



NICHINO CHEMICAL INDIA PRIVATE LIMITED

(Formerly known as Nectar Crop Sciences Pvt. Ltd.)

CIN No. U24100 TG 2013 PTC091503

NOTICE OF TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS

(Convened pursuant to order dated 06 October 2020 passed by the Hon'ble National Company Law Tribunal,
Bench at Hyderabad)

Day	:	Wednesday
Date	:	18th Day of November 2020
Time	:	11.00 A.M.
Venue	:	A-24/25, APIE, Balanagar, Hyderabad 500037, Telangana, India

INDEX		
Sr. No.	Particulars	Page No.
1.	Notice of the Meeting of the Unsecured Creditors of Nichino Chemical India Private Limited convened by order of the Hon'ble National Company Law Tribunal, Bench at Hyderabad under the provisions of Sections 230-232 of the Companies Act, 2013 read with Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016	1 to 4
2.	Explanatory Statement under section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016	5 to 10
3.	Scheme of Amalgamation of Nichino Chemical India Private Limited with Nichino India Private Limited and their respective shareholders and creditors	11 to 38
4.	Acknowledgement of filing the Scheme of Amalgamation with the Registrar of Companies	39
5.	Report adopted by the directors of Nichino Chemical India Private Limited explaining effect of amalgamation on each equity shareholders (promoter And non-promoter shareholders), key managerial personnel, directors, depositors, creditors, debenture holders, deposit trustee, debenture trustee and employees of the Applicant Company No.1 (defined hereinafter)	40
6.	Form of Proxy	41
7.	Attendance Slip	42

Regd. Office : A-24/25, A.P.I.E., Balanagar, Hyderabad - 500 037, Telangana, India.

+91 040 23772502, 23772651, 44772600, Fax : +91 040 23772595

Factory Unit I : Plot No's. 54,55,56,58,59,60,61, IDA, Pashamylaram - 502307, Sangareddy Dist., Telangana, India. ☎ 08455-224340/ 224341

Factory Unit II : Plot No's. : 50, 82(P),83,84(P), Industrial Area, Humnabad -585330, Bidar Dist., Karnataka, India. ☎ 73533 10371

✉ : nipl@nichino.co.in 🌐 www.nichinoindia.com





NICHINO CHEMICAL INDIA PRIVATE LIMITED

(Formerly known as Nectar Crop Sciences Pvt. Ltd.)

CIN No. U24100 TG 2013 PTC091503

Form No. CAA. 2

[Pursuant to Section 230(3) and rule 6 and 7]

Before the National Company Law Tribunal, Bench at Hyderabad

Company Application No. CA(CAA) No. 64/230/HDB/2020

**IN THE MATTER OF SECTIONS 230 TO 232 THE COMPANIES ACT, 2013 read with COMPANIES
(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

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**

NICHINO CHEMICAL INDIA PRIVATE LIMITED

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

Hyderabad 500037,

Telangana, India

... Applicant Company No.1/ Transferor Company

NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF NICHINO CHEMICAL INDIA PRIVATE LIMITED, THE APPLICANT COMPANY NO.1

Notice is hereby given that by an order dated the 6th of October, 2020 in the captioned Company Scheme Application No. CA(CAA) No. 64/230/HDB/2020, the Hyderabad Bench of the National Company Law Tribunal ("Tribunal") has directed a meeting to be held of the Unsecured Creditors of the Applicant Company No.1 for the purpose of considering, and if thought fit, approving with or without modification, the amalgamation proposed in the Scheme of Amalgamation between Nichino Chemical India Private Limited ("Transferor Company") and Nichino India Private Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme").

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of the Unsecured Creditors of the Applicant Company No.1 will be held at A-24/25, APIE, Balanagar, Hyderabad 500037, Telangana, India at 11.00 A.M. on 18th November 2020 at which time and place the said Unsecured Creditors are requested to attend and to consider and, if thought fit, to pass following Resolution with or without modification.

