

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH

CSP No. 948 of 2017
IN
CSA No. 777 of 2017

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of Tieto India Private Limited ('the Transferor Company') and Softinn Software Services Private Limited ('the Transferee Company') and their respective Shareholders

Tieto India Private Limited

.....First Petitioner Company

(Transferor Company)

AND

Softinn Software Services Private Limited Second Petitioner Company

(Transferee Company)

Order delivered on 11th October, 2017

Coram:

Hon'ble **M.K. Shrawat**, Member (J)
Hon'ble **V. Nallasenapathy**, Member (T)

For the Petitioner(s): Mr. Hemant Sethi i/b Hemant Sethi & Co. Advocates for Applicants

Per: **V. Nallasenapathy**, Member (T)

Order

1. Petition Admitted.
2. Petition fixed for hearing and final disposal on 2th day of November, 2017.
3. Learned Counsel for the Petitioner Companies states that in pursuance of the directions contained in Order dated 19th July, 2017 passed by this Tribunal in the Company Scheme Application No.777 of 2017 the meeting of Equity Shareholders of Transferor and Transferee Company were held on 4th September, 2017 and the requisite quorum was present and the Scheme was approved unanimously by the Equity Shareholders without modifications. The chairman appointed for the meetings has filed his reports which are annexed to the Petition as Exhibits K and L for the First and Second Petitioner Company respectively.

4. The Counsel for the Petitioner Companies further submits as per the directions contained in Order dated 19th June, 2017 passed by this Tribunal in the Company Scheme Application No.777 of 2017 and in compliance with the relevant provisions of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the First Petitioner Company submits that 30 days' notices were duly served upon (i) concerned Income Tax Authority within whose jurisdiction the Petitioner Company's assessments are made on 02nd August 2017, (ii) the Central Government through the office of Regional Director, Western Region, Mumbai on 08 August 2017, (iii) to the Registrar of Companies on 01st August, 2017 and to the Official Liquidator on 04 August 2017.
5. The Counsel for the Petitioner Companies further submits as per the directions contained in Order dated 19th June, 2017 passed by this Tribunal in the Company Scheme Application No.777 of 2017 and in compliance with the relevant provisions of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Second Petitioner Company submits that 30 days' notices were duly served upon (i) concerned Income Tax Authority within whose jurisdiction the Petitioner Company's assessments are made on 03rd August 2017, (ii) the Central Government through the office of Regional Director, Western Region, Mumbai on 08 August 2017 and (iii) to the Registrar of Companies on 01st August, 2017.
6. 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. 777 of 2017 by the National Company Law Tribunal, Mumbai Bench.
7. At least 10 days before the date fixed for hearing First and Second Petitioner shall jointly publish the notice of hearing of Petition in two local newspapers viz. "Indian Express" in English and "Loksatta" in Marathi, both Pune as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
8. The Petitioner Company to file an affidavit of service regarding the directions given by the Tribunal three 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. Nallasenapathy, Member (T)

Sd/-

M.K. Shravat, Member (J)