IN THE NATIONAL COMPANY LAW TRIBUNAL,
NEW DELHI BENCH
COURT-VI
NEW DELHI

Company Petition No. (CAA) No. 44 (ND) of 2020

Under Sections 230-232 & 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

In the Matter of:

1. **Breaking Wave Software Private Limited,**
   A company incorporated under the Companies Act, 1956 and having its registered office at 212A, 216 & 222, 2nd Floor, Indraprakash 21, Barakhamba Road, New Delhi.
   .....Applicant Company No. 1/Transferor Company No. 1

2. **KPL Logistics Ltd,**
   A company incorporated under the Companies Act, 1956 and having its registered office at212A, 216 & 222, 2nd Floor, Indraprakash 21, Barakhamba Road, New Delhi.
   .....Applicant Company No. 2/Transferor Company No.2

3. **Suprawin Technologies Limited,**
   A company incorporated under the Companies Act, 1956 and having its registered office at B-6/17, Safdarjung Enclave, New Delhi.
   .....Non-Applicant Company / Transferor Company No.3

4. **Intrust Global eServices Private Ltd,**
   A company incorporated under the Companies Act, 1956 and having its registered office at 212A-220, 2nd Floor, Indraprakash 21, Barakhamba Road, New Delhi.
   .....Applicant Company No. 3 /Transferee Company

ORDER DELIVERED ON: 19.03.2020

CORAM:
SHRI ABNI RANJAN KUMAR SINHA, MEMBER (JUDICIAL)
DR. V. K. SUBBURAJ, MEMBER (TECHNICAL)

Present: Nitu Poddar & Vinod Kothari, Advocates.

ORDER

DR. V. K. SUBBURAJ, MEMBER (TECHNICAL)

1. This Company Petition jointly filed by the Applicant companies has come up before us for admission and for fixing a date of hearing of the Company Petition as well as for a direction in relation to publication in press to be effected and notices to be issued to the authorities concerned in relation to date of hearing of the Petition and calling for the objections, if any, to the Scheme of Arrangement by way of Amalgamation (hereinafter for brevity referred to as the "SCHEME") between all the Petitioner Companies
2. From the records, it is seen that the Tribunal by its order dated 14.01.2020 dispensed with the requirement to convene the meetings of the Shareholder, Secured and Unsecured Creditors of both the Companies in CA. (CAA)-141(ND)/2020.

3. Now, this petition on second motion is coming up before us for fixing a date of hearing as well as other consequential directions in terms of provisions of Sections 230 to 232 of Companies Act, 2013 read with Rule 16 of the Companies (Compromise, Arrangements and Amalgamation) Rules, 2016 brought into effect on and from 15.12.2016, it is now hereby ordered as follows:-

(i) The date of hearing of the Joint Petition filed by the Petitioners for the approval of the Scheme is fixed on 01.05.2020.

(ii) Notice of the hearing shall be advertised in the newspapers namely, The "Business Standard" (English) and "Jansatta" not less than 10 days before the aforesaid date fixed for hearing.

(iii) In addition to the above public notice, each of the Petitioners 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, Ministry of Corporate Affairs **(c)** the Income Tax Department, and to such other Sectoral Regulatory Authorities who may govern the working of the respective companies involved in the Scheme atleast 30 days before the date fixed for hearing of the above Petition.

(iv) Further, notice shall also be served to Objector(s) or to their representative 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 Annexures filed therewith atleast 15 days before the date fixed for hearing.

(v) All the Petitioners shall atleast 7 days before the date of hearing of the Petition file an affidavit of service in relation to paper publication effected as well as service of notices on the Authorities specified above including the Sectoral Regulator as well as to Objectors, if any.

(vi) Objections, if any, to the Scheme contemplated by the authorities to whom notice has been given on or before the date of hearing fixed herein may be filed, failing which it will be considered that there is no objection to the approval of the Scheme on the part of the authorities by this Tribunal and subject to other condition being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.

(vii) 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 Company's auditor.

(viii) The next date of hearing of the Petition shall be on 01.05.2020 for the consideration of the approval of the Scheme of Arrangement as contemplated between the Petitioner Companies.

-Sd-

(DR. V.K.SUBBURAJ)
MEMBER (TECHNICAL)

-Sd-

(SHRI ABNI RANJAN KUMAR SINHA)
MEMBER (JUDICIAL)