

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL HYDERABAD BENCH AT
HYDERABAD

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SECTIONS 230 AND 232 OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF NICHINO CHEMICAL INDIA PRIVATE LIMITED

AND

IN THE MATTER OF NICHINO INDIA PRIVATE LIMITED

AND

IN THE MATTER OF SCHEME OF AMALGAMATION OF NICHINO CHEMICAL
INDIA PRIVATE LIMITED

WITH

NICHINO INDIA PRIVATE LIMITED

AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

COMPANY APPLICATION NO. _____ OF 2020

Nichino Chemical India Private Limited

Registered office: A-24/25, APIE, Balanagar,

Hyderabad - 500 037,

Telangana, India

... Applicant Company No. 1 / Transferor Company

Nichino India Private Limited

Registered office: A-24/25, APIE, Balanagar,

Hyderabad - 500 037,

Telangana, India

... Applicant Company No. 2 / Transferee Company

AND

1. The Registrar of Companies, Telangana

2nd Floor, Corporate Bhawan,

GSI Post, Tattiannaram Nagole, Bandlaguda

Hyderabad - 500 068, Telangana


2. The Official Liquidator,

1st Floor, Corporate Bhawan,

GSI Post, Tattiannaram Nagole, Bandlaguda


Hyderabad - 500 068, Telangana

For Nichino Chemical India Private Limited
(Formerly known as Nectar Crop Sciences Pvt. Ltd.)


Mahendra Uday Bhalerao
Executive Director



For Nichino India Private Limited
(Formerly known as Hyderabad Chemical Pvt. Ltd.)


Sivarama Gopal Kondagunturi
Whole Time Director and CFO



3. Regional Director, South East Region
3rd Floor, Corporate Bhawan,
GSI Post, Tattiannaram Nagole, Bandlaguda
Hyderabad - 500 068, Telangana


4. Office of the Income Tax Officer,
Ward 16(2), IT tower, AC Guards, Masab Tank, Hyderabad - 500 004.

5. Office of the Assistant Commissioner of Income Tax
Circle 16(1), IT tower, AC Guards, Masab Tank, Hyderabad - 500 004.


... Respondents

I. Details of Applicant Companies

1. Transferee Company was incorporated as Vibrant Greentech Limited on 05th December 2013 bearing CIN U24100AP2013PLC091502 with the Registrar of Companies, Andhra Pradesh under the provisions of the Companies Act, 1956. The registered office of Transferee Company, is situated at A-24/25, APIE, Balanagar, Hyderabad - 500 037, Telangana, India. Subsequently, the company has changed its name from Vibrant Greentech Limited to Hyderabad Chemical Limited vide certificate of incorporation dated 18th November, 2014. On 25th March, 2015, the company was converted to a private limited company resulting in the name being changed to Hyderabad Chemical Private Limited. Thereafter, the company changed its name from Hyderabad Chemical Private Limited to Nichino India Private Limited vide certificate of incorporation dated 16th December, 2017 bearing CIN U24100TG2013PTC091502. Transferee Company is engaged in the business of agro chemicals and manufactures pesticides formulations.
2. Transferor Company was incorporated as Nectar Crop Sciences Limited on 05th December 2013 bearing CIN U24100AP2013PLC091503 with the Registrar of Companies, Andhra Pradesh under the provisions of the Companies Act, 1956. The registered office of Transferor Company, is situated at A-24/25, APIE, Balanagar, Hyderabad - 500 037, Telangana, India. Subsequently, the company has converted from a public company to a private limited company on 25th March 2015

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resulting in the name being changed to Nectar Crop Sciences Private Limited. The company changed its name from Nectar Crop Sciences Private Limited to Nichino Chemical India Private Limited vide certificate of incorporation dated 16th December, 2017 bearing CIN: U24100TG2013PTC091503. Transferor Company is engaged in the business of agro chemicals, manufacturing a wide range of technical grade pesticides and bulk formations. The Transferor Company is a wholly owned subsidiary of the Transferee Company.

II. Jurisdiction of the Bench:

Since the registered offices of the Transferor Company and Transferee Company are situated in Hyderabad as stated in the cause title, it is within the jurisdiction of Hon'ble National Company Law Tribunal at Hyderabad.

