THE HON'BLE SRI JUSTICE S.V. BHATT

COMPANY APPLICATION Nos.205 and 206 of 2016

COMMON ORDER :

These two applications are at the instance of Astadia IT Solutions Private Limited/Transferor Company and OSI Consulting Private Limited/Transferee Company. The applications are filed under Section 391 of the Companies Act, 1956 read with Rules 9 and 67 of the Companies (Court) Rules, 1959 for appropriate directions to dispense with the statutory requirement of convening the meetings of equity shareholders, secured, unsecured/sundry creditors of the applicant Companies as may be applicable, and permit OSI Consulting Private Limited/Transferee Company to file the consent letters of secured creditors at the time of hearing of amalgamation petition. Therefore, the prayers are in a limited sphere and are examined accordingly.

COMPANY APPLICATION No.205 of 2016

Astadia IT Solutions Private Limited/Transferor Company is incorporated under the Companies Act, 1956. The objects of Transferor Company are to provide consulting and software development services to the global Companies for attaining desired results from its customers' relationship management applications. The Transferor Company has appended to the application Memorandum of Association and Articles of Association as Annexure-B. I am not referring to the details, which are borne out by the Memorandum and Articles of Association/Annexure-B. For the purpose of the present application, the following details are taken note of.

As per Annexure-C, the authorized capital of Transferor Company is Rs.1,00,000/- divided into 10,000 equity shares of Rs.10/- each and the entire authorized capital is shown as paid up capital. The Annual Report with the Balance Sheet for the year ended on 31.03.2015 is filed as Annexure-C. The Transferor Company has entered into an arrangement with the Transferee Company for amalgamation with a view to derive business and operational advantages. The scheme of proposed amalgamation is filed as Annexure-F. The appointed date for operation of amalgamation is 01.01.2016. On 04.01.2016, the Board of Directors of Transferor Company have resolved to proceed with the proposed scheme of amalgamation in anticipation of statutory confirmation by the competent Court.

It is the case of Transferor Company that OSI Consulting Private Limited is its holding Company. The two individual shares are held, one by OSI Consulting Inc., USA and another by Mr. Nageswara Rao Yamani, on behalf of the beneficial owner OSI Consulting Inc. through Annexure-G & G.1. The Transferor Company has placed on record the consent of these shareholders for the proposed scheme of amalgamation through Annexure-H. It is further brought on record that the Transferor Company does not have secured or unsecured creditors as on 31.12.2015.

Having regard to these averments, it is prayed that the statutory requirement of convening the meeting of equity shareholders/secured and unsecured creditors is not required and the applicant prays for dispensing with the statutory requirement.

COMPANY APPLICATION No.206 of 2016

OSI Consulting Private Limited/Transferee Company filed the present application for directions to dispense with the requirement of convening the meeting of equity shareholders and sundry creditors and grant leave to the applicant to file the consent of the secured creditors at the time of final hearing of the petition. The Transferee Company is incorporated under Companies Act, 1956. The objects of Transferee Company are to carry on the business of software consultancy services and marketing all software products, all kinds of information technology enabled services, business process outsourcing, recruit and train programmers, undertake placement services on a global basis in the field of information technology, software design and development, application services, implementation and maintenance support and recruit/assign projects to the employees/project managers or deploy employees at the client locations outside India as consultants. The Transferee Company has appended to the instant application the Memorandum and Articles of Association as Annexure-B. The authorized capital of Transferee Company is Rs.2,00,00,000/- divided into 20,00,000/- equity shares of Rs.10/- each and its paid up capital is Rs.1,99,99,000/-. The Annual Report with Balance Sheet for the year ended on 31.03.2015 is filed as Annexure-C. Learned counsel appearing for applicant has drawn the attention of the Court to the salient details in these Annexures.

Now, the Transferee Company has entered into an arrangement with the applicant in C.A.No.205 of 2016 for amalgamation. On 04.01.2016, the Board of Directors of Transferee Company approved the proposed scheme of amalgamation. The appointed date is from 01.01.2016.

The Transferee Company has three secured creditors and two sundry creditors as on 31.12.2015. While seeking the leave of the Court to file the consent of the secured creditors, at the time of hearing of the petition, the applicant has placed on record the consent letters issued by the secured creditors in Annexure-I.

I have perused the details contained in Annexure-G, G1 & H in C.A.No.205 of 2016 and G,G1, H & I in C.A.No.206 of 2016. The request of the applicants is to dispense with the convening of the statutory meetings before further steps are taken for amalgamation. From the Annexures placed by the applicants, it is clear that the equity shareholders have consented to the arrangement of amalgamation and the consent letters of unsecured creditors are placed on record. The proposed scheme, it is stated, is for mutual benefit and to synergize the commercial activities of these two entities. From the material placed on record and having regard to the fact situation of these applications, I am satisfied, the prayers of applicants for appropriate directions to dispense with the statutory requirement of convening the meetings of equity shareholders, secured, unsecured/sundry creditors of the applicant Companies as may be applicable, and permit OSI Consulting Private Limited/Transferee

Company to file the consent letters of secured creditors at the time of hearing of amalgamation petition, can be allowed, as no further purpose is achieved than what is already placed on record by way of consent letters etc.

Having regard to the above circumstances, the Company Applications are allowed, however, subject to the condition that the applicant in C.A.No.206 of 2016 shall file the consent letters of the secured creditors in the petition filed for amalgamation.

JUSTICE S.V. BHATT

19th February, 2016
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THE HON'BLE SRI JUSTICE S.V. BHATT

COMPANY APPLICATION Nos.205 and 206 of 2016

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