IN THE HIGH COURT OF DELHI

COMPANY APPLICATION (MAIN) NO. 13/2015

Reserved on 21st January, 2015
Date of pronouncement: 6th February, 2015

In the matter of
The Companies Act, 1956 & the Companies Act, 2013 (to the extent applicable):

And

Application under Sections 391 to 394 of the Companies Act, 1956

Scheme of Amalgamation of:

M/s. Chemico Manufacturers (India) Limited
Applicant/Transferor Company

WITH

M/s. Vimal Organics Limited
Applicant/Transferee Company

Through Mr. Saurabh Kalia and Mr.Sameer Chaudhary, Advocates for the applicants

<u>SUDERSHAN KUMAR MISRA, J.</u>

1. This joint application has been filed under Sections 391 to 394 of the Companies Act, 1956 by the applicant companies seeking directions of this court to dispense with the requirement of convening the meetings of their equity shareholders, secured and unsecured creditors to consider and approve, with or without modification, the proposed Scheme of Amalgamation of M/s. Chemico Manufacturers (India) Limited (hereinafter referred to as the transferor company) with M/s. Vimal Organics Limited (hereinafter referred to as the transferee company).

2. The registered offices of the transferor and transferee companies are situated at New Delhi, within the jurisdiction of this Court.

3. The transferor company was originally incorporated under the Companies Act, 1956 on 16th September, 1974 with the Registrar of Companies, Uttar Pradesh at Kanpur under the name and style of Chemico Manufacturers (India) Private Limited. The company changed its name to Chemico Manufacturers (India) Limited and obtained the fresh certificate of incorporation on 2nd February, 1995. Thereafter, the company shifted its registered office from the State of Uttar Pradesh to NCT of Delhi and obtained a certificate in this regard from the Registrar of Companies, NCT of Delhi & Haryana at New Delhi on 28th February, 2006.

4. The transferee company was originally incorporated under the Companies Act, 1956 on 30th January, 1984 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi under the name and style of Vimal Organics Private Limited. The company changed its name to Vimal Organics Limited and obtained a fresh certificate of incorporation on 30th December, 1994.

5. The present authorized share capital of the transferor company is Rs.1,00,00,000/- divided into 10,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is

Rs.25,00,000/- divided into 2,50,000 equity shares of Rs.10/- each fully paid-up.

6. The present authorized share capital of the transferee company is Rs.5,00,00,000/- divided into 50,00,000 equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.2,60,60,000/- divided into 26,06,000 equity shares of Rs.10/- each.

7. Copies of the Memorandum and Articles of Association of the transferor and transferee companies have been filed on record. The audited balance sheets, as on 31st March, 2014, of the transferor and transferee companies, along with the report of the auditors, have also been filed.

8. A copy of the Scheme of Amalgamation has been placed on record and the salient features of the Scheme have been incorporated and detailed in the application and the accompanying affidavit. It is submitted by the applicants that the proposed scheme will improve the financial position of the companies through restructuring and will strengthen the business and financial operations of the company.

9. So far as the share exchange ratio is concerned, the Scheme provides that the transferor company is a wholly owned subsidiary of the transferee company. Accordingly, pursuant to the amalgamation of the

transferor company into the transferee company, no shares of the transferee company shall be allotted in respect of its holding in the transferor company. Accordingly, all the shares held by the transferee company in the transferor company shall stand cancelled, upon this scheme becoming effective.

10. It has been submitted by the applicants that no proceedings under Sections 235 to 251 of the Companies Act, 1956 are pending against the applicant companies.

11. The Board of Directors of the transferor and transferee companies in their separate meetings held on 29th December, 2014 have unanimously approved the proposed Scheme of Amalgamation. Copies of the Resolutions passed at the meetings of the Board of Directors of the transferor and transferee companies have been placed on record.

12. The transferor company has 08 equity shareholders and 02 unsecured creditors. All the equity shareholders and both the unsecured creditors have given their consents/no objections in writing to the proposed Scheme of Amalgamation. Their consents/no objections have been placed on record. They have been examined and found in order. In view thereof, the requirement of convening the meetings of the equity shareholders and unsecured creditors of the transferor company to consider and, if thought fit, approve, with or without modification, the

proposed Scheme of Amalgamation is dispensed with. There is no secured creditor of the transferor company, as on 31st December, 2014.

13. The transferee company has 07 equity shareholders, 01 secured creditor and 04 unsecured creditors. All the equity shareholders, the only secured creditor and all the unsecured creditors have given their consents/no objections in writing to the proposed Scheme of Amalgamation. Their consents/no objections have been placed on record. They have been examined and found in order. In view thereof, the requirement of convening the meetings of the equity shareholders, secured and unsecured creditors of the transferee company to consider and, if thought fit, approve, with or without modification, the proposed Scheme of Amalgamation is dispensed with.

14. The application stands allowed in the aforesaid terms.

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SUDERSHAN KUMAR MISRA, J.

February 06, 2015