THE HON'BLE SRI JUSTICE C.V.NAGARJUNA REDDY

Company Petition No.38 of 2015

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Dated 21st April, 2015

Between:

M/s.Tata Business Support Services Limited

…**Petitioner**

Counsel for the petitioner: Sri Ch.Pushyam Kiran

Counsel for the Central Govt.: Sri B.Apparao

for Sri B.Narayana Reddy

The Court made the following:

ORDER:

This company petition is filed for sanction of the proposed scheme of amalgamation under Sections 391 and 394 of the Companies Act, 1956 (for short 'the Act').

The petitioner has averred that it was incorporated on 01.03.1995, under the provisions of the Act with its registered office at 1-8-371, Gowra Trinity, S.P.Road, Hyderabad. That it is engaged in the business of Business Process Outsourcing. That its authorised share capital is Rs.150,00,00,000/- divided into 12,50,00,000 equity shares of Rs.10/- each and that its issued, subscribed and paid up share capital is Rs.83,40,04,000/- divided into 8,34,00,400 equity shares of Rs.10/- each.

That under the proposed scheme, M/s.e-Nxt Financials Limited (transferor company) is proposed to be amalgamated with the petitioner, in view of commonality of business interests of both the companies, and as it results in lower cost and increased opportunities to grow business with a marked improvement in the utilisation of resources. That the Board of Directors of the petitioner has passed resolution approving the scheme on 20.11.2014. That the shareholders of the petitioner have given their consent affidavits marked as Annexure-P8, that there are three secured creditors, who have given their consent letters vide Annexure-P9 and that as on 31.10.2014, consent letters have been obtained from the unsecured creditors to whom the petitioner owes an amount of Rs.4,57,83,730/, out of the total unsecured debt of Rs.6,03,63,045/-, (constituting 76% of the total unsecured debt).

The petitioner has also averred that it has filed Comp.A.No.1580 of 2014 for dispensing with convening of the meetings of its equity shareholders, secured creditors and unsecured creditors and that this Court by order, dated 29.12.2014, has dispensed with convening of the said meetings.

Therefore, as noted above, the petitioner has filed the present company petition for sanction of the proposed scheme of amalgamation.

This Court by order, dated 02.03.2015, as modified on 17.03.2015, has ordered notice to the Regional Director, Ministry of Corporate Affairs, South Eastern Region, Hyderabad besides directing the petitioner to serve notices to the unsecured creditors and cause publication in two daily newspapers i.e., ‘The New Indian Express’, English, and ‘Andhra Jyothi’, Telugu.

The petitioner has filed proof of publication. At the hearing, the learned counsel for the petitioner has submitted that no claims/objections have been received from any quarter, including from any of the unsecured creditors, in response to the said publication.

In response to the notices issued by this Court, the Regional Director has submitted his report. In his report, dated 06.04.2015, the Regional Director has referred to the filing of the company petition for sanction of proposed scheme by the transferor company in the Hon'ble High Court of Bombay and that approval of the scheme by this Court may be made subject to the outcome of the order that may be passed by the Hon'ble High Court of Bombay in the said petition.

In the light of the fact that no claims/objections were received from any quarter to the proposed scheme of amalgamation and having regard to the submissions made by the learned counsel for the Regional Director, I do not find any legally sustainable objection for approving the scheme.

Accordingly, the proposed scheme of amalgamation is approved with effect from the appointed date i.e., 01.04.2014. Approval of the scheme, however, shall be subject to the result of the petition stated to have been filed by the transferor company in the Hon'ble High Court of Bombay. The petitioner shall file a certified copy of this order with the Registrar of Companies within thirty days from the date of its receipt.

The company petition is accordingly allowed.

C.V.NAGARJUNA REDDY, J

21st April, 2015

VGB