

**IN THE HON'BLE NATIONAL COMPANY LAW
TRIBUNAL HYDERABAD BENCH
HYDERABAD**

CA(CAA)/No.39/230/HDB/2017

Under Section 230 of the Companies Act, 1956

In the matter of

1. Syniverse Clearing House India Private Limited
9th Floor, ILabs Centre, Plot No.18,
Software Units Layout, Madhapur,
Hyderabad – 500 081.
Telangana. ... Applicant No.1/Transferor Company No.1
2. Syniverse Teledata Systems Private Limited
9th Floor, ILabs Centre, Plot No.18,
Software Units Layout, Madhapur,
Hyderabad – 500 081.
Telangana. ... Applicant No.2/Transferor Company No.2
3. Syniverse Mobile Solutions Private Limited
9th Floor, ILabs Centre, Plot No.18,
Software Units Layout, Madhapur,
Hyderabad – 500 081.
Telangana. ... Applicant No.3/Transferor Company No.3

And

4. Syniverse Technologies Services (India) Private Limited
9th Floor, ILabs Centre, Plot No.18,
Software Units Layout, Madhapur,
Hyderabad – 500 081.
Telangana. ... Applicant No.4/Transferee Company

Order delivered on: 01.09.2017

CORAM:

Hon'ble Mr. Rajeswara Rao Vittanala, Member (Judicial)

Hon'ble Mr. Ravikumar Duraisamy, Member (Technical)

Parties Present:

For Applicants : Dr. S.V. Ramakrishna, Advocate
Mr. S.V. Vanshi Krishna, Advocate
Ms. Aakriti Penukonda, Advocate

Per: Rajeswara Rao Vittanala, Member (Judicial)



**CERTIFIED TO BE TRUE COPY
OF THE ORIGINAL**

ORDER

1. The present Company Application bearing CA(CAA)No.39/230/HDB/2017, is filed by Syniverse Clearing House India Private Limited (Transferor Company No.1) along with Syniverse Teledata Systems Private Limited (Transferor Company No.2); Syniverse Mobile Solutions Private Limited (Transferor Company No.3) and Syniverse Technologies Services (India) Private Limited (Transferee Company), under Sections 230 read with 232 and other applicable provisions of the Companies Act, 2013, by inter-alia seeking an order to dispense with the meetings of Equity Shareholders and Creditors for consideration of the Scheme of Amalgamation between the Transferor Companies Nos. 1 to 3 and Transferee Company as envisaged under the said Scheme with consequential relief.

Brief facts leading to the filing of present case are as follows:

I) In respect of 1st Applicant/Transferor Company No.1:

- (a) Syniverse Clearing House India Private Limited, the Transferor Company No.1, was incorporated as a Private Limited Company on 25.02.2014, under the Companies Act, 1956 having its Registered Office situated at 9th Floor, ILabs Centre, Plot No.18, Software Units Layout, Madhapur, Hyderabad -- 500081.
- (b) The Authorised, issued, subscribed and paid up share capital as on 31.03.2016 is detailed below:

	In Rupees
Authorised Share Capital	
60,00,000 Equity Shares of Rs.10/- each	6,00,00,000
Issued, Subscribed and Paid-up Share Capital	
28,07,062 Equity Shares of Rs.10/- each fully paid up	2,80,70,620

- (c) The main objects of Company as set out in its Memorandum, in brief, are to carry on in India or abroad the business of a clearing house for domestic network operators and international roaming partners and engage in activities such as providing data clearing services between cellular network



operators; financial clearing services involving production of correct outgoing original invoices, reconciliation of incoming invoices, multiple payment terms and multiple payment methods, software services to allow effective transfer of roamer call data and to facilitate cost effective financial clearing between cellular network operators in India, fraud detection services involving the production of reports alerting visited networks in respect of huge usage levels, training cellular network operators staff on technical and other related issues, conversion and reconciliation between different billing formats and transmission methods.

II) In respect of 2nd Applicant/Transferor Company No.2:

(a) Syniverse Teledata Systems Private Limited, the Transferor Company No.2, was incorporated as a Private Limited Company on 03.07.2001, under the Companies Act, 1956 having its Registered Office situated at 9th Floor, ILabs Centre, Plot No.18, Software Units Layout, Madhapur, Hyderabad – 500081.

(b) The Authorised, issued, subscribed and paid up share capital as on 31.03.2016 is detailed below:

	In Rupees
Authorised Share Capital	
5,00,000 Equity Shares of Rs.10/- each	50,00,000
Issued, Subscribed and Paid-up Share Capital	
24,207 Equity Shares of Rs.10/- each fully paid up	2,42,070

(c) The main objects of Company, as set out in its Memorandum, in brief, are to carry on in India or abroad the business of a clearing house for domestic network operators and international roaming partners and engage in activities such as providing data clearing services between cellular network operators; financial clearing services involving production of correct outgoing original invoices, reconciliation of incoming invoices, multiple payment terms and multiple payment methods, software services to allow effective transfer of roamer call data and to facilitate cost effective financial clearing between cellular network operators in India, fraud



detection services involving the production of reports alerting visited networks in respect of huge usage levels, training cellular network operators staff on technical and other related issues, conversion and reconciliation between different billing formats and transmission methods.

