

**IN THE NATIONAL COMPANY LAW TRIBUNAL**  
**CHANDIGARH (COURT – II)**  
***(Through Hybrid Mode)***

**Item No. 2**

**C.P.(CAA)/13(CH)2024**  
**(2nd Motion)**

**IN THE MATTER OF**

**Convergys India Services Private  
Limited & Ors.**

...

**Transferor Companies**

**Under Section: 230-232, 234, CA 2013**

**Order delivered on 03.05.2024**

**CORAM:**

**SHRI. SUBRATA KUMAR DASH,  
HON'BLE MEMBER (T)**

**SHRI. P.S.N. PRASAD,  
HON'BLE MEMBER (J)**

**PRESENT:**

**For the Petitioner** : Mr. Atul V. Sood, Advocate

**ORDER**

1. This is a second motion demerger proposal, where both the companies belong to the same group. The learned counsel for the petitioner has submitted that the second motion application has been filed within time and in the first motion, the meetings have been dispensed with as prayed for.

2. We have heard the submissions made by the learned counsel for the petitioner. Learned counsel for the petitioner has confirmed that an advance copy of the petition has been served.

3. This is a joint second motion company petition filed by the Petitioner-Companies, namely; **Convergys India Services Private Limited & Ors.** (Petitioner Company No. 1/Transferor Company No. 1) and **Concentrix Technologies (India) Private Limited** (Petitioner Company No.2/Transferee Company) under Sections 230-232 of Companies Act, 2013 (the Act) and other applicable provisions of the Act read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (for Brevity "Rules").

May, 03, 2024  
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4. In its petition, the petitioner companies have prayed for directions for issuance of notice to the following:-

1. Notice of this application along with petition as filed before the Tribunal shall be served on the following:

- i. The Regional Director, Northern Region, Ministry of Corporate Affairs, B-2 Wing, 2nd Floor, Pt. Deendayal Antyodaya Bhawan, CGO Complex, New Delhi-110003;
- ii. The Registrar of Companies, NCT of Delhi and Haryana, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019;
- iii. The Income Tax Department (through its Nodal Officer, Principal Chief Commissioner of Income Tax, North West Region, Ayakar Bhawan, Sector 17-E, Chandigarh – 160017 along with PAN details;
- iv. Assistant/Deputy Commissioner of Income Tax, Range Code Circle 4(2), Delhi, C. R. Building, Delhi, Range 32(2) in the case of Applicant Company 1/ Demerged Company and PAN details.
- v. Assistant/Deputy Commissioner of Income Tax, Range Code Circle 2(1)(1), Bangalore, BMTC Building, Koramangala, Range 124(1) in the case of Applicant Company 2/ Resulting Company 1, along with PAN details
- vi. Reserve Bank of India at General Manager, Legal Department, World Trade Centre, Cuffe Parade, Colaba, Mumbai, Maharashtra- 400005.

5. The first motion application seeking directions for dispensing/ convening the meetings of the Equity Shareholders, Secured and Unsecured Creditors of the Petitioner Companies was filed before this Tribunal vide Company Application No.CA(CAA) – 43/CHD/HRY/2023 and based on such application necessary directions were issued on 16.04.2024. In the order dated 16.04.2024, the meetings of equity shareholders, secured creditors and unsecured creditors of the Petitioner Companies were dispensed with for the reasons mentioned in the aforesaid order.

6. The notice of hearing will be advertised in FINANCIAL EXPRESS (English Daily- NCR Edition); and (b) JANSATTA (Hindi Daily - NCR Edition) not less than 10 days before the next date fixed for hearing.

7. The petitioner companies shall at least 7 days before the date of hearing of the petition file an affidavit of service regarding newspaper publication with newspaper clippings as well as service of notices on the authorities specified above. Objections, if any, to the 'Scheme' contemplated by the authorities to whom notice has been given may be filed on or before the date of hearing fixed herein, failing which it will be considered that there is no objection to the approval of the 'Scheme' on the part of the authorities and this Tribunal will proceed in the matter, subject to other conditions being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder. The petitioner companies shall also file an affidavit stating the objections received from public pursuant to publication of notice of hearing in the newspapers.

8. The next date of hearing of the petition shall be on 12.07.2024 for the consideration of the approval of the scheme as contemplated between the petitioner companies.

9. The Registry shall also report before the date fixed as to whether any objection has been received to the proposed 'Scheme'.

Sd/-

**(SUBRATA KUMAR DASH)**  
**HON'BLE MEMBER (T)**

Sd/-

**(DR. P.S.N. PRASAD)**  
**HON'BLE MEMBER (J)**