"RESOLVED THAT pursuant to the provisions of Section 230 and 232 and other applicable provisions, if any, of the Companies Act, 2013 to the extent applicable and the enabling provisions in the Nichino Chemical India Private Limited's ("Company") Memorandum and Article of Association and subject to the sanction of the Jurisdictional National Company Law Tribunal ("NCLT") and other regulatory authorities, if any, and all such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, consent of Board of Directors of the Company be and hereby accorded for the Scheme of Amalgamation of Nichino Chemical India Private Limited with Nichino India Private Limited and their respective shareholders and creditors ("Scheme").

RESOLVED FURTHER that for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, any of the Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution), be and are hereby jointly authorized to do all things and to take from time to time all decisions and step necessary, expedient or proper, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/ they may, in its/ their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution."

Regd. Office : A-24/25, A.P.I.E., Balanagar, Hyderabad - 500 037, Telangana, India.

☎ +91 040 23772502, 23772651, 44772600, Fax : +91 040 23772595

Factory Unit I : Plot No's. 54,55,56,58,59,60,61, IDA, Pashamylaram - 502307,
Sangareddy Dist., Telangana, India. ☎ 08455-224340/ 224341

Factory Unit II : Plot No's. : 50, 82(P),83,84(P), Industrial Area, Humnabad -585330,
Bidar Dist., Karnataka, India. ☎ 73533 10371

✉ : nipl@nichino.co.in 🌐 www.nichinoindia.com



Copies of the said Scheme and of the statement under section 230 of the Act can be obtained free of charge at the registered office of the Applicant Company No.1 or at office of legal counsel at Flat No. G1, 1st Floor, Door No. 1-10-18, Lakshmi Sri Park View Apartments, Ashok Nagar Circle, Hyderabad 500020. Persons entitled to attend and vote at the respective meetings, may vote in person or by proxy or by Authorized Representative as stipulated under Section 113 of the Act, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company No.1 at A-24/25, APIE, Balanagar, Hyderabad 500037, Telangana, India, not later than 48 hours before the said meeting.

Forms of proxy can be obtained at the registered office of the Company or at office of legal counsel.

The Hon'ble Tribunal has appointed Mr. Venkateshwarlu Gummadavelly, Advocate as Chairman and Shri Bonagiri Vivek, Chartered Accountant as Scrutinizer of the said meeting including any adjournment or adjournments thereof.

Explanatory Statement under Sections 230 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromise, Arrangements and Amalgamation) Rules, 2016 along with copy of the Scheme and other enclosures.

