

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

COMPANY PETITION No 284 of 1998

Connected with

COMPANY APPLICATION No 320 of 1998

For Approval and Signature:

Hon'ble MR.JUSTICE M.S.PARIKH

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1. Whether Reporters of Local Papers may be allowed to see the judgements? : NO
2. To be referred to the Reporter or not? : NO
3. Whether Their Lordships wish to see the fair copy of the judgement? : NO
4. Whether this case involves a substantial question of law as to the interpretation of the Constitution of India, 1950 of any Order made thereunder? : NO
5. Whether it is to be circulated to the Civil Judge? : NO

ANICHEM INDIA LTD.

Versus

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Appearance:

MR NAVIN PAHVA for Petitioner

CORAM : MR.JUSTICE M.S.PARIKH

Date of decision: 30/06/1999

ORAL JUDGEMENT

1. This is a petition filed by Anichem India Limited, the transferor Company for sanction of the scheme of amalgamation of the petitioner company and Enpro Speciality Chemicals Ltd., a Company having its registered office at Mumbai (Maharashtra) with VAM

Organic Chemicals Limited, (Transferee Company) having its registered office at Moradabad (Uttar Pradesh), u/S. 391 read with section 394 of the Companies Act, 1956.

2. The Transferee Company is engaged in the business of manufacture of various kinds of chemicals including Vinyl Acetate, Monomer, etc. The transferor Company is engaged in the manufacture of different forms of feed grade choline, chloride and premixes which is used as poultry feed supplement. The amalgamation will enable pooling of resources of the Transferee Company and the petitioner/Transferor Company and lead to emergence of a larger company with more products added to the Transferee Company's already diversified range. The petition gives details of the advantages that would flow by virtue of the amalgamation of these companies.

3. This being a listed public limited company, the scheme of amalgamation has been approved in the meetings of the shareholders of the petitioner company by requisite majority. The scheme of amalgamation has also been approved by the unsecured creditors in their meeting. The secured creditors have given their consents in writing for dispensing with the meeting and have also given their approval to the scheme of amalgamation.

4. After the petition was admitted, it was duly advertised in the newspapers on 16/2/1999 and has also been published in Government Gazette on 25/2/1999. No one has come forward with any objections to this petition. The Ld. Counsel of the petitioner informs that the scheme of amalgamation has already been approved by the Allahabad High Court on the petition presented on behalf of the Transferee Company. It is also informed that the Mumbai High Court has also approved the scheme of amalgamation on the petition filed by the other Transferor Company.

5. Notices of the petition have been served upon the Central Government and Shri P.B. Majmudar, Senior Standing Counsel and Smt. P.J. Dawawala, Addl. Standing Counsel appear for the Central Government.

6. The learned Standing Counsel informed the Court that the Central Government does not propose to object to the scheme of amalgamation and they have left the matter to the Court. They have also placed on record the letter dated 30/6/1999 received from the office of Registrar of Companies.

7. Notice of the petition of the Transferor Company

has also been served upon the Official Liquidator as required under 2nd proviso to Sec. 394 (1) of the Act and the Official Liquidator has filed his report dated 24/3/1999 stating that the affairs of the Transferor Company have not been conducted in manner prejudicial to its members or to public interest.

8. Having gone through the petition and having heard the learned counsel for the petitioner, I am satisfied that the scheme of amalgamation appears to be in the interest of the Company and its members. Under the circumstances, the scheme of amalgamation is hereby sanctioned.

9. So far as the cost to be paid to the Central Government Standing Counsel is concerned, I quantify the same at Rs.2,500/- each (Rupees two thousand five hundred only) to be paid to Shri P.B. Majmudar and Smt. P.J. Dawawala.

This petition will accordingly stand disposed of.

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PVR.