

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH
COMPANY SCHEME PETITION NO 568 OF 2017
IN
COMPANY SCHEME APPLICATION NO 263 OF 2016

In the matter of the Companies Act, 2013

And

In the matter of Section 230 to Section 232 read with Section
66 of Companies Act, 2013

And

In the scheme of Amalgamation and Arrangement between
TLG India Private Limited ('the Transferee Company') and
CNC Communications & Network Consulting India Private
Limited ('the Transferor Company 1') and Expicient Software
Private Limited ('the Transferor Company 2') and Flip Media
Private Limited ('the Transferor Company 3') and Indigo
Systems & Technology Consulting (India) Private Limited
('the Transferor Company 4')

TLG India Private Limited, a company }
incorporated under the Companies Act, 1956 }
and having its Registered Office at '36, Big Apple, Dr }
L Shirodkar Road, Lalbaug, Parel, Mumbai-400012, }
Maharashtra'. }
CIN- U74300MH1972FTC015798 }...The First Petitioner Company

CNC Communications & Network Consulting India }
Private Limited, a Company incorporated under }
the provisions of Companies Act, 1956 having }
its registered office at "15th Floor, Urmi estate, Tower }
A, 95 Ganpatrao Kadam Mrg, Lower Parel West, }
Mumbai - 400013 }
CIN - U74120MH2009FTC287509 }.....The Second Petitioner Company

Expicient Software Private Limited, }
a Company incorporated under }
the provisions of Companies Act, 1956 having }
its registered office at "16th Floor, Urmi estate, Tower }
A, 95 Ganpatrao Kadam Mrg, Lower Parel West, }
Mumbai - 400013 }

CIN-U74140MH2008PTC272377

}.....The Third Petitioner Company

Flip Media Private Limited, }
a Company incorporated under }
the provisions of Companies Act, 1956 having }
its registered office at "15th Floor, Urmi estate, Tower }
A, 95 Ganpatrao Kadam Mrg, Lower Parel West, }
Mumbai – 400013 }

CIN - U74300MH2006PTC163761

}.....The Fourth Petitioner Company

Indigo Systems & Technology (India) Private }
Limited, a Company incorporated under }
the provisions of Companies Act, 1956 having }
its registered office at "36, Big Apple, }
Dr L Shirodkar Road, Mumbai-400012 }
CIN-U72200MH2000PTC128824 }

}.....The Fifth Petitioner Company

Called for admission

Mr. Hemant Sethi i/b. Hemant Sethi & Co., Advocates for the Petitioner Company

Coram: B.S.V. Prakash Kumar, Member (Judicial)

V. Nallasenapathy, Member (Technical)

DATE: 28th June, 2017

1. Petition admitted.
2. Petition fixed for hearing on 12 July, 2017.
3. Learned Counsel for the Petitioner Companies submit that in pursuance of Order dated 5th April, 2017 passed by this Tribunal in Company Scheme Application No 263 of 2016, meeting of the Equity Shareholders of the First Petitioner Company, Second Petitioner Company, Third Petitioner Company, Fourth Petitioner Company and Fifth Petitioner Company was convened and held at 15th Floor Urmi Estate, Tower A, 95, Ganpatrao Kadam Marg, Lower Parel West, Mumbai – 400013 on Tuesday, 23rd May, 2017 at 10:00 A.M., 11:00 A.M, 12:00 P.M, 2:00 P.M and 3:00

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P.M respectively for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed arrangement embodied in the Scheme of Amalgamation & Arrangement between TLG India Private Limited ('the Transferee Company') and CNC Communications & Network Consulting India Private Limited ('the Transferor Company 1') and Expicient Software Private Limited ('the Transferor Company 2') and Flip Media Private Limited ('the Transferor Company 3') and Indigo Systems & Technology Consulting (India) Private Limited ('the Transferor Company 4') and their respective shareholders. In the said meeting, the Scheme was approved by all Equity Shareholders of the Petitioner Companies.

4. The Counsel for the Petitioner Companies submit that as directed by this Tribunal notices have been served upon all the Regulatory Authorities namely, concerned Income Tax Authorities, Central Government through Regional Director, Registrar of Companies and Official Liquidator (only in case of Transferor Companies). No representation is received by the Petitioner Companies from any Regulatory Authority except query letters from the Regional Director and Official Liquidator. The requisite information called for by the office of Regional Director and Official Liquidator has already been submitted by the Petitioner Companies and no further information has been sought for.
5. At least 10 clear days before the date fixed for hearing, Petitioner Companies to publish the notice of hearing of the Petition in two local newspapers viz. "Free Press Journal" in English and "Navshakti" in Marathi, both circulated in Mumbai.
6. The Petitioner Companies to file an affidavit of service regarding the directions given by the Tribunal and do report to this Tribunal that the directions regarding the issue of advertisement of the notice has been duly complied with.

Sd/-
V. Nallasenapathy, Member (T)

Sd/-
B.S.V. Prakash Kúmar (J)

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