

**THE NATIONAL COMPANY LAW TRIBUNAL**

**PRINCIPAL BENCH, NEW DELHI**

**COMPANY PETITION NO. (CAA)-57 (PB)/2020**

**CONNECTED WITH**

**CA (CAA)-22 (PB)/2020**

*Under Section 230-232 of the Companies Act, 2013 read with Companies  
(Compromises, Arrangements and Amalgamations) Rules, 2016.*

In the Matter of Scheme of Arrangement and Amalgamation

OF

**INFOGAIN INDIA BPO PRIVATE LIMITED**

... Petitioner 1 (Transferor Company 1)

**AND**

**INFOGAIN SYSTEMS PRIVATE LIMITED**

... Petitioner 2 (Transferor Company 2)

**AND**

**JOBCURRY SYSTEMS PRIVATE LIMITED**

... Petitioner 3 (Transferor Company 3)

**WITH**

**INFOGAIN INDIA PRIVATE LIMITED**

... Petitioner 4 (Transferee Company)

**Order Delivered on: 11.09.2020**

**CORAM:**

**SHRI B.S.V PRAKASH KUMAR**

**HON'BLE ACTG. PRESIDENT**

**SHRI HEMANT KUMAR SARANGI**

**HON'BLE MEMBER (TECHNICAL)**

For Applicants: Mr. Umesh Singhal, Advocate

## ORDER

### PER- B.S.V PRAKASH KUMAR, ACTNG. PRESIDENT

1. This Company Petition has been jointly filed by the Petitioner Companies, under Section 230-232 of The Companies Act, 2013, read with Rule 15 and 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in relation to the Scheme of Arrangement and Amalgamation ("Scheme"), seeking for:

- i. appropriate orders or directions of this Tribunal for admission and for fixing a date for the hearing of the Petition.*
- ii. appropriate orders or directions of this Tribunal for publication of a combined Notice of the hearing of all the Applicant Companies, in the same newspaper in which the notice of the meetings was advertised in the English Daily Newspaper "the Statesman" and the Hindi Daily Newspaper "Veer Arjun", or such other Newspaper as the Tribunal may direct.*
- iii. appropriate orders or directions of this Tribunal for service of the notice of the Petition to the Central Government and other authorities as well as to the objectors or to their representatives under sub-section (4) of Section 230 of the Act, or to such other Authority or Person, as the Hon'ble Tribunal may deem fit and proper.*

*iv. appropriate orders or directions of the Hon'ble Tribunal to sanction the Compromise and Arrangement as per the Scheme of Amalgamation as approved by the Equity Shareholders and Unsecured Creditors of Petitioner 1,2,3 and 4 in their respective convened meetings, and same shall be binding on the Applicant Companies and all their stakeholders including members and creditors of the said Applicant Companies.*

2. From the records, it is seen that the First Motion application was filed before this Tribunal, vide Company Application CAA No. 22(PB)/2020 and based on such application moved under Sections 230-232 of Companies Act, 2013, directions were issued by this Tribunal. In the order dated 20.05.2020 the meetings of Equity Shareholders and Unsecured Creditors of all the Petitioner Companies were directed to be convened. Subsequently, the meetings were held on 18.07.2020, wherein, the proposed Scheme was unanimously approved by the members present and voting in the said meetings of all the Petitioner Companies. The reports of the Chairperson in respect of the meetings have been placed on record.

3. Taking into consideration the submissions made and documents placed on record, it is hereby ordered as follows:

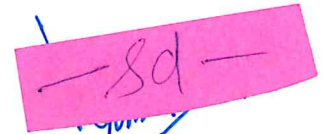
- i. Notice of the hearing shall be advertised in the English Daily, newspapers namely, "The Statesman" (English, Delhi edition) and "Veer Arjun" in Vernacular (Hindi, Delhi Edition) not less than 10 days before the aforesaid date fixed for hearing.
- ii. In addition to the public notice, each of the Applicant(s) shall serve the notice of the Petition on the following Authorities namely, (a) Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs; (b) Registrar of Companies, NCT of Delhi & Haryana; (c) Official Liquidator at 8<sup>th</sup> Floor, Lok Nayak Bhawan, Khan Market, New Delhi; (d) the Income Tax Department through the Income Tax Cell at DCIT (High Court Cell), Lawyer's Chamber, Block No. 1, Room No. 428 & 429, Delhi High Court, New Delhi, along with full details of assessing officer and PAN numbers of all the applicant companies; and to such other Sectoral Regulatory Authorities who may govern the working of the respective companies involved in the Scheme at

least 30 days before the date fixed for hearing of the above Petition.

- iii. Further, notice shall also be served to Objector(s) or to their representative, if any, as contemplated under Sub-Section (4) of Section 230 of the Act who may have made representation and who have desired to be heard in their representation along with a copy of the Petition and the Annexure filed therewith at least 15 days before the date fixed for hearing.
- iv. All the Petitioners shall, at least 7 days before the date of hearing of the Petition, file an affidavit of service in relation to publication effected in newspapers as well as service of notices on the Authorities specified above, including the Sectoral regulators as well as to Objectors, if any.
- v. Objections, to the Scheme, if any, contemplated by the authorities, to whom notices have 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 subject to other conditions being satisfied as may

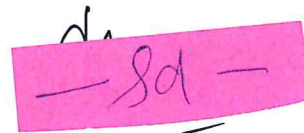
be applicable under the Companies Act, 2013 and relevant rules framed thereunder.

- vi. The Petitioner Companies shall individually comply with proviso to sub section (3) of Section 232 or proviso to sub section (7) of Section 230, as may be applicable under the circumstances on or before the date fixed for hearing by filing the certificate of Statutory auditors of the Petitioner Companies.
- vii. The next date of hearing of the Petition shall be on **26.10.2020** for consideration of approval of the Scheme as contemplated between the Petitioner Companies.



**(B.S.V PRAKASH KUMAR)**

**ACTNG. PRESIDENT**



**(HEMANT KUMAR SARANGI)**

**MEMBER (TECHNICAL)**

Date : 11.09.2020

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