

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
HYDERABAD BENCH, HYDERABAD**

FREE OF COST COPY

CP (CAA) No. 48/230/HDB/2021

Connected with

CA (CAA) NO. 39/230/HDB/2021

U/s 230 to 232 of the Companies Act, 2013

R/w Rule 15(1) of Companies (Compromises, Arrangements

And Amalgamations) Rules, 2016.



**IN THE MATTER OF**

ATTENTIO RESEARCH CENTER PRIVATE LIMITED  
(‘Transferor Company 1’)

And

DIGITAL INSIGHTS & RESEARCH PRIVATE LIMITED  
(‘Transferor Company 2’)

And

PROGRESSIVE DIGITAL MEDIA PRIVATE LIMITED  
(‘Transferor Company 3’)

And

GD RESEARCH CENTER PRIVATE LIMITED  
(‘Transferee Company’)

And

Their respective Shareholders and Creditors

CERTIFIED TO BE TRUE COPY  
OF THE ORIGINAL

M/s. Attentio Research Center Private Limited

4<sup>th</sup> Floor, Jyoti Pinnacle Building, Survey No..-11,

Kondapur Village, Serilingampally Mandal, Ranga Reddy District,

Hyderabad, Telangana- 500081, India.

....Petitioner 1/Transferor Company 1

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AND

M/s. Digital Insights & Research Private Limited  
5<sup>th</sup> Floor, Jyoti Pinnacle Building, SurveyNo..-11,  
Kondapur Village, Serilingampally Mandal, Ranga Reddy District,  
Hyderabad, Telangana- 500081, India.

....Petitioner 2/Transferor Company 2

AND

M/s. Progressive Digital Media Private Limited  
6<sup>th</sup> Floor, Jyoti Pinnacle Building, SurveyNo..-11,  
Kondapur Village, Serilingampally Mandal, Ranga Reddy District,  
Hyderabad, Telangana- 500081, India.

....Petitioner 3/Transferor Company 3

AND

M/s GD Research Center Private Limited  
3<sup>rd</sup> Floor, Jyoti Pinnacle Building, Survey No..-11,  
Kondapur Village, Serilingampally Mandal, Ranga Reddy District,  
Hyderabad, Telangana- 500081, India.

....Petitioner 4/Transferee Company

AND

1. Registrar of Companies, Andhra Pradesh and Telangana  
2nd Floor, Corporate Bhawan,  
GSI Post, Tattiannaram Nagole, Bandlaguda  
Hyderabad - 500 068, Telangana.

2. Official Liquidator,  
1st Floor, Corporate Bhawan,



GSI Post, Tattiannaram Nagole, Bandlaguda  
Hyderabad - 500 068, Telangana.

3. Regional Director, South East Region

3rd Floor, Corporate Bhawan,  
GSI Post, Tattiannaram Nagole, Bandlaguda  
Hyderabad - 500 068, Telangana

4. Office of Dy. Commissioner of Income Tax,

Circle- 3(1), 7<sup>th</sup> Floor, Signature Towers,  
Opp. Botanical Gardens, Kothaguda,  
Kondapur X Roads,  
Hyderabad – 500 084.

.... Respondents

**DATE OF ORDER: 12.10.2022**

**Coram:**

Hon'ble Dr. N.V.Rama Krishna Badarinath, Member (Judicial)

Hon'ble Shri Veera Brahma Rao Arekapudi, Member (Technical)

**Counsels / Parties Present**

For the Petitioners : Shri P.Amarender Reddy, Advocate.

For the Respondent: Shri, Sashi Raj Dara, Joint Director, and Shri  
G.Srinivasa Rao, representative of Official  
Liquidator appeared.



**PER-BENCH**

1. This is a joint company Petition filed under Section 230-232 and other applicable provisions of the Companies Act, 2013, Read with Rule 15(1) of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 seeking approval for Scheme of Amalgamation (the Scheme for short) between Transferor Companies and Transferee Company and their respective shareholders, creditors and employees with effect from Appointed dated i.e October 1, 2021.
2. The averments made in the application are briefly described as under:
  - a. The Transferor Company No. 1 **M/s Attentio Research Center Private Limited** (hereinafter referred to as "Petitioner Company 1") is a private limited company (bearing CIN U74120TG2016PTC103675) incorporated on March 7, 2016 as per the Companies Act, 2013. The Transferor Company 1 is engaged in a business of providing data creation, content development & back-office data processing services to its parent/group companies. Copy of Memorandum of Association of the Transferor Company.1 is annexed and marked as **Annexure 1 C** to the Petition.
  - b. The share capital of the Transferor Company 1 as on March 31, 2021 was as under:

Authorised Capital	Amount in INR
10,000 Equity Shares of INR 10/- each	1,00,000




Issued, Subscribed and Paid-Up Capital	Amount in INR
2,000 Equity Shares of INR 10/- each fully paid-up	20,000

A copy of the financial statements of Transferor Company 1 as of March 31, 2021 and unaudited financials ending September 30, 2021 are enclosed herewith as **Annexures 1D & 1E**.

