

S.No.01

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH – II
VC AND PHYSICAL (HYBRID) MODE
ATTENDANCE CUM ORDER SHEET OF THE HEARING HELD ON
09.10.2026 AT 10:30 A.M.**

**CA(CAA) No.34/230/2026
U/s 230 of Companies Act**

IN THE MATTER OF:

Dextara Digital Private Ltd & Datamatics Cloud Solutions Pvt Ltd and Resp.
Shareholders and Creditors. ...Petitioner/s

C O R A M:-

SHRI. RAJEEV BHARDWAJ, HON'BLE MEMBER (JUDICIAL)
SHRI. SANJAY PURI, HON'BLE MEMBER (TECHNICAL)

O R D E R

Present: Mr. Farhan Batatawala, Ld. Counsel for the Petitioner.

Orders pronounced, recorded vide separate sheets.

In the result, this CA (CAA) No. 34/230/HDB/2026 is allowed.

Sd/-

MEMBER(T)

Sd/-

MEMBER(J)

**IN THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT HYDERABAD-II
CA (CAA) NO. 34/230/HBD/2026
U/S 230 TO 232 OF COMPANIES ACT, 2013
IN THE MATTER OF
DEXTARA DIGITAL PRIVATE LIMITED
(AMALGAMATING COMPANY-1)
AND
DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED
(AMALGAMATING COMPANY-2)
WITH
DATAMATICS GLOBAL SERVICES LIMITED
(AMALGAMATED COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

DEXTARA DIGITAL PRIVATE LIMITED,

Registered office situated at 2nd Floor, D.No.1-18/HIE/NR-3,
Sy.No.27/1 to 27/4, Nanakramguda, Gachibowli, Serilingampally,
Rangareddi, Hyderabad-500 032, Telangana.

Represented by its Authorised Signatory / Director, Ms. Divya Kumat.

...Applicant Company / Amalgamating Company-1

DATAMATICS CLOUD SOLUTIONS PRIVATE LIMITED

Registered office Knowledge Centre, Plot No. 58 Street No 17,
MIDC, Andheri (East), Mumbai City, Mumbai- 400093,
Maharashtra, India.

Represented by its Authorised Signatory / Director, Ms. Divya Kumat.

...Non-Applicant Company / Amalgamating Company-2

DATAMATICS GLOBAL SERVICES LIMITED,

Registered office situated at Knowledge Centre,
Plot No. 58, Street No. 17, MIDC, Andheri East,
Bandra Suburban, Mumbai, Maharashtra, India, 400093.
Represented by its President, Chief Legal Officer & Company Secretary,
Ms. Divya Kumat.

...Non-Applicant Company/ Amalgamated Company

DATE OF ORDER:09.10.2026

Coram:

Shri Rajeev Bhardwaj, Hon'ble Member (Judicial)

Shri Sanjay Puri, Hon'ble Member (Technical)

Counsels / Parties Present

For the Applicant: Mr.Farhan Batatawala,
 Mr. Ahmed Chunawal &Co and
 Mr.Vikram Chandra Puttapaga,Advocates.

PER BENCH

1. The present Application is filed by the Applicant Company under Sections 230 – 232 of the Companies Act, 2013 read with Rule 3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 inter-alia seeking for dispensation of the meetings of equity shareholders and Unsecured Creditors of the Amalgamating Company No.1/Applicant Company.
2. The averments made in the application are briefly described as under:

PARTICULARS OF THE AMALGAMATING COMPANY NO.1

- 2.1 M/s. DEXTARA DIGITAL PRIVATE LIMITED** (“Amalgamating Company No. 1”) was incorporated as a private limited company on October 16, 2019, in the State of Telangana, in accordance with the provisions of the Companies Act, 2013. Corporate Identity Number (CIN) of the Amalgamating Company No. 1 is U72501TG2019PTC136112. Its registered office is situated at 2nd Floor, D.No.1-18/HIE/NR-3, Sy.No.27/1 to 27/4 Nanakramguda, Gachibowli, Serilingampally, Rangareddi, Hyderabad, Telangana, India, 500032.
- 2.2** The Amalgamating Company No. 1 is engaged in the business of providing integrated salesforce and allied product related system integration services. Dextara Datamatics is a Salesforce only company and is a Salesforce Platinum (Summit) Consulting and ISV Partner. A copy of the Memorandum and Articles of Association of the Applicant Company is annexed as **Exhibit A** in the Application.
- 2.3** The authorised, issued, subscribed and paid-up share capital of the Applicant Company/ Amalgamating Company No. 1 as on 31st March 2026, is as under:

Particulars	Amount
<u>Authorised Capital:</u>	
50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000
54,00,000 Compulsory Convertible Preference Shares of Rs. 10/- each	5,40,00,000

Total	10,40,00,000
<u>Issued, Subscribed and Paid-up Capital:</u>	
45,69,575 Equity Shares of Rs. 10/- each	4,56,95,750
Total	4,56,95,750

Subsequently, there has been no change in capital structure of the Amalgamating Company No. 1 till date.

PARTICULARS OF THE APPLICANT NO.2

2.4 DATAMAICS CLOUD SOLUTIONS PRIVATE LIMITED

(hereinafter referred to as “Amalgamating Company No. 2”/ Non Applicant Company) CIN: U72900MH2022PTC395343 was incorporated on 15th December, 2022 as a Private limited company under the provisions of the Companies Act, 2013. A copy of the Memorandum of Association and Articles of Association of the Amalgamating Company No. 2 along with all the relevant certificates are annexed and marked as **Exhibit C** to the Application.

2.5 The registered office of the Amalgamating Company No. 2 is situated at Knowledge Centre, Plot No. 58 Street No 17, MIDC, Andheri (East), Mumbai City, Mumbai, Maharashtra, India, 400093.

2.6 The authorised, issued, subscribed and paid-up share capital of the Amalgamating Company No. 2 as on 31st March 2026, is as under:

Particulars	Amount
Authorized Capital	

10,000 Equity Shares of Rs. 10 each	1,00,000
Total	1,00,000
Issued, Subscribed and Fully Paid-up	
10,000 Equity Shares of Rs. 10 each	1,00,000
Total	1,00,000

Subsequently, there has been no change in capital structure of the Amalgamating Company No. 2 till date.

2.7 The Amalgamating Company No. 2 is engaged in the business of designing, developing, implementing, and providing consultancy services in relation to Customer Relationship Management (CRM) platforms, including customization, integration, and maintenance thereof. It is also engaged in the business of development, licensing, installation, marketing, and support of computer software and hardware systems, as well as management of data processing, information systems, and data communication systems, including provision of annual maintenance contracts and subscription-based services in India and abroad.

2.8 Datamatics Global Services Limited (hereinafter referred to as Non Applicant Company or “the Amalgamated Company”) CIN: L72200MH1987PLC045205 means a company incorporated on 3rd November 1987 under the Companies Act, 1956 in the name of “Interface Software Resources Private Limited”. The name of the company was changed to “Datamatics Technologies Private Limited”

on 18th December, 1992 from “Interface Software Resources Private Limited”. Further on 13TH January, 1995 the Company converted to Limited Company from Private Limited Company and Subsequently the name was changed to “Datamatics Technologies Limited” from “Datamatics Technologies Private Limited”. Further the name of the Company once again changed to Datamatics Global Services Limited from Datamatics Technologies Limited vide dated 17th January, 2009. A copy of the Memorandum of Association and Articles of Association of the Amalgamated Company along with all the relevant certificates are annexed and marked as **Exhibit E** to the Application.

- 2.9** The authorised, issued, subscribed and paid-up share capital of the Amalgamated Company as on 31st March 2026, is as under:

Particulars	Amount
<u>Authorised Capital:</u>	
10,53,20,000 Equity Shares of Rs.5/- each	52,66,00,000
4,56,15,000 Redeemable Preference Shares of Rs. 10/- each	45,61,50,000
Total	98,27,50,000
<u>Issued, Subscribed and Paid-up Capital:</u>	
5,91,06,389 Equity Shares of Rs. 5/- each, fully paid up	29,55,31,945
Total	29,55,31,945

Subsequently, there is no change in capital structure of the Amalgamated Company till date.

