

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH**

T.P.No.282/17

IN

C.A.No.643/16

DATED: WEDNESDAY THE 28TH DAY OF JUNE, 2017

PRESENT: SRI RATAKONDA MURALI, MEMBER JUDICIAL
SRI ASHOK KUMAR MISHRA, MEMBER TECHNICAL

**IN THE MATTER OF COMPANIES ACT, 1956
SECTIONS 391-394 OF THE COMPANIES ACT, 1956**

AND

**IN THE MATTER OF COMPANIES ACT, 2013
SECTIONS 230 and 232 OF THE COMPANIES ACT, 2013**

AND

IN THE MATTER OF BELLS SOFTECH LIMITED

T.P.No.282/17 IN C.A.No.643/16

1. Bells Softech Limited

**Niton, E-Block, Ground Floor No.11
Palace Road, Vasanth Nagar,
Bangalore-560052**

-APPLICANT/TRANSFEROR COMPANY No. 1

PARTIES PRESENT: V.J.Achalanand

**Advocate, Khaitan & Co LLP
SIMAL, 2nd Floor, 7/1 Ulsoor Road
Bangalore 560042**

Heard on: 06.02.2017, 30.03.2017, 21.04.2017, 02.06.2017

ORDER

Originally this Company Application was filed before the Hon'ble High Court of Karnataka by the Applicant Company under Section 391 of the Companies Act, 1956, being numbered as C.A. No.643/16. Subsequently as per Notification No.GSR.1119 (E) dated 7th December, 2016 issued by Ministry of Corporate Affairs, New Delhi, the said case is transferred to this Tribunal and renumbered as T.P.No.282/17.

This Company Application is filed on behalf of the Applicant Company under Section 391 of the Companies Act, 1956, praying to order for dispensing with for convening of the Meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant/Transferor Company No.1 for considering the Scheme of Amalgamation, where under the Applicant Company Bells Softech Limited which is Transferor Company No. 1 and




SES (India) Limited (Transferor Company No. 2) to be merged with ASA Holdings Private Limited (Transferee Company). The Scheme of Amalgamation shown as **Annexure-A**.

The averments made in the Company Application are briefly described hereunder:-

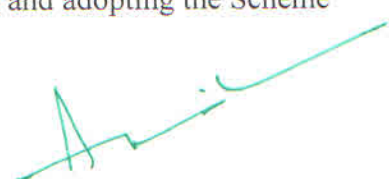
The Applicant Company seeks an order for dispensing with convening of the Meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors for considering the Scheme of Amalgamation of Applicant Company Bells Softech Limited and SES (India) Limited (Transferor Company No. 2) with ASA Holdings Private Limited (Transferee Company) in terms of Scheme of Amalgamation is shown as **Annexure-A**.

It is further averred in the Application that the Applicant/Transferor Company 1 was incorporated on 1st April, 1999 under the name and style of Bells Softech Limited with the Registrar of Companies, West Bengal. Subsequently on 24th July, 2008 the registered office of the company was shifted from West Bengal to Karnataka vide CIN bearing No.U72900KA1999PLC047267. The Registered office of the Applicant Company is situated at Niton, E-Block, Ground Floor, No.11, Palace Road, Vasanth Nagar, Bangalore -560052.

The Applicant Company is engaged in the business of manufacturing, producing, designing, and selling of computer software, hardware and other computer products, the business of acting as a consultant, advisor and agent with the object of providing computer software and hardware services and the business of research and development for industry, agriculture, accountancy, business management, etc., The copy of Memorandum and Articles of Association of the Applicant Company is shown as **Annexure-B**.

The latest authorized share capital of Applicant Company is Rs.8,00,00,000/- divided into 80,00,000 Equity Shares of Rs.10/- each. The issued, subscribed and paid-up share capital is Rs.5,00,00,000/- divided into 50,00,000 Equity Shares of Rs.10/-each fully paid up. The Audited balance sheet as on 31st March, 2016 is marked as **Annexure -C**.

It is further stated that, the Board of Directors of the Applicant Company has approved and adopted a Scheme of Amalgamation at its meeting held on 1st July, 2016 by virtue of which Applicant Company Bells Softech Limited (Transferor Company No. 1) and SES (India) Limited (Transferee Company No. 2) are proposed to be merged with ASA Holdings Private Limited (Transferee Company) subject to confirmation. A copy of the Board Resolution of Applicant Company dated 1st July, 2016 in approving and adopting the Scheme of Amalgamation is shown as **Annexure-H**.



