HON'BLE SRI JUSTICE C.V.NAGARJUNA REDDY
COMPANY PETITION No.174 of 2015

Date:17.08.2015

Between:
M/s Empower Research Knowledge
Services Private Limited,
Hyderabad, reptd by its Authorised
Signatory-D.Madhu Babu

……Petitioner/
Transferee Company

Counsel for the petitioner: Sri V.S.Raju

The Court made the following:

HON'BLE SRI JUSTICE C.V.NAGARJUNA REDDY
COMPANY PETITION No.174 of 2015

ORDER:

This Company Petition is filed by M/s Empower Research Knowledge Services Private Limited (Transferee Company) under Sections 391 and 394 of the Companies Act, 1956 (for short 'the Act') for sanction of the proposed scheme of amalgamation of seven Companies *viz*., (i) M/s Felix Software Solutions Private Limited, (ii) M/s Genpact India, (iii) M/s Genpact Infrastructure (Bhubaneswar) Private Limited, (iv) M/s Genpact India Business Processing Private Limited, (v) M/s Genpact Infrastructure (Jaipur) Private Limited, (vi) M/s NGEN Media Services Private Limited and (vii) Pharmalink Consulting Operations Private Limited (hereinafter referred to as 'the Transferor Companies') with it.

The petitioner pleaded that it was incorporated under the Act on 10-02-2005; that its registered office is situated at D.No.14/45, Uppal, Opp. NGRI, Habsiguda, Hyderabad; that its main objects are to carry on the business of research and analysis with respect to various Industries, Companies, Markets, Audiences, Entertainment products *etc.*, in order to provide information and data to customers relating to Industry, Competition, Market Trends, Audience Analysis, Organisation, Business Plan and such other information as may be required, etc; that its authorized share capital, as on 31st March, 2015, is Rs.5,500 Crores divided into 550 Crores equity shares of Rs.10/- each; that its issued, subscribed and paid-up share capital, as on 31st March, 2015, is Rs.20,26,50,850/- divided into 2,02,65,085 equity shares of Rs.10/- each fully paid-up; that it has two shareholders; that it has no secured creditors; and that it has nine unsecured creditors for the value of Rs.4646.36 Crores.

The petitioner further pleaded that the Transferor Companies are directly and indirectly its wholly owned subsidiary Companies; that all the transferor Companies are engaged in similar business; that through consolidation, the synergies that exist among the entities in terms of similar business processes and resources can be put to the best advantage of the stakeholders; that the proposed amalgamation will provide an opportunity to better leverage of the consolidated assets and capital base, build a stronger and sustainable business, and improve the potential for further growth and expansion of the business *etc.*, and that therefore, the proposed scheme of amalgamation would be beneficial in long-term interests of all the Companies and their respective shareholders and creditors.

It is also pleaded that, having regard to the above benefits, by Resolution, dated 23.04.2015, filed as

Annexure- A20, its Board of Directors has approved the proposed scheme of amalgamation of the Transferor Companies with it; and that similar resolutions were passed by the Board of Directors of the Transferor Companies in their respective meetings held on 20th, 22nd and 23rd April, 2015.

It is further pleaded that all the shareholders of the petitioner- Company have given their consent affidavits to the proposed scheme of amalgamation.

It is also pleaded that out of the nine unsecured creditors for the value of Rs.4646.36 Crores, the unsecured creditors for the value of Rs.4642.19 Crores, amounting to 99.91%, have given their no objection letters to the proposed scheme of amalgamation.

The petitioner has filed a copy of the proposed scheme of amalgamation (Annexure- A17).

The petitioner filed Company Application No.1013 of 2015 for dispensing with the requirement of holding the meetings of its equity share holders and unsecured creditors for considering the proposed scheme of amalgamation. This Court by order, dated 15.6.2015, allowed the said Company Application.

This Court by order, dated 06.7.2015, ordered notice of this Company Petition to the Regional Director, South Eastern Region, Ministry of Corporate Affairs, Hyderabad. Advertisement was also ordered to be published in two newspapers, *viz.*, ‘Business Standard’ (English daily) and ‘Andhra Bhoomi’ (Telugu daily) having circulation in the State of Telangana.

In pursuance of the said order, the petitioner carried out publication in the newspapers and filed proof of such publication through memo, dated 29.7.2015, vide USR.No.3374 of 2015, and no objections are stated to have been received.

In response to the notice, the Regional Director has filed his report. In his report, dated 14.08.2015, the Regional Director has *inter alia* stated that in pursuance of General Circular No.1 of 2014, dated 15.01.2014, issued by the Ministry of Corporate Affairs, New Delhi, comments from the Income Tax Department were invited by him, vide letter, dated 20.07.2015; that no comments/objections from the Income Tax Department have been received in response to the said notice; and that the transferor and Resulting companies are regular in filing the statutory returns and that no inspection or investigation is pending against the said companies.

The only observation made by the Regional Director in his report is that the scheme may be made effective subject to sanction of the scheme of amalgamation in favour of the transferor companies by the Delhi High Court in whose jurisdiction those companies are registered.

Having regard to the report of the Regional Director, South Eastern Region, Ministry of Corporate Affairs, Hyderabad and as no objections/claims have been received in pursuance of the advertisement got published by the petitioner in the newspapers, this Court is of the opinion that the proposed scheme of amalgamation is in conformity with the provisions of the Act and the same does not in any manner affect the interests of any of the stake holders including the public.

Therefore, the proposed scheme of amalgamation is sanctioned with effect from the appointed date i.e., 01.04.2015, subject to sanction of the scheme of amalgamation in favour of the transferor companies by the Delhi High Court. The petitioner 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 scheme of amalgamation.

The Company Petition is, accordingly, allowed.

JUSTICE C.V.NAGARJUNA REDDY

17th August, 2015
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