

IN THE NATIONAL COMPANY LAW TRIBUNAL
"MUMBAI BENCH"

CSP No. 825 2017

Under Sections 230 to 232 of the Companies Act, 2013
And

In the matter of Scheme of Amalgamation of Virgo Valves & Controls Private Limited having CIN U29120MH2004PTC146916 ('Transferor Company' or 'Virgo India') with Emerson Process Management (India) Private Limited having CIN U29196MH1981PTC024115 ('Transferee Company' or 'EPM India') and their respective Shareholders

EMERSON PROCESS MANAGEMENT (INDIA) PRIVATE LIMITED, a company incorporated under the provisions of Companies Act, 1956 having its registered address at Delphi, B- Wing, 6th Floor, Central Avenue, Hiranandani Business Park, Powai, Mumbai 400076.

.....Petitioner Company

Order delivered on 7th September, 2017

Coram:

Hon'ble **B.S.V. Prakash Kumar**, Member (J)
Hon'ble **V .Nallasenapathy**, Member (T)

For the Petitioner(s): Mr. Hemant Sethi i/b Hemant Sethi & Co

Per: **V .Nallasenapathy, Member, (T)**

ORDER

1. Petition Admitted.
2. Petition fixed for hearing and final disposal on 4th October, 2017.
3. Learned Advocate for the Petitioner states that in pursuance of the directions contained in Order dated 19th July, 2017 passed by the National Company Law Tribunal, Mumbai Bench ('Tribunal') in the Company Scheme Application No. 760 of 2017, the meeting

of Equity Shareholders was held on Thursday, 24th August, 2017 and the requisite quorum was present and the Scheme was approved with the requisite majority by the Equity Shareholders without modifications. The Chairman appointed for the meeting has filed his report dated 24th August, 2017 which is annexed as Annexure 'F' to the petition.

4. The Learned Advocate for the Petitioner Company further submits that the Company Petition is filed in consonance with section 230 to 232 of the Companies Act, 2013 along with the Order passed in Company Scheme Application No. 760 of 2017 by the Tribunal.
5. The Counsel for the Petitioner further submits that as directed by this Tribunal notices have been served upon all the Regulatory Authorities namely, concerned Income Tax Authorities, Central Government through Regional Director and Registrar of Companies, Mumbai. No representation is received by the Petitioner Company from any Regulatory Authority.
6. At least 10 days before the date fixed for hearing, Petitioner to publish the notice of hearing of Petition in two local newspapers viz. "Free Press Journal", in English language and translation thereof in "Navashakti", in Marathi language, both having circulation in Mumbai as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
7. The Petitioner to file an affidavit of service regarding the directions given by the Tribunal 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 (T)

Sd/-

B.S.V. Prakash Kūmar, Member (J)