

HIGH COURT OF JUDICATURE AT HYDERABAD  
FOR THE STATE OF TELANGANA AND THE STATE OF ANDHRA PRADESH  
(Original Jurisdiction)

TUESDAY, THE THIRTEENTH DAY OF DECEMBER  
TWO THOUSAND AND SIXTEEN

:PRESENT:

THE HON'BLE SRI JUSTICE A.RAMALINGESWARA RAO

COMPANY PETITION Nos.336 and 337 of 2016

CONNECTED WITH

COMPANY APPLICATION No. 988 of 2016

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

AND

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

AND

IN THE MATTER OF SCHEME OF AMALGAMATION  
BETWEEN

VIRINCHI LIMITED (FORMERLY KNOWN AS VIRINCHI  
TECHNOLOGIES LIMITED)  
(TRANSFEREE COMPANY)

AND

BRISTLECONE HOSPITALS PRIVATE LIMITED  
(TRANSFEROR COMPANY)

AND

THEIR RESPECTIVE SHARESHOLDERS AND CREDITORS

C.P.No.336 OF 2016

M/s. "Bristlecone Hospitals Private Limited"

a Company incorporated under the provisions of the Companies Act, 1956,  
bearing CIN: U85110TG2009PTC063250 and having its Registered Office  
situated at Plot No. 3-4-136, Barkatpura, Hyderabad -500027, Telangana,  
represented by its Director, Murali Krishna Musunuru Venkata,  
Ph: 040-4599 9999.

..... PETITIONER/TRANSFEROR COMPANY

Application under Sections 391 and 394 of the Companies Act,  
1956 praying that this High Court may be pleased to

1) That the Scheme of Amalgamation between Virinchi Limited (Transferee Company) and Bristlecone Hospitals Private Limited (Transferor Company) and their respective Shareholders and Creditors, a copy of which is annexed hereto as **Annexure E** be sanctioned and confirmed by this Hon'ble High Court at Hyderabad for the State of Telangana and the State of Andhra Pradesh so as to be binding on all the members, employees, creditors of the Petitioner / Transferee Company and on the Petitioner / Transferor Company.

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

3) For an order under section 394 of the Companies Act, 1956, that the Petitioner / Transferor Company do within 30 days after the date of order (s), cause a certified copy of the order (s) to be delivered to the Registrar of Companies at Hyderabad, Telangana and Andhra Pradesh for registration and on such certified copy being delivered or on such date as this Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh may deem fit, the Registrar of Companies at Hyderabad, Telangana and Andhra Pradesh shall take all necessary consequential action in respect of the Petitioner / Transferor Company.

4) That the parties to the Scheme of Amalgamation or any other person interested shall be at liberty to apply to this Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh for any direction that may be necessary with regard to the carrying out the Scheme of Amalgamation

C.P.No.337of 2016

**COMPANY PETITION :337 of 2016**  
**CONNECTED WITH**  
**COMPANY APPLICATION No. 989 of 2016**  
**IN THE MATTER OF COMPANIES ACT, 1956 (1 OF 1956)**  
**AND**  
**IN THE MATTER OF SECTIONS 391 AND 394 OF THE COMPANIES ACT,**  
**1956**  
**AND**  
**IN THE MATTER OF SCHEME OF AMALGAMATION**  
**BETWEEN**  
**VIRINCHI LIMITED (FORMERLY KNOWN AS VIRINCHI TECHNOLOGIES**  
**LIMITED)**  
**(TRANSFEEE COMPANY)**  
**AND**  
**BRISTLECONE HOSPITALS PRIVATE LIMITED**  
**(TRANSFEROR COMPANY)**  
**AND**  
**THEIR RESPECTIVE SHARESHOLDERS AND CREDITORS**

M/s. "VIRINCHI LIMITED"

a Company incorporated under the provisions of the Companies Act, 1956, bearing CIN: L72200TG1990PLC011104 and having its registered office situated at 10, SRK Colony, West Maredpally, Secunderabad - 500026, Telangana, represented by its Whole-time Director, M. Santhi Priya email: tagore@virinchi.com, Ph: 040-27803608/10.

..... PETITIONER/TRANSFEROR COMPANY

Application under Sections 391 and 394 of the Companies Act, 1956 praying that this High Court may be pleased to

1) That the Scheme of Amalgamation between Virinchi Limited (Transferee Company) and Bristlecone Hospitals Private Limited (Transferor Company) and their respective Shareholders and Creditors, a copy of which is annexed hereto as **Annexure E** be sanctioned and confirmed by this Hon'ble High Court at Hyderabad for the State of Telangana and the State of Andhra Pradesh so as to be binding on all the members, employees, creditors of the Petitioner / Transferor Company and on the Petitioner / Transferor Company.

2) For an order under section 394 of the Companies Act, 1956, that the Petitioner / Transferee Company do within 30 days after the date of order (s), cause a certified copy of the order (s) to be delivered to the Registrar of Companies at Hyderabad, Telangana and Andhra Pradesh for registration and on such certified copy being delivered or on such date as this Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh may deem fit, the Registrar of Companies at Hyderabad, Telangana and Andhra Pradesh shall take all necessary consequential action in respect of the Petitioner / Transferee Company.

