

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

COMPANY SCHEME APPLICATION NO 534 (MAH) OF 2017

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the
Companies Act, 2013 ;

AND

In the matter of Scheme of Arrangement between DSR Infotech Limited and
M.J. Pharmaceuticals Private Limited and Suraksha Realty Limited and
Katalyst Software Services Private Limited and their respective shareholders

DSR Infotech Limited, a company incorporated }
under the provisions of Companies Act, 1956 }
having its registered office at Sun Lounge, }
Ground Floor (Right Wing), One Earth, }
opposite Magarpatta City, Hadapsar, Pune - 411028. }....First Applicant Company

M.J. Pharmaceuticals Private Limited a company }
incorporated under the provisions of Companies Act, }
1956 having its registered office at F.P. 145 Ram }
Mandir Road, Vile Parle (East), Mumbai – 400057 }....Second Applicant Company

Suraksha Realty Limited, a company incorporated }
Under the provisions of Companies Act, 1956 having }
its registered office at 3, Narayan Building, 23 L.N. }
Road, Dadar (East), Mumbai – 400014 }....Third Applicant Company

Katalyst Software Services Private Limited, a company }
incorporated under the provisions of Companies Act, }
2013 having its registered office at Sun Lounge, }
Ground Floor (Right Wing), One Earth, opposite }
Magarpatta City, Hadapsar, Pune – 411028 }....Fourth Applicant Company

Mr. Hemant Sethi i/b. Hemant Sethi & Co., Advocates for the Applicants

CORAM: Ina Malhotra, Member (Judicial)

DATE: 22nd June , 2017

MINUTES OF THE ORDER

1. The Counsel for the Applicant Companies states that the present Scheme is a Scheme of Arrangement between DSR Infotech Limited and M.J. Pharmaceuticals Private Limited and Suraksha Realty Limited and Katalyst Software Services Private Limited and their respective shareholders. The Scheme involves transfer of the demerger of the BPO Undertakings of the Demerged Companies by way of a demerger of business on a going concern basis for consideration being discharged by way of issue of shares of the Resulting Company to the shareholders of the Demerged Companies.
2. The Rational of the Scheme is that:-
 - a. *In order to achieve better management and to have clear focus on business operations, the management of the Demerged Companies have decided to demerge the BPO Undertaking thereby transferring the BPO Undertaking (as defined hereinafter) of the Demerged Companies to the Resulting Company, in the interests of maximizing overall shareholder value.*
 - b. *Therefore, with a view to effect such plan, the Board of Directors of the Demerged Companies and the Resulting Company propose that the BPO Undertaking of the Demerged Companies be transferred to and vested in the Resulting Company on a going concern basis to be undertaken through this Scheme (as defined hereinafter) under the provisions of sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the relevant Companies Act for such consideration and in such manner as provided for in this Scheme (as defined hereinafter).*
 - c. *Accordingly, this Scheme under sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the relevant Companies Act has been proposed to provide for transfer of BPO Undertaking of the Demerged Companies by way of demerger to the Resulting Company.*
 - d. *Upon the sanction of the Scheme by the National Company Law Tribunal.(as defined hereinafter) and the Scheme becoming effective on the Effective Date (as defined hereinafter), the BPO Undertaking of the Demerged Companies shall stand transferred to, and be vested in, the Resulting Company on and from the Appointed Date for all intent and purposes.*
3. That the meeting of the Equity Shareholders of the First Applicant Company be convened and held at Sun Lounge, Ground Floor (Right Wing), One Earth, opposite

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Magarpatta City, Hadapsar, Pune - 411028 on 8th day of August, 2017 at 4:00 p.m. for the purpose of considering and, if thought fit, approving with or without modification(s) Scheme of Arrangement between DSR Infotech Limited and M.J. Pharmaceuticals Private Limited and Suraksha Realty Limited and Katalyst Software Services Private Limited and their respective shareholders.

