

September 10, 2024

Listing Compliance & Legal Regulatory  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001  
Stock Code: 543227, 974728, 974820 & 975101

Listing & Compliance  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra East, Mumbai 400 051  
Stock Code: HAPPSTMNDS

Dear Sir/Madam,

**Subject: Receipt of Certified True Copy of First Motion Order by the Hon'ble National Company Law Tribunal, Bengaluru Bench in the matter of the Scheme of Amalgamation of Sri Mookambika Infosolutions Private Limited and Happiest Minds Technologies Limited and their respective Shareholders and Creditors.**

This is with reference to our earlier disclosure dated March 13, 2024, regarding the Scheme of Amalgamation of Sri Mookambika Infosolutions Private Limited (Wholly Owned Subsidiary – Transferor Company) and Happiest Minds Technologies Limited (Holding Company – Transferee Company) and their respective Shareholders and Creditors, under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder.

We hereby inform you that the Hon'ble National Company Law Tribunal, Bengaluru Bench vide its order dated September 4, 2024, has approved the dispensation of the meetings of Equity Shareholders and Creditors of both Transferor and Transferee Company and the Certified True Copy of the said order has been received by the Company on September 09, 2024, which is enclosed herewith.

This is for your information and records.

Thanking you,  
Yours faithfully,  
For **Happiest Minds Technologies Limited**

**Praveen Kumar Darshankar**  
**Company Secretary & Compliance Officer**  
**Membership No.: F6706**





**IN THE NATIONAL COMPANY LAW TRIBUNAL**  
**BENGALURU BENCH, BENGALURU**  
*(Through Physical Hearing/VC Mode (Hybrid))*

**C.A. (CAA) No.12/BB/2024**

Application U/ss. 230 to 232 of the Companies Act, 2013  
R/w Rule the Companies (Compromises, Arrangements  
and Amalgamations) Rules, 2016

**IN THE MATTER OF SCHEME:**

**Sri Mookambika Infosolutions Pvt. Ltd.**

No.53/1-4, Hosur Main Road,  
 Madivala (Next to Madivala Police station),  
**Bengaluru - 560 068.** ...

Applicant Company No.1/  
 Transferor Company

**Happiest Minds Technologies Ltd.**

No.53/1-4, Hosur Main Road,  
 Madivala (Next to Madivala Police station),  
**Bengaluru - 560 068.** ...

Applicant Company No.2/  
 Transferee Company

**Order delivered on: 04.09.2024**

**CORAM:** 1. Hon'ble Shri K. Biswal, Member (Judicial)  
 2. Hon'ble Shri Manoj Kumar Dubey, Member (Technical)

**PRESENT:**

For the Applicant Companies : Shri R. Inbaraju

**ORDER**

**Per: K. BISWAL, MEMBER (JUDICIAL)**

1. The present First Motion Application has been filed by the Applicant Companies viz., **Sri Mookambika Infosolutions Pvt. Ltd.** (described in short as "Applicant Company No.1 /Transferor Company") and **Happiest Minds Technologies Ltd.** (described in short as "Applicant Company No.2/Transferee Company") on 27.03.2024 under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred to as the said Act) and other applicable provisions of the said Act r/w the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, *inter alia* seeking for

C.A. (CAA) No.12/BB/2024  
 (First Motion)





dispensation of meeting of the Equity shareholders and Unsecured Trade Creditors of the Applicant Companies; Secured Creditors and Unsecured Loan Creditors of the Applicant Company No.2/Transferee Company. The Scheme of Amalgamation is placed on record at **Annexure - 17** to the Application.