3) That the parties to the Scheme of Amalgamation or any other person interested shall be at liberty to apply to this Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh for any direction that may be necessary with regard to the carrying out the Scheme of Amalgamation.

These Petitions coming on for orders upon reading the Judge's summons and the affidavits dated 21.09.2016 and filed by Sri Murali Krishna Musunuru Venkata S/o. Pitchaiah Musunuru Director of the Petitioner Company in C.P.No.336 of 2016 and the affidavit dated 21-9-2016 filed by M.Santi Priya, Director of the Petitioner Company in C.P.No.337 of 2016 and upon hearing the arguments of Sri SURYANARAYANA YELLAPANTULA Advocate ,for the Petitioners in both and of Sri B.Narayana Reddy, Asst. Solicitor General of India for the Regional Director, South East Region, Ministry of Corporate Affairs, Govt. of India, Hyderabad.

The Court made the following Order:

HON'BLE SRI JUSTICE A.RAMALINGESWARA RAO

Company Petition Nos.336 and 337 of 2016

COMMON ORDER.

These two Company Petitions are filed seeking to sanction the proposed scheme of amalgamation between the transferor and transferee companies so as to be binding on all the respective shareholders, secured and unsecured of the two companies with effect from the effective date i.e., on 01.4.2016.

Company Petition No.336 of 2016 is filed by M/s Bristlecone Hospitals Private Limited- transferor company.

It is stated that it was incorporated on 01.04.2009 and is having its registered office at Plot No.3-4-136, Barkatpura, Hyderabad; that its authorised share capital is Rs.1,50,00,000/- divided into 15 lakhs equity shares of Rs.10/- each; that its paid up capital is Rs.1,50,00,000/- divided into 15 lakhs equity shares of Rs.10/- each; and that its Board of Directors met on 27.01.2016 and passed a resolution approving the proposed scheme of amalgamation.

It is further stated that all its unsecured creditors and its five shareholders have filed their consent to the proposed scheme of amalgamation.

Company Petition No.337 of 2016 is filed by M/s Virinchi Limited-transferee company.

It is stated that it was incorporated on 13.3.1990 and is having its registered office at 10, SRK Colony, West Maredpally, Secunderabad; that its authorised share capital as on 31.3.2016 is Rs.25 crores divided into 2,50,00,000 equity shares of Rs.10/- each; that its paid up capital as on 31.3.2016 is Rs.17,97,63,102/- divided into 1,79,73,528 fully paid up equity shares of Rs.10/- each and 12,522 equity shares of Rs.10/- each (Rs.2.22 pad up); that its Board of Directors met on 27.01.2016 and passed a resolution approving the proposed scheme of amalgamation.

It is further stated that the rationale of the proposed scheme of amalgamation is to actualize a part of the vision of the transferee company which is in the process of setting up a Green Field Super speciality hospital in a prime location in Hyderabad, etc.

It is further stated that by order, dated 21.7.2016, in Company Application No.989 of 2016, this Court dispensed with the requirement of holding the meeting of its secured creditors and appointed a Chairperson to convene the meetings of its shareholders and trade creditors.


of the transferor and transferee companies. The transferor company is ordered to be dissolved without going through the process of winding up.

The petitioners shall cause a certified copy of this order to be delivered to the Registrar of Companies for the State of Telangana and State of Andhra Pradesh, Hyderabad within 30 days of its receipt and take all other consequential steps in pursuance of the approval of the proposed scheme of amalgamation.

Both the Company Petitions are, accordingly, ordered.

