

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

**CA(CAA)NO.32/BB/17  
Under Section 230 to 232 of Companies Act, 2013**

**IN THE MATTER OF  
MICROCHIP TECHNOLOGY (INDIA) PRIVATE LIMITED AND  
NMI INDIA PRIVATE LIMITED**

**Order delivered on: 12<sup>th</sup> July, 2017**

Coram: Hon'ble Shri Ratakonda Murali, Member (Judicial)

For the Petitioner (s)            1. Shri.S.Vivekananda, Sr.Advocate

Per: Hon'ble Shri Ratakonda Murali, Member (Judicial)


Heard on: 27.4.2017, 12.06.2017, 16.06.2017

**ORDER**

This is a Joint Application filed by the applicant companies namely Microchip Technology (India) Private Limited (Applicant Company No.1/ Transferee Company) and NMI India Private Limited (Applicant Company No.2/Transferor Company No.2) under Section 230 to 232 of Companies Act, 2013 read with Rule 3 Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, praying to order to dispense with convening of meeting of shareholders and creditors of the Applicant Company No1 &2 for considering the scheme of Amalgamation, where under Atmel R&D India Private Limited (Transferor Company No.1), NMI India Private Limited (Applicant Company No.2/ Transferor Company No.2) are proposed to be merged with Microchip Technology (India) Private Limited (Applicant Company No.1/Transferee Company). The Scheme of Amalgamation shown as **Annexure-M**.

The averments made in the Joint Company Application are briefly described hereunder:-

The Applicants seeks an order to dispense with convening of meeting of shareholders and creditors of the Applicant Companies No1&2 for approving the scheme of Amalgamation of Atmel R&D India Private Limited, NMI India Private Limited with Microchip Technology (India) Private Limited in terms of Scheme of Amalgamation shown as **Annexure-M**.



Joint Application was filed on behalf of the applicant companies that the Applicant Company No.1/ Transferee Company was incorporated on 17<sup>th</sup> January, 2000 under the name and style of Microchip Technology (India) Private Limited. The Registered office of the Transferee Company is situated at No.149B, EPIP Industrial Area, 1<sup>st</sup> Phase, Whitefield, Bangalore-560066.


The main objects of the Transferee Company is to design, develop, test, manufacture, assemble, trade, contract, sub-contract, license, improve, maintain, service, supply, buy, sell, market, distribute, import, transport, export, exchange, support, implement or otherwise deal in all types of descriptions, shapes, sizes, capacities, volumes, varieties, specifications of soft-time, hardware and all other materials/ products involving application of any kind of technology including but not limited to semiconductor integrated circuits. The copy of Memorandum and Articles of Association of the Transferor Company is shown as **Annexure-A.**

The latest authorised share capital of the Applicant Company No.1/Transferee Company is Rs.56,00,00,000/- divided into 5,60,00,000 Equity Shares of Rs.10/- each. The issued, subscribed and paid-up capital of the Transferee Company No.1 is Rs.48,59,72,680/- divided into 4,85,97,268 Equity Shares of Rs.10/- each. The Audited balance sheet as on 31<sup>st</sup> March, 2016 is shown as **Annexure-B.**

It is further stated that Applicant Company No.2/ Transferor Company No.2 was incorporated on 9<sup>th</sup> October, 2013 under the name and style of NMI India Private Limited. The Registered office of the Transferor Company No.2 is situated at Unit No.610, 6<sup>th</sup> Floor, No.29, Prestige Meridian-1, M.G.Road, Bangalore-560001.

The main objects of the Transferor Company No.2 is to develop RF System on chip solutions for broad cast, wireless connectivity and cellular markets, to bring to market its unique technologies in providing complete systems solutions that are higher performance and lower power, to provide customers with most cost effective solutions by leveraging its technical know-how on a variety of applications. The copy of Memorandum and Articles of Association of the Transferor Company No.2 shown as **Annexure-D.**

The latest authorised capital of the Transferor Company No.2 is Rs.1,00,00,000/- divided into 10,000 equity shares of Rs.10/- each. The issued, subscribed and paid-up capital is Rs.1,00,00,000/- divided into 10,000 equity shares of Rs.10/- each. The Audited balance sheet as on 31<sup>st</sup> March, 2016 shown as **Annexure-E.**