2. The Transferor Company, namely, **Sri Mookambika Infosolutions Pvt. Ltd.** is a Private Limited Company, which was incorporated on 25.05.2010 with the Registrar of Companies, Chennai under the provisions of Companies Act, 1956. Subsequently, with effect from 28.12.2023, the registered office of the Company shifted from Chennai to Bengaluru (fresh Certificate of Incorporation issued after the change of registered office from state of Tamil Nadu to state of Karnataka on 15.02.2024). The Registered office of the Company is presently situated at No.53/1-4, Hosur Main Road, Madivala (Next to Madivala Police station), Bengaluru- 560068. As per the Memorandum of Association, the main objects of Transferor Company, *inter alia*, are to carry on the business of software development and software solutions; to lease, hire, overhaul, maintain and repair all types of computers and computer peripherals etc.
3. The Authorized, Subscribed, Issued, and paid-up Share Capital of the Transferor Company as on March 31, 2023, is as follows:

Authorised Share Capital	Amount (in Rs.)
10,000 Equity Shares of Rs.100/- each	10,00,000/-
<b>Total</b>	<b>10,00,000/-</b>
Issued, Subscribed and Paid-up Share Capital	Amount (in Rs.)
10,000 Equity shares of Rs.100/- each	10,00,000/-
<b>Total</b>	<b>10,00,000/-</b>

4. The Transferee Company, namely, **Happiest Minds Technologies Ltd.** was incorporated on 30.03.2011 with the Registrar of Companies, Karnataka under the provisions of Companies Act, 1956, under the name and style of "Happiestminds Technologies Private Limited". Subsequently with effect from 21.07.2011 the name of the Company changed to Happiest Minds Technologies Private Limited. Subsequently, with effect from 20.05.2020 the class of the Company changed from Private to Public





Company as Happiest Minds Technologies Limited with bearing CIN: U72900KA2011PLC057931.

5. The Equity shares of the Transferee Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 17.09.2020. Subsequent to the said equity shares are listed in BSE and NSE, the CIN changed to L72900KA2011PLC057931. As per the Memorandum of Association, the main objects of the Transferee Company, *inter alia*, are to carry on the businesses of business and technology consulting of all types providing information management, installation & implementation, maintenance and supply of solutions, software services and technologies etc.
6. The Authorized, Subscribed, Issued and Paid- up Share Capital of the Transferee Company is as follows:

Authorized Share Capital	Amount (in Rs.)
22,93,00,000 Equity Shares of Rs.2/- each	45,86,00,000/-
2,00,000 Non-Cumulative Compulsorily Preference Shares of Rs.652/- each	13,04,00,000/-
<b>Total</b>	<b>58,90,00,000/-</b>
Issued, Subscribed and Paid-up Share Capital	Amount (in Rs.)
15,22,74,811 Equity Shares of Rs.2/- each	30,45,49,622/-
<b>Total</b>	<b>30,45,49,622/-</b>

7. The Board of directors of the Applicant Companies at their respective Board meeting held on 13.03.2024 approved the Scheme of Amalgamation. The appointed date fixed under the Scheme is 01.04.2023.
8. It is submitted that the rationale for Scheme of Amalgamation of the Transferor Company with Transferee Company is, *inter alia*, as follows:

“III. Rationale for the Scheme

- a. *Simplify management structure, leading to better administration and reduction in costs from more focused operational efforts, rationalisation, standardisation and simplification of business processes, and the elimination of duplication and rationalisation of administrative expenses;*





- b. *Greater integration and financial strength for the amalgamated entity, which would result in maximising overall shareholder value, and will improve the financial position of the amalgamated entity;*
- c. *Pooling of resources (including manpower, management and administration and marketing resources) of the aforesaid companies resulting in, synergies of operations and optimisation of logistics, resulting in more productive utilisation of said resources, savings in cost and operational efficiencies etc.*

9. The instant Application has been filed seeking for the following reliefs:

- a. *Dispense with the meeting of the Equity Shareholders of the Applicant Companies; and*
- b. *Dispense with the meeting of the Unsecured Trade Creditors of the Applicant Companies; and*
- c. *Dispense with the meeting of the Secured Creditors of the Applicant Company No.2; and*
- d. *Dispense with the meeting of the Unsecured Loan Creditors of the Applicant Company No.2 etc.*

10. It is submitted that as per the Certificate dated 18.03.2024 issued by JAA & Associates Chartered Accountants, there are 02 (Two) Equity Shareholders in the Applicant Company No.1 as on 31.01.2024. Both the Equity Shareholders holding an aggregate 100% shareholding in the Transferor Company have given their consent by way of affidavits to the Scheme.