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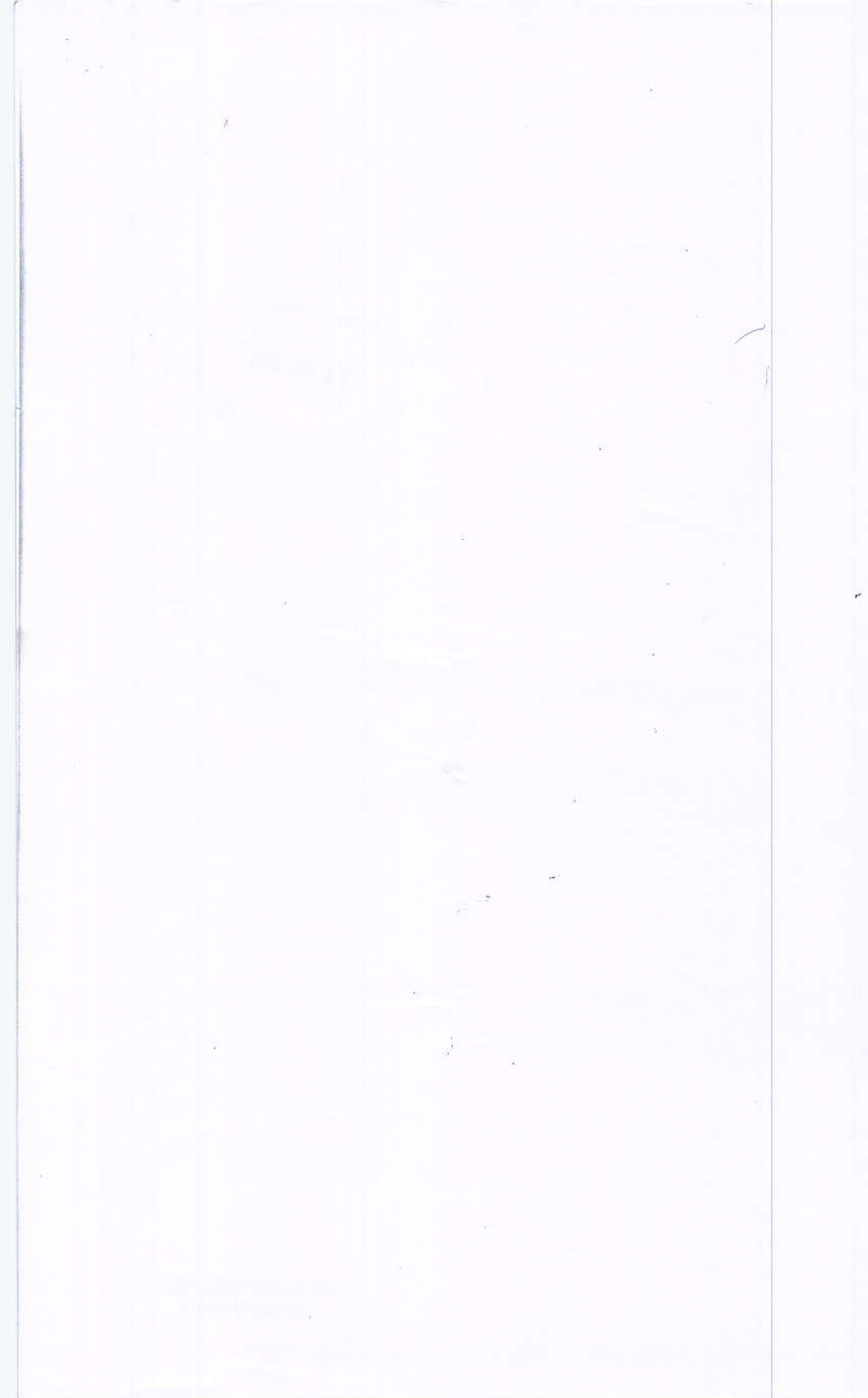
Sd/- R.L.N.CHARYULU  
JOINT REGISTRAR

  
SECTION OFFICER

To

1. Sri Murali Krishna Musunuru Venkata, Director of the Company, Bristlecone Hospitals Private Limited, Office at Plot No.3-4-136, Barkatpura, Hyderabad-500 27.
  2. Smt.M.Santhi Priya, Director of the Company, Virinchi Limited, Office at 10, SRK Colony, West Maredpally, Secunderabad-500 026.
  3. The Official Liquidator, High Court at Hyderabad for the state of Telangana and the State of Andhra Pradesh, 1<sup>st</sup> floor corporate Bhawan, Nagole, Bandalguda Thattiannaram Village Hayathnagar Mandal Ranga Reddy District Telangana State Pin Code 500 680.
  4. The Registrar of Companies, Ministry of Corporate Affairs, Government of India 2<sup>nd</sup> floor Corporate Bhawan Nagole Bandalguda Thattiannaram Village Hayathnagar Mandal Ranga Reddy District Telangana State Pin Code 500 680.
  5. The Regional Director, South Eastern Region, Ministry of Corporate Affairs, 3<sup>rd</sup> floor Corporate Bhawan Nagole Bandalguda Thattiannaram Village Hayathnagar Mandal Ranga Reddy District Telangana State Pin Code 500 680.
  6. The S.O. O.S. Section, High Court of Judicature at Hyderabad, for the State of Telangana and the State of A.P.
  7. One CC to Sri Y.SURYANARAYANA, Advocate [OPUC]
  8. One CC to Sri B.Narayana Reddy, Asst.Solicitor General of India (opuc)
  9. Two C.D.Copies
- Ksk





HIGH COURT

DATED: 13.12.2016



CERTIFICATE NO.  
221/SECTION 41&42/17  
DATED. 19-01-2017

COMMON ORDER:

C.P.Nos. 336 AND 337 OF 2016

10  
23/12/16

ORDERING BOTH PETITIONS

Certified that E-Challan No. NR583JGW180117 Dated 19-01-2017 indicating the payment of Rs.17,13,200/- (Rupees Seventeen Lakhs Thirteen thousand two hundred only) in SBH, Treasury Branch, Gunfoundry, Hyderabad towards Stamp duty paid by M/s. Virinchi Limited, Hyderabad towards merger as per Order's in the C.P.Nos'. 336 and 337 of 2016 by the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and Andhra Pradesh vide dated 13-12-2016 it is found that the payment of Rs.17,13,200/- (Rupees Seventeen Lakhs Thirteen thousand two hundred only) has been made.

Date : 19-01-2017.

Place: Hyderabad.

  
DISTRICT REGISTRAR,  
HYDERABAD.