

Varroc Engineering Ltd.

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CIN: L28920MH1988PLC047335



VARROC/SE/INT/2020-21/24

July 25, 2020

To,

(1) The Manager – Listing
The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai-400051.

(2) The Manager - Listing
The Corporate Relation Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001.

NSE Symbol: VARROC

BSE Security Code: 541578
Security ID: VARROC

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in connection with Scheme of Amalgamation of Varroc Lighting Systems (India) Private Limited with Varroc Engineering Limited and their respective Shareholders

Dear Sir / Madam,

We wish to inform you that Hon'ble National Company Law Tribunal Special Bench, Mumbai by an Order dated July 20, 2020 (copy enclosed), has admitted CP (CAA) 948/MB-II/2020 connected with CA (CAA) 3753/MB-II/2019, seeking approval in the matter of Scheme of Amalgamation of Varroc Lighting Systems (India) Private Limited, a Wholly-owned subsidiary of the Company ('the Transferor Company') with Varroc Engineering Limited ('the Transferee Company') and their respective shareholders and the Petition has been fixed for hearing on Friday, August 14, 2020.

The Petitioner Companies are in process of complying with the directions issued by the Hon'ble National Company Law Tribunal Special Bench, Mumbai.

Kindly take the same on your record and note the compliance.

Yours faithfully,

For Varroc Engineering Limited

Ajay Sharma

Group General Counsel and
Company Secretary

Encl: as above

IN THE NATIONAL COMPANY LAW TRIBUNAL
SPECIAL BENCH, MUMBAI

CP (CAA) 948/MB-II/2020

connected with

CA (CAA) 3753/MB-II/2019

In the matter of

The Companies Act, 2013

and

In the matter of

Sections 230 to 232 and other
applicable provisions of the Companies
Act, 2013

and

In the matter of

Scheme of Amalgamation
of

Varroc Lighting Systems (India)
Private Limited

(Transferor Company)

and

Varroc Engineering Limited
(Transferee Company)

and their respective shareholders

Varroc Lighting Systems (India) Private Limited

CIN: U31401PN2012PTC142539 ...

First Petitioner/
Transferor Company

Varroc Engineering Limited

CIN: L28920MH1988PLC047335 ...

Second Petitioner/
Transferee Company

Order pronounced on 20th July 2020

Coram:

Shri Rajasekhar V.K.

:

Member (Judicial)

Shri V. Nallasenapathy

:

Member (Technical)

Appearances (via videoconference):

For the Petitioners : Mr. Hemant Sethi i/b
HemantSethi & Co, Advocates

ORDER

Per: Rajasekhar V.K., Member (Judicial)

1. The Court convened *via* video conferencing.
2. Petition fixed for hearing on 14th August 2020.
3. Learned Counsel for the Petitioner Companies submits that, in pursuance of the directions contained in the order dated 20th February 2020, passed by this Tribunal in the CA(CAA) 3753/MB.II/2019, meeting of the Equity Shareholders of the Petitioner Companies was dispensed with in view of consents given by all the Equity Shareholders of the Petitioner Companies.
4. The Petitioner Companies have served notices upon:- (i) concerned Income Tax Authorities (along with PAN) within whose jurisdiction the respective Petitioner Company's assessments are made (ii) the Central Government through the office of Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai; (iii) Registrar of Companies, Maharashtra, Pune (*in case of the First Petitioner Company*); (iv) Registrar of Companies, Maharashtra, Mumbai (*in case of the Second Petitioner Company*); (v) Securities and Exchange Board of India (SEBI) (*only in case of the Second Petitioner Company*); (v) BSE Limited (*only in case of the Second Petitioner Company*); and (vi) National Stock Exchange of India Limited (NSE) (*only in case of the Second Petitioner Company*).

5. The Registry has received a Letter No.ITBA/COM/F/17/2020-21/1027362079(1) dated 23.06.2020 from the Assistant Commissioner of Income Tax, Circle-13, Pune, in regard to the Scheme. That authority is directed to make its representation, if any, in regard to the Scheme by way of a Report to the Court on the lines of the Reports prepared and submitted by the Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai, and not by way of letters addressed to the Registrar of this Bench. The Petitioner Companies are hereby directed to provide all clarifications requested for by the authorities concerned, so that the matter can be taken up for final disposal.
6. At least ten days before the date fixed for hearing of the Petition, the Petitioner Companies to publish the notice of hearing of Petition in two local newspapers, viz., *Indian Express* in English and translation thereof in *Loksatta* in Marathi, both having wide circulation in the State of Maharashtra, as per rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016. Considering the present lockdown situation owing to the Covid-19 pandemic, the Petitioners will have the option to publish notices online in the respective e-newspaper editions.
7. The Petitioner Companies are further directed to intimate the date of hearing of Company Petition to— (i) concerned Income Tax Authorities (along with PAN) within whose jurisdiction the respective Petitioner Company's assessments are made (ii) the Central Government through the office of Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai; (iii) Registrar of Companies, Maharashtra, Pune (*in case of the First*

Petitioner Company), (iv) Registrar of Companies, Mumbai (in case of the Second Petitioner Company), (v) Securities and Exchange Board of India (SEBI) (only in case of the Second Petitioner Company), (v) BSE Limited (only in case of the Second Petitioner Company), (vi) National Stock Exchange of India Limited (NSE) (only in case of the Second Petitioner Company).

8. The Registry is directed to send a copy of this Order to the Assistant Commissioner of Income Tax, Circle-13, Pune, Room No.213, 2nd Floor, Aayakar Sadan, Bodhi Towers, Salisbury Park, Gultekadi, Pune 411 037 [Email: pune.dcit13@incometax.gov.in; phone: 020-24266213], immediately.
9. The Petitioner Companies shall host the notices on their respective websites, if any.
10. The Petitioner Companies shall file compliance report with the registry in regard to the directions given in this Order in lieu of customary affidavit of service, due to lockdown situation prevailing now, proving dispatch of notices to the regulatory authorities as stated above and do report to this Tribunal that the directions regarding the issue of notices and issue of advertisement have been duly complied with.

Sd/-
V. Nallasenapathy
Member (Technical)

Sd/-
Rajasekhar V.K.
Member (Judicial)