- c. The Transferor Company No. 2 viz., **M/s. Digital Insights & Research Private Limited** (hereinafter referred to as "Petitioner Company 2") is a private limited company (bearing CIN U74140TG2009PTC066486) incorporated on December 29, 2009 as per Companies Act, 1956. The Petitioner Company 2 is engaged in a business of providing back-office data creation, content development and support services including analysis, content search and projections for all types of business information to its parent/group companies. Copy of Memorandum of Association of the Transferor Company No. 2 is enclosed and marked as **Annexure 2C** to the Application.



- d. The share capital of the Petitioner Company 2 as on March 31, 2021 was as under:

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Authorised Capital	Amount in INR
10, 000 Equity Shares of INR 10/- each	1,00,000
Issued, Subscribed and Paid-Up Capital	Amount in INR
10,000 Equity Shares of INR 10/- each fully paid-up	1,00,000

A copy of the financial statements of Transferor Company 2 as of March 31, 2021 and unaudited financials ending September 30, 2021 are enclosed herewith as **Annexures 2D & 2E**.

e. The Transferor Company No. 3 viz., **M/s. Progressive Digital Media Private Limited** (hereinafter referred to as "Petitioner Company 3") is a private limited company (bearing CIN U74900TG2009PTC066451) incorporated on December 23, 2009 as per Companies Act, 1956. The Petitioner Company 3 is engaged in a business of providing back-office data creation, content development and support services including analysis, content search and projections for all types of business information to its parent/group companies. Copy of Memorandum of Association of the Transferor Company No. 3 is annexed and marked as **Annexure 3 C** to the Application.

f. The share capital of the Petitioner Company 3 as on March 31, 2021 was as under:

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Authorised Capital	Amount in INR
10, 000 Equity Shares of INR 10/- each	1,00,000
Issued, Subscribed and Paid-Up Capital	Amount in INR
10,000 Equity Shares of INR 10/- each fully paid-up	1,00,000

A copy of the financial statements of Transferor Company 2 as of March 31, 2021 and unaudited financials ending September 30, 2021 are enclosed herewith as **Annexures 3D & 3E**.

- g. The Transferee Company viz., M/s. GD Research Center Private Limited (hereinafter referred to as “the Petitioner Company 4”) is a private limited company (bearing CIN U74130TG2006PTC050526) incorporated on July 4, 2006 as per Companies Act, 1956, under the name of DMV Business & Market Research Pvt Ltd, which was subsequently changed to GD Research Centre Pvt Ltd and then to GD Research Center Private Limited. The Petitioner Company 4 is engaged in the business of providing back-office data creation, content development and support services including analysis, content search and projections for all types of business information to its parent company/group companies. Copy of Memorandum of Association of the Transferee Company is enclosed and marked as **Annexure 4 C** to the Application.

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- h. The share capital of the Petitioner Company 4 as on March 31, 2021, was as under:

Authorised Capital	Amount in INR
1,00,000 Equity Shares of INR 10/- each	10,00,000
Issued, Subscribed and Paid-Up Capital	Amount in INR
10,000 Equity shares of INR 10/- each fully paid-up	1,00,000

A copy of the financial statements of Transferor Company 2 as of March 31, 2021 and unaudited financials ending September 30, 2021 are enclosed herewith as **Annexures 4D & 4E**.

2. The Board of Directors of the Applicant Companies vide its resolutions dated July 29, 2021, approved the scheme of Amalgamation of M/s Attentio Research Center Private Limited, M/s Digital Insights & Research Private Limited, M/s Progressive Digital Media Private Limited and M/s GD Research Center Private Limited. A copy of Board Resolutions of the Applicant Companies approving the Scheme of Amalgamation is annexed hereto and marked as Annexure-5A-5D .

