

37-A

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

**CP(CAA) No. 126/NCLT/AHM/2017
CA(CAA) No. 88/NCLT/AHM/2017**

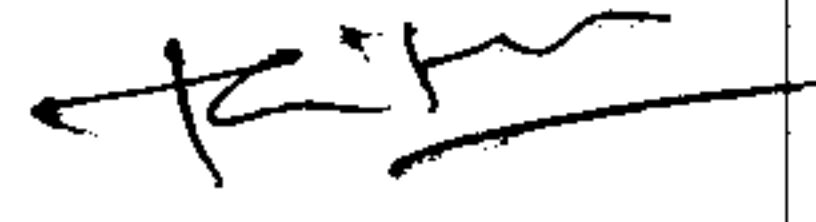
**Coram: Hon'ble Mr. BIKKI RAVEENDRA BABU, MEMBER JUDICIAL
Hon'ble Ms. MANORAMA KUMARI, MEMBER JUDICIAL**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD
BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 10.01.2018**

Name of the Company: SNM Food Wizards Pvt. Ltd.

Section of the Companies Act: Section 230-232 of the Companies Act, 2013

S.NO.	NAME (CAPITAL LETTERS)	DESIGNATION	REPRESENTATION	SIGNATURE
--------------	-------------------------------	--------------------	-----------------------	------------------

1.	NAVIN PAHWA WITH	SR. ADV	Petitioner	
----	---------------------	---------	------------	---

2.	RITU SHAH FOR THAKKAR AND PAHWA	ADV.		
----	---------------------------------------	------	--	--


ORDER

Learned Senior Advocate Mr. Navin Pahwa with Learned Advocate Ms. Ritu Shah present for Petitioner.

Common Order pronounced in open court. Vide separate sheets.


**MANORAMA KUMARI
MEMBER JUDICIAL**

Dated this the 10th day of January, 2018.


**BIKKI RAVEENDRA BABU
MEMBER JUDICIAL**

**IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH**

CP(CAA) No.124 of 2017

With

CP(CAA) No.125 of 2017

And

CP(CAA) No.126 of 2017

In the matter of :-

Armee Informatics Private Limited
A company incorporated under the
provisions of the Companies Act,
having its registered office at
19, White House,
Near Panchvati Cross Road,
Ellisbridge, Ahmedabad-380006.

...Petitioner of CP (CAA) No. 124 of 2017
(Transferor Company 1)

AND

Armee Technology Services Private Limited
A company incorporated under the
provisions of the Companies Act,
having its registered office at
19, White House,
Near Panchvati Cross Road,
Ellisbridge, Ahmedabad-380006

...Petitioner of CP (CAA) No. 125 of 2017
(Transferor Company 2)

AND

SNM Food Wizards Private Limited
A company incorporated under the
provisions of the Companies Act,
having its registered office at
Office No.103, First Floor,
Sigma Legacy, Panjrapole Cross Road,
Ahmedabad-380015.

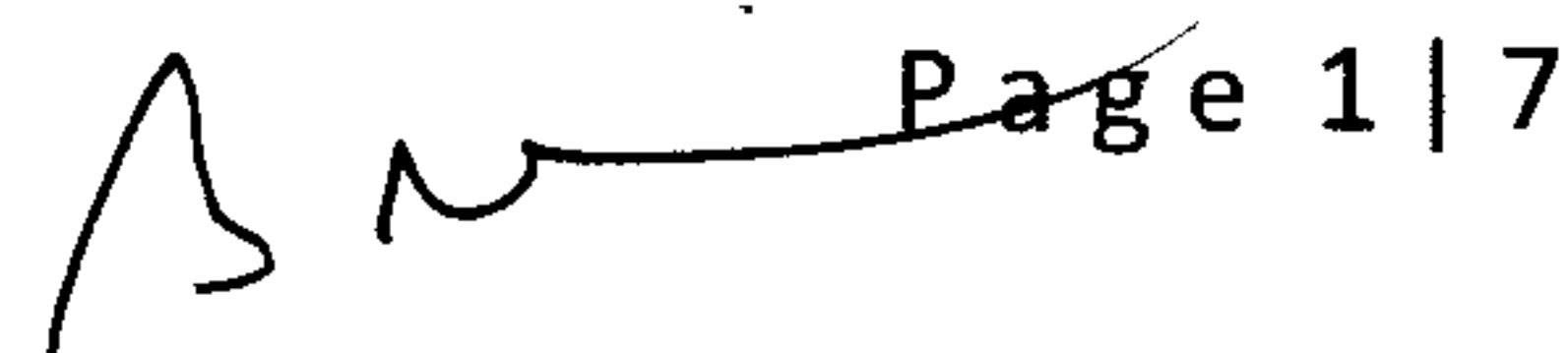
...Petitioner of CP (CAA) No. 126 of 2017
(Transferee Company)

Order delivered on 10th January, 2018

Coram: Hon'ble Sri Bikki Raveendra Babu, Member (J)

And

Hon'ble Ms. Manorama Kumari, Member (J)

Page 1 | 7

Appearance:

Mr. Navin Pahwa, Senior Advocate, with Ms. Ritu Shah, Advocate, for M/s Thakkar & Pahwa, Advocates for the Petitioner Companies.