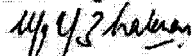
III. Limitation:

The Board of Directors of the, Transferor Company and the Transferee Company have approved and adopted the Scheme of Amalgamation of Nichino Chemical India Private Limited with Nichino India Private Limited pursuant their meeting held on 23rd January 2020. Hence this application is within the period of limitation.

IV. Facts of the case are given below:


1. Transferee Company was incorporated as Vibrant Greentech Limited on 05th December 2013 bearing CIN U24100AP2013PLC091502 with the Registrar of Companies, Andhra Pradesh under the provisions of the Companies Act, 1956. The registered office of Transferee Company, is situated at A-24/25, APIE, Balanagar, Hyderabad - 500 037, Telangana, India. Subsequently, the company has changed its name from Vibrant Greentech Limited to Hyderabad Chemical Limited vide certificate of incorporation dated 18th November, 2014. On 25th March, 2015, the company was converted to a private limited company resulting in the name being changed to Hyderabad Chemical Private Limited. Thereafter, the company changed its name from Hyderabad Chemical Private Limited to Nichino India Private Limited vide certificate of incorporation dated 16th December, 2017 bearing CIN U24100TG2013PTC091502. Transferee Company is engaged in the business of agro chemicals and manufactures

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pesticides formulations. Copy of certificate of incorporation, copy of the Memorandum and Articles of Association of the Transferee Company is annexed hereto and marked as ANNEXURE - A Series.

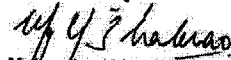
2. The Transferee Company and is presently having its registered office at A-24/25, APIE, Balanagar, Hyderabad - 500 037, Telangana, India.
3. The Object Clause No. B.5 of Memorandum of Association of the Applicant Company No. 2/ Transferee Company enable it to amalgamate with other company.
4. The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on March 31, 2019 and as per the provisional balance sheet as on 31 December, 2019 is as follows:

Authorized capital	Amount as on 31 March 2019 (Rs in lakhs)	Amount as on 31 December 2019 (Rs in lakhs)
1,000,000 equity shares of Rs 10 each	100.00	100.00
Issued, subscribed and paid-up capital	Amount as on 31 March 2019 (Rs in lakhs)	Amount as on 31 December 2019 (Rs in lakhs)
327,900 equity shares of Rs 10 each fully paid-up	32.79	32.79

There is no change in the equity share capital of the Transferee Company as on the date of filing of this Application with this Hon'ble NCLT.

5. The main objects of the Transferee Company as set out in its Memorandum of Association are, inter alia, as follows:

For Nichino Chemical India Private Limited
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- a) "To carry on the business of manufacturers, producers and dealers in pesticides, insecticides, rodenticides, fungicides, weedicides, nutrients, dips, sprays, vermifuges, medicines and remedies for all kinds of Agricultural, fruitgrowing or other purposes or as remedies for Agricultural Crops and produce.
- b) To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all classes and kinds of chemicals including without limiting the generality of the foregoing, laboratory and scientific chemicals, chemical of any nature used or capable being used in the pharmaceutical industry, agricultural chemicals, industrial chemicals, or in mixtures, derivatives and compounds thereof.

6. As per the audited balance sheet made up to March 31, 2019 and the provisional balance sheet as on December 31, 2019, summarized position of the assets and liabilities of the Transferee Company was as follows:

(Amount in Rupees lakhs)

Liabilities	Amount as on 31 March 2019	Amount as on 31 December 2019	Asset	Amount as on 31 March 2019	Amount as on 31 December 2019
Equity share capital - Paid Up	32.79	32.79	Fixed Assets	1,604.24	1,551.13
Reserves and surplus	9,459.53	10,124.94	Non-current investments	86.87	86.87
Non-current liabilities	54.60	64.50	Deferred tax assets	66.86	76.65
Current liabilities	13,103.38	21,376.54	Long term loans & advances	1,239.56	1,241.09
			Other non-current assets	1,075.51	1,075.51
			Current Assets	18,577.26	27,567.52
Total	22,650.30	31,598.77	Total	22,650.30	31,598.77

A copy of the said balance sheet is produced herewith and marked as ANNEXURE - B. The Provisional balance sheet as on December 31, 2019 is produced herewith and marked as ANNEXURE - C.

