

10.

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CA(CAA) No. 87/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: Armee Technology Services Pvt. Ltd.

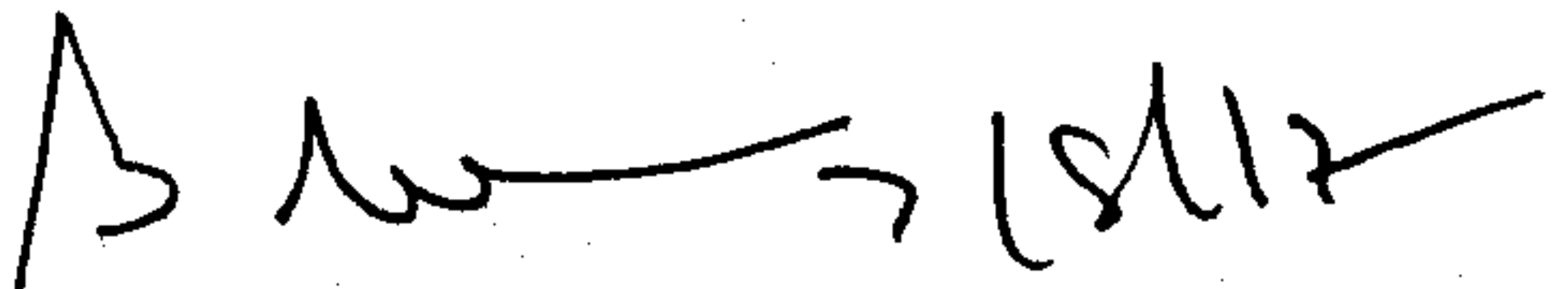
Section of the Companies Act: Section 230-232 of the Companies Act, 2013

<u>S.NO.</u>	<u>NAME (CAPITAL LETTERS)</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
1.	NAVIN PAHWA	ADV.	APPLICANT	Atasha
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.87/NCLT/AHM/2017

In the matter of :-

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 – 380 006.

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Applicant
(Transferor Company)

Order delivered on 7th August, 2017

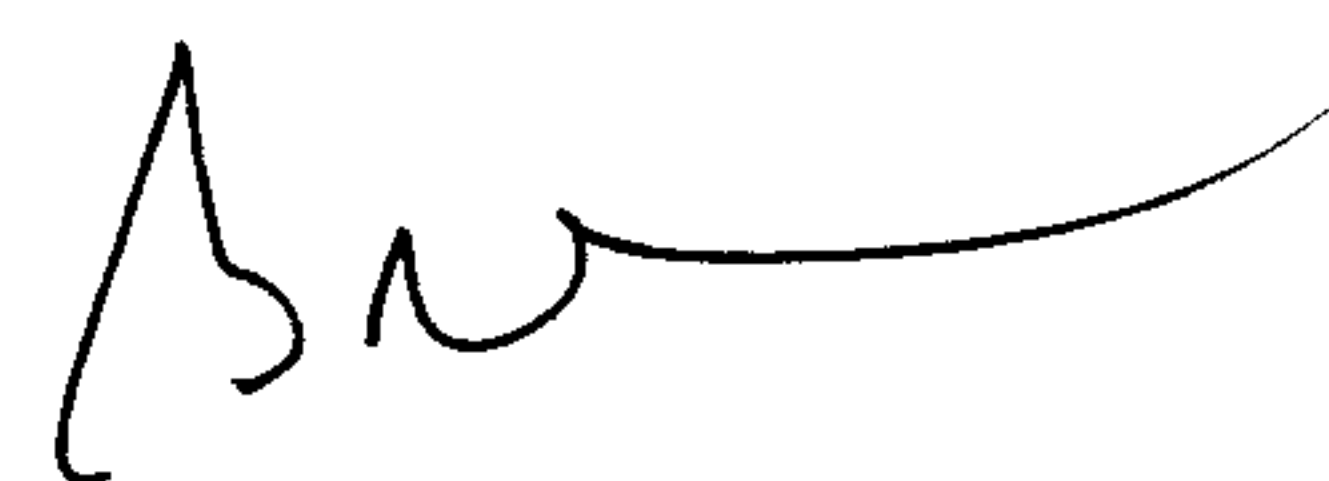
Coram: Hon'ble Sri Bikki Raveendra Babu, Member (J)

Appearance:

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

ORDER

1. Armee Technology Services Private Limited (Transferor Company) has filed this application under section 230 to 232 of the Companies Act, 2013 seeking dispensation of meetings of equity shareholders, secured creditors and unsecured creditors of the applicant transferor 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. **20,00,000/-**. 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 04.04.2017 issued by the statutory auditors of the Company is filed.