COMMON ORDER

[Per: Bikki Raveendra Babu, Member (J)]

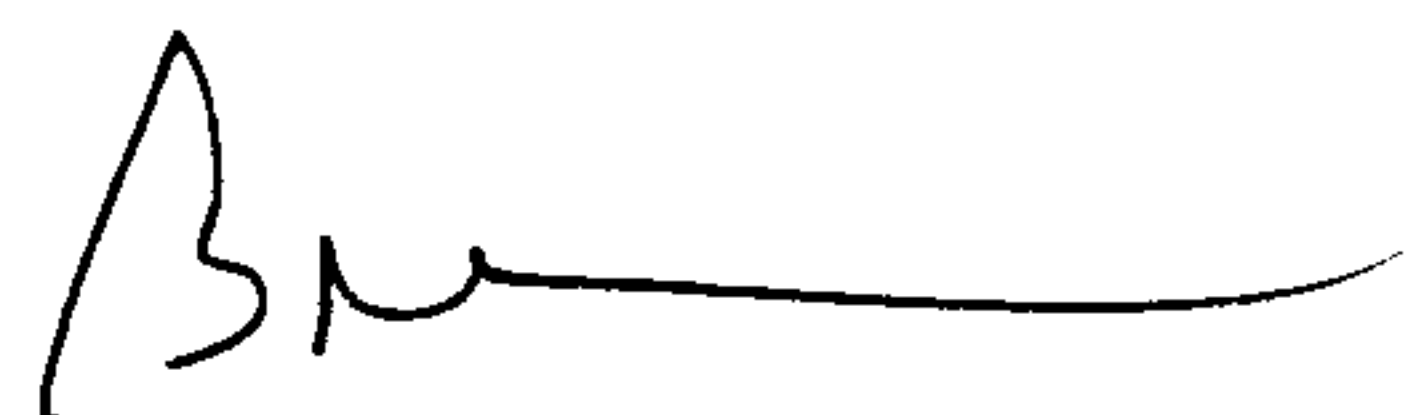
1. These Petitions under Sections 230-232 of the Companies Act, 2013 have been filed seeking sanction of a proposed Scheme of Arrangement ("Scheme" for short) in the nature of amalgamation of Armee Informatics Private Limited (Transferor Company 1) and Armee Technology Services Private Limited (Transferor Company 2) with SNM Food Wizards Private Limited (Transferee Company).

2. The Petitioner of CP (CAA) No. 124/NCLT/AHM/2017, i.e. Armee Informatics Private Limited, had filed CA(CAA) No.86/NCLT/AHM/2017 before this Tribunal, seeking directions for dispensation of meetings of Equity Shareholders and Unsecured Creditors of the said Company. It was reported that there were no secured creditors of the company. This Tribunal vide order dated 7.8.2017, dispensed with the meetings of the Equity Shareholders and Unsecured Creditors of the Petitioner-company. This Tribunal also directed issuance of notices to Regional Director, Registrar of Companies, Income Tax Authority and Official Liquidator stating that representation, if any, to be made by them, should be made within a period of 30 days from the date of receipt of such notice. In pursuance of the order dated 7.8.2017, the Petitioner has sent notices to the statutory authorities.



3. The Petitioner of CP (CAA) No. 125/NCLT/AHM/2017, i.e. Armee Technology Services Private Limited, had filed CA(CAA) No.87/NCLT/AHM/2017 before this Tribunal, seeking directions for dispensation of meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the said Company. This Tribunal vide order dated 7.8.2017, dispensed with the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Petitioner-company. This Tribunal also directed issuance of notices to Regional Director, Registrar of Companies, Income Tax Authority and Official Liquidator stating that the representation, if any, to be made by them, should be made within a period of 30 days from the date of receipt of such notice. In pursuance of the order dated 7.8.2017, the Petitioner has sent notices to the statutory authorities.

