

**(2009) 04 KAR CK 0027**

**In the Karnataka High Court**

**Case No :** Company Petition No's. 123 and 124 of 2008

**In Re: Lotus Bio Analytical Services (P.) Ltd.**

---

**Date of Decision :** 03-04-2009

**Acts Referred:**

Companies Act, 1956 — Section 391, 394

**Citation :** (2009) 94 SCL 138

**Hon'ble Judges :** H.G. Ramesh, J

**Bench :** Single Bench

**Advocate :** B. Pramod, P.K. Arjun, V. Jayaram, for the Appellant;

---

## **Judgement**

H.G. Ramesh, J.—In both these petitions filed under Sections 391 - 394 of the Companies Act, 1956, the petitioner-companies viz., Lotus Bio Analytical Services Private Limited (transferor company) and Lotus Labs Private Limited (transferee company) have sought for sanction of the scheme of amalgamation, which is at Annexure-A so as to be binding on them, their shareholders and creditors. Accordingly, they are disposed of by this common order.

2. Learned Counsel appearing for the petitioner-companies submits that this Court by its separate orders dated 22-10-2008, copies of which are produced at Annexure-F in both the petitions, had dispensed with the meetings of the shareholders and the creditors relating to consideration of the scheme of amalgamation. Learned Counsel submits that the shareholders and the creditors of the petitioner-companies have given consent to the scheme of amalgamation at Annexure-A and accordingly prays for sanction of the scheme.

3. Learned Counsel appearing for the Regional Director and the Official Liquidator submit that they have no objection for grant of sanction of the scheme; the Official Liquidator has filed his report in OLR 109/2009.

4. Newspaper publication of these two petitions was taken in two leading newspapers as directed by this Court. None appears to oppose the petitions.

5. Learned Counsel appearing for the petitioners submits that the scheme of amalgamation would help both the companies as it would enable the Companies

to synergise the customer offerings under one management. The consolidation of the business of the transferor Company with the transferee Company will enable the transferee Company to offer its unique value proposition to its customers and also the amalgamation would bring in administrative and operational rationalisation resulting in economies such as reduced overheads and other expenses and optimal utilisation of various resources and the amalgamation will enable more efficient and economical control and conduct of the companies.

6. Having regard to the facts of the case, I am satisfied that the scheme of amalgamation would be in the interest of both the Companies. Accordingly, I make the following order:

- (i) The scheme of amalgamation at Annexure-A is hereby sanctioned.
- (ii) The transferor Company - Lotus Bio Analytical Services Private Limited stands dissolved without there being an order of winding up.
- (iii) The Registry shall draw up a decree in Form No. 42.
- (iv) The petitioner-Companies shall file a copy of this order with the Registrar of Companies within 30 days of obtaining a certified copy of it.

Company Petition Nos. 123/2008 and 124/2008 are allowed accordingly.