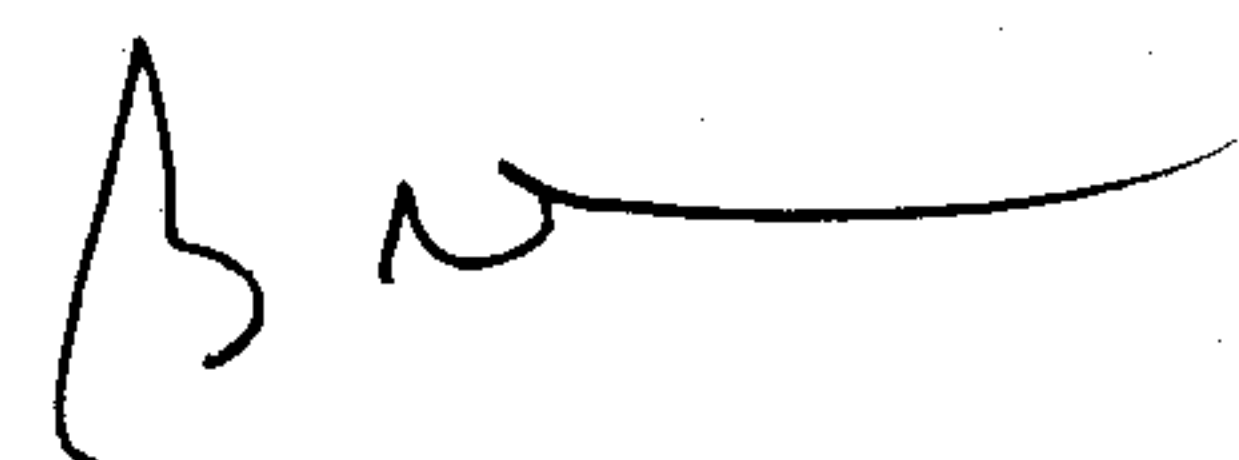
4. It is stated in the application that the Company has five equity shareholders. All the five equity shareholders have given their consent, in writing, in approval to the Scheme of Amalgamation waiving their right to convene the meeting of equity shareholders. Out of five equity shareholders, four shareholders are individual shareholders, who have filed affidavits and one shareholder is a corporate shareholder which has given its board resolution approving the Scheme of Amalgamation. Affidavits of the shareholders along with Board



Resolution in case of corporate shareholder are annexed at Annexure-F Colly.

5. The applicant company has stated that so far as secured creditors are concerned, the two secured creditors with value of debt being 97.57% have given their consent affidavits, in writing, in approval to the Scheme of Amalgamation and have also agreed to dispense with the meeting of Secured Creditors. It is thus clear that secured creditors with more than statutory majority as stipulated in Section 230(9) of the Companies Act, 2013 have given their consent in writing. Consent Affidavits of the two Secured Creditors are annexed at Annexure-G Colly.

