

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH, AT MUMBAI

COMPANY SCHEME PETITION NO. 1027 OF 2017

IN

COMPANY SCHEME APPLICATION NO. 753 OF 2017

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to of the Companies Act, 2013;

AND

In the matter of Capgemini Solutions Private Limited, a company incorporated under the provisions of the Companies Act, 1956, bearing Corporate Identification Number (CIN) - U72200MH2005PTC296502 and having its registered office at Akruti Softech Park, 4th Floor, MIDC, Cross Road No.21, MIDC, Andheri (East), Mumbai – 400093, Maharashtra, India.

AND

In the matter of Capgemini Technology Services India Limited, a company incorporated under the provisions of the Companies Act, 1956 bearing corporate identification number (CIN) – U85110PN1993PLC145950 having its registered office at Plot No 14, Rajiv Gandhi Infotech Park, Hinjawadi, Phase – III, MIDC-SEZ, Village Man, Taluka Mulshi, Pune – 411057, Maharashtra, India

AND

In the matter of Scheme of Amalgamation of Capgemini Solutions Private Limited with Capgemini Technology Services India Limited and their respective Shareholders.

Capgemini Solutions Private Limited

**....First Petitioner Company/
Transferor Company**

Capgemini Technology Services India Limited

**....Second Petitioner Company/
Transferee Company**

For Petitioner Companies: Adv. Ms. Manali Kshirsagar and Adv. Mr. Harsh Buch i/b ALMT Legal on behalf of the First Petitioner Company and Second Petitioner Company.

CORAM: Hon'ble B. S. V. Prakash Kumar, Member (J)

Hon'ble V. Nallasenapathy, Member (T)

DATE: 4th January, 2018

Per: Hon'ble V. Nallasenapathy, Member (T)

ORDER

1. Petition Admitted.
2. Petition fixed for hearing and final disposal on **24th January 2018**.
3. This Company Scheme Petition is filed jointly by the Transferor Company and the Transferee Company (herein after referred as "**the First Petitioner Company**" and "**the Second Petitioner Company**") with the object to obtain the sanction of the Tribunal to a compromise or arrangement embodied in the Scheme of Amalgamation of the First Petitioner Company and the Second Petitioner Company and their respective shareholders ("**Scheme**") for the amalgamation and transfer of the Undertaking (as defined in the Scheme) of the First Petitioner Company to the Second Petitioner Company with effect from the Appointed Date (i.e. 1st April, 2017) on the terms and conditions and in the manner stated in the Scheme.
4. In compliance with the directions contained in the Order dated 20th July, 2017 passed by this Tribunal in the Company Scheme Application No. 753 of 2017 filed jointly by the First Petitioner Company and the Second Petitioner Company, the First Petitioner Company and the Second Petitioner Company have *inter alia* duly convened and held the meetings of their respective equity shareholders,

published advertisements of the notices of the said meetings in the newspapers as directed, given notices to the relevant statutory/ regulatory authorities, secured and unsecured creditors, as directed and made the necessary filings with this Tribunal all as directed in the said Order dated 20th July, 2017.

5. It is further submitted that this Company Scheme Petition is filed in consonance with Sections 230 to 232 of the Companies Act, 2013 along with the Order passed in Company Scheme Application No. 753 of 2017.
6. It is hereby directed that a Notice of hearing be advertised in the newspapers namely, "Free Press Journal", (English edition), "Loksatta", (Marathi edition), both circulated in Mumbai by the First Petitioner Company and "the Financial Express", (English edition) and "Loksatta", (Marathi edition), both circulated in Pune by the Second Petitioner Company before the aforesaid date fixed for hearing.
7. In addition to the public notices mentioned above, the First Petitioner Company is directed to serve notices along with the Scheme upon (i) the Central Government through the office of the Regional Director, Western Region, Mumbai; and (ii) the Income Tax Authority, Mumbai; in terms of Rule 16 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.
8. The Second Petitioner Company is directed to serve notices along with Scheme upon (i) the Central Government through the office of the Regional Director, Western Region, Mumbai; and (ii) the Reserve Bank Of India, Regional Office, Mumbai in terms of Rule 16 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016;
9. The counsel for the First Petitioner Company and the Second Petitioner Company submits that (i) the Official Liquidator has filed his report in this Tribunal on the 25th October, 2017 *inter alia* stating that the affairs of the First Petitioner Company have not been conducted prejudicial to the interests of the members or the public; and (ii)

the Second Petitioner Company has received a no objection certificate dated 12th September, 2017 from the jurisdictional Income Tax Department, Pune; and (iii) the Central Government through the office of the Regional Director, Western Region, Mumbai has filed its report dated 11th December, 2017 in this Tribunal on the 12th December, 2017.

10. The respective Petitioner Companies are directed to file an affidavit of service regarding the directions given by the Tribunal before the date fixed for hearing and final disposal of the said Company Scheme Petition and report to this Tribunal that the directions regarding the issue of advertisements of the notice have been duly complied with.

Sd/-

**V. Nallasenapathy, Member
(Technical)**

Sd/-

**B. S. V. Prakash Kumar, Member
(Judicial)**