- 2.10.** The Amalgamated Company enables enterprises to go Deep in Digital to boost their productivity, customer experience, and competitive advantage. Datamatics' portfolio spans across three pillars including Digital Technologies, Digital Operations, and Digital Experiences. It has established products in Intelligent Document Processing, Robotic Process Automation, AI/ML models, Smart Workflows, Business Intelligence, and Automatic Fare Collection. Datamatics caters to a diverse global clientele across Banking, Financial Services, Insurance, Healthcare, Manufacturing, International Organizations, and Media & Publishing. The Company has a presence across four continents with significant delivery centres in the USA, India, and the Philippines.
- 3.** It is averred that Amalgamating Company No.2 and Amalgamated Company are situated in the State of Maharashtra. Thus, separate Application/Petition will be filed as per the provisions of Law, before the Hon'ble NCLT, Mumbai Bench in respect of the said Companies.
- 4.** The Board of Directors of the respective Applicant Company and Non-Applicant Companies at their respective meetings held on 21.05.2026 have resolved to amalgamate the Scheme of amalgamation of Dextara Digital Private Limited, (hereinafter referred to as "the Amalgamating Company No. 1") and Datamatics Cloud Solutions Private Limited (hereinafter referred to as "the Amalgamating Company No. 2") with Datamatics Global Services Limited, (hereinafter referred to as "the Amalgamated Company") and their respective shareholders and

Creditors. A copy of the Scheme of Amalgamation is annexed and marked as **Exhibit G** to the Application.

The certified copies of the Board Resolution passed by the Board of Directors of the Applicant Company and Non-Applicant Companies held on 21st May 2026, are annexed and marked as **Exhibit H-1, H-2, H-3** respectively to the Application.

5. RATIONALE FOR THE SCHEME OF AMALGAMATION.

The amalgamation of the companies would inter alia have the following benefits:

- i. The merger will enable integration of complementary capabilities across artificial intelligence, cloud-based CRM platforms, Salesforce solutions, and product lifecycle management services, thereby creating a comprehensive, end-to-end digital transformation offering.
- ii. The merger will strengthen the market position of the Amalgamated Company as a unified digital solutions provider with enhanced scale, broader service portfolio, and improved ability to compete in domestic and global markets.
- iii. The merger will facilitate cross-selling of services across the combined customer base, enhance client engagement, and provide opportunities for increased revenue generation through bundled and integrated service offerings.
- iv. The merger will result in achieving greater integration and greater financial strength and flexibility and to maximize overall shareholders'

value.

- v. The merger will result in achieving cost savings from more focused operational efforts, rationalization, standardization and simplification of business processes and productivity improvements.
- vi. The merger will result in greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined businesses which can be deployed more efficiently to fund growth opportunities, to maximize shareholders' value.
- vii. The merger will enable better utilization of technological resources, foster innovation, and accelerate development of advanced solutions by leveraging shared expertise across AI, automation, cloud, and enterprise platforms.
- viii. The merger will help in consolidating and improving the internal control systems and procedures which will bring greater management and operational efficiency due to integration of various similar functions being carried out by the entities such as human resources, finance, legal, management etc.
- ix. The merger will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Amalgamating Companies and the Amalgamated Company.
- x. The merger will also enable unified accounting and auditing resulting in reduction of costs and time and efforts involved.
- xi. The merger will result in simplification of group structure.
- xii. The proposed corporate restructuring mechanism by way of a Scheme of

Merger by absorption under the provisions of the Companies Act, 2013 is beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of all the companies involved

6. DETAILS OF THE SHAREHOLDERS AND CREDITORS OF THE APPLICANT COMPANY:

As on date, the Applicant Company has 7 (seven) Equity Shareholders holding 45,69,575 equity shares of INR 10 each fully paid up. A list of equity shareholders of the Applicant Company and number of equity shares held by them as certified by Chartered Accountant is annexed and marked as **Exhibit L** to the Application. All the Equity shareholders have given their consent/NOC Affidavits stating no objection to the Scheme are enclosed at **Exhibit L-1 to L-7** to the Application.