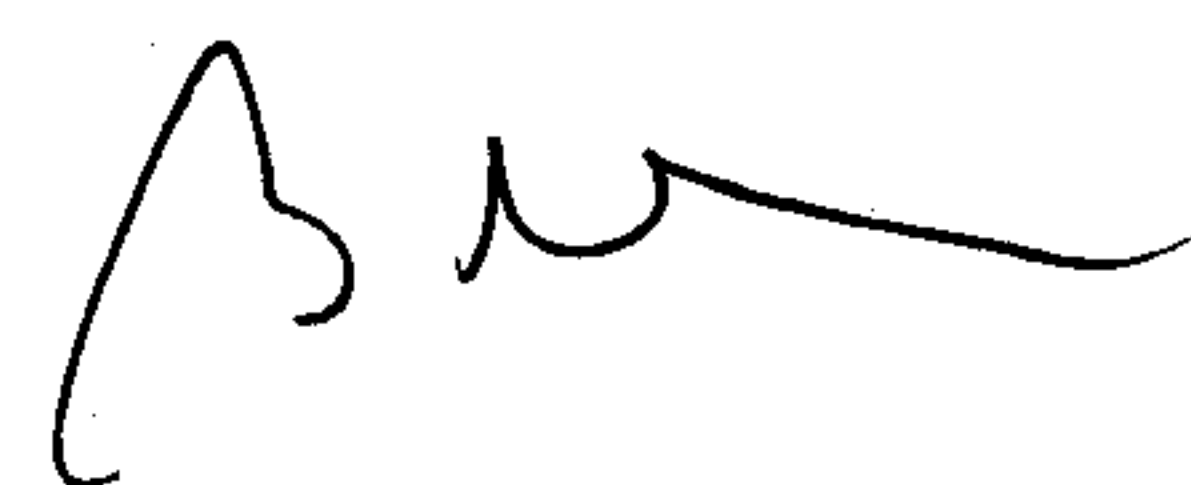
6. The applicant company has stated that so far as unsecured creditors are concerned, 24 unsecured creditors with value of debt being 97.41% have given their consent affidavits, in writing, in approval to the Scheme of Amalgamation and have also agreed to dispense with the meeting of Unsecured Creditors. It is thus clear that Unsecured creditors with more than statutory majority as stipulated in Section 230(9) of the Companies Act, 2013 have given their consent in writing. Consent Affidavits of the 24 Unsecured Creditors are annexed at Annexure-H Colly.



7. Reliance is placed on certificate of M/s. Kantilal Patel & Co., Chartered Accountants dated 4.4.2017, Annexure-I which certifies the number of equity shareholders, secured creditors and unsecured creditors.

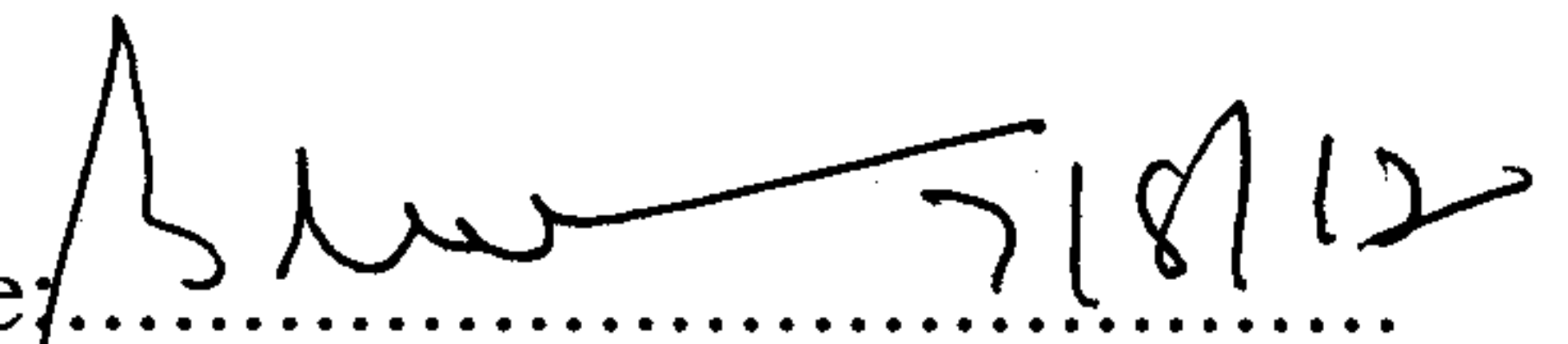
8. In the circumstances, the meetings of equity shareholders, secured creditors and unsecured creditors of the applicant company for the purpose of considering and, if thought fit, approving, with or without modification, the Scheme are dispensed with.

9. 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, (iii) The Income Tax Authorities, and (iv) the Official Liquidator stating that 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.

10. This Company Application is disposed of accordingly.

Signature:  7/8/12
[Bikki Raveendra Babu, Member (J)]

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