3. **RATIONALE AND BENEFITS OF THE SCHEME:**

The Amalgamation of the Transferor Companies with Transferee Company would *inter alia* have the following benefits:

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- a. In order to consolidate the businesses at one place and effectively manage the Transferor Companies and Transferee Company as a single entity, for streamlining and integrating the group structure in India by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs, enhancing the competitive position, it is intended that the Transferor Companies be amalgamated into and with Transferee Company;
- b. The independent operations of the Transferor Companies and Transferee Company leads to incurrence of significant costs and the Scheme would enable economies of scale. The Scheme shall prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations are expected to be substantially cost-efficient;
- c. The Scheme will reduce managerial overlap;
- d. The Scheme shall result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company;
- e. The Scheme will contribute in furthering and fulfilling the objectives and business strategies of all the companies thereby accelerating growth, expansion and development of



the respective businesses currently being carried through the Transferee Company;

- f. The Scheme will enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously.
- g. The Scheme shall bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Companies and Transferee Company;
- h. Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry;
- i. Greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.

4. **ACCOUNTING TREATMENT/ VALUATION REPORT**

Accounting Treatment Certificate issued by Deloitte Haskins & Sells Chartered Accountant dated 24.08.2021 in respect of Applicant Companies to the effect that accounting treatment proposed in the Scheme is in conformity with Accounting



Standard as prescribed under Section 133 of the Companies Act, 2013, is annexed and marked as **Annexure - 15**.

The valuation reports dated 07.05.2021, is annexed hereto and marked as **Annexure-7A, 7B &7C** to the Petition.

**5. DECLARATION BY THE PETITIONER COMPANIES**

- a. No petition under section 241 to 244 of the Companies Act, 2013/ 397 and 398 of the Companies Act, 1956 has been filed against the Transferor Companies and there has been no material change in the affairs of the Transferor Companies, except for what was done in the normal course of business.
- b. There are no proceedings/investigation pending against the Petitioner Company under Section 235 to 251 of the Companies Act, 1956 or under Section 210 to 227 of the Companies Act, 2013.
- c. It is submitted that the sanctioning of the Scheme will be beneficial to the shareholders and the employees of the Transferor Companies as well as the Transferee Company.
- d. No winding up petition is pending against the Transferor Companies.
- e. The sanctioning of the compromise or Amalgamation will be for the benefit of the company.

6. It has been submitted that the Petitioner Companies had jointly filed an application CA (CAA) No. 39/230/HDB/2021 wherein this



Hon'ble Tribunal vide order dated 06.10.2021 dispensed with the conducting of meetings of equity shareholders, secured creditors and unsecured creditors of the petitioner Companies. Copy of Order of Hon'ble Tribunal is annexed to the petition as **Annexure 12**.

7. It is submitted that the Tribunal vide order dated 17.12.2021 ordered notices with regard to Registrar of Companies, Regional Director, Official Liquidator, concerned Income Tax Authorities, and to order publication. Subsequently notices were issued to the Registrar of Companies, Hyderabad; the Regional Director, South Eastern Region, Hyderabad; Official Liquidator for State of Telangana; Income Tax Officer, Ward-17(1), Hyderabad; Deputy Commissioner of Income Tax, Circle-1(1), Hyderabad, Deputy Commissioner of Income Tax, Circle-5(1), Hyderabad. It has been submitted that the Petitioner Companies as per the order of this Hon'ble Tribunal dated 17.12.2021 publication had been carried out in English Newspaper i.e. The Financial Express and Telugu Newspaper i.e. Nava Telangana on 08.03.2022. The proof of publication and proof of service of notice of hearing was filed by an Affidavit dated 16.03.2022.
8. The Regional Director vide his report dated 04.08.2022, has not objected to the proposed Scheme but has made certain observations. The Petitioner Companies have filed affidavit dated 21.09.2022, in response to the observations made by the Regional Director, South East Region, Ministry of Corporate Affairs, Hyderabad where under the Petitioner Companies gave undertaking to appropriately comply with the observations made by R.D. The details are given below.





Observations of Regional Director	Reply filed by the Petitioner Companies
<p><b>PARA 3 (a)</b> Hon'ble Tribunal may please to direct the Petitioner Transferee Company to furnish the reason for not issuing shares to shareholders of Transferor Company-1 and the accounting method for merger with supporting documents.</p>	<p>It is submitted that as on date of filing of the Scheme, Transferee Company is holding Company of Transferor Company No.1. It is therefore, not required to issue shares to itself pursuant to merger of Transferor Company No.1 with the Transferee Company. Further filed Copy of the Scheme and Certificate from statutory Auditor of Transferee Company on the Accounting Treatment are enclosed as Annexure-3&amp;3.1 to the reply memo.</p>
<p><b>PARA 3 b</b> Hon'ble Tribunal may direct the Petitioner Transferee Company / Transferor Company No.2 to furnish further explanation on its shareholding.</p>	<p>It is submitted that SPA dated 11.06.2021 and Form SH-4 executed by World Intelligence Limited for effectuating the aforesaid share transfer to the Transferee Company are enclosed as Annexure-4 and Annexure4.1 to the reply memo.</p>
<p><b>PARA 3 c</b> Hon'ble Tribunal may direct the Petitioner Transferee Company / Transferor Company No.2 to furnish further</p>	<p>It is submitted that SPA dated 11.06.2021 and Form SH-4 executed by World Intelligence Limited for effectuating the aforesaid share transfer to the Transferee Company are enclosed as Annexure-5 and Annexure 5.1 to the reply memo.</p>



