

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CA(CAA) No. 88/NCLT/AHM/2017

Coram:

**Present: Hon'ble Mr. BIKKI RAVEENDRA BABU
MEMBER JUDICIAL**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD
BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 07.08.2017**

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

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

<u>S.NO.</u>	<u>NAME (CAPITAL LETTERS)</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
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1.	NAVIN PAHWA	ADV.	APPLICANT	@vasha.
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2.

ORDER

Learned Advocate Mr. Navin Pahwa present for Petitioner.

Order pronounced in open Court. Vide Separate Sheet.


BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

Dated this the 7th day of August, 2017.

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

CA(CAA) No.88/NCLT/AHM/2017

In the matter of: -

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 – 380 015.

... Applicant
(Transferee Company)

Order delivered on 7th August, 2017

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

Appearance:


Mr. Navin Pahwa, Advocate for M/s Thakkar & Pahwa, Advocates for the applicant company.

ORDER

1. SNM Food Wizards Private Limited (Transferee Company) has filed this application under section 230 to 232 of the Companies Act, 2013 seeking dispensation of meetings of equity shareholders and unsecured creditors of the applicant transferee company for the purpose of considering and if thought fit, approving, with or without modification, a Scheme 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) [“Scheme” for short].



2. The applicant is a private limited company. Paid up equity share capital of the applicant company is Rs. **90,00,000/-**. The Board of Directors of the applicant company has approved the Scheme of Amalgamation by passing a resolution in its Meeting held on 30.03.2017 (Annexure-D).
3. The applicant company has stated that accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed in the Companies Act, 2013 and a certificate dated 4.4.2017 issued by the statutory auditors of the Company is filed.
4. It is stated in the application that the Company has only five equity shareholders, out of which one is a corporate shareholder. All the five equity shareholders have given their consent, in writing, in approval to the Scheme of Amalgamation waiving their right to convene the meeting of equity shareholders. Consent Affidavits of the shareholders along with Board Resolution of Corporate shareholder are annexed at Annexure-F Colly.
5. So far as unsecured creditors are concerned, it is stated that the Company has five unsecured creditors, out of which two unsecured creditors are corporate unsecured creditors. It is submitted that the unsecured creditors, which constitute



93.08% of total unsecured debt have given their consent, in writing, in approval to the Scheme of Amalgamation waiving their right to convene the meeting of unsecured creditors. Consent Affidavits of the Unsecured Creditors along with Board Resolution of Corporate Unsecured Creditors are annexed at Annexure-G Colly.

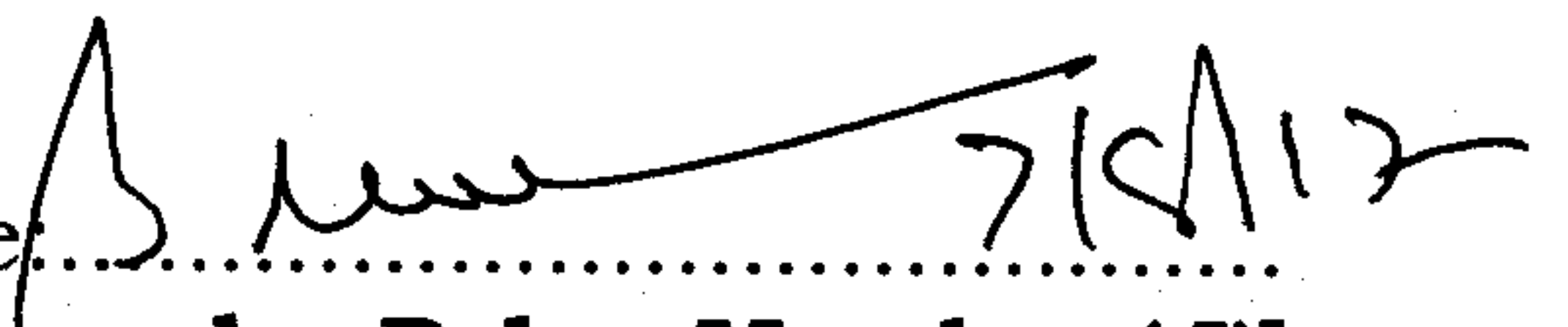
6. The applicant company has stated that there are no secured creditors of the applicant company. Reliance is placed on certificate of M/s. Kantilal Patel & Co., Chartered Accountants dated 4.4.2017, Annexure-H which certifies number of equity shareholders and unsecured creditors of the applicant company. The certificate also certifies that the applicant company does not have any secured creditor.

7. In the circumstances, the meetings of equity shareholders and unsecured creditors of the applicant company, for the purpose of considering and, if thought fit, approving with or without modification the Scheme, are dispensed with.

8. In compliance of subsection (5) of Section 230 and Rule 8 of the Companies (CAA) Rules, 2016, the applicant company shall send a notice in Form No. CAA.3 along with copy of the Scheme of Arrangement, to (i) the Central Government through the Regional Director, North Western Region, (ii) The Registrar of

Companies, and (iii) The Income Tax Authorities, stating that the representations, if any, to be made by them shall be made within a period of 30 days from the date of receipt of such notice, failing which it shall be presumed that they have no objection to make on the proposed Scheme. The aforesaid authorities, who desire to make any representation under sub-section (5) of Section 230 shall send the same to the Tribunal within a period of 30 days from the date of receipt of such notice, failing which it shall be deemed that they have no representation to make on the proposed amalgamation.

9. This Company Application is disposed of accordingly.

Signature..... 7/8/17
[Bikki Raveendra Babu, Member (J)]

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