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**NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
AHMEDABAD**

**IA 75/2017 in TP NO. 57/NCLT/AHM/2017 (New)  
TP NO. 58/NCLT/AHM/2017 (New)**

Coram:

**Present: Hon'ble Mr. BIKKI RAVEENDRA BABU  
MEMBER JUDICIAL**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD  
BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 19.07.2017**

Name of the Company: QX KPO Services Pvt Ltd.  
Stuti Corporate Services Pvt. Ltd.

Section of the Companies Act: Section 230-232 of the Companies Act, 2013

**S.NO. NAME (CAPITAL LETTERS) DESIGNATION REPRESENTATION SIGNATURE**

1. NAVIN PAHWA ADV. Petitioner @Navin

**ORDER**

Learned Advocate Mr. Navin Pahwa present for Original petitioner.

Order pronounced in open Court. Vide separate sheet.

  
**BIKKI RAVEENDRA BABU  
MEMBER JUDICIAL**

Dated this the 19th day of July, 2017.

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH**

**I.A. No.75 of 2017**

**in**

**T.P. No.57/NCLT/AHM/2017**

**With**

**T.P. No.58/NCLT/AHM/2017**

In the matter of :-

1. QX KPO Services Private Limited,  
A company registered under the  
Companies Act, 1956 and having  
Its registered office at 201 & 401,  
GNFC Info Tower,  
S.G. Highway, Bodakdev,  
Ahmedabad – 380 054. ... Applicant Demerged Company

And

2. Stuti Corporate Services Private Limited,  
A company registered under the  
Companies Act, 1956 and having its  
Registered office at 117, 1<sup>st</sup> Floor,  
Indraprastha Complex, Pancheshwar  
Tower Road, Jamnagar,  
Gujarat – 361 001. ... Applicant Resulting Company

Order delivered on 19<sup>th</sup> July, 2017

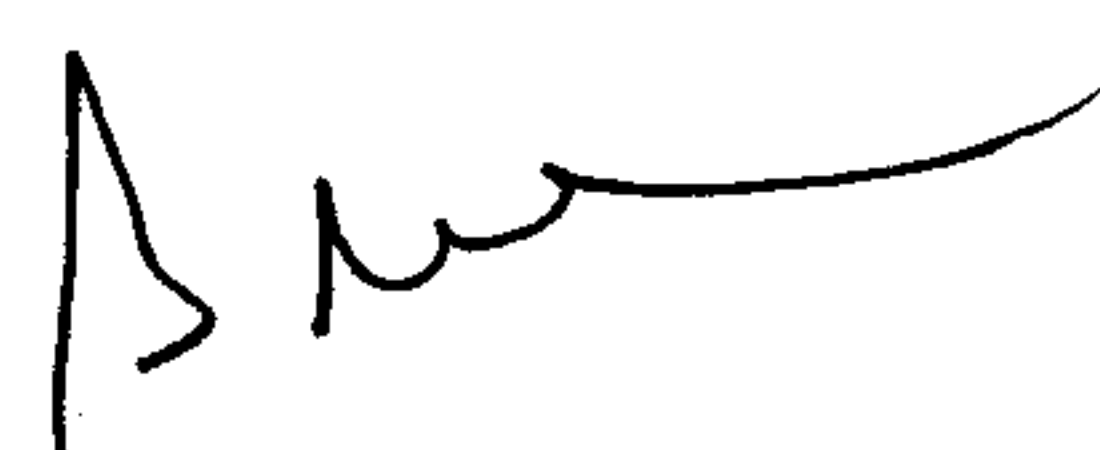
**Coram: Hon'ble Sri Bikki Raveendra Babu, Member (J)**

**Appearance:**

1. Mr. Navin Pahwa with Ms. Natasha Sutaria for M/s Thakkar & Pahwa,  
Advocates for the petitioner-companies.

**ORDER**

1. QX KPO Services Private Limited (Demerged Company) and  
Stuti Corporate Services Private Limited (Resulting Company) have  
filed this application seeking modification of the Scheme by changing  
the Appointed Date from 01.04.2016 to 01.04.2017 and substitute



the modified Scheme, which is enclosed as Annexure-G to this application.

2. Company Applications Nos.495 and 496 of 2016 filed by the Demerged Company and the Resulting Company, respectively, were ordered by the Honourable High Court of Gujarat on 28.11.2016, dispensing with the meetings of shareholders in both the companies. The Honourable High Court was also pleased to dispense with the meeting of unsecured creditors of the Applicant Demerged Company. In Company Application No.496 of 2016, the Honourable High Court was pleased to order that the meeting of creditors was not required to be held as the applicant being the Resulting Company. Thereafter, the Honourable High Court admitted Company Petitions Nos.530 and 532 of 2016 filed by the applicant companies, respectively, seeking sanction of the Scheme on 14.12.2016 and fixed the date of hearing on 24.01.2016. In view of the notification dated 7.12.2016, issued by the Government of India, Ministry of Corporate Affairs, Sections 230-232 of the Companies Act were notified. Consequently, in view of Rule 3 of the Companies (Transfer of Pending Proceedings) Rules, 2016, the aforesaid two petitions were transferred to this Tribunal. There was a challenge to the notification issued by the Ministry of Corporate Affairs by way of a writ filed before the Honourable High Court of Gujarat and, on account of the pendency of the said writ, those petitions were ordered to be transferred only on 6.3.2017. The petitions were listed before this Tribunal for the first time only on 3.4.2017. That necessitated the modification of the Appointed Date.

3. Board of Directors of both the companies passed resolutions consenting for the modification stated supra. Shareholders of both the companies also filed consent affidavits agreeing to the modification narrated above. It is also stated in the application that the creditors of both the companies would not be affected by the proposed change in the Appointed Date. The applicants have also stated that there would not be any change in the share exchange ratio, as mentioned in Clause 9.1 of the Scheme, pursuant to the

change in the Appointed Date from 01.04.2016 to 01.04.2017 as there is no change in the shareholding of both the applicant companies after the filing of the petitions.

4. Considering the submissions made in the application and the contentions of the learned counsel for the applicants, this Tribunal is of the considered view that the change in the Appointed Date would not cause any prejudice to any of the stakeholders and, therefore, deems it fit and just to allow the modification of date as prayed for in this application.

5. The application is, accordingly, allowed. The applicants are permitted to file the modified Scheme, which is annexed as Annexure-G to this application.

Signature:  19.7.17  
.....  
**(Bikki Raveendra Babu, Member (J))**