11. As per the Certificate dated 18.03.2024 issued by of JAA & Associates Chartered Accountants, there are no Secured Creditors and Unsecured Loan Creditors in the Applicant Company No.1 as on 31.01.2024.

12. It is also submitted as per the Certificate dated 18.03.2024 issued by JAA & Associates Chartered Accountants, there are 02 (Two) Unsecured Trade Creditors in the Applicant Company No.1 as on 31.01.2024. Both the Unsecured Trade Creditors holding an aggregate 100% shareholding in the Applicant Company No.1 have given their consents by way of Affidavits to the Scheme.

13. As per the Certificate dated 19.03.2024 issued by Adithya & Vishwas, Chartered Accountants, there are 7,34,706 (Seven Lakhs Thirty-Four





Thousand Seven Hundred and Six) Equity Shareholders in the Transferee Company as on 31.01.2024.

14. Further as per the Certificate dated 19.03.2024 issued by Adithya & Vishwas Chartered Accountants, there are 06 (Six) Secured Creditors in the Transferee Company as on 31.01.2024. All the Secured Creditors holding an aggregate 100% of value of the Secured Creditors in the Transferee Company have given their consent by way of affidavits to the Scheme.
15. Further as per the Certificate dated 19.03.2024 of Adithya & Vishwas Chartered Accountants, there are 02 (Two) Unsecured Loan Creditors in the Transferee Company as on 31.01.2024.
16. Further as per the Certificate dated 19.03.2024 Adithya & Vishwas Chartered Accountants, there are 166 (One Hundred Sixty Six) Unsecured Trade Creditors in the Transferee Company as on 31.01.2024.
17. In regard of convening the meetings of Equity Shareholder, Unsecured Loan Creditors and Unsecured Trade Creditors of the Applicant Company No.2, it is submitted that the meetings of its Shareholders, Unsecured Loan Creditors and Unsecured Trade Creditors be dispensed with, on the basis of the following reasons:
  - a. *The entire share capital of the Applicant Company No.1/ Transferor Company is directly held by the Applicant Company No. 2/ Transferee Company along with its nominee. Thus, the entire economic interest of the Applicant Company No.1/Transferor Company is held by the Applicant Company No.2/Transferee Company;*
  - b. *The Applicant Company No.1/ Transferor Company, being a wholly owned subsidiary company merging into its holding company, no shares would be issued or allotted by the Transferee Company to the shareholders of the Transferor Company, pursuant to the Scheme;*
  - c. *The rights of the creditors of the Applicant Company No. 2/ Transferee Company are not affected since, there will be no reduction in their claims and the assets of the Applicant Company No. 2/ Transferee Company, post-merger, will be more than sufficient to discharge their claims;*
  - d. *The net worth of the Applicant Company No. 2/ Transferee Company is and will continue to remain highly positive.*
  - e. *Further, under the Scheme there is no compromise or arrangement with the shareholders or the creditors of the Applicant Company No. 2/ Transferee Company.*





Therefore, the proposed Scheme is not prejudicial to the interest of the Shareholders or the Creditors of the Applicant Company No. 2/ Transferee Company.

18. In view of the above, no reconstruction or arrangement is proposed by the Applicant Company No.2/ Transferee Company either with its Shareholders or with its Creditors and thus, it is not required to hold either Shareholders meeting or Secured Creditors meeting or Unsecured Creditors meeting for approval of the proposed Scheme, *inter alia*, relying upon the following judgments:

- a. The Hon'ble High Court of Judicature at Bombay in the case of "*Mahaamba Investments Limited V/s. IDI Limited (2001)*" 105COMPCAS16(BOM) *inter alia* observed and held that if the Scheme of Amalgamation provides for no issue of equity shares to the members of the Transferor Companies, being a wholly owned subsidiary of the Transferee Company and the creditors of the Transferee Company are not likely to be affected by the Scheme, not required to obtain any consent from the shareholders and creditors of the Transferee Company and a separate Petition by the Transferee Company was not necessary; and
- b. Similar view has also been taken by the Hon'ble National Company Law Appellate Tribunal in the case of "*DLF Phase-IV Commercial Developers Limited & Ors*", In Company Appeal (AT) No. 180 of 2019 and "*Ambuja Cements Limited*" in Company Appeal (AT) No. 19 of 2021 and
- c. Similar view has also been taken by the Hon'ble National Company Law Tribunal Bengaluru Bench in the case of "*Shree Renuka Sugars Limited*" in C.A.(CAA) No. 05/BB/2023 vide order dated April 13, 2023 and in the case of "*Green piece Landscapes India Private Limited*" in C.A.(CAA) No. 22/BB/2022 vide order dated November 30, 2022.

