

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

**CP(CAA)NO.28/BB/17
Under Section 230 to 232 of Companies Act, 2013**

**IN THE MATTER OF
PEPPERL & FUCHS FACTORY AUTOMATIONPRIVATE LIMITED
Order delivered on: 4th August, 2017**

Coram: Hon'ble Shri Ratakonda Murali, Member (Judicial)
Hon'ble Shri Ashok Kumar Mishra, Member (Technical)

For the Petitioner (s) 1. Shri.Saji .P.John, Sr.Advocate

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

ORDER

This Company Petition is filed by Petitioner Company is coming before us for admission and for fixing the date of hearing of the main Company Petition as well as for a direction in relation to publication in press to be effected and notices to be issued to the authorities concerned in relation to date of hearing of the Petition and calling for the objections, if any, to the Scheme of Arrangement where under the Pepperl and Fuchs Factory Automation Private Limited (Transferee Company) to be demerged from Pepperl and Fuchs (India) Private Limited (Transferor Company).

From the records, it is seen that the First Motion seeking direction to dispense with the convening of meetings of the Secured Creditors and Unsecured Creditors and direction for convening meeting of Equity Shareholders of the Transferee Company was filed before this Tribunal and was numbered as CA(CAA)No.10/BB/17.

Directions were issued by this Tribunal to convene and to hold the Meeting of Equity Shareholders on 15th May, 2017 at 12.00 Noon and fixed the venue for the meeting Mr.Indraneel Rajgure failing him Mr.Thampy Mathew was appointed as the chairman for the meeting. Mr.Sharavanan was appointed as Scrutinizer for the meeting. Convening of Meeting of Secured Creditors and Unsecured Creditors was dispensed with vide order dated 31st March, 2017 as there were no Secured and Unsecured Creditors. The copy of order of this Tribunal is shown as **Annexure-G**.



Meeting of Equity Shareholders of the Transferee Company was held in accordance with the order passed by this Tribunal. Chairman appointed for the meetings of the Equity Shareholders filed his report.

After hearing the counsel we pass the following order:

- i. The date of hearing of the Petition filed by the Petitioner for the approval of the Scheme is fixed on 25th September, 2017.
- ii. Notice of the hearing shall be advertised in the newspapers namely, The Hindu and Udayavani (Kannada Daily) not less than 10 days before the aforesaid date fixed for hearing.
- iii. Registry is directed to prepare notices and the Petitioner Counsel to send the notices on the following Authorities namely,(a) Regional Director, Ministry of Corporate Affairs, South-East Region, (b) Registrar of Companies,(c) Income Tax Department at least 30 days before the date fixed for hearing of the above Petition.
- iv. Further, notice shall also be served to Objector(s) or to their representative as contemplated under Sub-Section(4) of Section 230 of the Act who may have made representation and who have desired to be heard in their representation along with a copy of the Petition and the Annexures filed therewith at least 15 days before the date fixed for hearing.
- v. Objections, if any, to the Scheme contemplated by the authorities to whom notices have been given on or before the date of hearing fixed herein may be filed, failing which it will be considered that there is no objection to the approval of the Scheme on the part of the authorities by this Tribunal and subject to other condition being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.
- vi. The next date of hearing of the Petition shall be on 25th September, 2017 for consideration of the approval of the Scheme of Amalgamation.


(ASHOK KUMAR MISHRA)
MEMBER, TECHNICAL


(RATAKONDA MURALI)
MEMBER, JUDICIAL