III) In respect of 3rd Applicant/Transferor Company No.3:

- (a) Syniverse Mobile Solutions Private Limited, the Transferor Company No.3, was incorporated as a Private Limited Company on 18.04.2001, under the Companies Act, 1956 having its Registered Office situated at 9th Floor, ILabs Centre, Plot No.18, Software Units Layout, Madhapur, Hyderabad – 500081.

The Authorised, issued, subscribed and paid up share capital as on 31.03.2016 is detailed below:

	In Rupees
Authorised Share Capital	
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
Issued, Subscribed and Paid-up Share Capital	
70,750 Equity Shares of Rs.10/- each fully paid up	7,07,500

Subsequent to the above date and till date of filing the Scheme, there has been no change in the issue, subscribed and paid up capital of the First Applicant Company.

- (c) The main objects of Company as set out in its Memorandum, in brief, are to provide in any part of the world in the service of a clearing house for domestic network operators and international roaming partners and engage in activities such as providing data clearing services between cellular network operators; financial clearing services involving production of correct outgoing original invoices, reconciliation of incoming invoices, multiple payment terms and multiple payment methods, software services to allow effective transfer of roamer call data and to facilitate cost effective financial clearing between cellular network operators in India, fraud detection services involving the production of reports alerting visited



networks in respect of huge usage levels, training cellular network operators staff on technical and other related issues, conversion and reconciliation between different billing formats and transmission methods.

IV) In respect of 4th Applicant/Transferee Company:

(a) Syniverse Technologies Services (India) Private Limited, the Transferee Company, was incorporated as a Private Limited Company on 03.06.2009, under the Companies Act, 1956 having its Registered Office situated at 9th Floor, ILabs Centre, Plot No.18, Software Units Layout, Madhapur, Hyderabad – 500081.

(c) The Authorised, issued, subscribed and paid up share capital as on 31.03.2016 is detailed below:

	In Rupees
Authorised Share Capital	
10,00,00,000 Equity Shares of Rs.10/- each	1,00,00,00,000
Issued, Subscribed and Paid-up Share Capital	
1,36,99,850 Equity Shares of Rs.10/- each fully paid up	13,69,98,500

(c) The main objects of the Company as set out in its Memorandum, in brief, are to provide telecommunication products and services to carriers/operators of telecommunication networks in India and abroad, to provide software and hardware products, solutions and services to telecom service providers for mobile roaming, validating and transmitting billing data between mobile operators, service bureau services near real time roaming data exchange services, financial clearing house services and other allied services, to provide end-to-end fully integrated suite of services to telecom service providers, including inter-carrier communication services, to provide technology interoperability services including processing of multiple services such as voice and data services to wireless carriers and cellular operators across all network signalling, billing and messaging standards, to provide network services, including providing end use connectivity to all widely used communication networks to enable the setup



and delivery of wireless and fixed line telephone calls, to provide telecommunication carriers comprehensive call processing services by using advanced technologies to provide subscriber verification, call delivery and technical fraud detection and prevention regardless of switch type, billing format or signalling standard and other network related services.

3. The Applicant Companies propose the Scheme of Amalgamation for the following reasons:

(i) Emergence of a fully integrated single entity positioned to provide more extensive and integrated technology and business services in the telecommunications sector.

(ii) The benefit of consolidation of financial resources, managerial, technical and marketing expertise of each of the Transferor Companies and the Transferee Company shall be available to the amalgamated entity.

(iii) The amalgamation would result in enhanced potential for increase in revenues and profits over time for the amalgamated entity and its members. The amalgamation would provide synergistic linkages besides economies in costs and other benefits resulting from the economies of scale, by combining the businesses and operations of the Transferor Companies and the Transferee Company and thus contribute to the profitability over time of the amalgamated entity by rationalization of management and administrative structure.

4. It is further stated that the Board of Directors of the Applicant Companies, in their respective Board Meetings, held on 23.01.2017 approved the Scheme of Amalgamation, subject to the approval of their shareholders.

5. It is stated that no Investigation or Proceedings have been instituted or/are pending in relation to the Applicant Companies.



6. It is further stated that there are no Secured Creditors in all above four applicant Companies. The Transferor Company No.1 and Transferor Company No.2 are the wholly owned subsidiaries of the Transferee Company. Further, Transferor Company No.3 and the Transferee Company forms part of the same group of companies.

7. The following are Shareholders/Unsecured Creditors of the 1st Applicant Company/Transferor Company No.1:

There are two (2) equity Shareholders i.e. Syniverse Technologies Services (India) Private Limited [holding 99.99%] (Transferee Company herein) and Syniverse Technologies Network Solutions Singapore Pte. Limited (holding 0.01%), in the Transferor Company No.1. The Transferee Company as Equity Shareholder given its consent by way of Board Resolution passed on 23.01.2017.

There are 6 (six) Unsecured Creditors as on 21.11.2016 in the Transferor Company No.1 and all of them have given their consent for the Scheme of Amalgamation.