SECURED CREDITORS:

It is averred that as on 31st March 2026, there are no Secured Creditors in the Applicant Company. The certificate from M/s Talavlikar and Associates, Chartered Accountants, dated 22nd June, 2026 stating that there are no secured creditors in the Applicant Company is attached and marked as **Exhibit M** to the Application.

UNSECURED CREDITORS

It is averred that as on 31st March 2026, there are 2 Unsecured creditors having total outstanding amount of INR 1,04,524/- (Rupees one lakh four thousand five hundred and twenty-four only) in the

Applicant Company. The certificate from M/s Talavlikar and Associates, Chartered Accountants, dated 22nd June, 2026 certifying the list of Unsecured creditors of the Applicant Company as on 31st March 2026 is attached and marked as **Exhibit N** to the Application. Consent Affidavits given by the Unsecured Creditors of the Applicant Company is annexed as **Exhibit N1** to the Application.

7. ACCOUNTING TREATMENT:

The Statutory Auditor of the Amalgamated Company by M/s M L Bhuwania and Co LLP, Chartered Accountants have vide their certificate dated 21st May 2026, certified that, pursuant to the requirements of proviso to sub-section (7) of Section 230 and proviso to sub-section (3) of Section 232 of the Companies Act, 2013, the accounting treatment contained in the Scheme of Amalgamation is in compliance with all the applicable accounting standards specified under Section 133 of the Companies Act, 2013, read with the Companies (Accounting Standards) Rules, 2021 and in accordance with prevailing guidelines and Generally Accepted Accounting Principles in India. Certificate given by M/s M L Bhuwania and Co LLP, Chartered Accountants, being the statutory auditor of the Amalgamated Company is annexed as **Exhibit J** to the Application.

It is averred that the Amalgamated Company 1 and Amalgamated Company 2 are wholly owned subsidiaries of the Amalgamated Company. Further since the Amalgamated Company is sole shareholder of the Amalgamating Company/Applicant Company no

shares are proposed to be issued or allotted pursuant to the Scheme and the entire issued and subscribed and paid-up share capital of the Amalgamating Companies shall stand cancelled. Accordingly, no valuation report is required in the present scheme.

8. DECLARATION BY THE APPLICANT COMPANY:

- a. No investigation proceeding against the Applicant Company of the Companies Act, 1956 or other relevant provision of the Companies Act, 2013 or like are pending against the Applicant Company. Annexed hereto and marked as **Exhibit K2** is a copy of the Affidavit stating that there are no Investigation pending against the Applicant Company.
 - b. No winding up petition have been filed or are pending against the Applicant Company under the Companies Act, 1956 or the applicable and notified provisions of the Companies Act, 2013 or Insolvency and Bankruptcy Code, 2016 based on the information available in records of the Applicant Company.
- 9.** We have heard the Learned Counsel for Applicant Company and perused the documents filed. This is the first stage joint Application seeking for dispensation of meetings of Equity Shareholders and unsecured creditors of the Applicant Company for the Scheme of Amalgamation. All the Equity shareholders of the Applicant company have given their consent affidavits, agreeing to the proposed Scheme of Amalgamation. There are no secured creditors in the Applicant

Company. Unsecured Creditors of the Applicant Company have given their consent stating no objection for the Scheme of Amalgamation.

10. Hence, the meetings of the Equity Shareholders and unsecured creditors of the Applicant Company can be dispensed with, in terms of Section 230(9) of the Act.
11. After hearing the Learned Counsel for Applicant Company and after perusing the documents filed, we pass the following order: -
 - (a) We hereby order dispensation for conducting the meetings of the Equity Shareholders of the Applicant Company.
 - (b) We hereby order dispensation for conducting the meeting of the Unsecured Creditors of the Applicant Company.
 - (c) Notwithstanding the above, when the Applicant Company approach this Tribunal seeking approval of the Scheme, it would be open for any person who is interested in the Scheme of Arrangement to put forth their contentions before this Tribunal.
 - (d) Accordingly, the Company Application C.A. (CAA) No.34/230/HDB/2026 is allowed and the same is disposed.

-sd-
SANJAY PURI
MEMBER (TECHNICAL)

-sd-
RAJEEV BHARDWAJ
MEMBER (JUDICIAL)

Pavani