In view of above, there being no compromise or arrangement with shareholders and creditors and there being no reorganization of capital





of the Applicant Company No. 2/ Transferee Company, convening and holding meeting of Equity shareholders, Unsecured Loan Creditors and Unsecured Trade creditors is to be dispensed with.

19. It is submitted that the certificate of the Statutory Auditors of Applicant Company No.1 has been filed certifying that the proposed accounting treatment contained in Part D (Clause 12) of the Scheme, is in compliance with the relevant provisions of Companies Act, 2013 and the rules made thereunder with reference to the applicable Accounting Standards notified under Section 133 of the Companies Act 2013 and other Generally accepted Accounting Principles, as applicable.
20. It is also submitted that the certificate of the Statutory Auditors of Applicant Company No.2 has been filed certifying that the proposed accounting treatment contained in Clause 12 of the Scheme, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and the Ind AS and other generally accepted accounting principles, as applicable.
21. It is stated that the Affidavits dated 26.03.2024 of the Authorized Signatories of the Applicant Companies have been filed stating that there are no investigation proceedings or cases pending against the Applicant Companies or its Directors under the Companies Act, 1956 & 2013 or under any other statutes.
22. It is also stated that the Affidavits dated 26.03.2024 filed by the Authorized Representatives of the Applicant Companies stating that Scheme of Amalgamation under Section 230 to 232 of the Companies Act, 2013 and thus the Scheme does not contemplate Corporate Debt Restructuring (CDR) nor envisages any buy back of Shares under Section 68 of the Companies Act, 2013 nor envisages any reduction of capital under Section 66 of the Companies Act, 2013.
23. It is also submitted that, the Applicant Companies are not regulated by any Sectoral regulators to whom the Application and Scheme need to be intimated before or after filing of the Company Application under Sections 230 to 232 of the Companies Act, 2013 with this Tribunal. It is further submitted that the Applicant Companies are not required to issue notice







of Combination to Competition Commission of India, pursuant to exemption provided under Notification No. S.O. 988 (E) dated March 27, 2017 issued by MCA (validity of the said was extended vide notification no. S.O.1192 (E) dated March 16, 2022) read with the Schedule I to the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) regulations, 2011 as amended from time to time.

24. The Applicant Companies have filed Audited Financial Statements for the year ending on 31.03.2023 marked as Annexures- 4 and 10 to the Application respectively. The Applicant Companies have also filed Unaudited Financial Statements as on 31.12.2023 marked as Annexures – 5 and 11 to the Application respectively.
25. Clause 6.1 of the Scheme states that upon the Scheme becoming effective, all staff, workmen and Employees of the Transferor Company, if any, in service on the Effective Date shall be deemed to have become staff, workmen and Employees of the Transferee Company with effect from the Appointed Date or the date of joining whichever is later, without any break or interruption in their service and on the basis of continuity of service and the terms and conditions of their employment with the Transferee Company (i.e. cost-to-company basis, in monetary terms) shall not be less favourable than those applicable to them with reference to their employment with the Transferor Company on the Effective Date.
26. Heard the learned Counsel appearing for the Applicant Companies and have perused the records and the supporting documents/papers filed along with the “Scheme” contemplated between the Applicant Companies.
27. The Ld. Counsel for the Applicant Companies has stated that the Applicant Company No.1/ Transferor Company, being a wholly owned subsidiary company merging into its holding company, no shares would be issued or allotted by the Transferee Company to the shareholders of the Transferor Company, pursuant to the Scheme. It is further stated that the rights of the creditors of the Applicant Company No. 2/ Transferee Company are not affected since, there will be no reduction in their claims and the assets of the Applicant Company No. 2/ Transferee Company,