Hence, the 1st Applicant Company/Transferor Company No.1 prayed the Tribunal to dispense with meeting of the Equity Shareholders/Secured Creditors/Unsecured Creditors as the same is not required.

8. It is further stated that the following are Shareholders/Unsecured Creditors of the 2nd Applicant Company/Transferor Company No.2:

That there are two (02) shareholders i.e. Syniverse Technologies Services (India) Private Limited [holding 98.43%] (Transferee Company herein) and Syniverse Technologies Network Solutions Singapore Pte. Limited (holding 1.57%), in the Transferor Company No.2. The Transferee Company as Equity Shareholder given its consent by way of Board Resolution passed on 23.01.2017.

There are 7 (seven) Unsecured Creditors as on 21.11.2016 in the Transferor Company No.2 and all of them have given their consent for the Scheme of Amalgamation.



Hence, the 2nd Applicant Company/Transferor Company No.2 prayed the Tribunal to dispense with meeting of the Equity Shareholders/Secured Creditors/Unsecured Creditors as the same is not required.

9. It is further stated that the following are Shareholders/Unsecured Creditors of the 3rd Applicant Company/Transferor Company No.3:

There are two (2) equity Shareholders i.e. SyniverseHoldings (Mauritius) [holding 99.99%] and Syniverse Technologies Network Solutions Singapore Pte. Limited (holding 0.01%), in the Transferor Company No.3. The Transferor Company No.3 submitted a copy of the Resolution passed in its EGM held on 23.01.2017 stating that the Company has got approval from the requisite majority of shareholders.

There are 24 (Twenty Four) Unsecured Creditors as on 21.11.2016 in the Transferor Company No.3 and out of which 19 unsecured creditors have given their consent for the Scheme of Amalgamation.

Hence, the 3rd Applicant Company/Transferor Company No.3 prayed the Tribunal to dispense with meeting of the Equity Shareholders/Secured Creditors/Unsecured Creditors as the same is not required.

10. It is further stated that the following are Shareholders/Unsecured Creditors of the 4th Applicant Company/Transferee Company:

There are two (2) equity Shareholders i.e. Syniverse Holdings (Mauritius) [holding 99.82%] and Syniverse Technologies Network Solutions Singapore Pte. Limited (holding 0.18%), in the Transferee Company. The Transferee Company submitted a copy of the Resolution passed in its EGM held on 23.01.2017 stating that the Company has got approval from the requisite majority of shareholders.

There are 53 (Fifty Three) Unsecured Creditors as on 21.11.2016 in the Transferee Company and out of which 46 unsecured creditors have given their consent for the Scheme of Amalgamation.



Hence, the 4th Applicant Company/Transferee Company prayed the Tribunal to dispense with meeting of the Equity Shareholders/Secured Creditors/Unsecured Creditors as the same is not required.

11. We have heard Dr. S.V. Ramakrishna, Learned Counsel for the applicants and have carefully perused all materials on record and the provisions of Companies Act, 2013, with relevant Rules.

12. As stated supra, all the Equity Shareholders of the Applicant Companies have given their consent to the Scheme of Amalgamation. Further, there are no Secured Creditors in all of the above Applicant Companies. Unsecured Creditors of the Transferor Company No.1 and Transferor Company No.2 have given their consent to the Scheme of Amalgamation. Further, the majority of Unsecured Creditors of the Transferor Company No.3 and Transferee Company have given their consent to the Scheme of Amalgamation.

13. We have also carefully examined the objects of Scheme of Amalgamation in question. The scheme is initiated for over all benefits of its shareholders, creditors and all interested parties. The Companiesinvolved have complied with all requisite conditions as per law, to claim dispensation of conducting meeting of Shareholders and Secured/Unsecured Creditors and the Scheme is not against public interest and public policy. Therefore, we are of the considered view that it would not serve any purpose to again order to hold meetings of Shareholders and Creditors. In the interest of ease of doing business, it would be just, proper and expedient to accede the prayer of applicants.

14. In the result, the CA(CAA)No.39/230/HDB/2017 is allowed with following directions:-

- a) Dispensed with meetings of Equity Shareholders and Secured/Unsecured Creditors of all the above four Applicant Companies for consideration of the Scheme of Amalgamation.



- b) The Applicant Companies are directed to communicate this Order to the Registrar of Companies, Hyderabad, Regional Director, Income Tax Department and all other concerned authorities within three weeks from the date of receipt of copy of this order.



Sd/-
RAVIKUMAR DURAISAMY
Member (Technical)

Sd/-
RAJESWARA RAO VITTANALA
Member (Judicial)

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OF THE ORIGINAL**

प्रमाणित प्रति
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केस संख्या
CASE NUMBER *CA(CAA)/126/39/20/HDB/2017*
निर्णय का तारीख
DATE OF JUDGEMENT... *1-9-2017*
प्रति तैयार किया गया तारीख
COPY MADE READY ON... *1-9-2017*

for 
Dy. Regr./Asst. Regr./Court Officer/
National Company Law Tribunal, Hyderabad Bench