

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
SINGLE BENCH, CHENNAI**

CA No.124/CAA/2017

In the matter of Scheme of Amalgamation

**M/s. MPortal (India) Wireless Solutions Private Limited**  
(Transferor Company 1)

and

**M/s Transera Communications Private Limited**  
(Transferor Company 2)

With

**M/s Broadsoft Technologies Private Limited**  
(Transferee Company)

And

Their Respective Shareholders and Creditors

**Order delivered on 09.10.2017**

For the Petitioner: Mr Srinivasan M D

**Per: K. ANANTHA PADMANABHA SWAMY,**  
**MEMBER (JUDICIAL)**

**ORDER**

Under adjudication is a Company application **CA/124/CAA/2017** that has been filed by the Transferee/Applicant Company in the matter of the Scheme of Amalgamation. Counsel for the applicant (Transferee Company) stated that since **MPortal (India) Wireless Solutions Private Limited** (Transferor Company 1) and **M/s Transera Communications Private Limited** (Transferor Company 2) with whom the Transferee company, **M/s Broadsoft Technologies Private Limited** is to be amalgamated have their Registered Office at First, Second, Fourth Floors, Axis Sai Jyoti, No.785, 15<sup>th</sup> Cross, 1<sup>st</sup> Phase, J P Nagar, Bangalore 560 078, the same is falling within the jurisdiction of NCLT, Bangalore Bench.

The Transferee Company through this application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, has prayed for seeking direction for dispensing with the convening and holding of the meeting of the Equity shareholders of the Transferee Company

**M/s Broadsoft Technologies Private Limited** (Transferee Company)

1. There are two Equity shareholders of the Transferee Company whose particulars are placed at page 181A in the typeset, issued by ASA & Associates, Chartered Accountants and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Page 12 and page 19 of Vol. II as Annexure 7 and Annexure 8.

Since all the requirements under law have been fulfilled, therefore, holding of the meeting of the Equity shareholders of the Transferee Company is dispensed with.

2. There are no secured and Unsecured Creditor of the applicant company and certificate issued by ASA & Associates, Chartered Accountants is placed at page 25 and 28 of Vol.II as Annexure 10.

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. The applicant company is directed to make publication of notices in newspapers one in English and the other in vernacular language, preferably in Business Standard (Chennai Edition) and Malai Malar (Chennai Edition) having

wider circulation, not less than 30 days before the next date of hearing of the petition. The Transferee Company is directed to place the notice on its website and also place the same on the notice board at the registered office of the company. The applicant Company is also directed to send private notice to the authorities by way of speed post and file the proof of sending and effecting service of notice along with the paper publication by way of an affidavit before the next date of hearing. The Registry is also directed to display the notice on the notice board of the NCLT, Chennai.

5. The petition shall be presented on or before 15.11.2017.

  
**(K.Anantha Padmanabha Swamy)**  
**Member (Judicial)**

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