4. That the meeting of the Equity Shareholders of the Second Applicant Company be convened and held at F.P. 145 Ram Mandir Road, Vile Parle (East), Mumbai – 400057 on 8th day of August, 2017 at 10.00 a.m. for the purpose of considering and, if thought fit, approving with or without modification(s) Scheme of Arrangement between DSR Infotech Limited and M.J. Pharmaceuticals Private Limited and Suraksha Realty Limited and Katalyst Software Services Private Limited and their respective shareholders.
5. That the meeting of the Equity Shareholders of the Third Applicant Company be convened and held at 3, Narayan Building, 23 L.N. Road, Dadar (East), Mumbai – 400014 on 8th day of August, 2017 at 11.00 a.m. for the purpose of considering and, if thought fit, approving with or without modification(s) Scheme of Arrangement between DSR Infotech Limited and M.J. Pharmaceuticals Private Limited and Suraksha Realty Limited and Katalyst Software Services Private Limited and their respective shareholders.
6. That the meeting of the Equity Shareholders of the Fourth Applicant Company be convened and held at Sun Lounge, Ground Floor (Right Wing), One Earth, opposite Magarpatta City, Hadapsar, Pune - 411028 on 8th day of August, 2017 at 5.00 p.m. for the purpose of considering and, if thought fit, approving with or without modification(s) Scheme of Arrangement between DSR Infotech Limited and M.J. Pharmaceuticals Private Limited and Suraksha Realty Limited and Katalyst Software Services Private Limited and their respective shareholders.
7. At least one month before the said meeting of the Equity Shareholders of the respective Applicant Companies to be held as aforesaid, a notice convening the said Meeting at the place, date and time as aforesaid, together with a copy of the Scheme, a copy of statement disclosing all material facts as required under Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 notified on 14th December 2016 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by

courier or by speed post or by hand delivery or by email (to those shareholders whose email addresses are duly registered with the respective Applicant Companies for the purpose of receiving such notices by email) to each of the Equity Shareholders of the respective Applicant Companies at their respective registered or last known addresses or e-mail address of the Equity Shareholders as per the records of the respective Applicant Companies.

8. At least one month before the said meeting of the Equity Shareholders of the respective Applicant Companies to be held as aforesaid, a notice convening the said meeting, indicating the place, date and time of meeting as aforesaid be published, and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 and the Form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company as aforesaid and / or at the office of its Advocates, M/s Hemant Sethi & Co., 1602 Nav Parmanu, Behind Amar Cinema, Chembur, Mumbai – 400071.
9. That the Notice of the aforesaid meetings of the First and Fourth Applicant Companies shall be advertised in two local newspapers viz. 'Indian Express' in English and 'Loksatta' in Marathi, both circulated in Pune not less 30 days before the date fixed for the meeting.
10. That the Notice of the aforesaid meetings of the Second and Third Applicant Companies shall be advertised in two local newspapers viz. 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated in Mumbai not less 30 days before the date fixed for the meeting.
11. That Mrs. Trupti Pandit, Director of the First Applicant Company failing her Mr. Jibi John, General Manager of the First Applicant Company shall be the Chairperson of the meeting of Equity Shareholders of the aforesaid meeting of Equity shareholders or any adjournment or adjournments thereof.
12. That Mr. Suresh Kumar Ajmera, Director of the Second Applicant Company failing him Mr Prince Kalarickal Elias, also a Director of the Second Applicant Company shall be the Chairperson of the meeting of Equity Shareholders of the aforesaid meeting of Equity shareholders or any adjournment or adjournments thereof.
13. That Ms. Khyati Valia, Director of the Third Applicant Company failing her Mr. Paresh Parekh, also a Director of the Third Applicant Company shall be the Chairperson of the meeting of Equity Shareholders of the aforesaid meeting of Equity shareholders or any adjournment or adjournments thereof.



