

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

C.P.(CAA)/2365/MB/2018
Under Sections 230 to 232 of the
Companies Act, 2013;

In the matter of Scheme of Merger by
Absorption of Faurecia Emissions
Control Technologies Technical Center
India Private Limited (First Petitioner
Company / Transferor Company) with
Faurecia Interior Systems India
Private Limited (Second Petitioner
Company / Transferee Company) and
their respective shareholders

Faurecia Emissions Control Technologies Technical Center India Private
Limited

...First Petitioner Company / Transferor Company

Faurecia Interior Systems India Private Limited

...Second Petitioner Company / Transferee Company

Order delivered on 30th day of July, 2018

Coram:

Hon'ble Bhaskara Pantula Mohan, Member (J)

Hon'ble V. Nallasenapathy, Member (T)

For the Petitioner(s): Mr. Ajit Singh Tawar i/b Ajit Singh Tawar & Co.,
Advocates for the Petitioners.

Per: V. Nallasenapathy, Member (T)

Order

1. Petition Admitted.
2. Petition fixed for hearing and final disposal on 23rd day of August, 2018.
3. Learned Counsel for the Petitioners states that in pursuance of the directions contained in Order dated 9th day of April, 2018 passed by the National Company Law Tribunal, Mumbai Bench in the Company Scheme Application No 109 of 2018, the meeting of Equity Shareholders of both the Petitioner Companies were convened and held at Plot T 187, Pimpri Industrial Area, (B G Block) Bhosari, Pune - 411026 on Friday, 25th day of May 2018 and the requisite quorum was present and the Scheme was approved unanimously by the Equity Shareholders of both the Petitioner Companies with modifications to the Scheme in Clause 3.2 of Part 1 as to increase in Authorised and Paid up share Capital of the Second Petitioner Company / Transferee Company. The Chairperson appointed for the respective meetings have filed their report dated 19nd day of June, 2018 which is annexed to the Affidavit in Support of Petition as Exhibit A and B. The meeting of the Secured Creditors and Unsecured Creditors was not required to be held and the Petitioner Companies had sent individual notices to all their Unsecured Creditors on 22nd day of April 2018 as per the directions given in the Order.

4. The Counsel for the Petitioner Companies further submits that as per the directions contained in Order dated 9th day of April, 2018 passed by the National Company Law Tribunal, Mumbai Bench in the Company Scheme Application No 109 of 2018, 30 days' notice was served by the Petitioner Companies upon the Central Government through the office of Regional Director, Western Region, Mumbai and the Registrar of Companies, Pune on 23rd day of April 2018 and upon the Income Tax Authority on 23rd day of April 2018 and 24th day of April, 2018 by the First Petitioner and the Second Petitioner Company respectively; and upon the office of the Official Liquidator, Bombay High Court on 23rd day of April, 2018 by the First Petitioner Company as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
5. The Learned Counsel for the Petitioner Companies further submit that the Joint Petition is filed in consonance with Sections 230 to 232 of the Companies Act, 2013 along with the Order passed in Company Scheme Application No. 109 of 2018 by the National Company Law Tribunal, Mumbai Bench.
6. At least 10 (ten) days before the date fixed for hearing, Petitioners 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 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 3 (three) days before the date fixed for final hearing and do report to this Tribunal that the direction regarding the issue of advertisement of the notice has been duly complied with.

Sd/-

V. Nallasenapathy
Member (Technical)

Sd/-

Bhaskara Pantula Mohan
Member (Judicial)