

Form No. NCLT 1

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
CHENNAI BENCH , CHENNAI**

COMPANY APPLICATION NO. of 2025

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to 232 and other applicable provisions
of the Companies Act, 2013

And

In the matter of Scheme of Amalgamation of Vaighai Agro Products
Limited with Vaighai Chemical Industries Limited and their respective
shareholders

Vaighai Agro Products Limited,
CIN No U15132TN2010PLC074539
having its Registered Office
at "Vaighai House", No. 39 B,
Anna Nagar, Madurai – 625 020

...Applicant/Transferor Company

Vaighai Chemical Industries Limited,
CIN No U24111TN1980PLC008156
having its Registered Office
at "Vaighai House", No. 39 B,
Anna Nagar, Madurai – 625 020

...Applicant/Transferee Company

**JOINT APPLICATION FILED UNDER SECTIONS 230 TO 232
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES
ACT, 2013 READ WITH THE COMPANIES (COMPROMISES,
ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 AND
THE NATIONAL COMPANY LAW TRIBUNAL RULES, 2016**

(i) DETAILS OF APPLICANT COMPANIES

- a) VAIGHAI AGRO PRODUCTS LIMITED (hereinafter referred to as
Transferor Company) incorporated on 09/02/2010 under the Indian

For Vaighai Agro Products Limited

Director

For Vaighai Chemical Industries Ltd.,

(V. NEETHI MOHAN)
Managing Director.



Companies Act, 1956 and continuing to be a Company under the Companies Act 2013. The Registered Office of the Transferor Company is situated at "Vaighai House", No. 39 B, Anna Nagar, Madurai – 625 020 .

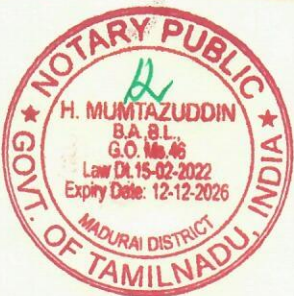
- b) VAIGHAI CHEMICAL INDUSTRIES LIMITED (hereinafter referred to as Transferee Company) was incorporated on March 03, 1980, under the provisions of Companies Act, 1956 (CIN: No. U24111TN1980PLC008156) in the State of Tamil Nadu. The Registered Office of the Transferee Company is situated at 39- B Anna Nagar, Madurai, Tamil Nadu, India, 625020.

The Transferor Company and the Transferee Company shall be jointly referred to as the "**Applicant Companies**".

The address for service on the Applicant Companies is that of their counsels Mr.A.R. Ramanathan & S.Sriraman, Advocates at New No.11, Old No.6, First Main Road, C.I.T.Colony, Mylapore, Chennai – 600 004 ;Mobile 9840232072; Email - arramanathan123@gmail.com.

(ii) **JURISDICTION OF THE BENCH**

The Registered Offices of the Applicant Companies are both situated at "Vaighai House", No. 39 B, Anna Nagar, Madurai – 625 020 in the State of Tamil Nadu. Therefore, the Applicant Companies declare that the subject matter of the present joint application is within the jurisdiction of this Hon'ble Tribunal's Bench.



For Vaighai Agro Products Limited

Director

For Vaighai Chemical Industries Ltd.,

(V. NEETHI MOHAN)
Managing Director.

(iii) **LIMITATION**

The Applicant Companies declare that the application is filed within the period of limitation.

(iv) **FACTS OF THE CASE ARE GIVEN BELOW**

1. The Applicant Companies are filing the present Joint Application seeking for directions to convene, conduct and hold the meetings of their Equity Shareholders, Secured Creditors and seeking for dispensation of the meeting of the Unsecured Creditors for the purpose of approving, with or without modification(s), the Scheme of Arrangement between Vaighai Agro Products Limited and Vaighai Chemical Industries Limited and their respective Shareholders (the "**Scheme of Arrangement**" or "**Scheme**") in terms of the provisions of Section 230 - 232 and other applicable provisions of the Act. A copy of the Scheme of Arrangement is annexed hereto and marked as **Annexure A1**
2. The Main Objects of the Transferor Company are set out in Clause III of its Memorandum of Association. The Transferor Company craves leave of this Hon'ble Bench to refer to the Memorandum of Association of the Transferor Company. A copy of the Memorandum and Articles of Association of the said Transferor Company along with Incorporation certificate is annexed hereto and marked as **Annexure A2**.
3. The Transferor Company is a Public Limited company inter alia engaged in the business of manufacturing and sale of Rice Bran; Edible Oil extraction; De-oiled Bran and Agro Products



For Vaighai Agro Products Limited

Director

For Vaighai Chemical Industries Ltd.,

(V. NEETHI MOHAN)
Managing Director.