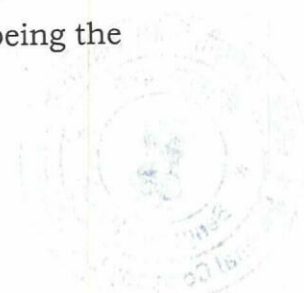
post-merger, will be more than sufficient to discharge their claims, and under the Scheme there is no compromise or arrangement with the shareholders or the creditors of the Applicant Company No. 2/ Transferee Company. Therefore, the Counsel prayed to dispense with the meetings of the Equity Shareholders, Unsecured Loan Creditors and Unsecured Trade Creditors of the Transferee Company. In this regard, they have also relied on the judgment passed by the *Hon'ble NCLAT in Company Appeal (AT) No.19 of 2021 in the matter of 'Ambuja Cements Limited' inter alia* had held that:

*"In a scheme of amalgamation of a wholly owned subsidiary with its parent Company, the meetings of equity shareholders, secured and unsecured creditors of the Transferee Company may be dispensed with."*

28. They have also relied on orders passed by the NCLT, Bengaluru Bench in C.A. (CAA)No.05/BB/2023 in the matter of *Shree Renuka Sugars Limited* and in C.A.(CAA)No.22/BB/202 in the matter of *Greenpiece Landscape India Pvt. Ltd.*
29. They have further relied on order passed by the NCLT, Ahmedabad Bench dated 09.09.2019 in C.A. (CAA)No.96/BB/2019 in the matter of *Vodafone Idea Limited* in which it was observed that:

*"In the circumstances, as there is no arrangement with the Equity Shareholders of the Applicant Transferee Company, the rights of the said shareholders are not affected by the present Scheme and therefore, no meeting of the Equity Shareholders of the Applicant Transferee Company is required to be convened. In view of the given facts, this Bench is of the view that there is no requirement to convene and hold meeting of the Equity Shareholders of the Applicant Transferee Company and accordingly, the meeting of Equity Shareholders of the Applicant Transferee Company is hereby dispensed."*

30. It is noticed from the judgments of Hon'ble NCLAT, New Delhi, cited by the Applicant Companies in the matters of *M/s. Ambuja Cements Ltd., (supra)* that when it was a case of amalgamation of a wholly owned subsidiary (the Transferor Company) with the parent Company (being the





Transferee Company), the meetings of Secured and Unsecured Creditors of the Transferee Company were dispensed.

31. It is also noticed that the Transferee being a listed entity is required to comply with Regulation 37(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The relevant portions of Regulation 37 is reproduced herein for ready reference:

*“37. (1) Without prejudice to provisions of Regulation 11, the listed entity desirous of undertaking a scheme of arrangement or involved in a scheme of arrangement, shall file the draft scheme of arrangement, proposed to be filed before any Court or Tribunal under Sections 391-394 and 101 of the Companies Act, 1956 or under Sections 230-234 and Section 66 of the Companies Act, 2013, whichever applicable, along with a non-refundable fee as specified in Schedule XI with the stock exchange(s) for obtaining the Non-objection letter, before filing such scheme with any Court or Tribunal, in terms of requirement specified by the Board or stock exchange(s) from time to time.*

*(2) xxxxxxxx.*

*(3) xxxxxxxx.*

*(4) xxxxxxxx.*

*(5) xxxxxxxx.*

***(6) Nothing contained in this regulation shall apply to draft scheme which solely provide for merger of a wholly owned subsidiary with its holding company;***

***Provided that such draft scheme shall be filed with stock exchange for the purpose of disclosures.”***

32. Taking into considerations the submissions and the documents filed therewith, the following directions are issued:

- i Convening and holding of the meetings of the Equity Shareholders of the Applicant Company No.1 is hereby dispensed; in view of the consent Affidavits filed given by the Shareholders of the Applicant Company No.1; and
- ii Convening and holding of the meetings of the Equity Shareholders of the Applicant Company No.2 is hereby dispensed; in view of the decisions relied upon in respect of the Transferee Company; and