4. The Petitioner of CP (CAA) No. 126/NCLT/AHM/2017, i.e. SNM Food Wizards Private Limited, had filed CA(CAA) No.88/NCLT/AHM/2017 before this Tribunal, seeking directions for dispensation of meetings of Equity Shareholders and Unsecured Creditors of the said Company. It was reported that there were no secured creditors of the Company. This Tribunal vide order dated 7.8.2017, dispensed with the meetings of the Equity Shareholders and Unsecured Creditors of the Petitioner-company. This Tribunal also directed issuance of notices to Regional Director, Registrar of Companies and Income Tax Authority stating that the representation, if any, to be made by them, should be made within a period of 30 days from the date of receipt of such notice. In pursuance of the order dated 7.8.2017, the Petitioner has sent notices to the statutory authorities.

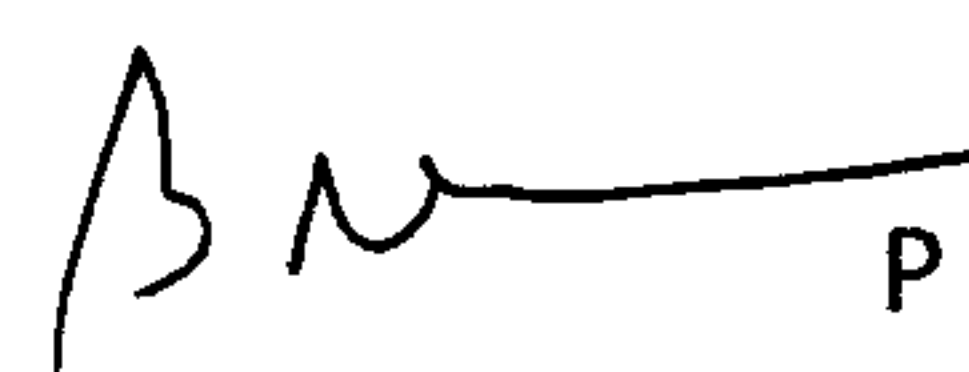


5. The Petitioners, thereafter, filed the present Petitions before this Tribunal seeking sanction of the Scheme.

6. Pursuant to the order dated 7.8.2017, the Petitioner of CP (CAA) No. 124/NCLT/AHM/2017, i.e. Armee Informatics Private Limited, received a letter dated 5.9.2017 from the Official Liquidator requesting for further details. The same was responded to by the Transferor Company 1 vide letter dated 12.10.2017, along with all the details as asked for. The Transferor Company 1 also filed an affidavit to this effect dated 8.12.2017. No other representations were received by the Transferor Company 1 from any other statutory authority.

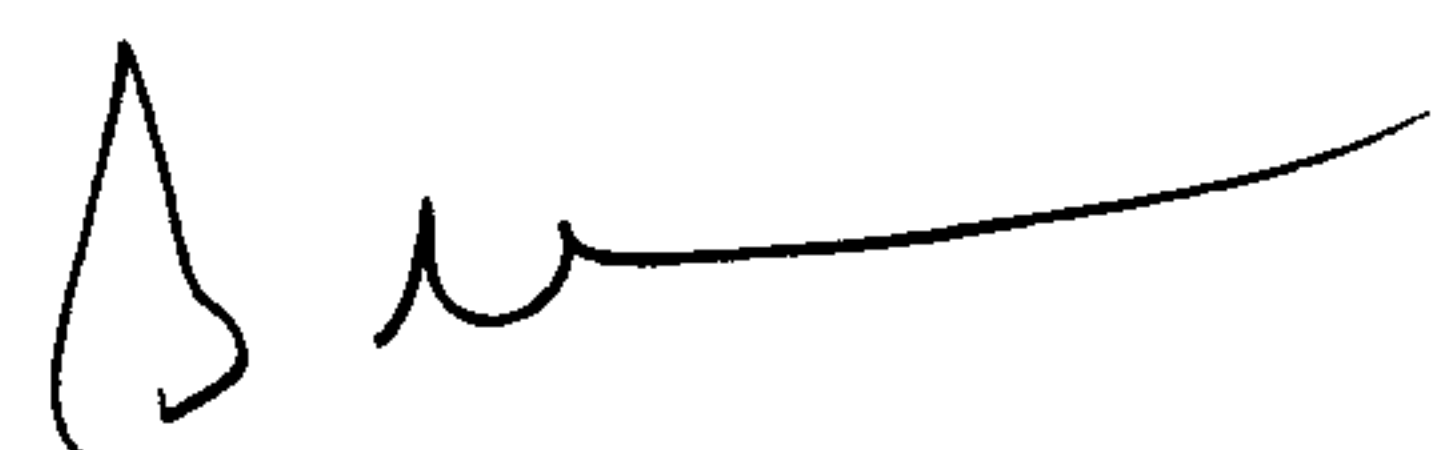
7. Pursuant to the order dated 7.8.2017, the Petitioner of CP (CAA) No. 125/NCLT/AHM/2017, i.e. Armee Technology Services Private Limited, received a letter dated 5.9.2017 from the Official Liquidator requesting for further details. The same was responded to by the Transferor Company 2 vide letter dated 12.10.2017, along with all the details as asked for. The Transferor Company 2 also filed an affidavit to this effect dated 8.12.2017. No other representations were received by the Transferor Company 2 from any other statutory authority.

