

**BEFORE THE PRINCIPAL BENCH NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI**

CP-CAA-385 /ND/2017

CONNECTED WITH

CA (CAA)-83/ ND/2017

Present: SHRI R.VARADHARAJAN, MEMBER (JUDICIAL)

In the matter of:

SECTIONS 230 to 232 OF THE COMPANIES ACT, 2013

AND

In the matter of Scheme of Amalgamation

AMONGST

PIPL BUSINESS ADVISORS AND INVESTMENT PRIVATE LIMITED

Company registered under the Companies Act, 2013

Having Registered Office at:

8, Balaji Estate, First Floor, Guru Ravi Das

Kalkaji, New Delhi

CIN: U74140DL2016PTC291929

.....Petitioner/Amalgamating Company-1

GSPL ADVISORY SERVICES AND INVESTMENTS PRIVATE LIMITED

Company registered under the Companies Act, 2013

Having Registered Office at:

8, Balaji Estate, First Floor, Guru Ravi Das

Kalkaji, New Delhi

CIN: U74120DL2016PTC291995

..... Petitioner /Amalgamating Company-2

NIIT TECHNOLOGIES LIMITED

Company registered under the Companies Act, 1956

Having Registered Office at:

8, Balaji Estate, First Floor, Guru Ravi Das

Kalkaji, New Delhi

CIN: L65993DL1992PLC048753

..... Petitioner /Amalgamated Company

AND

Their respective Shareholders and Creditors

ADVOCATE FOR THE PETITIONERS: Mr. Anirudh Das, Advocate



ORDER

Order Delivered on: 10-11-2017

1. This Company Petition filed by the Petitioners is coming before us for admission and for fixing a date of hearing of the main Company Petition as well as for a direction in relation to publication in press to be effected and notices to be issued to the authorities concerned in relation to date of hearing of the Petition and calling for objections, if any, to the Composite Scheme of Arrangement by way of Amalgamation (hereinafter for brevity referred to as "SCHEME") contemplated between the Petitioner Companies. From the records, it is seen that the First Motion seeking direction for convening the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors were filed before this Tribunal in CA(CAA)-83(ND)/2017 and based on such joint application moved under Sections 230-232 of the Companies Act, 2013, directions were issued by this Tribunal, where in the meetings of the Equity Shareholders and Unsecured Creditors of the Petitioner / Amalgamated Company were directed to be convened on 28th October, 2017 vide order dated 22.09.2017 and in relation to the secured creditors, the meeting was dispensed with as their consent were obtained and placed on record. In relation to the Amalgamating Companies, the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors were dispensed with either due to consents having been obtained and placed on

record or there being none, as the case may be. In compliance with the directions issued by this Tribunal on 22.09.2017, the Petitioner/ Amalgamated Company represents that had held the meetings on 28th October, 2017 as contemplated by the said order and to which effect the Chairperson appointed by this Tribunal have also filed reports as detailed hereunder:-

Meeting of	Chairperson/Alternate Chairperson/ Scrutinizer appointed by Court	Chairperson's Report filed on
Equity shareholders of Petitioner/ Amalgamated Company	Mr. Krishanendu Datta, Advocate, Mr. N.P.S Chawla, Advocate Mr. Dinesh Chandra Arora, Scrutinizer	29.10.2017
Unsecured Creditors of Petitioner/ Amalgamated Company	Mr. Krishanendu Datta, Advocate, Mr. N.P.S Chawla, Advocate Mr. Dinesh Chandra Arora, Scrutinizer	29.10.2017

Subsequent to the conduct of the meetings as directed, now this petition on second motion filed on 1.11.2017 is coming up before us for fixing a date of hearing as well as

other consequential directions in terms of provisions of Sections 230 to 232 of Companies Act, 2013 read with Rule 16 of the Companies (Compromise, Arrangements and Amalgamation) Rules, 2016 brought into effect and on and from 15.12.2016 and it is now hereby ordered as follows:-

- (i) The date of hearing of the Joint Petition filed by the Petitioners for the approval of the Scheme is fixed on 10th January, 2018.
- (ii) Notice of the hearing shall be advertised in the newspapers namely, Financial Express (English, Delhi edition) and Jansatta in Vernacular (Hindi, Delhi edition) not less than 10 days before the aforesaid date fixed for hearing.
- (iii) In addition to the above public notice, each of the Petitioners shall serve the notice of the Petition on the following Authorities namely, Central Government, the Income Tax Authorities, Registrar of Companies NCT Delhi & Haryana, SEBI, National Stock Exchange, Bombay Stock Exchange, Official liquidator, Ministry of Electronics & Information Technology as well as other sectoral regulators who may govern the working of the respective companies involved in the Scheme atleast 30 days before the date fixed for hearing of the above Petition.




- (iv) Further, notice shall also be served to Objector(s) or to their representative as contemplated under Sub-Section(4) of Section 230 of the Act who may have made representation and who have desired to be heard in their representation along with a copy of the Petition and the Annexures filed therewith atleast 15 days before the date fixed for hearing.
- (v) All the Petitioners shall atleast 7 days before the date of hearing of the Petition file an affidavit of service in relation to paper publication effected as well as service of notices on the Authorities specified above including the Sectoral Regulator as well as to Objectors, if any.
- (vi) Objections, if any, to the Scheme contemplated by the authorities to whom notice has been given on or before the date of hearing fixed herein may be filed, failing which it will be considered that there is no objection to the approval of the Scheme on the part of the authorities by this Tribunal and subject to other condition being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.
- (vii) The Petitioner Companies shall individually comply with proviso to sub section (3) of Section 232 or proviso to sub section (7) of Section 230, as



may be applicable under the circumstances on or before the date fixed for hearing by filing the certificate of Company's auditor.

- (viii) The next date of hearing of the Petition shall be on 10.01.2018 for the consideration of the approval of the Scheme of Amalgamation as contemplated between the Petitioner Companies.


10/11/2017
(R.VARADHARAJAN)
MEMBER (JUDICIAL)

U.D Mehta