The Authorized, Issued, Subscribed and Paid-Up Share Capital of the Transferor Company as on 1st April 2024 (Appointed Date) is as follows:-

Share Capital	Rs.
Authorised Share Capital	
55,00,000 equity shares of Rs. 10/- each	5,50,00,000/-
Issued, Subscribed and Paid up	
31,00,883 equity shares of Rs. 10/- each	3,10,08,830/-

Subsequent to 1st April, 2024, there has been no change in the issued, subscribed and paid up share capital of the Transferor Company.

4. The latest audited annual financial statements of the Transferor Company as at 31st March 2024 show the position of the assets and liabilities of the Transferor Company. Copy of the latest audited annual financial statements of the Transferor Company together with Auditor's Report as at 31st March 2024 is annexed herewith and marked as **Annexure A3**.

5. The Main Objects of the Transferee Company are set out in Clause III of its Memorandum of Association. The Transferee Company craves leave of this Hon'ble Bench to refer to the Memorandum of Association of the Transferee Company. A copy of the Memorandum and Articles of Association of the said Transferee Company along with Incorporation certificate is annexed hereto and marked as **Annexure A4**.



For Vaighai Agro Products Limited

Director

For Vaighai Chemical Industries Ltd.,

(V. NEETHI MOHAN)
Managing Director.

6. The Authorized, Issued, Subscribed and Paid-Up Share Capital of the Transferee Company as on 1st April 2024 (Appointed Date) is as follows:-

Share Capital	Rs.
Authorised Share Capital	
3,25,000 equity shares of Rs. 100/- each	3,25,00,000/-
Issued, Subscribed and Paid up	
1,67,762 equity shares of Rs. 100/- each	1,67,76,200/-

7. Subsequent to 1st April, 2024, there has been no change in the issued, subscribed and paid up share capital of the Transferee Company.
8. The latest audited annual financial statements of the Transferee Company as at 31st March 2024 show the position of the assets and liabilities of the Transferee Company. Copy of the latest audited annual financial statements of the Transferee Company together with Auditor's Report as at 31st March 2024 is annexed herewith and marked as **Annexure A5**.
9. The Applicant Companies further submits that the Auditor's Report as provided for with the annual report provides that the financial position of the Applicant Companies are true and fair.
10. The Board of Directors of the Applicant Companies have, at their respective meetings held on 30.12.2024 approved and adopted a Scheme of Amalgamation providing for Amalgamation with Appointed Date as 1st April 2024. A copy of the aforesaid Board Resolutions passed by the Board of Directors of the Transferor and Transferee Company are annexed herewith and marked as **Annexure A6a & A6b** respectively.



For Vaighai Agro Products Limited

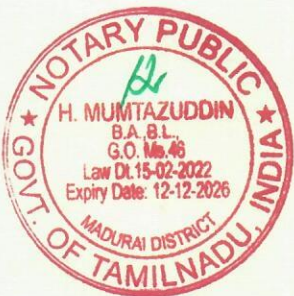
Director

For Vaighai Chemical Industries Ltd.,

(V. NEETHI MOHAN)
Managing Director

11. RATIONALE FOR THE AMALGAMATION

- (i) Both the companies are under the same management. By and large, both the companies have common shareholders, and the proposed amalgamation will enable both the companies to complement each other in the various areas of expertise connected with the conduct of business at large in a more meaningful manner, through effective market positioning including areas of costs efficiency issues.
- (ii) The combine entity by virtue of having a strong financial and managerial resource base and being capable of investing in expansion of business with a view to optimally utilise the capacity created over a period with a view to be an integrated position to achieve the objectives of the amalgamation.
- (iii) The proposed amalgamation will bring-in economy in the scale of operation in order to fully explore the brand loyalty created over a period of time by both the entities with a view to optimise the overall profitability of the operations.
- (iv) The Transferor Company is interalia engaged in the business of manufacturing and sale of Rice Bran Oil; Edible Oil extraction; De-oiled Bran and Agro Products and Transferee Company is interalia engaged in the business of manufacturing and sale of chemicals including Potassium chlorate. Both companies in view of common management and pooling of infrastructure would be able to explore new avenues of interest in the said businesses
- (v) It would only be advantageous and in the interest of both the companies that the amalgamated business would create a strong marketing base and pave ways for future expansion and growth in the areas of said business
- (vi) By proposed amalgamation, better and efficient infrastructure, amenities and facilities could be provided to the ever-changing needs of chemical and oil industries. The options to grow and expand are more for both the businesses under one umbrella entity.