7. Transferor Company was incorporated as Nectar Crop Sciences Limited on 05th December 2013 bearing CIN U24100AP2013PLC091503 with the Registrar of Companies, Andhra Pradesh under the provisions of the Companies Act, 1956. The registered office of Transferor Company, is situated at A-24/25, APIE, Balanagar,

For Nichino Chemical India Private Limited
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Executive Director



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Sivarama Gopal Kondagunturi
Whole Time Director and CFO



Hyderabad - 500 037, Telangana, India. Subsequently, the company has converted from a public company to a private limited company on 25th March 2015 resulting in the name being changed to Nectar Crop Sciences Private Limited. The company changed its name from Nectar Crop Sciences Private Limited to Nichino Chemical India Private Limited vide certificate of incorporation dated 16th December, 2017 bearing CIN: U24100TG2013PTC091503. Transferor Company is engaged in the business of agro chemicals, manufacturing a wide range of technical grade pesticides and bulk formations. The Transferor Company is a wholly owned subsidiary of the Transferee Company. Certificate of incorporation, copy of the Memorandum and Articles of Association of the Transferor Company is annexed hereto and marked as ANNEXURE - D Series.

8. The Transferor Company and is presently having its registered office at A-24/25, APIE, Balanagar, Hyderabad - 500 037, Telangana, India.
9. The Object Clause No. B.5 of Memorandum of Association of the Applicant Company No. 1/ Transferor Company enable it to amalgamate with the other company.
10. The authorized, issued, subscribed and paid-up share capital of the Transferor Company as on March 31, 2019 and as per the provisional balance sheet as on 31 December, 2019 is as follows:

Authorized capital	Amount as on 31 March 2019 (Rs in lakhs)	Amount as on 31 December 2019 (Rs in lakhs)
1,500,000 equity shares of Rs 10 each	150.00	150.00
Issued, subscribed and paid-up capital	Amount as on 31 March 2019 (Rs in lakhs)	Amount as on 31 December 2019 (Rs in lakhs)
1,050,000 equity shares of Rs 10 each fully paid-up	105.00	105.00


There is no change in the equity share capital of the Transferor Company as on the date of filing of this Application with this Hon'ble NCLT.

For Nichino Chemical India Private Limited
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Mahendra Uday Bhalerao
Executive Director



For Nichino India Private Limited
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Sivarama Gopal Kondagunturi
Whole Time Director and CFO



11. The main objects of the Transferor Company as set out in its Memorandum of Association are, inter alia, as follows:
- "To carry on the business of manufacturers, producers and dealers in pesticides, insecticides, rodenticides, fungicides, weedicides, nutrients, dips, sprays, vermifuges, medicines and remedies for all kinds of Agricultural, fruitgrowing or other purposes or as remedies for Agricultural Crops and produce.*
 - To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all classes and kinds of chemicals including without limiting the generality of the foregoing, laboratory and scientific chemicals, chemical of any nature used or capable being used in the pharmaceutical industry, agricultural chemicals, industrial chemicals, or in mixtures, derivatives and compounds thereof."*
12. As per the audited balance sheet made up to March 31, 2019 and the provisional balance sheet as on December 31, 2019, summarized position of the assets and liabilities of the Transferor Company was as follows:

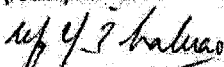
(Amount in Rupees lakhs)

Liabilities	Amount as on 31 March 2019	Amount as on 31 December 2019	Asset	Amount as on 31 March 2019	Amount as on 31 December 2019
Equity share capital - Paid Up	105.00	105.00	Fixed Assets	6,682.15	6,431.19
Reserves and surplus	6,194.02	5,906.15	Non-current investments	0.69	0.69
Non-current liabilities	1,858.60	1,674.17	Long term loans & advances	165.51	165.01
Current liabilities	9,816.09	8,072.28	Current assets	11,125.36	9,160.71
Total	17,973.71	15,757.60	Total	17,973.71	15,757.60

A copy of the said audited balance sheet is produced herewith and marked as ANNEXURE - E. The Provisional balance sheet as on December 31, 2019 is produced herewith and marked as ANNEXURE - F.

