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**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CA(CAA) No. 37/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 24.04.2017**

Name of the Company: Real Algorithm Intelligent System 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.	JOLLY MITTAL	ON BEHALF OF AUTHORIZED REPRESENTATIVE		Jolly Mittal
2.		(KRUTESH PATEL)		

ORDER

Learned PCS Ms. Jolly Mittal i/b Krutesh Patel present for Applicant.

Order pronounced in open Court. Vide separate sheet.


**BIKKI RAVEENDRA BABU
MEMBER JUDICIAL**

Dated this the 24th day of April, 2017.

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CORAM: SRI BIKKI RAVEENDRA BABU, MEMBER JUDICIAL

Date: 24th day of April, 2017

C.A.(CAA) 37/NCLT/AHM/2017

In the matter of: -

Real Algorithm Intelligent System Private Limited,
A company incorporated under the
Provisions of the Companies Act, 1956
And having its registered office at:
E-72, Akash, Judges' Bungalow Road,
Bodakdev,
Ahmedabad – 380 015, Gujarat.

... Applicant
(Transferor Company)

Appearance: -


Mr. Krutesh Patel, PCA, for the Applicant.

FINAL ORDER
(Date: 24.04.2017)

1. Heard learned Advocate Mr. Krutesh Patel, for the applicant-company.
2. Real Algorithm Intelligent System Private Limited (hereinafter referred to as the “transferor-company”) filed this application under Section 230 of the Companies Act, 2013, seeking dispensation of the meetings of equity shareholders and unsecured creditors in respect of a scheme of amalgamation of Real Algorithm Intelligent System Private Limited with Decisioncraft Private Limited (“Scheme” for short), which is at Annexure “C”.
3. The Board of Directors of the applicant-company by resolution dated 31st December, 2016, approved the proposed Scheme. It is stated in the application that there no investigation proceedings are pending under Sections 235 to 251 of the

Companies Act against any of the companies. It is also stated that the provisions of Chapter II of the Monopolies and Restrictive Trade Practices Act do not apply to any of the companies concerned in the amalgamation.

4. It is stated in the application that there are five equity shareholders. The applicant-company filed consent letters of all the five equity shareholders giving consent to the Scheme and waiving their right to conduct and attend meeting. In view of the consent letters of all the equity shareholders of the applicant-company, the meeting of equity shareholders of the applicant-company is dispensed with.
5. It is stated in the application that there is no secured creditor as on 31.12.2016. Chartered Accountant in his certificate stated that there are no secured creditors of the applicant-company. Therefore, there is no need to conduct meeting of the secured creditors of the applicant-company.
6. It is stated that there is only one unsecured creditor of the applicant-company of the value of Rs.4,50,000/-. The Chartered Accountant also certified the same. The sole unsecured creditor gave a letter giving her consent to the proposed scheme of amalgamation and waiving her right to conduct and attend the meeting of unsecured creditors. In view of the consent letter given by the sole unsecured creditor, the meeting of unsecured creditors of the applicant-company is dispensed with.
7. In compliance of sub-section (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 a copy of the scheme or arrangement, the explanatory statement and the disclosures mentioned under Rule 6, to (i) the Central Government through the Regional Director, North Western



Region, (ii) the Registrar of Companies, Gujarat, (iii) the Income-tax authorities, (iv) the Reserve Bank of India, and (v) the Official Liquidator concerned 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 said notice shall be sent forthwith by registered post or by speed post or by courier or by hand delivery at the office of the authority as required by sub-rule (2) of Rule 8 of the Companies (CAA) Rules, 2016. 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 will be deemed that they have no representation to make on the proposed arrangement.

8. This Company Application is disposed of accordingly.


BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

Pronounced by me in open court
on 24th day of April, 2017.

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