

Intellect/SEC/2018-19

1. **The National Stock Exchange of India Ltd.,**
Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla
Complex,
Bandra (E), Mumbai – 400 051.

Scrip Code :
INTELLECT

2. **The Bombay Stock Exchange Ltd.**
1st Floor, New Trade Ring, Rotunda Building, PJ Towers,
Dalal Street, Fort, Mumbai – 400 001.

Scrip Code :
538835

Sub: Scheme of Amalgamation of Indigo Tx Software Private Limited (First Transferor Company) and Laser Soft Infosystems Limited (Second Transferor Company) with Intellect Design Arena Limited (Transferee Company)

Ref:- National Company Law Tribunal Order in Form No. CAA 7 dated July 30, 2018

Dear Sir,

With respect to the captioned subject and reference, we wish to inform you that the scheme of Amalgamation has been sanctioned by National Company Law Tribunal (hereinafter referred to as "NCLT") on 30th July, 2018 and received by us on 31st July, 2018. We have filed the certified copy of this order with the Registrar of Companies (ROC), Tamil Nadu, Chennai on 31st July, 2018 for all the 3 Companies.

In this connection, kindly note that:

1. The Appointed date of the Scheme is 01.04.2016.
2. The Effective date of the Scheme is 31.07.2018.
3. As per clause 8.1 of Part B of the proposed scheme, the interest of all the employees in the service of the transferor companies are safeguarded;
4. As per clause 12.1 of Part B of the scheme, the entire share capital of Indigo TX software Private Limited (hereinafter referred to as "Indigo") held by Intellect Design Arena Limited (herein after referred as "Intellect") shall stand cancelled and no shares of Intellect shall be allotted in respect of its holding in Indigo.
5. As per clause 12.2 of Part B of the scheme, Intellect shall allot 1 (one) equity share of Rs. 5/- each fully paid up in Intellect for every 4.68 equity shares of Rs. 10/- each fully paid up held in Laser Soft Infosystems Limited (herein after referred to as "Laser Soft"). i.e. 530 new Equity shares of Intellect shall be issued to 35 shareholders of Laser Soft.



Intellect Design Arena Limited

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Corporate Headquarters: SIPCOT IT Park Siruseri, Chennai - 600 130, India. | Ph: +91-44-3341 8000
www.intellectdesign.com

6. As per clause 12.5 of Part B of the scheme, all equity shares held by Intellect in Laser Soft shall stand cancelled and no shares of Intellect shall be allotted in respect of its holding in Laser Soft.
7. Indigo and Laser Soft shall be dissolved without the process of winding up from the date of filing of the certified copy of the order of NCLT with ROC i.e, 31st July, 2018.
8. As per clause 11 of Part B of the scheme, the Authorized share capital of Indigo and Laser Soft shall be combined with the authorized share capital of Intellect. Hence, the authorized share capital of Intellect stands increased from Rs.75,00,00,000/- (Rupees Seventy Five Crores only) to Rs.87,40,00,000/- (Rupees Eighty Seven crores Forty Lakhs only) subject to filing of requisite form(s) with ROC, Tamil Nadu, Chennai.

Kindly take the above information on record and confirm compliance.

Yours truly,
for **Intellect Design Arena Limited,**


V V Naresh
Company Secretary and Compliance Officer



Encl : As above

FORM No. CAA.7

[Pursuant to section 232 and rule 20]

National Company Law Tribunal, Division Bench, Chennai

In the matter of the Companies Act, 2013

And

In the matter of Scheme of Amalgamation of

M/s. Indigo TX Software Private Limited

And

M/s. Laser Soft Infosystems Limited

With

M/s. Intellect Design Arena Limited

And

Their Respective Shareholders

Order under section 232

Under consideration are 3 Company Petition Nos. CP/33-35/CAA/2018 filed by the above mentioned Petitioner Companies under the provisions of the Companies Act, 2013 r/w the Companies (Compromises, Arrangements & Amalgamation) Rules, 2016. All the statutory requirements under law have been fulfilled. The Petitioner Companies complied with all the directions given by this Tribunal. The Petition came up for hearing before this Tribunal on 07.06.2018.

For the purpose of considering and approving without modification, the Scheme of Amalgamation of M/s. Indigo TX Software Private Limited and M/s. Laser Soft Infosystems Limited, the Transferor Companies, by transferring and vesting operation **with** M/s. Intellect Design Arena Limited, the Transferee Company.

Upon perusal and upon hearing Shri T.K Bhaskar, the learned counsel for the Petitioner Companies on 07.06.2018.

THIS TRIBUNAL DO ORDER

- 1) That the Scheme of Amalgamation as annexed with the Petition alongwith Schedules is hereby sanctioned.
- 2) That all the property, rights and powers of the transferor companies specified in the schedule hereto and all other property, rights and powers of the Transferor companies be transferred without further act or deed to the Transferee company and accordingly the same shall pursuant to section 232 of the Act, be transferred to and vested in the Transferee company for all the estate and interest of the Transferor companies therein but subject nevertheless to all charges now affecting the same ; and
- 3) That all the liabilities and duties of the Transferor companies be transferred without further act or deed to the Transferee company and accordingly the same shall pursuant to section 232 of the Act, be transferred to and become the liabilities and duties of the Transferee company; and
- 4) That all proceedings now pending by or against Transferor companies be continued by or against the Transferee company; and
- 5) That the Appointed date of the Scheme is 01.04.2016; and
- 6) As per clause 8.1 of part-B of the proposed scheme, the interest of all the employees in the service of the Transferor Companies are safeguarded; and

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- 7) As per clause 12.1 of Part-B of the said scheme, the entire equity share capital of all the first Transferor Company is held by Transferee Company and its subsidiaries or nominees. The first Transferor Company is wholly owned subsidiary of the Transferee Company. Accordingly, pursuant to the scheme of amalgamation, no shares of the Transferee Company shall be allotted in respect of its holding in the First Transferor Company; and
- 8) That the transferor companies shall be dissolved without the process of winding up from the date of the filing of the certified copy of this order with the registrar of companies; and
- 9) The Petitioner Companies do file with the Registrar of Companies the certified copy of this Order within 30 days of the receipt of the order; and
- 10) This Tribunal do further order that the parties to the Scheme of Amalgamation or other persons interested shall be at liberty to apply to this Tribunal for any directions that may be necessary with regard to the working of the said Scheme.

SCHEDULE

The Scheme of Amalgamation as sanctioned by the Tribunal contains the details of the properties, stocks, shares, debentures and other charges in action of the Transferor Companies.

Dated this 30th day of July, 2018, NCLT, DB, Chennai.

G. Legumalw
30/7/18
Registrar/Dy. Registrar
DEPUTY REGISTRAR
NATIONAL COMPANY LAW TRIBUNAL
CHENNAI BENCH
CORPORATE BHAVAN, 3rd FLOOR
29, RAJAJI SALAI, CHENNAI-600001