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CSP NO.1079 OF 2017

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH,
AT MUMBAI

CSP NO.1079 OF 2017

IN

CSA NO. 881 OF 2017

Under Sections 230 to 232 of the
Companies Act, 2013;

In the matter of Scheme of
Amalgamation of Apache Design
Solutions Private Limited ("*Apache*"
or "*First Transferor Company*") and
Sequence Design (India) Private
Limited ("*Sequence*" or "*Second
Transferor Company*") and
Computational Engineering India
Private Limited ("*CEIPL*" or "*Third
Transferor Company*") with Ansys
Software Private Limited ("*Ansys*" or
"*Transferee Company*");

Apache Design Solutions Private Limited

...First Petitioner Company /First Transferor Company

Sequence Design (India) Private Limited

...Second Petitioner Company/ Second Transferor Company

Computational Engineering India Private Limited

...Third Petitioner Company/ Third Transferor Company

Ansys Software Private Limited

...Fourth Petitioner Company /Transferee Company

Order delivered on: December 14, 2017

CORAM: Hon'ble B.S.V. Prakash Kumar, Member (J)

Hon'ble V. Nallasenapathy, Member (T)

For the Petitioners: Ms. Suchita Sharma i/b Rajani Associates,

Advocate for the Petitioner Companies

Per: V. Nallasenapathy, Member (T)

ORDER:

MINUTES OF THE ORDER

1. Petition admitted.
2. Petition fixed for hearing and final disposal on 17th January, 2018.
3. The Learned Advocate for the Petitioner Companies states that in pursuance of the directions contained in the Order dated 14th September, 2017 passed by this Hon'ble Tribunal in the Company Scheme Application No. 881 of 2017
 - i. the meeting of the Equity Shareholders of the First Petitioner Company was held on 31st October, 2017 at 11 a.m. at Plot No. 34/1, Rajiv Gandhi Infotech Park, MIDC, Hinjewadi, Pune 411057, Maharashtra for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation of

Apache Design Solutions Private Limited, Sequence Design (India) Private Limited and Computational Engineering India Private Limited with Ansys Software Private Limited and their respective shareholders and creditors. The requisite quorum was present for the meeting and the Scheme was approved unanimously by the Equity Shareholders of the First Petitioner Company without modifications. The Chairperson appointed for the said meeting has filed its report as to the result of the meeting along with the affidavit affirming the same with the Hon'ble Tribunal on 24th November, 2017 which is annexed as Exhibit-L to the Company Scheme Petition.

- ii. the meeting of the Equity Shareholders of the Second Petitioner Company was held on 31st October, 2017 at 12 p.m. at Plot No. 34/1, Rajiv Gandhi Infotech Park, MIDC, Hinjewadi, Pune 411057, Maharashtra for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation of Apache Design Solutions Private Limited, Sequence Design (India) Private Limited and Computational Engineering India Private Limited with Ansys Software Private Limited and their respective shareholders and creditors. The requisite quorum was present for the meeting and the Scheme was approved unanimously by the Equity Shareholders of the Second Petitioner Company without modifications. The Chairperson appointed for the said meeting has filed its report as to the result of the meeting along with the affidavit affirming the same with the Hon'ble Tribunal on 24th November, 2017 which is annexed as Exhibit-M to the Company Scheme Petition.

- iii. the meeting of the Equity Shareholders of the Third Petitioner Company was held on 31st October, 2017 at 2 p.m. at Plot No. 34/1, Rajiv Gandhi Infotech Park, MIDC, Hinjewadi, Pune 411057, Maharashtra for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation of Apache Design Solutions Private Limited, Sequence Design (India) Private Limited and Computational Engineering India Private Limited with Ansys Software Private Limited and their respective shareholders and creditors. The requisite quorum was present for the meeting and the Scheme was approved unanimously by the Equity Shareholders of the Third Petitioner Company without modifications. The Chairperson appointed for the said meeting has filed its report as to the result of the meeting along with the affidavit affirming the same with the Hon'ble Tribunal on 24th November, 2017 which is annexed as Exhibit-N to the Company Scheme Petition.
- iv. the meeting of the Equity Shareholders of the Fourth Petitioner Company was held on 31st October, 2017 at 3 p.m. at Plot No. 34/1, Rajiv Gandhi Infotech Park, MIDC, Hinjewadi, Pune 411057, Maharashtra for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation of Apache Design Solutions Private Limited, Sequence Design (India) Private Limited and Computational Engineering India Private Limited with Ansys Software Private Limited and their respective shareholders and creditors. The requisite quorum was present for the meeting and the Scheme was approved unanimously by the

Equity Shareholders of the Fourth Petitioner Company without modifications. The Chairperson appointed for the said meeting has filed its report as to the result of the meeting along with the affidavit affirming the same with the Hon'ble Tribunal on 24th November, 2017 which is annexed as Exhibit-O to the Company Scheme Petition.

4. The Learned Advocate for the Petitioner Companies further submits that the Company Scheme Petition is filed in consonance with the Section 230-232 of the Companies Act, 2013 and the Order passed in the Company Scheme Application No. 881 by this Hon'ble Tribunal.
5. The Learned Advocate for the Petitioner Companies further submits that as directed by this Tribunal notices along with copy of Scheme have been served upon the: - (i) concerned Income Tax Authority with in whose jurisdiction the relevant Petitioner Company's assessments are made; (ii) Central Government through the office of Regional Director, Western Region, Mumbai; (iii) the Reserve Bank of India; and (iv) Registrar of Companies and (v) the Official Liquidator (with respect to the meetings of the First Petitioner Company, the Second Petitioner Company and the Third Petitioner Company). Notice has also been served upon the unsecured creditors of the Third Petitioner Company and the Fourth Petitioner Company. The Chairpersons appointed for the meetings of the equity shareholders of the respective Petitioner Company have filed an Affidavit of Service on 13th October, 2017 with proof of service upon the regulatory authorities and proof of publication. No representation has been received by the Petitioner Companies from any Regulatory Authorities or creditors.

6. Atleast 10 days before the date fixed for the hearing, Petitioner Companies to publish a notice of the hearing of this petition in two local newspapers viz. " Times of India" (English Edition in English language) and "Maharashtra Times" (Marathi Edition in Marathi language), both having circulation in Pune, as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
7. The Petitioner Companies to file an affidavit of service regarding the directions given by the Tribunal pertaining to the advertisement of notice of hearing and do report to this Tribunal that direction regarding the issue of advertisement has been duly complied with.

Sd/-

V. Nallasenapathy,
Member (Technical)

Sd/-

B.S.V. Prakash Kumar
Member (Judicial)