13. The Board of Directors of the Transferee Company and Transferor Company have approved and adopted the Scheme of Amalgamation of Nichino Chemical India Private Limited with Nichino India Private Limited at its meeting held on 23rd January 2020. The extract of the Board Resolution of Transferee Company and Transferor

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Mahendra Uday Bhalerao
Executive Director



For Nichino India Private Limited
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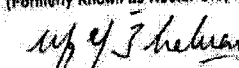

Sivarama Gopal Kondagunturi
Whole Time Director and CFO



Company are produced herewith as ANNEXURE - G and ANNEXURE - H respectively. The Scheme of Amalgamation is produced herewith as ANNEXURE - I.

14. It is respectfully submitted that no investigation proceedings are pending against the Transferee Company and Transferor Company respectively under Sections 235 to 251 or any other provisions of the Companies Act, 1956 or Sections 206 to 229 of the Companies Act, 2013.
15. Upon the Scheme becoming effective, no shares of Transferee Company shall be allotted in lieu or exchange of the holding in Transferor Company and, the whole of the investment of the Transferee Company in the share capital of the Transferor Company shall stand cancelled in the books of Transferee Company. Upon the coming into effect of this Scheme, the share certificates, if any, and/ or the shares in electronic form representing the shares held by the Transferee Company in Transferor Company shall be deemed to be cancelled without any further act or deed for cancellation thereof by Transferee Company, and shall cease to be in existence accordingly.
16. It is submitted that the Scheme also does not affect the rights and interest of the creditors of the Applicant Companies. The Scheme of Amalgamation is a contract between the two companies which will not affect the creditors of the Applicant Companies. Transferee Company has an excess of assets over liabilities.
17. That there are 2 (two) Equity Shareholders in the Transferee Company which consists of Nihon Nohyaku Co. Ltd., Japan and Nichino Service Co. Ltd. The List of shareholders duly certified by the Practicing Chartered Accountant is produced herewith and marked as ANNEXURE - J.
18. That there are 2 (two) Equity Shareholders in the Transferor Company which consists of Nichino India Private Limited and one nominee shareholder of Nichino India Private Limited. The List of shareholder duly certified by the Practicing Chartered Accountant is produced herewith and marked as ANNEXURE - K.

For Nichino Chemical India Private Limited
(Formerly known as Nectar Crop Sciences Pvt. Ltd.)


Mahendra Uday Bhalerao
Executive Director



For Nichino India Private Limited
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Sivarama Gopal Kondagunturi
Whole Time Director and CFO




19. That there is 1 (one) Secured Creditor in the Transferee Company. The List of Secured Creditors duly certified by the Practicing Chartered Accountant is produced herewith and collectively marked as ANNEXURE - L.
20. That there are no Secured Creditors in the Transferor Company as certified by the Practicing Chartered Accountant produced herewith and marked as ANNEXURE-M.
21. That there is 1 (one) Unsecured Loan from Banks, 165 (one hundred and sixty five) Trade Payables, 2 (two) Payables for Capital Goods and Other Unsecured Creditors (in the nature of Advances from Customers, provisions, etc.) in the Transferee Company. The List of Unsecured Creditors duly certified by the Practicing Chartered Accountant is produced herewith and collectively marked as ANNEXURE - N.
22. That there are 4 (four) Unsecured Loans from Banks, 103 (one hundred and three) Trade Payables, 5 (five) Payables for Capital Goods and Other Unsecured Creditors (in the nature of Advances from customers, provisions, etc.) in the Transferor Company. The List of Unsecured Creditors duly certified by the Practicing Chartered Accountant is produced herewith and collectively marked as Annexure - O.
23. That the certificate from the statutory auditor of Transferee Company confirming that the accounting treatment in the Scheme is in conformity with the accounting standards prescribed under section 133 of Companies Act, 2013 is produced herewith marked as ANNEXURE - P.

V. Relief(s) sought.

WHEREFORE the Applicants herein most humbly prays that this Hon'ble NCLT may be pleased to:


1. Pass an Order (s) to dispense with the meeting of the Equity Shareholders of the Applicant Company No. 1/ Transferor Company for the purpose of considering, if thought fit, approving with or without modification(s) the Scheme of Amalgamation of Nichino Chemical India Private Limited with Nichino India Private Limited and their respective shareholders and creditors;

For Nichino Chemical India Private Limited
(Formerly known as Nectar Crop Sciences Pvt. Ltd.)


