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IN THE HIGH COURT OF DELHI AT NEW DELHI

COMPANY JURISDICTION

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COMPANY APPLICATION (MAIN) No.51 of 2008

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DATED 28.03.2008

In the matter of:

Companies Act, 1956

And

Applications under Sections 391(1), 393 & 394 of the

Companies Act, 1956

Scheme of Amalgamation of:

Cargill Foods India Ltd.	Applicant/Transferor Company no.1
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Global Oil and Fats Ltd.	Applicant/Transferor Company No.2
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Duckworth Flavours(India) Pvt. Ltd.	Applicant/Transferor Company No. 3
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Cargill Matrix Feeds Pvt. Ltd.	Applicant/Transferor Company no. 4
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With

Cargill India Pvt. Ltd.	Applicant/Transferee Company
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Through: Mr. Nidhesh Gupta, Sr. Advocate
with Mr. Tarun Gupta, Advocate

VIPIN SANGHI, J. (ORAL)

1. This is the application under Section 391(1) read with Sections 393 and 394 of the Companies Act, 1956 (hereinafter referred

to as the Act) by applicants Cargill Foods India Ltd.(Applicant/Transferor Company no.1), Global Oil and Fats Ltd(Applicant/Transferor Company No.2), Duckworth Flavours (India) Pvt. Ltd. (Applicant/Transferor Company no.3), Cargill Matrix Feeds Pvt. Ltd. (Applicant/Transferor Company no.4), and Cargill India Pvt. Ltd. (Applicant/Transferee Company) seeking directions from the Court for convening, holding and conducting separate meetings of the equity and Preference shareholders, secured and unsecured creditors, which are statutorily required for sanctioning the scheme of arrangement for amalgamation of Applicant/Transferor Companies Nos.1 to 4 with the Applicant/Transferee Company.

2. The registered offices of all the Applicant Companies are situated at 111,Rectangle I, Saket District Center, New Delhi, 110017 , that is, within the jurisdiction of this Court.

3. The Board of Directors of all the Applicant companies have passed separate resolutions on 5.3.2008, 5.3.2008, 6.3.2008, 18.3.2008 and 7.3.2008 respectively approving the Scheme of Arrangement , copies of which have been filed on record.

4. All the Transferor companies and the Transferee company have filed their respective Memorandums and Articles of Association along with the application. The audited balance sheets of all the Transferor companies and the Transferee company as on 31.3.2007

have been filed on record.

5. The Transferee company and all the Transferor companies have also filed the scheme of amalgamation and salient features of the amalgamation have been incorporated and detailed in the application.

6. The applicant companies have stated that no proceedings under Sections 235 to 251 of the Act are pending against any of the Transferor company and Transferee company.

7. The Applicant/Transferee company was incorporated on 12.04.1996 and the authorized share capital of the Transferee company is Rs.90 crores divided into 9 crores equity shares of Rs.10/- each. The issued, subscribed and paid up share capital of the Applicant/Transferee company is Rs.7,83,068,720/- divided into 78,306,872 equity shares of Rs.10/- each.

8. The Applicant/Transferor company no.1 was incorporated on 13.12.1979 and the authorized share capital of the Transferor company no.1 is Rs.30 crores, divided into 30 lacs equity shares of Rs.100/- each. The issued, subscribed and paid up share capital of the Transferor company no.1 is Rs.2,65,396,200/- divided into 2,653,962 equity shares of Rs.100/- each.

9. The Applicant/Transferor company no.2 was incorporated on 14.07.2003 and the authorized share capital of the Transferor

company no.2 is Rs.14 crores, divided into 1.4 crores equity shares of Rs.10/- each. The issued, subscribed and paid up share capital of the Transferor company no.2 is Rs.5 lacs divided into 50,000 equity shares of Rs.10/- each.

10. The Applicant/Transferor company no.3 was incorporated on 03.04.1991 and the authorized share capital of the Transferor company no.3 is Rs.2 crores, divided into 20 lacs equity shares of Rs.10/- each. The issued, subscribed and paid up share capital of the Transferor company no.3 is Rs.99,00,000/- divided into 9,90,000 equity shares of Rs.10/- each.

