

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENGALURU BENCH  
CA (CAA)/19/BB/17  
DATED: WEDNESDAY THE 31<sup>st</sup> DAY OF MAY 2017  
*PRESENT: SRI RATAKONDA MURALI, MEMBER JUDICIAL*  
*SRI ASHOK KUMAR MISHRA, MEMBER TECHNICAL*  
IN THE MATTER OF COMPANIES ACT, 2013  
SECTIONS 230 and 232 OF THE COMPANIES ACT, 2013  
AND  
IN THE MATTER OF TEXTRON INDIA PRIVATE LIMITED

CA (CAA) 19/BB/2017

1. **Textron India Private Limited**  
Floor 1&2, Tower 2, SEZ campus,  
Global Village, RVCE post, Mylasandra  
Bengaluru 560059 - **APPLICANT/TRANSFeree COMPANY**

**PARTIES PRESENT:** Mr. SAJIP.JOHN  
SPJ Legal, Advocate  
Unit No.1002, 10<sup>th</sup> Floor,  
#30, Prestige Meridian, M.G.Road  
Bangalore 560001

Heard on: 06.04.2017, 24.04.2017

**ORDER**

This Application is filed on behalf of the Applicant Company under Section 230 and 232 of the Companies Act, 2013 read with Rule 3 of the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016, praying to order for dispensing with the convening of Meeting of Equity Shareholders and Unsecured Creditors of the Applicant Company for considering the Scheme of Amalgamation, where under **Beechcraft India Private Limited** which is Transferor Company to be merged with **Textron India Private Limited** (Applicant/Transferee Company). The Scheme of Amalgamation shown as **Annexure-H**.

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

The Applicant seeks an order for dispensing with the convening of the Meeting of Equity Shareholders and Unsecured Creditors of the Applicant Company for approving the Scheme of Amalgamation of Beechcraft India Private Limited with Textron India Private Limited in terms of Scheme of Amalgamation shown as **Annexure-H**.


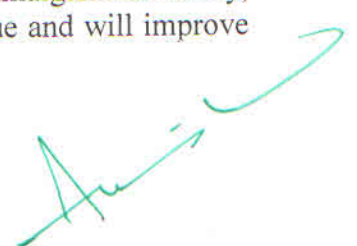
Application in the form of affidavit is filed by the Applicant Company alleging that the Applicant Company was incorporated on 2<sup>nd</sup> April, 2004 as per the provisions of the Companies Act, 1956 under the name and style of Textron Global Technology Centre Private Limited with Registrar of Companies, Karnataka. Subsequently on 20<sup>th</sup> November, 2007 the name of the Company was changed to Textron India Private Limited. The Registered office of the Applicant Company is situated at Floor 1 & 2, Tower 2, SEZ campus, Global Village, RVCE Post, Mylasandra, Bengaluru-560059.

The main objects of the Applicant Company is to engage in the business of providing applications for engineering and design services including but not limited to drafting, computer aided design, computer aided engineering, solid modelling, finite element analysis, to engage in the business of research, design and development and to provide breakthrough consulting and customized engineering and innovation technology solutions to various industries such as aerospace, fastening systems, etc., to develop embedded and other computer software, computer programs, object and source codes and develop custom based and cutting edge technology. The copy of Memorandum and Articles of Association of the Applicant Company shown as **Annexure-A**.

The latest authorized share capital of Applicant Company is Rs.19,00,00,000/- divided into 1,90,00,000 Equity Shares of Rs.10/- each. The issued, subscribed and paid-up share capital is Rs.9,83,55,000/- divided into 98,35,500 Equity Shares of Rs.10/-each fully paid up. The Audited balance sheet as on 31st March, 2016 shown as **Annexure -B**.

It is further stated that, the Board of Directors of the Applicant Company has approved and adopted a Scheme of Amalgamation at its meeting held on 16<sup>th</sup> February, 2017 by virtue of which Beechcraft India Private Limited which is Transferor Company to be merged with Textron India Private Limited (Applicant/Transferee Company) subject to confirmation. A copy of the Board Resolution of Applicant Company dated 16<sup>th</sup> February, 2017 approving and adopting the Scheme of Amalgamation is shown as **Annexure-G**.

It is further stated in the scheme that, the integration, consolidation and amalgamation would inter alia have the 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 has certified the number of shareholders of the Applicant Company as on February 21, 2017. Certificate issued by the Chartered Accountant is marked as **Annexure-J**.

It is further stated that there are no Secured Creditors in the Applicant Company as on 21<sup>st</sup> February, 2017 certified by the Chartered Accountant shown as **Annexure-K**.

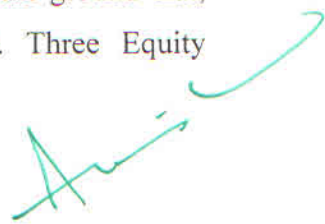

It is further stated that the Chartered Accountant certified the number of Unsecured Creditors in the Applicant Company as on February 21, 2017. Certificate issued by the Chartered Accountant shown as **Annexure-L**.

We have seen the consent affidavits filed by the Three Equity shareholders shown as **Annexure- J** i.e., (i) Textron Far East Pte Ltd, Singapore holding 98,35,498 equity shares, constituting 99.99% of the paid-up capital, (ii) Textron Atlantic Inc holding 1 equity share, constituting 0.01% of the paid-up capital, (iii) Textron Inc holding 1 equity share, constituting 0.01% of the paid-up capital.

The Applicant is seeking an order to dispense with convening of the meeting of Secured Creditors on the ground that there are no Secured Creditors in the Applicant Company. The Chartered Accountant certified that there are no Secured Creditors shown as **Annexure-K**.

There are 20 Unsecured Creditors as certified by the Chartered Accountant. The Certificate of Chartered Accountant is shown as Annexure-L. It is stated that, the value of amounts due to unsecured creditors of the Applicant Company is Rs.5,47,78,666/- and 98.59% of the unsecured creditors representing value of Rs.5,40,06,745/- have given their consent to the Scheme by way of affidavit. We have seen the consent affidavits given by the Unsecured Creditors shown as **Annexure-L**.

The Applicant Company is seeking an order to dispense with convening of meetings of Equity Shareholders and Unsecured Creditor of the Applicant Company on the ground that, there are only three equity shareholders and 20 Unsecured Creditors. Three Equity



Shareholders and 98.59% of value of Unsecured Creditors have given their consent by way of affidavits for the proposed scheme of amalgamation.

We have heard the Counsel appearing for the Applicant Company. The Application filed by the Applicant Company which is a Transferee Company for dispensing with the convening of meeting of Equity Shareholders and Unsecured Creditors of the Applicant Company for approving the Scheme of Amalgamation of Beechcraft India Private Limited with Textron India Private Limited in terms of Scheme of Amalgamation shown as **Annexure-H**.

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 Company 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.

  
(RATAKONDA MURALI)  
MEMBER, JUDICIAL

  
(ASHOK KUMAR MISHRA)  
MEMBER, TECHNICAL

DATED THIS THE 31<sup>st</sup> DAY OF MAY, 2017