

Before the National Company Law Tribunal, Division Bench-II, Chennai

**In the matter of the Companies Act, 2013
And
In the matter of Scheme of Amalgamation
Between
M/s.VAIGHAI AGRO PRODUCTS LIMITED
And
M/s. VAIGHAI CHEMICAL INDUSTRIES LIMITED
And
Their Respective Shareholders and Creditors**

Order under Section 230-232

The above petitioner Companies filed the Company Application before this Tribunal which was numbered as CA(CAA)/44/CHE/2025. Based on the orders passed in the said application, the petitioners filed a joint Company Petition before this Tribunal which was numbered as CP(CAA)/61/CHE/2025. All the statutory requirements under law have been duly fulfilled. The Company has complied with all the directions given by this Tribunal. The Petitions came up for hearing before this Bench on 29.07.2026 for the purpose of considering and approving, without modification the Scheme of Amalgamation between 1st Petitioner/Transferor Company viz., M/s. Vaighai Agro Products Limited With 2nd Petitioner/Transferee Company viz., M/s. Vaighai Chemical Industries Limited

Upon perusal and upon hearing Mr. S. Sriraman, Advocate for the Petitioner Companies on 29.07.2026

THIS TRIBUNAL DO ORDER:-

- (i) That all properties, rights and interests of the Transferor Company shall, pursuant to Section 232(3) of the Companies Act, 2013 without further act or deed be transferred to and vest in or be deemed to have been transferred and vested in the Transferee Company in terms of the Scheme.
- (ii) That all the liabilities, powers, engagements, obligations and duties of the Transferor Company shall pursuant to Section 232(3) of the Companies Act, 2013 without further act or deed be transferred to and vest in or be deemed to have been transferred and vested in the Transferee Company in terms of the Scheme.
- (iii) That the 'Appointed Date' for the Scheme shall be 01.04.2024 for the Amalgamation as mentioned in Clause 1.2, Part I of the Scheme.
- (iv) That the 'Effective Date' shall be defined as per the Clause 1.4, Part I of the scheme.
- (v) That the 'Record Date' is not defined in the scheme.
- (vi) That all proceedings now pending by or against the Transferor Company shall be continued by the Transferee Company.
- (vii) That all the employees/workmen of the Transferor Company in service on the date immediately preceding the date on which the Scheme finally takes effect shall become the employees of the Transferee Company without any break or interruption in their service with all the benefits.
- (viii) That the Transferee Company shall file the revised Memorandum and Articles of Association with the Registrar of Companies, concerned and further make the requisite payments of the differential fee (if any) for the enhancement of authorized capital of the Transferee Company after setting off the fees paid by the Transferor Company.
- (ix) The Official Liquidator has also sought to fix the remuneration payable to the Auditor who has

investigated into the affairs of Transferor Company. In this regard, this Tribunal directs the Transferor Company to pay a sum of Rs. 30,000/- + GST (Rupees Thirty Thousand Plus GST if applicable) to the Official Liquidator within thirty days of the date of receipt of this order for the payment of fees payable towards the Auditor who has investigated into the affairs of the Transferor Company.

(x) That the Transferor Company, shall within thirty days of the date of receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the Registrar of Companies shall place all documents relating to the Transferor Company registered with him on the file kept by him in relation to Transferee Company shall be consolidated accordingly.

(xi) That any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary.

SCHEDULE

The Scheme of Amalgamation as sanctioned by the Tribunal contains the details of the properties, stocks, shares, debentures and other charges in action of the transferor company.

Dated this 25th day of August, 2026, National Company Law Tribunal, Bench - II, Chennai.


Joint Registrar