For Vaighai Agro Products Limited

Director

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(V. NEETHI MOHAN)
Managing Director

- (vii) The assets including business goodwill owned hitherto by the Transferor Company by virtue of this amalgamation would vest with the Transferee Company, thereby inuring to the benefits of Transferee Company with no adverse effect at all in the overall financial condition of the Transferee Company.
- (viii) The scheme thus will not be prejudicial to the interest of the creditors of both the companies, since, no compromise is entered into between them and all the existing liabilities of the Transferor Company would stand vested in the Transferee Company without any financial or otherwise compromise.
- (ix) The proposed amalgamation would lead to better operational planning and financial management including reduction in the expenditure in running the entity, thereby, making hope for maximising the synergies associated with the amalgamation.
12. The consideration for the amalgamation as provided in the scheme is that for every 9 equity shares of face value of Rs.10/- each held in the said Transferor Company, i.e every equity shareholder in the Transferor Company shall be entitled to 1 equity share of face value of Rs.100/- each of Transferee Company. The shares of both the Companies have been valued by a Registered Valuer namely Mrs. C. Meenatshi - Registered Valuer - IBBI/RV/06/2020/12776, who has given a valuation report on the share exchange ratio (SWAP RATIO) dated 04.12.2024 and the same is marked and annexed hereto as **Annexure A7**. Fairness opinion dated 08.02.2025 issued by S.Deheleesan, Chartered Accountant & Registered Valuer (SFA) is marked and annexed as **Annexure A8**.
13. The Transferor Company and the Transferee Company are promoted by the same group of shareholders. The Transferor does not have any other class of shares other than Equity Shares. Both



For Vaighai Agro Products Limited

Director

For Vaighai Chemical Industries Ltd.,

(V. NEETHI MOHAN)
Managing Director.

Applicant Companies are unlisted Public Limited Companies. The Transferor as on 31.12.2024 has 144 equity shareholders holding 31,00,883 equity shares of Rs 10/- each and they basically comprise of three families presently headed by Mr V Neethi Mohan, Mr. P. Dhanasekaran and Mr. K .Pounraj and their family members, relatives and friends and there is no change in the said number of shareholders as on date. The details of the same as certified by the Chartered Accountant is annexed hereto as **Annexure A9**. The Transferor Company seeks direction from this Hon'ble Tribunal for the convening, conduction and holding of the meeting of its equity shareholders electronically/video conferencing ("VC")/ Other Audio Visual Means (OAVM)/Physically and for sending notice thereof electronically to all such Equity Shareholders whose email addresses are available with the Transferor Company and through speed post / RPAD /courier / hand delivery in case of such Equity Shareholders whose email addresses are not available with the Transferor Company.


14. The Transferee Company does not have any other class of shares other than Equity Shares. The Transferee as on 31.12.2024 has 111 equity shareholders holding 1,67,762 equity shares of Rs 100/- each and they basically comprise of three families presently headed by Mr V Neethi Mohan, Mr. P. Dhanasekaran and Mr. K .Pounraj and their family members, relatives and friends and there is no change in the said number of shareholders as on date. The details of the same as certified by the Chartered Accountant is annexed hereto as **Annexure A10**. The Transferee Company seeks direction from this Hon'ble Tribunal for the convening, conduction and holding of the



For Vaighai Agro Products Limited


Director

For Vaighai Chemical Industries Ltd.,


(V. NEETHI MOHAN)
Managing Director.

meeting of its equity shareholders electronically/video conferencing ("VC")/ Other Audio Visual Means (OAVM)/Physically and for sending notice thereof electronically to all such Equity Shareholders whose email addresses are available with the Transferee Company and through speed post / RPAD /courier / hand delivery in case of such Equity Shareholders whose email addresses are not available with the Transferee Company.