Sd/-

Mr. Venkateshwarlu Gummadavelly
Chairperson appointed for the Meeting

Place: Hyderabad

Dated this 16th day of October 2020

Registered Office: A-24/25, APIE,

Balanagar, Hyderabad 500037,

Telangana, India

Tel: 040 2377 2502 **Fax:** 040-23772595

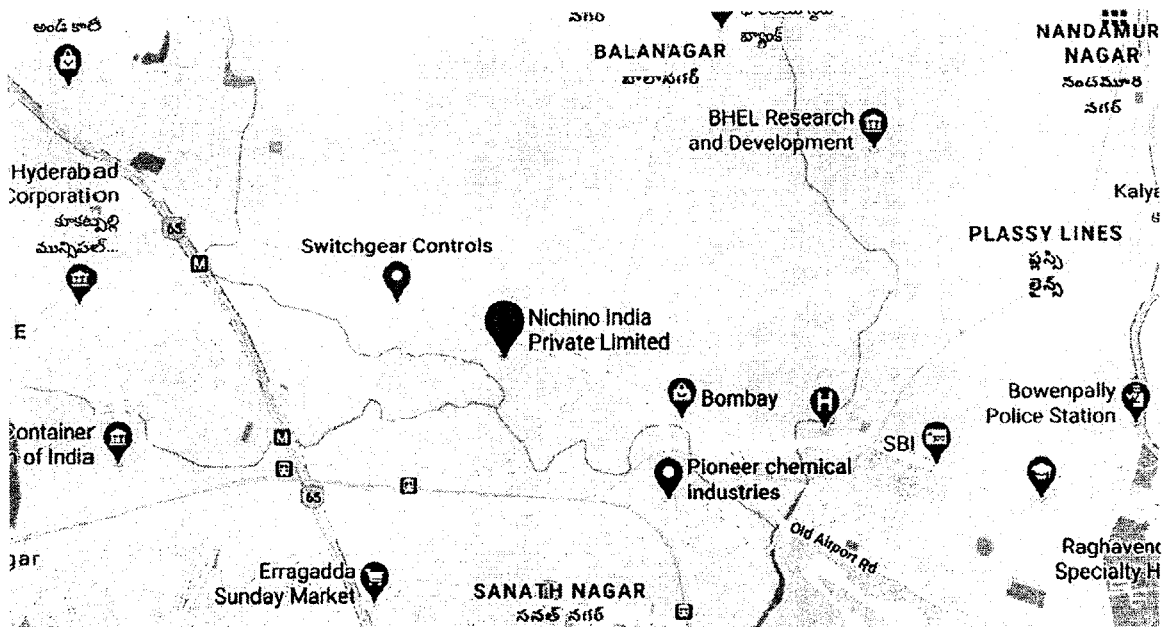
Email: ncipl@nichino.co.in **Website:** www.nichinoindia.com

Notes:

1. This Notice along with the Explanatory Statement under Sections 230 and 102 of the Companies Act, 2013 ("the Act") read with Rule 6 of the Companies (Compromise, Arrangements and Amalgamation) Rules, 2016 is being sent to the Unsecured Creditors of the Applicant Company No.1, whose names and addresses appeared in the records of the Applicant Company No.1 as on January 23, 2020. This Notice along with copy of the Scheme and other enclosures may also be accessed on Company's Website: www.nichinoindia.com.
2. **AN UNSECURED CREDITOR ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE AN UNSECURED CREDITOR OF THE COMPANY OR IN THE CASE OF A BODY CORPORATE, BY A REPRESENTATIVE AUTHORISED UNDER SECTION 113 OF THE COMPANIES ACT, 2013 AT THE MEETING OF THE UNSECURED CREDITORS OF THE APPLICANT COMPANY NO.1.** The authorised representative or proxy of a body corporate which is an Unsecured creditor of the Applicant Company No.1 may attend and vote at the meeting of the Unsecured Creditors of the Applicant Company No.1 provided a certified true copy of the resolution of the board of directors or other governing body of the body corporate authorising such representative to attend and vote at the meeting of the Unsecured Creditors of the Applicant Company No.1 is deposited at the registered office of the Applicant Company No.1 not later than 48 (forty eight) hours before the commencement of the meeting i.e. by 11 A.M. on November 16, 2020.
3. The quorum of the meeting of the Unsecured Creditors of the Applicant Company No.1 shall be 2 (Two) Unsecured Creditors present in person or through authorized representative or through proxy.
4. All documents referred in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10.00 a.m. (1000 hours IST) and 6.00 p.m. (1800 hours IST) up to the date of the meeting.
5. All alterations made in the Form of Proxy should be initialled.
6. Unsecured Creditor or Proxy, attending the meeting, is requested to bring the copy of the attendance slip duly completed and signed.
7. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority in number representing three fourth in value of the Unsecured Creditors the Applicant Company No.1, voting in person or by proxy, agree to the Scheme.
8. As directed by Hon'ble Tribunal, Mr. Bonagiri Vivek, Chartered Accountant shall act as Scrutinizer to scrutinize votes cast through Poll / Ballot Paper.
9. The Scrutinizer shall immediately after the conclusion of voting at the meeting count the votes cast at the meeting through Poll / Ballot at the meeting venue in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman appointed by the Hon'ble Tribunal, who shall countersign the same. The scrutinizer's decision on the validity of the vote shall be final.
10. The Notice, together with the documents accompanying the same, is being sent to the Unsecured Creditors either by registered post or speed post or by courier service or by Air Mail or by email or by hand delivery. The Notice will be displayed on the website of the Applicant Company No.1 www.nichinoindia.com.