11. The Applicant/Transferor company no.4 was incorporated on 18.11.1998 and the authorized, issued, subscribed and paid up share capital of the Transferor company no.4 is Rs.10 crores, divided into 1 crore equity shares of Rs.10/- each.

12. Applicant/Transferor Company No.1 has 7 equity shareholders. All the Equity Shareholders of the Applicant/transferor company No.1 have given their consents to the scheme of amalgamation, which have been filed on record. In view of the aforesaid, the meeting of the equity Shareholders of the Applicant/Transferor Company No.1, to consider and if thought fit, approving the scheme of amalgamation, is dispensed with.

13. Applicant/Transferor Company No.2 has 7 equity shareholders. All the Equity Shareholders of the Applicant/transferor company No.2 have given their consents to the scheme of amalgamation, which have been filed on record. In view of the aforesaid, the meeting of the equity Shareholders of the Applicant/Transferor Company No.2, to consider and if thought fit, approving the scheme of amalgamation, is dispensed with.

14. Applicant/Transferor Company No.3 has 2 equity shareholders. Both the Equity Shareholders of the Applicant/transferor company No.3 have given their consents to the scheme of amalgamation, which have been filed on record. In view of the aforesaid, the meeting of the equity Shareholders of the Applicant/Transferor Company No.3, to consider and if thought fit, approving the scheme of amalgamation, is dispensed with.

15. Applicant/Transferor Company No.4 has 2 equity shareholders. Both the Equity Shareholders of the Applicant/transferor company No.4 have given their consents to the scheme of amalgamation, which have been filed on record. In view of the aforesaid, the meeting of the equity Shareholders of the Applicant/Transferor Company No.4, to consider and if thought fit, approving the scheme of amalgamation, is dispensed with.

16. Applicant/Transferee Company has 2 equity shareholders.

Both the Equity Shareholders of all the Applicant/transferee company have given their consents to the scheme of amalgamation, which have been filed on record. In view of the aforesaid, the meeting of the equity Shareholders of the Applicant/Transferee Company to consider and if thought fit, approving the scheme of amalgamation, is dispensed with.

17. The Applicant/Transferor Company No.2 has one Preference Shareholder. The sole Preference Shareholder of the Applicant/Transferor company No.2 has given his consent to the scheme of amalgamation, which has been filed on record. In view of the aforesaid the meeting of the Preference Shareholders of the Applicant/Transferor Company No.2 is dispensed with.

18. The Applicant/Transferor Company No.1 has one secured Creditor. The sole secured Creditor of the Applicant/transferor company No.1 has given his consent to the scheme of amalgamation, which has been filed on record. In view of the aforesaid the meeting of the secured Creditors of the Applicant/Transferor Company No.1 is dispensed with.

19. The Applicant/Transferor Companies Nos. 2 and 3, and the Applicant/Transferee Company have no secured Creditors. In view of the aforesaid the meetings of the secured Creditors of the Applicant/Transferor Companies Nos. 2&3 and Applicant/Transferee Company are dispensed with.

20. The Applicant/Transferor Company No.4 has 2 secured Creditor. Both the secured Creditors of the Applicant/Transferor company No.4 have given their consents to the scheme of amalgamation, which have been filed on record. In view of the aforesaid the meeting of the secured Creditors of the Applicant/Transferor Company No.4 is dispensed with.

21. The Applicant/Transferor company no.1 has approximately 526 unsecured creditors in all. The applicant has sought the holding of the meeting of its unsecured creditors for considering, and if thought fit, approving the Scheme. Considering the facts and circumstances, the meeting of the unsecured creditors of the Transferor company no.1, be held on 10.05.2008 at 11.30 am, at FICCI Auditorium, Federation House, Tansen Marg, New Delhi. I appoint R.K. Gauba, Registrar (Vigilance) Delhi High Court, telephone No.23389816, as the Chairperson and Mr. Anil Koushal, Dy. Registrar (Protocol), Delhi High Court, Mobile No.9910390949 as the Alternate Chairperson for the meeting of the unsecured creditors of the Transferor company no.1. The quorum for the said meeting shall be 30 unsecured creditors in number and 25% of the total unsecured debt in value. The Chairperson and the Alternate Chairperson will ensure that the notices convening the meeting of unsecured creditors of the applicant company along with copies of Scheme and Statement under Section 393 of the Companies Act, 1956, shall be sent to the unsecured

