

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

**CP/203 & 204/CAA/2017  
[CA/29& 30/CAA/2017]**

**Under Section 230 to 232 of the Companies Act, 2013**

**In the matter of Scheme of Amalgamation between**

**M/s. Integra Infotech Private Limited  
(Transferor Company)**

**With**

**M/s. Integra Software Services Private Limited  
(Transferee Company)**

**Order delivered on: 05.12.2017**

**For the Petitioner(s) :** *Mr. M. Sricharan Rangrajan, Advocate*  
*Mr. A.K Athiban Vijay, Advocate*  
*Mr. K. Gowtham Kumar, Advocate*  
*Ms. Kavitha Vijay, Advocate*  
*Mr. Arul Gnana Prakash, Advocate*

**ORDER**

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

1. Under consideration are two Company Petitions no's: CP/203/CAA/2017 and CP/204/CAA/2017. The Petitions have been filed under section 230 of the companies Act, 2013 r/w the companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The purpose of the company petitions is to obtain sanction to the amended scheme of Amalgamation (in Short, 'Scheme') by virtue of which M/s. Integra Infotech Private Limited (hereafter referred to as 'Transferor Company') will get merged with M/s.

Integra Software Services Private Limited (hereafter referred to as '**Transferee Company**') as a going concern.


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

Particulars	Authorised Capital	Issued, S&P Capital	No. of Equity Share-holders	No. of Secured Creditors	No. of Un-secured Creditors
Transferor Company	Rs.5,00,000	Rs.1,00,000	2	Nil	1
Transferee Company	Rs.2,50,00,000	Rs.1,80,91,170	3	Nil	1

3. The Transferor is a Private Limited Company having its registered office at No. 6, Second Cross, Brindavanam, Puducherry-605013. The Transferee Company is a Private Limited Company having its registered office at Floor 2, Module 8, SEZ Unit, Chennai one IT Park, 200 Feet Road, Thoraipakkam, Chennai-600097. The Transferor Company is engaged in the services of importing, either on its own or as a franchisee, training and education in Computer Software development and services, import and export of computer software of very kind, consultancy and other services of professional and technical nature in India or abroad. The Transferee Company is to carry on the business of software design, development, re-engineering and services, Data processing, typesetting, data conversion, desktop publishing and offset printing, web publishing, IT enabled services including medical transcription, cell centres, legal work and allied services.

of all kinds etc. The Board of directors of petitioner companies vide its resolution dated 24<sup>th</sup> Day of March, 2017 approved the said scheme of Amalgamation.

4. This Bench vide its common order dated 20<sup>th</sup> April, 2017, in CA/29 & 30/CAA/2017 dispensed with convening, holding and conducting of the meeting of equity shareholders, unsecured creditors in respect of the both the applicant companies. There is no secured creditors in respect both the companies. In short the petitioner companies complied with all the orders passed by this bench.

5. The learned counsel appearing for the Petitioner Companies submitted that the rationale and circumstances that have necessitated the proposed amended scheme are that the amalgamation will enable consolidation of the business of the two entities into one entity which will facilitate in focused growth, operational efficiency, business synergy, better supervision of the business of the group and more productive utilization of resources; The amalgamation will enable pooling of resources of the Transferor Company with the resources of the Transferee Company to their advantage, resulting in more productive utilization of said resources, and cost and operational efficiency which would be beneficial to all stakeholders. 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 (In short, '**RD**') in the Report Affidavit (for brevity, '**Report**') dated 05.09.2017 submitted that as per records of ROC, Chennai and Pondicherry. Transferor and Transferee Companies are regular in filing their statutory returns and no complaint is pending and no inspection or investigation is pending against Petitioner Companies. Further, the RD submitted that under Clause 12, the scheme proposes to merge the authorised capital of the Transferor Company with that of the Transferee Company. Therefore, the Transferee Company may be directed to file the amended MoA and AoA with the ROC, Chennai for records. It's further submitted that in clause 13 of the scheme the Transferee company proposes to insert 5 main object clauses of the Transferor company under its main objects the wording of the said clause does not provide clarity. He suggested that Companies may be directed to amend the Clause 13. The RD has not raised any other objection to the scheme under consideration.
7. With regard to above observation made by the RD, the counsel for the petitioner companies, amended the scheme of amalgamation. In fact existing sub-clause of the Memorandum of Association of the Transferee Company incorrectly mentioned in clause 13.1 of the scheme, "inserting following new sub-clause immediately after the existing sub clause (i)

under part (a) to clause B(3)..." instead of "substituting the following sub-clauses immediately under the existing part (a) to clause (3)..."

