

Varroc Engineering Limited

Regd. & Corp. Office

L-4, MIDC, Industrial Area
Waluj, Aurangabad 431 136
Maharashtra, India

Tel +91 240 6653600
Fax +91 240 2564540

email: varroc.info@varroc.com
www.varrocgroup.com
CIN: L28920MH1988PLC047335



VARROC/SE/INT/2020-21/50

December 7, 2020

To,

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.

The Manager – Listing
The Corporate Relation
Department,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001.

NSE Symbol: VARROC

BSE Security Code: 541578

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

Ref: Our intimation dated November 12, 2020

Dear Sir/Madam,

This is in continuation to our intimation dated November 12, 2020 regarding the approval of Scheme of Amalgamation by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT').

We further wish to inform you that vide Circular Resolution passed by the Board of Directors of the Company on December 3, 2020, the said NCLT Order was noted by the Board. Accordingly, the Certified copy of the Order of the Hon'ble NCLT, has been filed by the Varroc Lighting Systems (India) Private Limited ("VLSIPL") and Varroc Engineering Limited ("VEL/the Company") with the Registrar of Companies, Pune and Registrar of Companies, Mumbai on December 5, 2020 and December 7, 2020 respectively, making the Scheme effective.

As set out in the Scheme of Amalgamation, approved by the Hon'ble NCLT, all the assets and liabilities including taxes and charges of VLSIPL shall be transferred and become assets and liabilities of VEL with effect from the Appointed Date i.e. April 1, 2020.

In accordance with the Scheme of Amalgamation, upon the Scheme becoming effective, the equity shares held by the Company in VLSIPL stands automatically cancelled and extinguished. Further, pursuant to aforesaid Order, the Authorized Share Capital of the Company stands increased from Rs.50,00,00,000 to Rs.50,45,00,000 and the Clause V(1)(a) of Memorandum of Association be substituted as under:

The Authorised Share Capital of the Company is Rs. 50,45,00,000/- (Rupees Fifty Crore Forty-Five Lakhs only) comprising of:



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- (a) Rs.25,00,00,000 (Rupees Twenty-Five Crore only) divided into 25,00,00,000 equity shares of Re.1 each;
- (b) Rs.45,00,000 (Rupees Forty-Five Lakhs only) divided into 4,50,000 equity shares of Rs.10 each; and
- (c) Rs.25,00,00,000 (Rupees Twenty-Five Crore only) divided into 25,00,00,000 preference shares of Re.1 each

with power to increase or reduce the capital of the Company and to divided the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.

We request you to take the above on record, and to treat the same as compliance with the applicable provisions of the Listing Regulations, as amended.

Thanking you,

Yours faithfully,

For Varroc Engineering Limited

Ajay Sharma

Group General Counsel and Company Secretary