15. The Applicant Companies shall also be directed to take paper publication for notice in the local language newspaper Dinamalar and in the English daily, Times of India and the quorum to conduct the meeting shall be fixed at 5 members as per Section 103 (1)(a)(i) which is extracted below for ease of reference:

"

Section 103(1)(a)

- (i) *Five members personally present if the number of members as on the date of meeting is not more than one thousand.*

"

16. The Transferor Company as on 31.12.2024 has **2** secured creditors having an outstanding value of Rs.79,52,38,214/- (Rupees Seventy Nine Crores Fifty Two Lakhs Thirty Eight Thousand Two Hundred and Fourteen Only). The basis of classifying the said creditors as 'secured' is because the Transferor Company has provided as security various assets owned by the Transferor Company. The certificate provided by a Chartered Accountant reflecting the number and value of the Secured Creditors of the Transferor Company as on 31st December 2024 is marked and annexed as **Annexure A11**. The

For Vaighai Agro Products Limited

Director

For Vaighai Chemical Industries Ltd.,

(V. NEETHI MOHAN)
Managing Director.



consent affidavits of the Secured Creditors has been obtained for the sanctioning of the Scheme and the same is annexed hereto as **Annexure A12**. The Transferor Company seeks directions from this Hon'ble Tribunal for dispensation from conducting, convening and holding of the meeting of the Secured Creditors of the Transferor Company in view of the consent affidavits obtained.

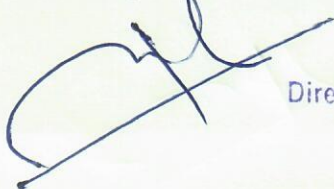
17. The Transferee Company as on 31.12.2024 has **3** secured creditors namely (i)HDFC Bank; (ii)State Bank of India; and (iii) IDBI Bank having a total outstanding value of Rs.13,89,48,419/- (Rupees Thirteen Crores Eighty-Nine Lakhs Forty-Eight Thousand and Four Hundred and Nineteen Rupees Only) as follows:

S.NO	BANK NAME	AMOUNT
1.	HDFC Bank Limited, Retail Loan Service Centre	Rs.80,26,958/-
2.	State Bank of India, Commercial Branch	Rs.7,11,24,636/-
3.	IDBI Bank Limited, Specialized Corporate Branch	Rs.5,97,96,825/-
TOTAL		Rs.13,89,48,418/-


18. The basis of classifying the said creditors as 'secured" is because the Transferee Company has provided as security various assets owned by the Transferee Company. The certificate provided by a Chartered Accountant reflecting the number and value of the Secured Creditors of the Transferee Company as on 31st December 2024 is marked and annexed as **Annexure A13**. Out of the above 3 banks, the main



For Vaighai Agro Products Limited


Director

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lenders of the transferee company are the 2 banks namely, (i) State Bank of India & (ii) IDBI Bank and the amounts due to them is Rs.13,09,21,461/- which represents about 94.22% of the total value of Secured Creditors of Rs.13,89,48,418/- of the Applicant as on 2024 and they have given consent affidavits for the sanctioning of the Scheme and the same is annexed hereto as **Annexure A14**. In view of the Secured Creditors representing 94.22% of total value have given consent the Transferee Company has complied with Section 230 (9) of the Companies Act, 2013 which only mandates 90%. Hence, it is submitted that there is more than substantial compliance of the said provision and the consent affidavit of the remaining 1 Secured Creditor namely HDFC Bank holding 5.77% may not be necessary. The Transferee Company seeks directions from this Hon'ble Tribunal for dispensation from conducting, convening and holding of the meeting of the Secured Creditors of the Transferee Company in view of the consent affidavits obtained.

19. The Transferor Company as on 31.12.2024 has **95** unsecured creditors having an outstanding value of Rs.20,08,16,303 (Rupees Twenty Crores Eight Lakhs Sixteen Thousand Three Hundred and Three Only) The basis of classifying the said creditors as "unsecured" is because no security or charge or lien over any of the assets of the Transferor Company exists with the said unsecured creditors. The said unsecured creditors are in the nature of trade payables and other current liabilities which are involved in the day-to-day affairs of the Transferor Company. The said unsecured creditors also comprises of statutory liabilities which shall be paid and honored by the Transferor Company in accordance with the relevant act, rules



For Vaighai Agro Products Limited

Director

For Vaighai Chemical Industries Ltd.,

(V. NEETHI MOHAN)
Managing Director.