14. That Mrs. Trupti Pandit, Director of the Fourth Applicant Company failing her Mr. Jibi John Authorized Signatory of the Fourth Applicant Company shall be the Chairperson of the meeting of Equity Shareholders of the aforesaid meeting of Equity shareholders or any adjournment or adjournments thereof.
15. That the Chairman appointed for the respective aforesaid meetings to issue the advertisement and send out the notices of the meetings referred to above. The said Chairman shall have all powers as per Articles of Association and also under the Companies Act 2013 in relation to the conduct of the meetings, including for deciding procedural questions that may arise or at any adjournment thereof or resolution, if any, proposed at the meetings by any person(s).
16. The quorum for the respective aforesaid meetings of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
17. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, are filed with the respective Applicant Companies at the Registered Office, not later than, 48 hours before the aforesaid Equity Shareholders meeting.
18. The value and number of the shares of each Equity Shareholder shall be in accordance with the books/ register of the respective Applicant Companies or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meetings of the Equity Shareholders of the Applicant Companies and his decision in that behalf would be final.
19. That Mr. Chintan Goswami, Practicing Company Secretary is hereby appointed as Scrutinizers of the meeting of Equity shareholders of the Applicant Companies and his remuneration is fixed as Rs. 40,000 /-
20. The Chairperson(s) of the respective Applicant Companies to file an affidavit not less than seven days before the date fixed for the holding of the meetings and to report to this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with.



21. The Chairperson(s) of the respective Applicant Companies to report to this Tribunal, the result of the aforesaid meetings within thirty days of the conclusion of the respective meetings.
22. That the Applicant Companies are directed to serve notices along with copy of the Scheme upon the concerned Income Tax Authority within whose jurisdiction the Applicant Company's assessments are made. The Central Government through the office of Regional Director, Western region, Mumbai. The Registrar of Companies, Mumbai / Pune as applicable, with an intimation that they may, if they so wish, submit their representations, if any, within a period of thirty days from the date of receipt of such notice with the Tribunal with copy of such representations simultaneously served upon the respective Applicant Companies, failing which, it shall be presumed that the authorities have no representations to make on the proposed arrangement embodied in the Scheme.
23. That Counsel for the First Applicant Company submits that since the Scheme is an Arrangement between the Applicant Company and their respective shareholders, only a meeting of the Equity Shareholders of the First Applicant Company is proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the First Applicant Company to issue notice to all its Secured and Unsecured Creditors as required under section 230 (3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the First Applicant Company.
24. The Counsel for the Second Applicant Company submits that there are no Secured Creditors in the Second Applicant Company therefore, the question of sending notices to the Secured Creditors does not arise. That Counsel for the Second Applicant Company submits that since the Scheme is an Arrangement between the Applicant Company and their respective shareholders, only a meeting of the Equity Shareholders of the Second Applicant Company is proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the Second Applicant Company to issue notice to all its Unsecured Creditors as required under section 230 (3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Second Applicant Company.
25. That Counsel for the Third Applicant Company submits that since the Scheme is an Arrangement between the Applicant Company and their respective shareholders,



only a meeting of the Equity Shareholders of the Third Applicant Company is proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the Third Applicant Company to issue notice to all its Secured and Unsecured Creditors as required under section 230 (3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Third Applicant Company.

26. The Counsel for the Fourth Applicant Company submits that there are no Secured Creditors in the Fourth Applicant Company therefore, the question of sending notices to the Secured Creditors does not arise. That Counsel for the Fourth Applicant Company submits that since the Scheme is an Arrangement between the Applicant Company and their respective shareholders, only a meeting of the Equity Shareholders of the Fourth Applicant Company is proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the Fourth Applicant Company to issue notice to all its Unsecured Creditors as required under section 230 (3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Fourth Applicant Company.

27. That the respective Applicant Companies are directed to file affidavit of service in the Registry proving dispatch of notices upon shareholders, Creditors, publication of notices in newspapers and to all Regulatory authorities as stated in clause 22 above and to report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

Sd/-

Ina Malhotra, Member (Judicial)