12. Unsecured Creditors are requested to forward their queries on the Scheme to the Company Secretary at least 10 days in advance.

13. The Route map showing direction to reach the venue is annexed.



Note: In google maps "Nichino Chemical India Private Limited" name is not getting displayed. The address of Nichino India Private Limited and Nichino Chemical India Private Limited is same. The location of Nichino India Private Limited being displayed in the above map.

Before the National Company Law Tribunal, Bench at Hyderabad
Company Application No. CA(CAA) No. 64/230/HDB/2020
IN THE MATTER OF SECTIONS 230 TO 232 THE COMPANIES ACT, 2013 READ WITH COMPANIES
(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016
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

NICHINO CHEMICAL INDIA PRIVATE LIMITED

Registered office: A-24/25, APIE,
Balanagar, Hyderabad 500037,
Telangana, India

... Applicant Company No.1/ Transferor Company

Explanatory statement under Section 230 of the Companies Act, 2013("the Act") for the meeting of the Unsecured Creditors of Nichino Chemical India Private Limited directed to be convened by the Hon'ble National Company Law Tribunal, Bench at Hyderabad

Details of the Companies or Parties involved in the Scheme:

- 1. Nichino Chemical India Private Limited** - referred to as "the Applicant Company No.1" or "the Transferor Company" or "Transferor"
- 2. Nichino India Private Limited** - referred to as "the Applicant Company No.2" or "the Transferee Company" or "Transferee"

Hereinafter Applicant Company No.1 and Applicant Company No.2 will be collectively referred to as "Applicant Companies" or "Applicants" or "Companies").

The draft Scheme of Amalgamation between the above Companies and their respective shareholders and creditors is referred to as "the Scheme" or "this Scheme" or "Scheme" or "the Scheme of Amalgamation". Other definitions contained in the enclosed Scheme will apply to this Statement.

1. This is a Statement accompanying the Notice convening the meeting of the Unsecured Creditors of the Applicant Company No.1 as required under the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
2. Pursuant to the Order dated 06 October 2020 passed by the Hon'ble National Company Law Tribunal, Bench, at Hyderabad, ("Tribunal") in the captioned Company Scheme Application No. CA(CAA) No. 64/230/HDB/2020 referred to hereinabove, a meeting of the Unsecured Creditors of the Transferor Company is being convened and held at A-24/25, APIE, Balanagar, Hyderabad 500037, Telangana, India on Wednesday, November 18, 2020 at 11.00 A.M. (1100 hours IST), for the purpose of considering and, if thought fit, approving with or without modification, the amalgamation embodied in the Scheme of Amalgamation between the Transferor Company and the Transferee Company and their respective shareholders and creditors. The Scrutinizer appointed for conducting the voting process will submit his report to the Chairman appointed by the Hon'ble Tribunal after completion of the scrutiny so as to announce the results of voting at the meeting venue exercised by the Unsecured Creditors. In terms of the said Order, the quorum for the said meeting shall be 2 Unsecured Creditors present in person or through authorized representative or through proxy. In terms of the said Order if the entries in the records/registers of the Applicant Company No.1 in relation to the number or value, as the case may be, of the Unsecured Creditors are disputed, the Chairman of the meeting shall determine the number or value for the purpose of meeting and his decision in that behalf would be final.

3. In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be acted upon only if a majority in number representing three fourths in value of the Unsecured Creditors of the Applicant Company No.1, voting in person or by proxy, agree to the Scheme.
4. A copy of the Scheme setting out in detail the terms and conditions of the arrangement as approved by the Board of Directors of the Applicant Companies at their respective board meetings held on January 23, 2020, is attached to this Explanatory Statement and forms part of this Statement.
5. The Scheme of Amalgamation captures the details of the Transferee Company and Transferor Company including Corporate Identification Number (CIN), name, date of incorporation, company type, registered office address, details of capital structure including authorized, issued, subscribed, paid up share capital and main business carried on by them.
6. Details of PAN of the Transferee Company, registered email id are as follows:

Particulars	Remarks
PAN	AAECV6642E
Email id	nipl@nichino.co.in

7. Details of name and address of equity shareholders and Directors of the Transferee Company are as below:

Sr. No.	Name	Address
Promoters and Promoter Group		
1	Nihon Nohyaku Co. Ltd.	19-8, Kyobashi 1-Chome, Chu-Ku, Tokyo, 104-8386, Japan
2	Nichino Service Co. Ltd.	286, Hiraishitakada 4-Chome, Nihonmatsushi, Fukushima 964-0981, Japan
Directors		
1	Anurag Surana (00006665)	House No 222D, Block H, Saink Farms, Deoli, South Delhi 110062, India
2	Nellore Sukumar (00462316)	HNo-6-3-883/A/10, G-1, Padmavathi Palace, Punjagutta, Hyderabad 500082, Telangana, India
3	Mahendra Uday Bhalerao (01876185)	Plot No: 57, Asbestos Colony, Kharkhana Secunderabad 500015, Telangana, India
4	Hildeji Hosoda (07109868)	Flat No. 1700, Lodha Belezza, 17th Floor, 6B Block, KPHB, SY No 1009, 5th Phase, Hyderabad 500072, Telangana, India
5	Sivarama Gopal Kondagunturi (08097322)	House Number 5, Bhel H I G, Phez 3, B H E L, Annamayya Enklev, Ramachandrapuram, Meda K Hyderabad, 502032, Telangana, India
6	Toshitomo Tanaka (08198723)	No. 1-51-20-101, Tsurumaki, Setagaya-Ku, Tokyo 1540016, Japan
7	Dharnish Gopalkrishna Shetty (08688623)	Opp. I.I.T Main Gate, 1 Greenland, Chs. Nana Palshikar Road, Powai Mumbai 400076, Maharashtra, India

8. The objects of the Transferee Company, as per the Memorandum of Association, interalia, includes:
 - 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."

9. Details of PAN of the Transferor Company, registered email id are as follows:

Particulars	Remarks
PAN	AAECN5394B
Email id	ncipl@nichino.co.in

10. Details of name and address of Shareholders and Directors of Transferor Company are as below:

Sr. No.	Name	Address
Promoters and Promoter Group		
1	Nichino India Private Limited	A-24/25, APIE, Balanagar, Hyderabad 500037, Telangana, India
2	Nihon Nohyaku Co. Ltd. (as a nominee shareholder)	19-8, Kyobashi 1-Chome, Chu-Ku, Tokyo, 104-8386, Japan
Directors		
1	Anurag Surana (00006665)	House No 222D, Block H, Saink Farms, Deoli, South Delhi 110062, India
2	Nellore Sukumar (00462316)	HNo-6-3-883/A/10, G-1, Padmavathi Palace, Punjagutta, Hyderabad 500082, Telangana, India
3	Mahendra Uday Bhalerao (01876185)	Plot No: 57, Asbestos Colony, Kharkhana Secunderabad 500015, Telangana, India
4	Hideji Hosoda (07109868)	Flat No. 1700, Lodha Belezza, 17th Floor, 6B Block, KPHB, SY No 1009, 5th Phase, Hyderabad 500072, Telangana, India
5	Sivarama Gopal Kondagunturi (08097322)	House Number 5, Bhel H I G, Phez 3, B H E L, Annamayya Enklev, Ramachandrapuram, Meda K Hyderabad, 502032, Telangana, India
6	Toshitomo Tanaka (08198723)	No. 1-51-20-101, Tsurumaki, Setagaya-Ku, Tokyo 1540016, Japan
7	Dharnish Gopalkrishna Shetty (08688623)	Opp. I.I.T Main Gate, 1 Greenland, Chs. Nana Palshikar Road, Powai Mumbai 400076, Maharashtra, India

11. The main object of the Transferor Company, as per the Memorandum of Association, inter alia, includes:

- 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."*

12. Details of change of name, registered office and objects of the Transferee Company are as below:

- There has been no change of registered office and objects of the Transferee Company.
- 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. 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.