and regulations as may be applicable to the said statutory liability and any provision in respect of which obligation for payment has not been crystalized yet. The list of Unsecured Creditors of the Transferor Company as on 31st December 2024 as certified by Independent Chartered Accountant is marked and annexed **Annexure A15**. The Transferor Company seeks directions from this Hon'ble Tribunal for the conducting, convening and holding of the meeting of their Unsecured Creditors electronically/video conferencing ("VC")/ Other Audio Visual Means (OAVM)/Physically, for which the Transferor Company shall send notices to Unsecured Creditors whose value is Rs.18,11,70,479/- (which constitutes 90.22% of the total value of unsecured creditors as of 31.12.2024). Such notices shall also be sent electronically to such Unsecured Creditors whose email addresses are available with the Transferor Company and through speed post /RPAD /courier /hand-delivery in case of such Unsecured Creditors whose email addresses are not available with the Transferor Company.

20. The Transferee Company as on 31.12.2024 has **36** unsecured creditors having an outstanding value of Rs.4,22,40,828/- (Rupees Four Crores Twenty-Two Lakhs Forty Thousand Eight Hundred and Twenty Eight Only) The basis of classifying the said creditors as "unsecured" is because no security or charge or lien over any of the assets of the Transferee Company exists with the said unsecured creditors. The said unsecured creditors are in the nature of trade payables and other current liabilities which are involved in the day-to-day affairs of the Transferee Company. The said unsecured creditors also comprises of statutory liabilities which shall be paid and honored



For Vaighai Agro Products Limited

Director

For Vaighai Chemical Industries Ltd.,

(V. NEETHI MOHAN)
Managing Director.

by the Transferee Company in accordance with the relevant act, rules and regulations as may be applicable to the said statutory liability and any provision in respect of which obligation for payment has not been crystalized yet. The list of Unsecured Creditors of the Transferee Company as on 31st December 2024 as certified by Independent Chartered Accountant is marked and annexed **Annexure A16**. The Transferee Company seeks directions from this Hon'ble Tribunal for the conducting, convening and holding of the meeting of their Unsecured Creditors electronically/video conferencing ("VC")/ Other Audio Visual Means (OAVM)/Physically, for which the Transferee Company shall send notices to Unsecured Creditors whose value is Rs.3,86,49,139/- (which constitutes 91.50% of the total value of unsecured creditors as of 31.12.2024). Such notices shall also be sent electronically to such Unsecured Creditors whose email addresses are available with the Transferee Company and through speed post /RPAD /courier /hand-delivery in case of such Unsecured Creditors whose email addresses are not available with the Transferee Company.

21.The Applicant Companies shall also be directed to take paper publication for notice in the local language newspaper, Dinamalar and in the English daily, Times of India and the quorum to conduct the meeting shall be fixed at 5 members as per Section 103 (1)(a)(i) which is extracted below for ease of reference:

“

Section 103(1)(a)

For Vaighai Agro Products Limited

Director

For Vaighai Chemical Industries Ltd.,

(V. NEETHI MOHAN)
Managing Director.



- (ii) *Five members personally present if the number of members as on the date of meeting is not more than one thousand.*

“

The venue for convening the meetings of the shareholders and unsecured creditors shall be fixed at the Registered Office of the Applicant Companies located at “Vaighai House”, No. 39 B, Anna Nagar, Madurai – 625 020 .

22.. The assets of the Applicant Companies are more than sufficient to meet the liabilities of all the companies and the said Scheme will not adversely affect the rights of any of the creditors of the Applicant Companies in any manner whatsoever and the Scheme also does not provide for any compromise or whatsoever with any of the creditors of Transferor and Transferee Companies.

23.The certificate has been issued by the Statutory Auditor of the Applicant Companies stating that the accounting treatment as provided for in the Scheme of Amalgamation is in accordance with the accounting principles laid down under the Companies Act, 2013. The certificate issued by the Statutory Auditor of the Transferor and Transferee Company is marked and annexed as **Annexure A17a & A17b** respectively.




24.The Applicant Companies have no insolvency proceedings, or any investigation proceedings initiated or pending against the Applicant Companies under the provisions of the Insolvency and Bankruptcy Code, Companies Act, 1956 or the Companies Act, 2013. No

For Vaighai Agro Products Limited


Director

For Vaighai Chemical Industries Ltd.,


(V. NEETHI MOHAN)
Managing Director

proceedings against the Applicant Companies for oppression or mismanagement have been filed before this Hon'ble Tribunal or erstwhile Company Law Board.