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explanation on its shareholding.	
<p><b>PARA 3(e)</b> Hon'ble Tribunal may please to direct the Petitioner Companies to furnish the compliance of FEMA in the form of an affidavit.</p>	<p>It is submitted that petitioner companies have undertaken compliances under FEMA in relation to the transfer of equity shares mentioned in 3(a) to 3(c) . Affidavits to that effect has been filed vide Annexure 6.1,6.2&amp;6.3 to the reply memo.</p>
<p><b>PARA 3(f)</b> Hon'ble Tribunal may please to direct the Petitioner Companies to furnish necessary clarification and file necessary form CHG-4 with the ROC, if the charges have since been satisfied and to submit the proof of the same.</p>	<p>It is submitted that no objection letter dated 16.09.2022 issued by Honkong and Shanghai Banking Corporation for satisfaction of the charges along with Form CHG4 dated 16.09.2022 filed with the ROC, is also enclosed as Annexure 6.4,6.4.1 and Annexures 6.5,6.5.1 to the reply memo.</p>
<p><b>PARA 3(g)</b> Hon'ble Tribunal may please to direct the petitioner companies to explain the reason for filing unaudited financial statements as at 18.10.2021 by Transferor Company 1</p>	<p>It is submitted that petitioner companies have already submitted the audited condensed special purpose interim financial statements as on appointed date and further no audited interim financial statements have been submitted as at October 18,2021.</p>




<p>and Transferor Company 2 when the appointed date is fixed as 01.10.2021.</p>	<p>Same has been enclosed as Annexure 7.1, 7.2, 7.3 &amp; 7.4 to the reply memo.</p>
<p><b>PARA 3 h</b> Hon'ble Tribunal may please to direct the petitioner company to pay differential fee and stamp duty after deducting fee and stamp duty already paid by the Transferor Companies before merger.</p>	<p>The Petitioner Companies undertake to comply with all the Applicable provisions and rules under the Companies Act, 2013.</p>
<p><b>PARA 3(i-k)</b> Hon'ble Tribunal may please to direct the Petitioner Companies to preserve the books, comply with statutory laws, file Inc-28 with the Registrar of Companies.</p>	<p>The Petitioner Companies undertake to comply with all the Applicable provisions and rules under the Companies Act, 2013.</p>
<p><b>PARA 4</b> Hon'ble Tribunal may please to direct the petitioner companies to comply with the observations pointed out vide para 22 (a)-(d) by the official liquidator.</p>	<p>It is submitted by the petitioner companies that reply affidavit with respect to the observations of Official Liquidator has been filed separately.</p>

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<p><b>PARA 5</b></p> <p>The Regional Director in the said report has indicated that no report in the matter has been received by him from the Commissioner of Income Tax, Hyderabad.</p>	
<p><b>PARA 7</b></p> <p>Hon'ble may please to direct the petitioner companies to furnish the copies of consent/NOC from RBI with respect to all the Companies furnished before the Scheme is allowed.</p>	<p>It is submitted by the petitioner companies that all requisite compliances under FEMA has been undertaken.</p>
<p><b>PARA 8</b></p> <p>Hon'ble Tribunal may please to direct the petitioner companies to furnish an affidavit stating that as and when the demand arises from the authorities.</p>	<p>Transferee Company hereby agrees and undertakes to discharge the demand, if any, that may arise in respect of ongoing litigation pending in relation to Transferor Company No.3 and Transferee Company before the income-tax and service tax authorities.</p> <p>The Transferee Company hereby submits an affidavit in this regard. The same is enclosed as Annexure-8 to the reply memo.</p>

9. **OFFICIAL LIQUIDATOR'S REPORT:**

The Official Liquidator has filed his reports vide OLR No.24/2022, OLR No.36/2022. Petitioner Companies had replied to the observations pointed out by the Official Liquidator vide memo dated

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21.06.2022. Final report, filed by the Official Liquidator vide OLR No. 46/2022 dated 27.06.2022 stating that observations pointed out has been complied by the petitioner companies.

