

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

**CP/158/CAA/2017
[CA/117/CAA/2017]**

Under Section 230 to 232 of the Companies Act, 2013

In the matter of Scheme of Arrangement (Demerger) between

**M/s. BATEMAN ENGINEERING (INDIA) PRIVATE
LIMITED**

(Demerged Company)

And

**M/s. TENOVA INDIA PRIVATE LIMITED
(Resulting Company)**

Order delivered on: 07.11.2017

CORAM

CH. MOHD SHARIEF TARIQ, MEMBER (J)

S.VIJAYARAGHAVAN, MEMBER (T)

For the Petitioner(s): Shri K. Ramasamy, Advocate

Shri G.V. Mohan Kumar, Advocate

ORDER

Per: CH. MOHD SHARIEF TARIQ, MEMBER (J)

1. Under Consideration is a joint Company Petition no. CP/158/CAA/2017 filed under Section 230 of the Companies Act, 2013 r/w the Companies (Compromises, Arrangements and Amalgamations) Rules 2016. The instant Petition pertains to the proposed Scheme of Arrangement (Demerger) by virtue of which "Turnkey Project" of M/s Bateman

Engineering (India) Private Limited (hereinafter referred to as '**Demerged Company**') will merge with M/s. Tenova India Private Limited (hereinafter referred to as '**Resulting Company**').


2. The Details of Share Capital, Shareholders, Secured & Unsecured Creditors of the Companies are as under:

Particulars	Authorised Capital (Rs)	Issued, S&P Capital (Rs)	No. of Equity Share-holders	No. of Secured Creditors	No. of Un-secured Creditors
Demerged Company	Rs. 56,50,00,000	Rs. 56,20,93,130	2	Nil	37
Resulting Company	Rs. 23,50,00,000	Rs. 23,22,47,240	2	1	937

3. The Demerged Company is a Private Limited Company having its registered office at No. 94/3, TTK Road, Alwaarpet, Chennai-600018. The Resulting Company is a Private Limited Company, having its registered office at No. 94/3, TTK Road, Alwaarpet, Chennai-600018. The main object of the Petitioner Company as set out in its **Memorandum of Association**, is to carry on the business to develop implement manufacture, assemble, develop, select, license, maintain, fabricate, services, market, exchange, support, design, convert, alter, modify, export, import, purchase, sell or lease and otherwise deal in computer software including to develop and engineering designs electronic, electrical mechanical measurement instrument to manage and to supervise companies and other enterprises.

The object of the Resulting Company is to carry on the business as 

manufacturing, assemblers, buyers, sellers, importers, exporter, repairs, job workers, lessors, consultants, disinters, engineers, commission agents etc.

4. This Bench vide its order dated 21st July, 2017, in CA/117/CAA/2017 dispensed with the convening and holding of the meeting of the Equity Shareholders. In this matter, the Applicant Companies will continue to function as separate legal entities even after sanction of the Scheme. Therefore, a direction was given for sending individual notices to all the creditors.
5. Mr. K Ramasamy, learned Counsel appearing for the Petitioner Companies submitted that the Tenova Group decided that it would be imperative to accommodate the business offerings and expertise of Bateman Engineering (India) Private Limited relating to the 'Turnkey Projects' within M/s.Tenova India Private Limited. The Turnkey Projects integration into M/s. Tenova India Private Limited will lead to improve focus, efficient promotional efforts, and thus leading to improve performance. Upon demerger, M/s. Bateman Engineering (India) Private Limited shall continue to operate with 'Small Projects' and specialize in effectively managing such projects with lesser cost and more independence. The learned Counsel further submits that no investigation proceedings are pending against the Companies under the provisions of the Companies Act, 1956 or corresponding provisions of the Companies Act, 2013, 

6. The Regional Director, Southern Region (for short, '**RD**') in the Report Affidavit (for brevity, '**Report**') dated 24.10.2017 submitted that he has no objection and the Scheme be considered on merits.
7. It has been stated that Demerged Company does not have any secured creditors. The resulting company has one secured creditor namely M/s. Corporate and Investment Bank. The certificate of the Chartered Accountant confirms the same. There are 37 unsecured creditors in Demerged Company and 937 unsecured creditors in Resulting Company. The individual notices were sent to the creditors, but no objection has been filed by any of the creditors.
8. Clause 8 of the Scheme of the Companies provides for the protection of the employees of the demerged undertaking.
9. As per the report of RoC, Chennai, the Demerged as well as the Resulting companies are regular in filing its statutory returns. In respect of both the companies there is no prosecution filed, no complaints pending and no inspection/investigation has been conducted.
10. Clause 12 of the Scheme proposes to change the name of the demerged company to "**Tepro India Private Limited**" or such other name. In this connection, the Demerged Company is directed to comply with the provisions of the Act and Rules framed thereunder.

11. The notices were issued to the other regulators but none of them filed any objection. The Scheme annexed with Petition stands sectioned. However, we further clarify that this Order will not be construed as an order granting exemption from payment of stamp duty or taxes or any other charges, if payable, as per the relevant provisions of law or from any applicable permissions that may have to be obtained or, even compliances that may have to be made as per the mandate of law.
12. The Companies to the said Scheme or other person interested shall be at liberty to apply to this Bench for any direction that may be necessary with regard to the working of the said Scheme.
13. The Petitioner Companies shall file with the Registrar of Companies the certified copy of this Order within 30 days of the receipt of the order.
14. The Order of sanction to this Scheme shall be prepared by the Registry as per the format provided under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 notified on 14th December, 2016.
15. Thus, the Scheme stands sanctioned and CP/158/CAA/2017 stands disposed of.


(S. VIJAYARAGHAVAN)
MEMBER (T)

TJS


(CH. MOHD SHARIEF TARIQ)
MEMBER (J)