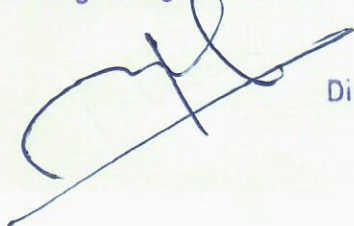
25. The interests of the creditors are not affected by virtue of the Scheme of Amalgamation. The creditors of the Applicant Companies would in no way be prejudiced by the Scheme of Amalgamation. There is no compromise with any of the creditors of the Applicant Companies. There is also no diminution of any liability to any creditor of the Applicant Companies. No one will be prejudiced if the proposed Scheme of Amalgamation is sanctioned and the sanction of the said Scheme will benefit and is in the interests of the shareholders of the Transferor and Transferee Company and the general public. It would, therefore, be just and equitable that the Scheme be sanctioned as the same is bound to benefit both the companies and their respective shareholders.

26. The proposed Scheme is sought to be made under the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules there under and the same if sanctioned by this Hon'ble Tribunal will take effect from "Appointed Date" mentioned in the Scheme viz 1st April 2024.

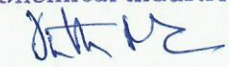


27. It is submitted that the proposed amalgamation does not fall under the definition of "Combination" as defined under Section 5 and 6 of Competition Act 2002 and as such does not cause any appreciable adverse effect on competition. Hence the proposed amalgamation

For Vaighai Agro Products Limited


Director

For Vaighai Chemical Industries Ltd.,


(V. NEETHI MOHAN)
Managing Director.

does not attract any regulation or clearance or approval from Competition Commission of India.

28. The Transferor Company PAN number is AADCV1880F and is assessed to Income Tax under Assistant Commissioner, Corporate Circle -II, Madurai - 625002. The Applicant GST number is 33AADCV1880F1ZH & 33AADCV1880F2ZG and is assessed to Commissionerate – Madurai, Division – Madurai II, Northeast Range for GST.

29. The Transferee Company PAN number is AAACV4725A and is assessed to Income Tax under Assistant Commissioner, Corporate Circle -II, Madurai - 625002. The Applicant GST number is 34AAACV4725A1ZU & 33AAACV4725A1ZW and is assessed to Karaikal Division & Commissionerate – Madurai, Division – Madurai II, Northeast Range for GST.

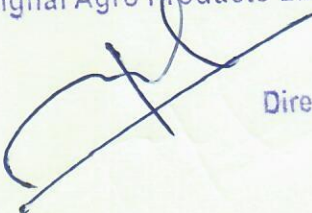
(v) **RELIEFS SOUGHT / MAIN PRAYERS**

In view of the facts mentioned above, the Transferor Company and Transferee Company seeks reliefs/makes prayers as follows:


- (a) It is prayed that necessary directions may be given for convening, conducting and holding of the meetings of the equity shareholders of the Transferor Company.
- (b) It is prayed that this Hon'ble Tribunal may be pleased to dispense with meeting of the secured creditors of the Transferor Company in view of the consent Affidavit obtained.



For Vaighai Agro Products Limited

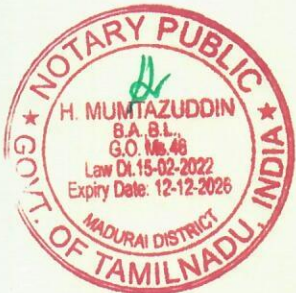

Director

For Vaighai Chemical Industries Ltd.,


(V. NEETHI MOHAN)
Managing Director

- (c) It is prayed that necessary directions may be given for convening, conducting and holding of the meetings of the unsecured creditors of the Transferor Company.
- (d) It is prayed that necessary directions may be given for convening, conducting and holding of the meetings of the equity shareholders of the Transferee Company.
- (e) It is prayed that this Hon'ble Tribunal may be pleased to dispense with meeting of the secured creditors of the Transferee Company in view of the consent Affidavit obtained
- (f) It is prayed that necessary directions may be given for convening, conducting and holding of the meetings of the unsecured creditors of the Transferee Company.
- (g) It is prayed that notices to the statutory authorities may be ordered by this Hon'ble Tribunal as per provisions of Section 230(5) of the Act.
- (h) It is prayed that this Hon'ble Tribunal may fix a date for presentation of the Company Petition and pass such other order or orders as this Hon'ble Tribunal may deem fit and proper in the circumstances of the case and render justice.

