

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENGALURU BENCH  
T.P.NO. 272/2017  
IN  
C.A. NO. 760/2016**

**DATED: FRIDAY THE 3<sup>RD</sup> DAY OF FEBRUARY 2017**

***PRESENT: SHRI RATAKONDA MURALI, MEMBER JUDICIAL  
SHRI. ASHOK KUMAR MISHRA, MEMBER TECHNICAL***

**IN THE MATTER OF COMPANIES ACT, 1956  
SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956  
AND  
IN THE MATTER OF  
ALTAIR ENGINEERING INDIA PRIVATE LIMITED**

**T.P.NO. 272/2017 IN C.A.NO. 760/2016**

1. Altair Engineering India Private Limited,  
Mercury (2B) Block,  
5<sup>th</sup> Floor, Prestige Tech Park,  
Sarjapur-Marathalli Ring Road,  
Bengaluru-560087 - **APPLICANT/DEMERGED COMPANY**

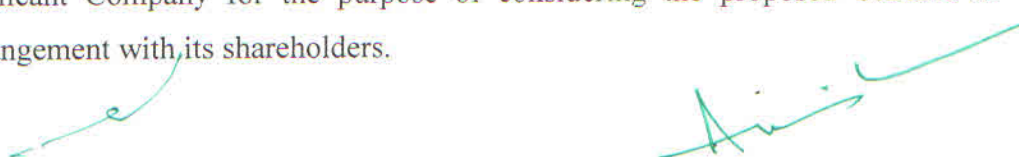
**PARTIES PRESENT:** Mr. Perikal K.Arjun, J.Sagar Associates, Level 3,  
Prestige Obelisk, 3, Kasturba Road, Bengaluru-560001  
Advocate and Authorised representative for the Applicant.

Heard on: 25/01/2017.

**O R D E R**

Originally this Application was filed before the Hon'ble High Court of Karnataka, it was numbered as C.A No. 760/2016. Subsequently as per Notification No. GSR.1119 (E) dated 7<sup>th</sup> December 2016 issued by the Ministry of Corporate Affairs, New Delhi, the said case is transferred to this Tribunal and renumbered as T.P No. 272/2017.

This Company Application is filed on behalf of the Applicant Company under Section 391 of the Companies Act, 1956 read with Rule 9 of the Companies (Court) Rules, 1959, for an order to dispense with convening of the meetings of the Equity Shareholders and/or secured and/or unsecured trade creditors of the Applicant Company for the purpose of considering the proposed Scheme of Arrangement with its shareholders.



An Affidavit of Authorised Signatory is filed stating that, the Applicant Company was incorporated on 30<sup>th</sup> April 1996 under the name and style "**ALTAIR ENGINEERING INDIA PRIVATE LIMITED**" with Registrar of Companies, Karnataka vide CIN **U72200KA1996PTC020391**. The Applicant Company is, inter alia, engaged in the business of product designing, product engineering, development, engineering, software services etc., copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company is marked as Annexure-A.

The Registered office of the Applicant Company is situated at Mercury (2B) Block, 5<sup>th</sup> Floor, Prestige Tech Park, Sarjapur-Marathalli Ring Road, Bengaluru-560087.

The present authorized share capital of the Applicant Company is Rs 20,00,000/- divided into 20,000 Equity Shares of Rs 100/- each. The issued, subscribed and paid up share capital is Rs 2,85,800/- divided into 2858 Equity Shares of Rs 100/- each fully paid up.

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

The Board of Directors of the Applicant Company has approved and adopted a Scheme of Arrangement between the Applicant Company and Altair Engineering and Software Technologies India Private Limited on 3<sup>rd</sup> December 2016, by virtue of which the Demerged Undertaking of the Applicant Company is proposed to be demerged into Altair Engineering and Software Technologies India Private Limited (Transferee Company), a company incorporated under the provisions of the Companies Act, 2013 on 24<sup>th</sup> November 2016 vide CIN No. U72501KAFTC098016 and having its Registered Office at 4142, Sobha Ruby Apartments, Tumkur Road, Near 8<sup>th</sup> Mile, Nagasandra, Bengaluru-560073. The Transferee Company is engaged in the business of product designing, product engineering, development, engineering software services etc., Copy of the Certificate of Incorporation, Memorandum of Association and Articles of Association are marked as Annexure-D.