Mahendra Uday Bhalerao
Executive Director



For Nichino India Private Limited
(Formerly known as Hyderabad Chemical Pvt. Ltd.)


Sivarama Gopal Kondagunturi
Whole Time Director and CFO



2. Pass an Order (s) to dispense with the meeting of the Equity Shareholders of the Applicant Company No. 2/ Transferee Company for the purpose of considering, if thought fit, approving with or without modification(s) the Scheme of Amalgamation of Nichino Chemical India Private Limited with Nichino India Private Limited and their respective shareholders and creditors;
3. Pass an Order (s) to dispense with the meeting of the Secured Creditors of the Applicant Company No. 2/ Transferee Company for the purpose of considering, if thought fit, approving with or without modification(s) the Scheme of Amalgamation of Nichino Chemical India Private Limited with Nichino India Private Limited and their respective shareholders and creditors;
4. Pass an Order(s) convening a meeting of the Unsecured Creditors of the Applicant Company No. 1/ Transferor Company for the purpose of considering, if thought fit, approving with or without modification(s) the Scheme of Amalgamation of Nichino Chemical India Private Limited with Nichino India Private Limited and their respective shareholders and creditors;
5. Pass an Order(s) convening a meeting of the Unsecured Creditors of the Applicant Company No. 2/ Transferee Company for the purpose of considering, if thought fit, approving with or without modification (s) the Scheme of Amalgamation of Nichino Chemical India Private Limited with Nichino India Private Limited and their respective shareholders and creditors;
6. Pass an Order (s) for publication of the notice calling the meeting of Unsecured Creditors of the Applicant Company No. 1/ Transferor Company in Hyderabad Editions of Financial Express English Daily News Paper and Nava Telangana Telugu Daily News Paper, respectively.
7. Pass an Order (s) for publication of the notice calling the meeting of Unsecured Creditors of the Applicant Company No. 2/ Transferee Company in Hyderabad Editions of Financial Express English Daily News Paper and Nava Telangana Telugu Daily News Paper, respectively.
8. Order notice of the Application to be served on the Central Government i.e., the Regional Director, South East Region; and the Registrar of Companies for the state of Telangana, the Official Liquidator, Hyderabad and the Income Tax Authorities viz., Office of the Income Tax Officer, Ward 16(2), IT tower, AC Guards, Masab

For Nichino Chemical India Private Limited
(Formerly Known as Nectar Crop Sciences Pvt. Ltd.)


Mahendra Uday Bhalerao
Executive Director



For Nichino India Private Limited
(Formerly known as Hyderabad Chemical Pvt. Ltd.)


Sivarama Gopal Kondagunturi
Whole Time Director and CFO



Tank, Hyderabad - 500 004 and Office of the Assistant Commissioner of Income Tax , Circle 16(1), IT tower, AC Guards, Masab Tank, Hyderabad - 500 004 intimating the Scheme of Amalgamation; and

9. Pass such other order or orders as this Hon'ble Tribunal deems fit and proper in the interest of justice.

VI. Particulars of online transaction evidencing payment of fee for the petition or application made:


Bank Account: ICICI Bank

Transaction Reference No. : 0302200007819

Date: 03-02-2020

Amount: Rs. 5,000/-

For Nichino Chemical India Private Limited
(Formerly Known as Nectar Crop Sciences Pvt. Ltd.)


Mahendra Uday Bhalaria
Executive Director



Date : 03-02-2020
Place : Hyderabad

Authorised Signatory of
Nichino Chemical India Private Limited

For Nichino India Private Limited
(Formerly known as Hyderabad Chemical Pvt. Ltd.)