creditors of the Transferor company no.1 by UPC at their registered or last known addresses at least 21 days before the date appointed for meeting, in their presence or in the presence of their authorized representatives. Considering the facts and circumstances, I am of the view that the sending of individual notices for convening the meeting of unsecured creditors of the Applicant/Transferor company No.1, to whom less than Rs. One lac is payable, be dispensed with, since they constitute only 1.88% of the total unsecured debt. However, all the unsecured creditors shall be informed by publication of the notice of the said meeting in the newspaper, which shall also state that the aforementioned unsecured creditors shall be entitled to participate in, and obtain the copy of the explanatory statements and the proxy forms, free of cost, from the registered office of the Transferor company No.1, during the working hours and on working days. The notice shall be published in newspapers 'Statesman' (English edition) and 'Jansatta' (Hindi edition) in terms of the Companies (Court) Rules, 1959, at least 21 days before the day appointed for the meeting.

22. The Applicant/Transferor company No.2 has approximately 141 unsecured creditors in all. The applicant has sought the holding of the meeting of its unsecured creditors for considering, and if thought fit, approving the Scheme. Considering the facts and circumstances, the meeting of the unsecured creditors of the Transferor company no.2, be held on 10.05.2008 at 1.45 pm, at FICCI Auditorium,

Federation House, Tansen Marg, New Delhi. I appoint Dharmesh Sharma, Secretary, Delhi Legal Service Authority, Mobile No.9910384689, as the Chairperson and Mr. Ramesh Chand, Dy. Registrar (Gaz.1 & II), Delhi High Court, Mobile No.9910390934 as the Alternate Chairperson for the meeting of the unsecured creditors of the Transferor company no.2. The quorum for the said meeting shall be 30 unsecured creditors in number constituting 25% of the total unsecured debt in value. The Chairperson and the Alternate Chairperson will ensure that the notices convening the meeting of unsecured creditors of the applicant company along with copies of Scheme and Statement under Section 393 of the Companies Act, 1956, shall be sent to the unsecured creditors of the Transferor company no.2 by UPC at their registered or last known addresses at least 21 days before the date appointed for meeting, in their presence or in the presence of their authorized representatives. The notice shall also be published in newspapers 'Statesman' (English edition) and 'Jansatta' (Hindi edition) in terms of the Companies (Court) Rules, 1959, at least 21 days before the day appointed for the meeting.

23. The Applicant/Transferor company No.3 has Approximately 80 unsecured creditors in all. The applicant has sought the holding of the meeting of its unsecured creditors for considering, and if thought fit, approving the Scheme. Considering the facts and circumstances, the meeting of the unsecured creditors of the

Transferor company no.3, be held on 10.05.2008 at 3.00 pm, at FICCI Auditorium, Federation House, Tansen Marg, New Delhi. I appoint Sh. L.K. Gaur, Joint Registrar (Rules), Mobile No.9910390938, as the Chairperson and Mr. K.K. Sharma, AO(J) (Medical) Mobile No.9910390963 as the Alternate Chairperson for the meeting of the unsecured creditors of the Transferor company no.3. The quorum for the said meeting shall be 20 unsecured creditors in number constituting 25% of the total unsecured debt in value. The Chairperson and the Alternate Chairperson will ensure that the notices convening the meeting of unsecured creditors of the applicant company along with copies of Scheme and Statement under Section 393 of the Companies Act, 1956, shall be sent to the unsecured creditors of the Transferor company no.3 by UPC at their registered or last known addresses at least 21 days before the date appointed for meeting, in their presence or in the presence of their authorized representatives. The notice shall also be published in newspapers 'Statesman' (English edition) and 'Jansatta' (Hindi edition) in terms of the Companies (Court) Rules, 1959, at least 21 days before the day appointed for the meeting.

