

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,**

**MUMBAI BENCH**

**COMPANY SCHEME PETITION NO. 375 OF 2017**

**CONNECTED WITH**

**COMPANY SCHEME APPLICATION NO. 137 OF 2017**

In the matter of the Companies Act, 2013 (18 of 2013);

And

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 along with the Companies Act, 1956.

And

In the matter of Scheme of Amalgamation of Syrma Services And Solutions Private Limited, First Transferor Company, and 3G Wireless Communications Private Limited, Second Transferor Company with Syrma Technology Private Limited, the Transferee Company and their respective Shareholders and Creditors

3G Wireless Communications )  
Private Limited, a company )  
incorporated under the Companies )  
Act, 1956 having its registered office )  
at Unit No. 601, 6<sup>th</sup> Floor, A Wing )  
Floral Deck Plaza, MIDC, Andheri )  
(East), Mumbai-400 093, )  
Maharashtra ) ...Petitioner Company

**Called for Admission of Petition:**

Mr. Rahul Oak, Advocate for the Petitioner Companies.

**Coram:** SH. B.S.V. Prakash Kumar Hon'ble Member (J) and SH. V. Nallasenapthy Hon'ble Member (T)

**Date: 3<sup>rd</sup> May, 2017**

**MINUTES OF THE ORDER**

1. Petition Admitted.
2. Petition fixed for hearing and final disposal on 22<sup>nd</sup> June, 2017
3. Learned Counsel for the Petitioner states that in pursuance of the directions contained in Order dated 22nd February, 2017 passed by the National Company Law Tribunal, Mumbai Bench in the Company Scheme Application No 137 the meeting of Equity Shareholders was held on Thursday, March 30, 2017 and the requisite quorum was present and the Scheme was approved unanimously by the Equity Shareholders without modifications. The chairman appointed for the meeting has filed his affidavit verifying his report dated 1st April, 2017 which is annexed as Exhibit 'G' to the petition. Further the meeting of Preference Shareholders was held on Thursday, March 30, 2017 and the requisite quorum was present and the Scheme was approved unanimously by the Preference Shareholders without modifications. The chairman appointed for the meeting has filed his affidavit verifying his report dated 1st April, 2017 which is annexed as Exhibit 'G-1' to the petition. The meeting of the Secured Creditors was not required to be held as there is no Secured Creditor in the Petitioner Company. The meeting of the Unsecured Creditors was also not required to be held and the Petitioner Company had sent individual notices to all its Unsecured Creditors on 27th February, 2017 as per the directions given in the Order.

4. The Learned Counsel for the Petitioner Company further submits that the Petition is filed in consonance with section 230 to 232 of the Companies Act, 2013 along with the Order passed in Company Scheme Application No. 137 of 2017 by the National Company Law Tribunal, Mumbai Bench.
5. At least 10 days before the date fixed for hearing, Petitioner to publish the notice of hearing of Petition in two local newspapers viz. "Free Press Journal", in English language and translation thereof in "Navashakti", in Marathi language, both having circulation in Mumbai as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
6. The Petitioner Company submits that 30 days' notice was served upon the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai Maharashtra and/or the Central Government on 6<sup>th</sup> March, 2017 pursuant to Section 230(5) of the Companies Act, 2013 and as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 but no response has been received from them. It is accordingly deemed that the Regional Director and/ or Central Government have no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
7. The Petitioner Company submits that 30 days' notice was served upon the Registrar of Companies, Maharashtra, Mumbai on 3<sup>rd</sup> March, 2017 pursuant to Section 230(5) of the Companies Act, 2013 and as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 but no response has been received from them. It is accordingly deemed that the Registrar of Companies has no objection to

the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

8. The Petitioner Company submits that 30 clear days' notice was served upon the Official Liquidator on 3<sup>rd</sup> March, 2017 pursuant to Section 230(5) of the Companies Act, 2013 and as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 but no response has been received from them. It is accordingly deemed that the Official Liquidator has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
9. The Petitioner Company submits that 30 days' notice was served upon the Income Tax Department on 7<sup>th</sup> March, 2017 pursuant to Section 230(5) of the Companies Act, 2013 and as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 but no response has been received from them. It is accordingly deemed that the Income Tax Department has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
10. The Petitioner to file an affidavit of service regarding the directions given by the Tribunal 8 days before the date fixed for final hearing and do report to this Tribunal that the direction regarding the issue of advertisement of the notice has been duly complied with.

Sd/-

**V. Nallasenapthy**

**Member (Technical)**

Sd/-

**B.S.V. Prakash Kumar**

**Member (Judicial)**