Copy of the Board Resolution approving the Scheme is marked as Annexure-C





Applicant Company has filed the latest audited balance sheet as at 31<sup>st</sup> March 2016 which is produced at Annexure-B.

It is further averred that, the Board of Directors of the Applicant Company and the Transferee Company have formulated the Scheme of Arrangement for the transfer of the Demerged Undertaking to Transferee Company subject to confirmation.

It is further stated that, the proposed Scheme of Arrangement will be beneficial to the Applicant Company as well to the Transferee Company. Copy of the Scheme of Arrangement is produced at Annexure-E.



It is further stated that, the Applicant Company has two shareholders as certified by the Chartered Accountant and produced at Annexure-F. Both the shareholders have given their no-objection to the scheme produced at Annexure- G Series.

It is also stated that:-

- a) there are no secured creditors in the Applicant Company which is certified by the Chartered Accountant who issued certificate and produced at Annexure-H;
- b) there are no unsecured loan creditors in the Applicant Company which is certified by the Chartered Accountant who issued certificate and produced at Annexure-I;
- c) there are no unsecured trade creditors in the Applicant Company which is certified by the Chartered Accountant who issued certificate and produced at Annexure-K.

It is further stated that, the shareholders of the Applicant Company gave their consent to the proposed Scheme of Arrangement and that there are no secured, unsecured loan and unsecured trade creditors in the Applicant Company and therefore the meeting may be dispensed with.

We have heard the Counsel appearing for the Applicant Company. This Application is filed by the Applicant Company "**Altair Engineering India Private Limited**" for dispensing with convening of meetings of the shareholders for considering the Scheme of Arrangement shown at Annexure-E. The Applicant Company by virtue of Scheme of Arrangement proposed its Distribution and Engineering Consulting business (Demerged Undertaking) to be demerged in to the "**Altair Engineering and Software Technologies India Private Limited**" (Transferee Company).



The Applicant Company is seeking an order from the Tribunal to dispense with convening of meetings of Equity shareholders and Creditors on the ground that, there are only two Equity Shareholders for the Applicant Company. It was certified by the Chartered Accountant of the Applicant Company produced at Annexure-F and further the two shareholders gave No Objection letters for the proposed scheme of Arrangement which are produced at Annexure-G Series. Altair Engineering Inc., USA and Altair Engineering Limited, U.K are the two shareholders. We have seen the consent letters of the 2 shareholders who gave consent to the scheme.


As seen from the Audited Balance Sheet of the Applicant Company as on 31<sup>st</sup> March 2015 and 31<sup>st</sup> March 2016 some amounts are due to the Creditors, but the Counsel for Applicant has informed that, the Applicant Company has furnished the certificate issued by the Chartered Accountant that, as on 30<sup>th</sup> November 2016 there are no secured creditors, no unsecured loan creditors and no unsecured trade creditors as shown in Annexures – **H, J and K** respectively. Certificate of Chartered Accountant are attached to that effect.

Thus the two shareholders of the Applicant Company gave consent for the Scheme of Arrangement and further as per certificates issued by the Chartered Accountant that company has no secured, unsecured loan creditors and also no unsecured trade creditors.

The Applicant Company has disclosed all relevant materials in the Application and that there is no impediment in law to grant the relief prayed by the Applicant in the Application.

The Tribunal is of the considered view that the prayer sought for deserves to be granted. In the result Application is allowed and holding of Meeting of the Equity shareholders is dispensed with. In any eventuality when the Applicant Company approaches this Tribunal for seeking approval of the Scheme, it would be open for shareholders and creditors who are interested/disinterested in the scheme of arrangement to put forth their contention before the Tribunal.

The petition shall be filed within 2 weeks from the date of receipt of copy of this order.

  
(RATAKONDA MURALI)  
MEMBER, JUDICIAL

  
(ASHOK KUMAR MISHRA)  
MEMBER, TECHNICAL

DATED THIS THE 3<sup>rd</sup> DAY OF FEBRUARY, 2017