24. The Applicant/Transferor company No.4 has 77 unsecured creditors in all. The applicant has sought the holding of the meeting of its unsecured creditors for considering, and if thought fit, approving the Scheme. Considering the facts and circumstances, the meeting of the unsecured creditors of the Transferor company no.4, be held on

10.05.2008 at 4.30 pm, at FICCI Auditorium, Federation House, Tansen Marg, New Delhi. I appoint Mayank Goel, Advocate, Mobile No.9810329623, as the Chairperson and Ms. Sangeeta Chandra, Advocate Mobile No.9899820000 as the Alternate Chairperson for the meeting of the unsecured creditors of the Transferor company no.4. The quorum for the said meeting shall be 20 unsecured creditors in number constituting 25% of the total unsecured debt in value. The Chairperson and the Alternate Chairperson will ensure that the notices convening the meeting of unsecured creditors of the applicant company along with copies of Scheme and Statement under Section 393 of the Companies Act, 1956, shall be sent to the unsecured creditors of the Transferor company no.4 by UPC at their registered or last known addresses at least 21 days before the date appointed for meeting, in their presence or in the presence of their authorized representatives. The notice shall also be published in newspapers 'Statesman' (English edition) and 'Jansatta' (Hindi edition) in terms of the Companies (Court) Rules, 1959, at least 21 days before the day appointed for the meeting.

25. The Applicant/Transferee company has Approximately 934 unsecured creditors in all. The applicant has sought the holding of the meeting of its unsecured creditors for considering, and if thought fit, approving the Scheme. Considering the facts and circumstances, the meeting of the unsecured creditors of the Transferee company, be held on 10.05.2008 at 5.45 pm, at FICCI Auditorium, New Delhi. I appoint

Mr. Anoop Bagai, Advocate, Mobile No.9811062064, as the Chairperson and Ms. Indrani Mukherjee, Advocate Mobile No.9811394136 as the Alternate Chairperson for the meeting of the unsecured creditors of the Transferee company. The quorum for the said meeting shall be 50 unsecured creditors in number constituting 25% of the total unsecured debt in value. The Chairperson and the Alternate Chairperson will ensure that the notices convening the meeting of unsecured creditors of the applicant company along with copies of Scheme and Statement under Section 393 of the Companies Act, 1956, shall be sent to the unsecured creditors of the Transferee company by UPC at their registered or last known addresses at least 21 days before the date appointed for meeting, in their presence or in the presence of their authorized representatives. Considering the facts and circumstances, I am of the view that the sending of individual notices for convening the meeting of unsecured creditors of the Applicant/Transferee company, to whom less than Rs. One lac is payable, be dispensed with, since they constitute only 1.88% of the value of total unsecured debt. However, all the unsecured creditors shall be informed by publication of notice of the said meeting in the newspaper, which shall also state that the aforementioned unsecured creditors shall be entitled to participate in, and obtain the copy of the explanatory statements and the proxy forms, free of cost, from the registered office of the Transferee company, during the working hours and on working days.

The notice shall be published in newspapers 'Statesman' (English edition) and 'Jansatta' (Hindi edition) in terms of the Companies (Court) Rules, 1959, at least 21 days before the day appointed for the meeting.

26. In all the aforesaid meetings, voting by proxy shall be permitted, if prescribed form duly signed by the person entitled to attend and vote at the meeting is filed with the registered office of all the applicant companies at least forty eight hours before the meetings. The Chairpersons and the Alternate Chairpersons of the respective meetings shall also ensure that the proxy registers are properly maintained and they shall inspect the same from time to time. In case the quorum is not present in any of the aforesaid meetings then the meeting would be adjourned by half an hour and then the persons present and voting shall be deemed to constitute the required quorum. For the purpose of computing the Quorum, the valid proxies shall also be considered.

27. The fees of each of the Chairpersons for the aforesaid meetings shall be Rs.40,000/- and the fees of each of the Alternate Chairpersons shall be Rs.30,000/- in addition to meeting their incidental expenses. The Chairpersons appointed by this Court shall file their report within two weeks from the date of holding of the respective meetings. The Alternate Chairpersons shall also attend the

meetings and assist the respective Chairperson in conducting the meetings and in filing the reports.

28. The Chairpersons and the Alternate Chairpersons shall be at the liberty to issue directions to the management of the Transferee company and all the applicant Transferor companies so that meetings of the unsecured creditors are conducted in a just, free and fair manner.

29. The application is allowed in terms of the above order. Dasti.

March 28, 2008
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VIPIN SANGHI
JUDGE