- iii The question of holding the meetings of Secured Creditors of the Applicant Company No.1 does not arise as there are no Secured Creditors in Applicant Company No.1; and
- iv Convening and holding of the meetings of the Secured Creditors of the Applicant Company No.2 is hereby dispensed; in view of the consent Affidavits filed given by the Secured Creditors of the Applicant Company No.2; and
- v The question of holding the meetings of Unsecured Loan Creditors of the Applicant Company No.1 does not arise as there are no Unsecured Loan Creditors in Applicant Company No.1; and
- vi Convening and holding of the meeting of the Unsecured Loan Creditors of the Applicant Company No.2 is hereby dispensed with, subject to individual notices be sent to the Unsecured Loan Creditors as required under Section 230(3) of the Companies Act, 2013 by Registered Post-AD/Courier/Hand Delivery and through E-mail, with a direction that they may submit their representations, if any, to this Tribunal within 30 days from the date of receipt of copy of the notice. The affidavit of service of these notices may be filed in the Registry.
- vii Convening and holding of the meetings of the Unsecured Trade Creditors of the Applicant Company No.1 is hereby dispensed; in view of the consent Affidavits filed given by the Unsecured Trade Creditors of the Applicant Company No.1; and
- viii Convening and holding of the meeting of the Unsecured Trade Creditors of the Applicant Company No.2 is hereby dispensed with, subject to individual notices be sent to the Unsecured Trade Creditors having balance of Rs.1,00,000/- and above as required under Section 230(3) of the Companies Act, 2013 by Registered Post-AD/Courier/Hand Delivery and through E-mail, with a direction that they may submit their representations, if any, to this Tribunal within 30 days from the date of receipt of copy of the notice. The affidavit of service of these notices may be filed in the Registry.





- ix The Applicant Companies shall individually send notice along with a copy of the Scheme, the Explanatory Statement and the disclosures to (i) the Central Government through the office of the Regional Director (South East Region); (ii) Concerned Registrar of Companies; (iii) Nodal Officer of Income Tax Department - the Principal Chief Commissioner of Income Tax, Karnataka & Goa; (iv) jurisdictional Income Tax Authorities by disclosing the PAN numbers of the Applicant Companies in the title of the Second Motion Petition; (v) Securities and Exchange Board of India (vi) National Stock Exchange of India Ltd., (vii) Bombay Stock Exchange Ltd. (viii) The Reserve Bank of India and (ix) other Sectoral Regulators/Authorities, if any, stating that representations, if any, to be made by them shall be sent to the Tribunal within a period of 30 days from the date of receipt of such notice and copy of such representation shall simultaneously be sent to the concerned Companies, failing which it shall be presumed that they have no objection to the proposed Scheme;
- x All the aforesaid directions are to be compiled with strictly in accordance with the applicable laws including forms and formats contained in the "Rules" as well as the provisions of the Companies Act, 2013, by the Applicant Companies.

**33.** With the aforesaid directions, this First Motion Application bearing **C.A.(CAA)No.12/BB/2024 stands allowed**, giving liberty to the Applicant Companies to file Second Motion Petition with the direction that the Applicant Companies shall make specific prayer for sending notice to the (a) Central Government through the office of the Regional Director (South East Region); (b) Concerned Registrar of Companies; (c) Official Liquidator (d) Principal Chief Commissioner of Income Tax, Karnataka & Goa - Nodal Officer of Income Tax Department (e) jurisdictional Income Tax Authorities by disclosing the PAN numbers of the Applicant Companies in the title of the Second Motion Petition; (f) Securities and Exchange Board of India (g) National Stock Exchange of India Ltd. (h) Bombay Stock Exchange Ltd.,





(i) The Reserve Bank of India and (j) other relevant statutory authorities/ sectoral regulators applicable.

34. A copy of this order be supplied to the learned Counsel for the Applicant Companies.

Sd/-  
(MANOJ KUMAR DUBEY)  
MEMBER (TECHNICAL)

Sd/-  
(K. BISWAL)  
MEMBER (JUDICIAL)



CERTIFIED TO BE TRUE COPY  
OF THE ORIGINAL

*[Handwritten Signature]*  
9/9/2024  
DEPUTY/ASST. REGISTRAR  
NATIONAL COMPANY LAW TRIBUNAL  
Bengaluru Bench