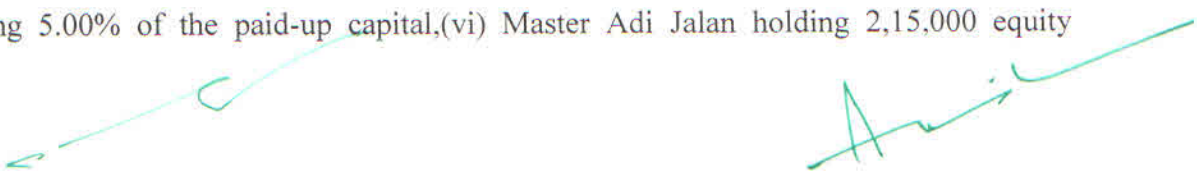
It is stated in the scheme that, the scheme would inter-alia, have the following benefits:

1. Pursue business growth in a more efficient manner by combining all businesses into one, thereby providing an integrated solutions and offerings to group stakeholders as well as to external customers/ agencies;
2. Pursue greater efficiency in cash management and unfettered access to large cash flows generated by the combined business of the three entities, which can be deployed more efficiently to fund larger products with stronger platform so as to strengthen brand visibility ;
3. Pursue administrative efficiency through centralised control over ongoing and future tax compliances/ litigation under various tax laws, corporate laws and exchange control regulations,

We have heard the Counsel appearing for the Applicant/Transferor Company No. 1, who has filed the application for dispensing with the convening of meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors for considering the Scheme of Amalgamation of Applicant Company Bells Softech Limited and SES (India) Limited (Transferor Company No. 2) with ASA Holdings Private Limited (Transferee Company) in terms of Scheme of Amalgamation shown as **Annexure-A**.

The Applicant Company is seeking an order to dispense with convening of meeting of Equity Shareholders on the ground that the Applicant Company has only Seven Equity Shareholders and they have given their consent to the Scheme of Amalgamation. The Certificate of Chartered Accountant certifying the names and number of Equity shareholders is shown as **Annexure-K**.

We have seen the consent letters of the Seven Equity shareholders shown as **Annexure-K series** i.e., (i) ParkView Properties Private Limited holding 17,75,000 equity shares, constituting 35.55% of the paid-up capital,(ii) Bikanna Commercial Company Limited holding 16,40,000 equity shares, constituting 32.80% of the paid-up capital,(iii) Mr.Adarsh Jalan holding 8,94,000 equity shares, constituting 17.88% of the paid-up capital,(iv) PCI Marketing Private Limited holding 2,25,000 equity shares, constituting 4.50% of the paid-up capital,(v)Mrs. Shalini Jalan holding 2,50,000 equity shares, constituting 5.00% of the paid-up capital,(vi) Master Adi Jalan holding 2,15,000 equity



shares, constituting 4.30% of the paid-up capital,(vii) Ms Anya Jalan holding 1000 equity shares, constituting 0.02% of the paid-up capital.

Applicant Company further filed affidavits of the Equity Shareholders dated 28th April, 2017 in addition to consent letters, conveying their no objection for approval of the Scheme of Amalgamation.

It is further averred that, there are no Secured Creditors as certified by the Chartered Accountant shown as **Annexure- I**.



It is further averred that, there are no Unsecured Creditors as certified by the Chartered Accountant shown as **Annexure- J**.

The Applicant Company is seeking an order to dispense with convening of meeting of Secured and Unsecured Creditors on the ground that the Applicant Company has no Secured and Unsecured Creditors as certified by Chartered Accountant.

The Applicant Company Bells Softech Limited and SES (India) Limited (Transferor Company No.2) are proposed to be merged with the ASA Holdings Private Limited (Transferee Company), as per the scheme of Amalgamation shown as **Annexure-A** and Board of Directors of the Applicant Company have passed the resolution approving the scheme of amalgamation.

The Applicant Company has obtained consent of shareholders, which is 100%. The Applicant Company is praying to dispense with convening of meeting of shareholders as all the shareholders have given their consent to the scheme. It is the contention of the counsel that no useful purpose would be served if meeting of shareholders is ordered as they have already given consent to the scheme. When there is consent of all the shareholders, convening of meeting of shareholders would be futile exercise. It is true when all the shareholders have given consent for the scheme then no useful purpose would be served by convening meeting of Shareholders. Therefore Applicant Company is permitted to dispense with convening of meeting of shareholders.

Since Applicant Company has no Secured and Unsecured Creditors, then the Question of dispensing with convening of meeting does not arise.



In the result, the application is allowed and holding of meeting of the Equity Shareholders is dispensed with. In any eventuality when the Applicant Company approaches this Tribunal for seeking approval of the scheme it would be open for any person who are interested in the Scheme of Amalgamation to put forth their contentions before the Tribunal.


(RATAKONDA MURALI)

MEMBER, JUDICIAL


(ASHOK KUMAR MISHRA)

MEMBER, TECHNICAL

DATED THIS THE 25th DAY OF JUNE, 2017