Accordingly, approval of the Board of Directors for alteration of objects clause in the scheme of amalgamation was obtained on 14<sup>th</sup> June, 2017.

The Transferee Company undertakes to file an amended MoA and AoA with the ROC, Chennai.

8. The Official Liquidator (In short, 'OL') in its report dated 16.10.2017, submitted that as per order dated 20.04.2017. He has nominated M/s. M/s. M.R Narain & Co., Chartered Accountants (Auditor), Chennai who is one of the empanelled auditor by the Hon'ble High Court of Madras to look into the composite Scheme of Amalgamation and to scrutinize the books and accounts of the Transferor Company. The Auditor has broadly reviewed and observed that the Transferor Company submitted his report that under clause 9.1 of Part-III of the proposed scheme, and the interest of all staff, workmen and employees in the service of the Transferor Company is safeguarded.

9. The OL further submits that the Transferor Company has maintained and written up all the statutory books in accordance with normally accepted accounting principles and fulfilled the requirements in terms of sections 391 and 394 of the Companies Act, 1956 and other applicable provisions of Companies Act, 2013.

10. Further perusal of the scheme shows that the accounting treatment is in conformity with the established accounting standards. In short, there is no apprehension that any of the creditors would lose or be prejudiced if the proposed scheme is sanctioned. The said Scheme of Amalgamation will not cost any additional burden on the stakeholders and also will not prejudicially affect the interests of any class of the creditors in any manner. The Appointed date of the said Scheme is 22<sup>nd</sup> March, 2017.

11. **Para.14.1** of the amended scheme provides that in consideration of transfer and vesting of the undertaking of Transferor Company in the transferee Company in terms of the scheme, the Transferee Company shall, without any further application or deed, issue and allot equity shares credited as fully paid up, to the extent indicated below, to each of the equity shareholder of the Transferor Company as on the Record date or to their respective heirs, executors, administrators or other legal representatives or successors-in-title in the following manner:

*“One (1) fully paid-up Equity shares Rs. 1 each of Transferee Company shall be issued and allotted for every one (1) Equity Shares of Rs. 100 each held in the Transferor Company”.*

**Para 14.2** of the amended scheme provides that the Equity Shares being issued and allotted, as aforesaid by the Transferee Company, The Equity Shares issued by the Transferee Company and held by its shareholders,



whether in dematerialized or physical form, shall be deemed to have been automatically cancelled and of no effect.

12. There is no additional requirement for any modification and the amended Scheme of Amalgamation appears to be fair and reasonable and is not contrary to public policy and not violative of any provisions of law. All the statutory compliances have been made under section 230 to 232 of the Companies Act, 2013. Taking into consideration the above facts, the Company Petition is allowed and the amended scheme of Amalgamation annexed with the petition is hereby sanctioned which shall be binding on the members, unsecured creditors and shareholders.
13. While approving the amended Scheme as above, it is further clarified 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.
14. The Transferee Company is directed to file the amended MoA and AoA with the ROC, Chennai for records.
15. The Companies to the amended 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.

16. A certified copy of this Order shall be filed with Registrar of Companies within 30 days of the receipt of the order.
17. The Transferor Company shall be dissolved without winding up from the date of the filing of the certified copy of this order with the Registrar of Companies.
18. Upon receiving the certified copy of this order, the ROC, Chennai is directed to place all documents relating to the Transferor Company with that of the Transferee Company and the files relating to the Transferor Company shall be consolidated with the files and records of the Transferee Company.
19. The Order of sanction to this amended Scheme shall be prepared by the Registry as per the format provided under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 notified on 14<sup>th</sup> December, 2016.
20. Accordingly, the amended Scheme stands sanctioned and CP/203 & 204/CAA/2017 stand disposed of.

  
**CH. MOHD SHARIEF TARIQ**  
**MEMBER (J)**

TJS