It is further stated that, the Board of Directors of the Transferor Company No.2 and Transferee Company have approved and adopted a Scheme of Amalgamation at their meetings held on 21<sup>st</sup> February, 2017 and 20<sup>th</sup> February, 2017 respectively by virtue of which Atmel R&D India Private Limited(Transferor Company No.1), NMI India Private Limited (Applicant Company No.2/ Transferor Company No.2) are proposed to be merged with Microchip Technology (India) Private Limited (Applicant Company No.1/Transferee Company)subject to confirmation. Copies of the Board Resolution of Transferor Company No.2 and Transferee Company dated 21<sup>st</sup> February, 2017 and 20<sup>th</sup> February, 2017 approving and adopting the Scheme of Amalgamation are shown as **Annexure-K and L respectively.**

It is further averred in the scheme that the Board of Directors of the Transferor Company No.2 and Transferee Company are of the opinion that the amalgamation would result in following benefits:

1. Greater integration and greater financial strength for the amalgamated entity, which would result in maximising overall shareholder value and will improve the financial position of amalgamated entity.
2. Improved organisational capability and leadership, arising from the pooling of human capital that has the diverse skills, talent and vast experience to complete successfully in an increasingly competitive industry.
3. Simplification of group structure by eliminating multiple companies.

It is further stated that the Chartered Accountant after verification of the books of accounts, other records and documents of the Applicant Company No.2/ Transferor Company No.2 has certified that there are 2 shareholders as on 10<sup>th</sup> March, 2017of the Applicant Company No.2/Transferor Company No.2 shown as **Annexure-O.**

It is further stated that there are no Secured Creditors in the Applicant Company No.2 as certified by the Chartered Accountant shown as **Annexure-S.**

It is further stated that the Chartered Accountant after verification of the books of accounts, other records and documents of the Applicant Company No.2/Transferor Company No.2 has certified that there is one Unsecured Creditor as on 10<sup>th</sup> March, 2017 of the Applicant Company No.2/Transferor Company No.2 is shown as **Annexure-S.**

It is further stated that the Chartered Accountant after verification of the books of accounts, other records and documents of the Applicant Company has certified that there are

5 shareholders as on 10<sup>th</sup> March, 2017 of the Applicant Company No.1/Transferee Company shown as **Annexure-N**.

It is further stated that there are no Secured Creditors in the Applicant Company No.1 as certified by the Chartered Accountant shown as **Annexure-R**.

It is further stated that the Chartered Accountant after verification of the books of accounts, other records and documents of the Applicant Company No.1/Transferee Company has certified that there are 13 Unsecured Creditors as on 10<sup>th</sup> March, 2017 of the Applicant Company No.1/Transferee Company shown as **Annexure-R**.

The Applicant Companies are seeking an order to dispense with convening of meetings of Equity Shareholders and Unsecured Creditors of the Applicant Companies on the ground that, there are 5 Equity shareholders and 13 Unsecured Creditors in Applicant Company No.1 and 2 Equity Shareholders and one Unsecured Creditor in Applicant Company No.2 and all the Equity shareholders and one Unsecured creditor of the Applicant Company No.2 and all the Equity shareholders and 98.46% value of Unsecured Creditors of Applicant Company No.1 have given their consent by way of affidavits for the proposed scheme of amalgamation.

I have heard the Counsel appearing for the Applicant Companies. The Application filed by the Applicant Companies which is a Transferee Company and Transferor Company No.2 for dispensing with the convening of meeting of Equity Shareholders and Unsecured Creditors of the Applicant Companies for approving the Scheme of Amalgamation of Atmel R&D India Private Limited (Transferor Company No.1), NMI India Private Limited (Applicant Company No.2/ Transferor Company No.2) with Microchip Technology (India) Private Limited (Applicant Company No.1/Transferee Company) in terms of Scheme of Amalgamation shown as **Annexure-M**.

In the result, the application is allowed and holding of meeting of the Equity Shareholders and Unsecured Creditors is dispensed with. In any eventuality when the Applicant Companies approaches this Tribunal for seeking approval of the scheme it would be open for any person who are interested in the Scheme of Amalgamation to put forth their contentions before the Tribunal.

12/7/17  
(RATAKONDA MURALI)  
MEMBER, JUDICIAL