10. **OBSERVATION**

We have heard the Learned Counsel appearing for the Petitioner Companies and perused the material papers on record. As regards to the observations pointed out by the Regional Director and compliance filed by the petitioner company, it appears that petitioner Companies under take to comply the necessary observations whenever required. The Official liquidator had also raised certain observations for which the Petitioner Companies filed its reply by way of Affidavit. After hearing the Counsel for the Petitioner Companies and considering the material on record, we are of the view that scheme is not opposed to public interest and the proposed Scheme is in the interests of the Transferor Company, the Transferee Company and their respective shareholders, employees, creditors and all persons concerned. Hence the scheme can be approved with Appointed date as 01.04.2021.

All the statutory compliances have been made under Section 230 to 232 of the Companies Act, 2013. Hence ordered.

11. **ORDER**

After hearing the Counsel for the Petitioner Companies and after considering the material on record, this Tribunal passed the following order:



- A. The Scheme of Amalgamation is hereby sanctioned with appointed date as 01.10.2021 and shall be binding on all the members, employees, creditors and all other stakeholders of the Petitioner Companies.
- B. While Approving the Scheme, we made it clear that this order should not be construed as an order in anyway granting exemption from payment of Stamp Duty, taxes or any other charges, if any, payable in accordance with law or in respect of any permission/compliance with any other requirement which may be specially required under any law.
- C. The whole of the assets, property, rights and Liabilities of the Transferor Company shall be transferred without the requirement of any further act or deed to the Petitioner/Transferee Company.
- D. We direct the Petitioner companies to comply with all the observations pointed out by the Regional Director and Official Liquidator as and when required.
- E. We direct the Petitioner Companies to preserve the books of accounts and papers and records and the same shall not be disposed of without the prior permission of the Central Government in terms of provisions of Section 239 of the Companies Act, 2013.
- F. We direct the Petitioner Companies to ensure statutory compliance of all applicable laws and also on sanctioning of the present Scheme the Petitioner Companies shall not be absolved for any of their statutory liability in any manner.



- G. All the legal proceedings pending by or against the Transferor Company shall be continued by or against the Transferee Company.
- H. Though no representation has been received from the Income Tax Authorities despite service of notice by the Petitioner Companies, the tax implications, if any, arising out of the scheme is subject to final decision of Tax Authorities concerned and the decision of the Tax Authorities concerned shall be binding on the Transferee Company.
- I. The Petitioner Companies are directed to strictly comply with the Accounting Treatment Standards prescribed under Section 133 of the Companies Act, 2013.
- J. The sanction of the Scheme by this Tribunal shall not forbid the revenue authority from taking appropriate recourse for recovering the existing and previous tax liabilities of the Transferor and Transferee Companies.
- K. We direct the Transferee Company to comply with the provisions of Section 2 (41) of the Companies Act, 2013.
- L. The Transferor Company shall be dissolved without going through the process of winding up.
- M. The Petitioner Companies shall until the completion of the Scheme of Amalgamation, file a statement in such form and within such time as prescribed with the Registrar every year duly certified by a Chartered Accountant or a Cost Accountant or a Company Secretary to the effect that the Scheme of Amalgamation is being complied with in accordance with the orders of the Tribunal as required under Section 232 (7) of the Companies Act, 2013.



- N. We direct the Petitioner Companies involved in the Scheme to comply with Rule 17 (2) of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2013. The Petitioner Companies within 30 days after the date of receipt of certified copy of the order, shall cause certified copy to be delivered in Form INC-28 to the Registrar of Companies concerned for registration and on such certified copy being delivered, Registrar of Companies concerned shall take all necessary consequential action in respect of the Petitioner Companies.
- O. The Petitioner Companies is further directed to take all consequential and statutory steps required in pursuance of the approved Scheme of merger under the provisions of the Companies Act, 2013 and submit necessary compliance and undertaking relating to the objections raised by the Regional Director (SER), MCA, GoI, Hyderabad.
- P. The Petitioner Companies is directed to issue newspaper publication with respect to approval of Scheme of merger, in the same newspapers in which previous publications were issued.
- Q. Any person shall be at the liberty to apply to the Tribunal in the above matter for any directions that may be necessary.
- R. Accordingly the CP (CAA) 48/230/HDB/2021 is hereby allowed and disposed of.

  
Veera Brahma Rao Arekapudi

Member (Technical)

Pavani

  
Dr. N.V. Ramakrishna Badarinath

Member (Judicial)

प्रमाणित प्रतिलिपि  
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केस नंबर  
CASE NUMBER CP (CAA) No. 48/230/HDB/21  
निर्णय का तिथि  
DATE OF JUDGEMENT 12/10/22  
प्रति तैयार किया गया तिथि  
COPY MADE READY ON 17/10/22