Sivarama Gopal Kondagunturi
Whole Time Director and CFO

Authorised Signatory of
Nichino India Private Limited

Date : 03-02-2020
Place : Hyderabad



IN THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT HYDERABAD

Company Application No. _____ of 2020

Between:

Nichino India Private Limited Applicant Company No. 2/ Transferee Company

And

Registrar of Companies, Hyderabad & Others

Respondent

I, Sivarama Gopal Kondagunturi, Authorised Signatory of Nichino India Private Limited having registered office at A-24/25, APIE, Balanagar, Hyderabad – 500 037, Telangana, do hereby appoint and retain,

A Nagaraj Kumar, Advocate
VJV Ramana, Advocate

to act and appear for me/us in the above Suit/Appeal/Application/Petition/Case and on my/our behalf to conduct and prosecute (or defend) the same and all proceedings that may be taken in respect of any application for execution of any decree or order passed therein. I/ We empower my/our Advocates to appear in all miscellaneous proceedings in the above petition/suit/matter/Appeal/Application till all decrees or orders are fully satisfied or adjusted to compromise and obtain the return of documents and draw any money that might be payable to me/us in the said petition/suit/ matter and I/ we do further empower my/our Advocate/s to accept on my/our behalf, service of notice of all or any appeal or petition filed in any Court of Appeal, Reference or Revision with regard to the said petition/suit/matter/Appeal/Application before disposal of the same in Honorable Court/Tribunal.

For Nichino India Private Limited
(Formerly known as Hyderabad Chemical Pvt. Ltd.)

Sivarama Gopal Kondagunturi
Whole Time Director and CFO



Certified that the executant who is well acquainted with English, read this Vakalatnama that the contents of this Vakalatnama were read out and explained in Hindi/Telugu to executant he/she/they being unacquainted with English who appeared perfectly to understand the same and signed or put his/ her/ their name or mark in my presence.

Identified by: Sri _____

Executed on this the _____ day of February 2020

ADVOCATE

IN THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT HYDERABAD

Company Application No. _____ of 2020

Between:

Nichino Chemical India Private Limited Applicant Company No. 1/ Transferor Company

And

Registrar of Companies, Hyderabad & Others

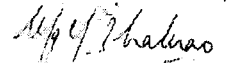
Respondent

I, Mahendra Uday Bhalerao , Authorised Signatory of Nichino Chemical India Private Limited having registered office at A-24/25, APIE, Balanagar, Hyderabad – 500 037, Telangana, do hereby appoint and retain,

A Nagaraj Kumar, Advocate
VJV Ramana, Advocate

to act and appear for me/us in the above Suit/Appeal/Application/Petition/Case and on my/our behalf to conduct and prosecute (or defend) the same and all proceedings that may be taken in respect of any application for execution of any decree or order passed therein. I/ We empower my/our Advocates to appear in all miscellaneous proceedings in the above petition/suit/matter/Appeal/Application till all decrees or orders are fully satisfied or adjusted to compromise and obtain the return of documents and draw any money that might be payable to me/us in the said petition/suit/ matter and I/ we do further empower my/our Advocate/s to accept on my/our behalf, service of notice of all or any appeal or petition filed in any Court of Appeal, Reference or Revision with regard to the said petition/suit/matter/Appeal/Application before disposal of the same in Honorable Court/Tribunal.

For Nichino Chemical India Private Limited
(Formerly known as Nectar Crop Sciences Pvt. Ltd.)


Mahendra Uday Bhalerao
Executive Director



Certified that the executant who is well acquainted with English, read this Vakalatnama that the contents of this Vakalatnama were read out and explained in Hindi/Telugu to executant he/she/they being unacquainted with English who appeared perfectly to understand the same and signed or put his/ her/ their name or mark in my presence.

Identified by: Sri _____

Executed on this the _____ day of February 2020

ADVOCATE



bharatkosh.gov.in
Government of India Receipt Portal

RECEIPT

Transaction Ref.No. 0302200007819

Dated: Feb 3 2020 8:17PM

Received from MR. VENKATA RAVINDRA BABU SARIPALLI with
Transaction Ref.No. 0302200007819

Dated Feb 3 2020 8:17PM the sum of INR 5000 (Five Thousand Only)
through Internet based Online payment in the account of

APPLICATION FEE(PAO, CHENNAI), Application fee scheme of amalgamation
NCIPL with NIPL.

Disclaimer:- This is a system generated electronic receipt, hence no physical signature
is required for the purpose of authentication

Printed On: 03-02-2020 08:23:23

Courtesy - Controller General of Accounts