). Though no representation has been received from the Income Tax Authorities despite service of notice by the Petitioner Companies. We

direct the petitioner Companies to comply with the observations if any with the Income Tax Authorities as per law.

- (xi). The Petitioner Companies are directed to strictly comply with the Accounting Treatment Standards prescribed under Section 133 of the Companies Act, 2013.
- (xii). The sanction of the Scheme by this Tribunal shall not forbid the revenue authority from taking appropriate recourse for recovering the existing and previous tax liabilities of the Transferor and Transferee Companies.
- (xiii). We direct the Transferee Company to comply with the provisions of Section 2 (41) of the Companies Act, 2013.
- (xiv). The Transferor Companies shall be dissolved without going through the process of winding up.

(xv). The Petitioner Companies shall until the completion of the Scheme of Amalgamation, file a statement in such form and within such time as prescribed with the Registrar every year duly certified by a Chartered Accountant or a Cost Accountant or a Company Secretary to the effect that the Scheme of Amalgamation is being complied with in accordance with the orders of the Tribunal as required under Section 232 (7) of the Companies Act, 2013.

(xvi). We direct the Petitioner Companies involved in the Scheme to comply with Rule 17 (2) of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2013. The Petitioner Companies within 30 days after the date of receipt of certified copy of the order, shall cause certified copy to be delivered in Form INC-28 to the Registrar of Companies concerned for registration and on such certified copy being delivered, Registrar of Companies concerned shall take all necessary consequential action in respect of the Petitioner Companies.

(xvii). The Petitioner Companies is further directed to take all consequential and statutory steps required in pursuance of the approved Scheme of merger under the provisions of the Companies Act, 2013 and submit necessary compliance and undertaking relating to the objections raised by the Regional Director (SER), MCA, GoI, Hyderabad.



(xviii). Any person shall be at the liberty to apply to the Tribunal in the above matter for any directions that may be necessary.

(xix). Accordingly, the CP (CAA) 34/230/HDB/2023 is hereby allowed and disposed of.

*[Handwritten signature]*  
22-04-2024

Charan Singh  
Member (Technical)

*[Handwritten signature]*  
29.4.24

Dr.Venkata Ramakrishna-Badarinath Nandula  
Member (Judicial)

Pavani  
*[Handwritten signature]*  
01/5/2024  
Deputy Registrar / Assistant Registrar / Court Officer  
National Company Law Tribunal, Hyderabad Bench.

प्रमाणित प्रति  
CERTIFIED TRUE COPY  
केस संख्या  
CASE NUMBER... (C.A.A) No. 34/230/HDB/23  
निर्णय का तिथि  
DATE OF JUDGEMENT... 29/4/24  
प्रति केस नंबर पर तैयार किया गया  
COPY MADE READY ON... 1/5/24

Office of the District Registrar,  
Hyderabad(South) &  
Collector Under Indian Stamp Act, 1899.

Endorsement under Section 32 of Indian Stamp Act, 1899.

File.No. Stamps/Adjudication/3596/2024      Dated:06-05-2024

I hereby certify that this instrument is not chargeable to stamp  
duty under Indian Stamp Act, 1899.

Date: 06-05-2024

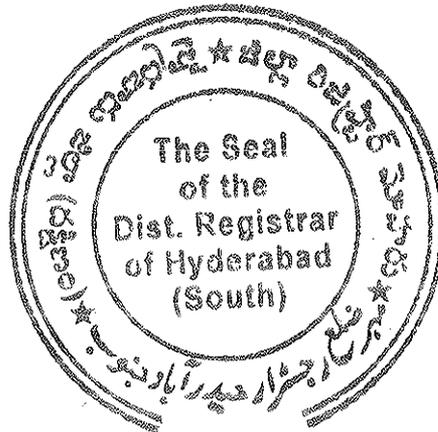
Place: Hyderabad

*Raminder*

District Registrar  
Hyderabad(South)  
& Collector

under Indian Stamp Act-1899

*8*



Sl. No	Names, addresses, occupation Father's / Husband's Name of the subscribers	Name, Signature, Address, occupation and description of witness.
1	<p>Sd/- PENAKA VENKATA RAMA PRASAD REDDY S/o. Sri.P. Ramana Reddy No.34, Natesan Nagar PONDICHERRY</p> <p>INDUSTRIALIST Age: 29 Years</p>	<p>Sd/- V. NAGARAJ S/o. Late C. Venkatachalapathy No.24B, Chinna Subbaraya Pillai Street Pondicherry – 605 001 CHARTERED ACCOUNTANT</p>
2	<p>Sd/- CHILLA JAWAHAR KUMAR S/o Chilla Pichaiah H.No. 6-3-663/18/1A Somajiguda HYDERABAD – 500 082</p> <p>SERVICE Age : 30 Years</p>	

Place: Pondicherry

Date : 22<sup>nd</sup> December, 1986