

**NATIONAL COMPANY LAW TRIBUNAL**  
**COURT ROOM NO. 1,**  
**MUMBAI BENCH**

**Item No. 15**

**CA 232/2024**

**In**

**C.A.(CAA)/73(MB)2023**

CORAM:

**SH. PRABHAT KUMAR JUSTICE VIRENDRASINGH BISHT (Retd.)  
HON'BLE MEMBER (TECHNICAL) HON'BLE MEMBER (JUDICIAL)**

ORDER SHEET OF THE HEARING ON **19.07.2024**

NAME OF THE PARTIES: OPUS SOFTWARE SOLUTIONS PRIVATE  
LIMITED

Section 230-232 of the Companies Act, 2013

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**ORDER**

**ORDER**

1. Mr. Anand, Ld. Counsel for the Applicant present.
2. On First Call: Ld. Counsel for the Applicant seeks a short pass over stating that the arguing counsel on his way. Let the matter be passed over.
3. On Second Call: Mr. Chirag Bhavsar, Ld. Counsel for the Applicant present and submits that this Application CA 232/2024 has been filed under Rule 11 of NCLT Rules, 2016 seeking change in the appointed date.
4. Ld. Counsel for the Applicant Companies submits that since the end of the financial year 2023-24 is approaching, the Board of Directors and members of the Applicant Companies have considered and approved revised appointed date as April 1, 2024 for operational convenience in the Board Meeting held on 05.02.2024. Further, the revised appointed date is not prejudicial to the interest of the shareholders and creditors of the Demerged Company and Transferee Company.

5. Heard the learned counsel and perused the records.
6. After considering the submissions made by the learned Counsel Applicant companies, this Bench feels that since the revised appointed date is not prejudicial to the interest of the shareholders and creditors of the Demerged Company and Transferee Company, it would be appropriate to allow the change in appointed date i.e. from 01.04.2023 to 01.04.2024 subject to all the compliances of sectoral/regulatory authorities.
7. The Learned Counsel has submitted that the shareholders of the petitioner companies have consented to keep share swap ratio same, even though the valuation report basis revised appointed date may result into change thereof. This Bench considers that this aspect may be examined by the Income Tax Department and their submission may be considered at the time of final hearing in the matter.
8. Further, the Applicant Companies are directed to serve fresh copy of scheme along with copy of Company Petition upon the Sectoral/Regulatory authorities as well as Registrar of Companies, Office of Regional Director, GST Department, Income Tax etc. for their comments.
9. The Registry is directed to allow the Applicant to make necessary amendments in the Company Petition.
10. In view of aforesaid directions, the **CA 232/2023 is allowed and disposed of** and by virtue of this order, the fresh appointed date in the scheme shall be considered as 01.04.2024.

Sd/-

**PRABHAT KUMAR**  
**MEMBER (TECHNICAL)**

/NP/

Sd/-

**JUSTICE VIRENDRASINGH BISHT**  
**MEMBER (JUDICIAL)**