(vi) **PARTICULARS OF THE BANK DRAFT EVIDENCING
PAYMENT OF FEE FOR THE APPLICATION MADE:**



Paid through Bharath Khosh Payment Portal

Mode of Online Payment	:
Transaction Reference No.	:
Date	:
Amount Rs.	: 5,000

For Vaighai Agro Products Limited


Director

For Vaighai Chemical Industries Ltd.,


(V. NEETHI MOHAN)
Managing Director.

(vii) **LIST OF ENCLOSURES:**

S. No.	Particulars
1.	The Scheme of Amalgamation is annexed and attached hereto as Annexure A1
2.	An updated printed copy of the Certificate of Incorporation, Memorandum and Articles of Association of the said Transferor Company is annexed hereto and marked as Annexure A2
3.	Copy of the latest audited annual financial statements of the Transferor Company as on 31st March 2024 is annexed herewith and marked as Annexure A3 .
4.	An updated printed copy of the Certificate of Incorporation, Memorandum and Articles of Association of the said Transferee Company is annexed hereto and marked as Annexure A4
5.	Copy of the latest audited annual financial statements of the Transferee Company as on 31st March 2024 is annexed herewith and marked as Annexure A5 .
6.	A copy of Board Resolution held on 30.12.2024 passed by the Board of Directors of the Transferor Company is annexed and marked as Annexure A6a .
7.	A copy of Board Resolution held on 30.12.2024 passed by the Board of Directors of the Transferee Company is annexed and marked as Annexure A6b .
8.	Mrs.C.Meenatshi- Registered Valuer- IBBI/RV/06/2020/12776, who has given a valuation report on the share exchange ratio (SWAP RATIO) dated 04.12.2024, and same is marked and annexed hereto as Annexure A7 .
9.	Fairness opinion dated 08.02.2025 issued by S.Deheleesan, Chartered Accountant & Registered Valuer (SFA) is marked and annexed as Annexure A8 .
10.	The Chartered Accountant's Certificate confirming the list of Shareholders of Transferor Company is marked and annexed as Annexure A9 .
11.	The Chartered Accountant's Certificate confirming the list of Shareholders of Transferee Company is marked and annexed as Annexure A10 .



For Vaighai Agro Products Limited

[Signature]
Director

For Vaighai Chemical Industries Ltd.,

[Signature]
(V. NEETHI MOHAN)
Managing Director.

12.	The Chartered Accountant's Certificate indicating the number and value of the Secured Creditors of Transferor Company as on 31 st Dec 2024 is marked and annexed as Annexure A11.
13.	The consent affidavits furnished by the Secured Creditor of the Transferor Company for the sanctioning of the scheme are annexed hereto as Annexure A12.
14.	The Chartered Accountant's Certificate indicating the number and value of the Secured Creditors of Transferee Company as on 31 st Dec 2024 is marked and annexed as Annexure A13.
15.	The consent affidavits furnished by the Secured Creditor of the Transferee for the sanctioning of the scheme are annexed hereto as Annexure A14.
16.	The Chartered Accountant's Certificate indicating the number and value of the Unsecured Creditors of Transferor Company as on 31 st Dec 2024 is marked and annexed as Annexure A15.
17.	The Chartered Accountant's Certificate indicating the number and value of the Unsecured Creditors of Transferee Company as on 31 st Dec 2024 is marked and annexed as Annexure A16.
18.	Certificate issued by Statutory Auditor of the Transferee Company in compliance of accounting principles is marked and annexed as Annexure A17a.
19.	Certificate issued by Statutory Auditor of the Transferee Company in compliance of accounting principles is marked and annexed as Annexure A17b.
20.	Affidavit Verifying the Application
21.	Vakalatnama
22.	E-filing Receipt

For Vaighai Agro Products Limited

For Vaighai Chemical Industries Ltd.,

Director

(V. NEETHI MOHAN)
Managing DirectorDate: 28.03.2025
Place: MaduraiSolemnly affirmed & signed before
me at Madurai on 28.03.2025H. MUMTAZUDDIN, B.A., B.L.,
ADVOCATE & NOTARY PUBLIC
1 C, West Veli Street
MADURAI-625 001, Tamilnadu, India.