8. Pursuant to the order dated 7.8.2017, the Petitioner of CP (CAA) No. 126/NCLT/AHM/2017, i.e. SNM Food Wizards Private Limited, received letters dated 4.9.2017 and 13.9.2017 from the Regional Director, calling for response from the Transferee Company. The same was responded to by the Transferee Company vide letter dated 5.10.2017, along with all the details as asked for. The Regional



Director also submitted his representation dated 14.09.2017. The Transferee Company filed an affidavit dated 8.12.2017 stating that the details/ information called for by the Regional Director are sent vide letter dated 5.10.2017. The Income Tax Department vide letter dated 20.9.2017 requested the Tribunal to direct the Transferee Company to meet all future demands raised against the transferor Company 1, if any, as the Transferee Company shall remain in existence post successful execution of the Scheme of Amalgamation. The Transferee Company filed an Affidavit-Cum-Undertaking dated 7.12.2017, stating that without prejudice to the rights and contentions and without prejudice to the right to file appeal against any demand of the Income Tax Authorities, the Transferee Company shall abide by the orders of the Income Tax Authorities. No other representations were received by the Transferee Company from any other statutory authority.

9. This Tribunal, by its separate orders, dated 8.12.2017 admitted the aforesaid Petitions and directed issuance of notices to Regional Director and Income tax Authorities (in case of all Companies) and Official Liquidator (in case of Transferor Companies), informing the date of hearing. The Tribunal also directed publication of notice of hearing of the Petitions in the English Daily Newspaper "Indian Express" and Gujarati Daily Newspaper "Sandesh" having circulation in Ahmedabad not less than 10 days before the date fixed for hearing, calling for objections, if any, on or before the date of hearing.



10. Pursuant to the order dated 8.12.2017 passed by the Tribunal, the Petitioner companies published the notice of hearing of the Petitions in the English Daily Newspaper "Indian Express" and Gujarati Daily Newspaper "Sandesh" having circulation in Ahmedabad on 10.12.2017. The notices in respect of hearing of all the three Company Petitions were served upon the Regional Director on 12.12.2017 and the Income Tax Authorities on 11.12.2017 and notice in respect of hearing of Company Petitions being CP No. 124/NCLT/AHM/2017 and CP No. 125/NCLT/AHM/2017 was served upon the Official Liquidator on 11.12.2017. Affidavits to that effect are also filed on behalf of the Petitioner companies.

11. Pursuant to the order dated 8.12.2017 and issuance of notices to the Regional Director, Income Tax Authorities and the Official Liquidator (in case of Transferor Companies) and publication of the notice in the local dailies, no representation is received.

12. Heard learned Senior Advocate, Mr. Navin Pahwa with learned advocate Ms. Ritu Shah, Advocate, for the Petitioner-companies.

13. The petitioner companies had produced on record, at the stage of Application, copies of certificates issued by their Auditors stating that the accounting treatment contained in the Scheme is in compliance with all the applicable Accounting Standards notified by the Central Government under Section 133 of the Companies Act, 2013.





14. Considering the entire facts and circumstances of the case and on perusal of the Scheme and the documents produced on record, it appears that the requirements of the provisions of Sections 230 and 232 of the Companies Act, 2013 are satisfied. The Scheme appears to be genuine and *bona fide* and in the interest of the shareholders and creditors.

15. In the result, these Petitions are allowed. The Scheme of Arrangement - Annexure-E to the petitions - is hereby sanctioned and it is declared that the same shall be binding on the Petitioner-companies namely, Armee Informatics Private Limited, Armee Technology Services Private Limited and SNM Food Wizards Private Limited, their shareholders, creditors and all concerned under the Scheme. The Transferor Companies, namely, Armee Informatics Private Limited and Armee Technology Services Private Limited, shall stand dissolved without winding up.

16. Filing and issuance of drawn up orders are dispensed with. All concerned authorities to act on a copy of this order along with the Scheme duly authenticated by the Registrar of this Tribunal. The Registrar of this Tribunal shall issue the certified copy of this order along with the Scheme immediately.

17. These Company Petitions are disposed of accordingly.


Ms. Manorama Kumar,
Member (J)


Bikki Raveendra Babu,
Member (J)

gt