13. Details of change of name, registered office and objects of the Transferor Company during the last five years are as below:
- There has been no change of registered office and objects of the Transferor Company.
 - 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. 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.
14. It may be noted that the Transferee Company and Transferor Company are unlisted private limited companies.
15. Transferor Company and Transferee Company are group companies. The Transferor Company is a wholly owned subsidiary of the Transferee Company.
16. The Scheme of Amalgamation has been unanimously approved by the Board of Directors of the Transferee Company vide resolution passed in the meeting held on January 23, 2020. Details of directors who voted in favour and against are as below:
- Directors who voted in favour of the resolution: Six (6)
 1. Mr. Hideji Hosoda ... Chairman and Managing Director
 2. Mr. Yuta Yamada ... Whole Time Director
 3. Mr. Sivarama Gopal Kondagunturi ... Whole Time Director and CFO
 4. Mr. Anurag Surana ... Director
 5. Mr. Mahendra Uday Bhalerao ... Executive Director
 6. Mr. N. Sukumar ... Director
 - Directors who voted against the resolution: Nil
 - Directors who did not vote: Nil
 - Directors who did not attend the meeting: Three (3)
 1. Mr. Toshitomo Tanaka ... Director
 2. Mr. Manabu Katsurada ... Director
 3. Mr. Junjiro Inoshita ... Director
17. The Scheme of Amalgamation has been unanimously approved by the Board of Directors of the Transferor Company vide resolution passed in the meeting held on January 23, 2020. Details of directors who voted in favour and against are as below:
- Directors who voted in favour of the resolution: Six (6)
 1. Mr. Hideji Hosoda ... Chairman
 2. Mr. Yuta Yamada ... Director
 3. Mr. Sivarama Gopal Kondagunturi ... Director
 4. Mr. Anurag Surana ... Director
 5. Mr. Mahendra Uday Bhalerao ... Executive Director
 6. Mr. N. Sukumar ... Director
 - Directors who voted against the resolution: Nil
 - Directors who did not vote: Nil
 - Directors who did not attend the meeting: Three (3)
 1. Mr. Toshitomo Tanaka ... Director
 2. Mr. Manabu Katsurada ... Director
 3. Mr. Junjiro Inoshita ... Director
18. Details of the Scheme:
- a. The Scheme provides for amalgamation of Nichino Chemical India Private Limited with Nichino India Private Limited.
 - b. "Appointed Date" means April 01, 2019 or such other date as may be fixed or approved by the Hon'ble NCLT or any other appropriate authority.
 - c. "Effective date" means the last of the dates on which all conditions and matters referred to in Clause 17 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in

accordance with this Scheme. References in this Scheme to date of 'coming into effect of the Scheme' or 'effectiveness of the Scheme' shall be construed accordingly.

- d. The share exchange ratio:
Transferor Company is a wholly owned subsidiary of the Transferee Company and consequent to the amalgamation neither any consideration shall be paid nor shares shall be issued/ allotted by Transferee Company to shareholders of Transferor Company or to any other person.
 - e. No valuation reports have been obtained as no shares would be issued in the merger.
 - f. It is further provided that the proposed Scheme of Amalgamation does not contemplate any capital or debt restructuring exercise.
 - g. The rationale and benefit of the proposed Scheme of Amalgamation have been duly provided for and captured in the Scheme of Amalgamation attached with this notice/ explanatory statement.
19. As on the date of board meeting, the amount due to Unsecured Creditors of the Transferor Company is INR 930,634,880 (Rupees nine hundred, thirty million, six hundred, thirty four thousand, eight hundred and eighty only).
 20. The Scheme of Amalgamation does not have a prejudicial effect on the key managerial personnel, directors, promoters, non-promoter members, creditors, employees of the Transferor Company as no sacrifice or waiver is, at all, called from them nor are their rights sought to be modified in any manner.
 21. None of the Directors, Promoters, Key Managerial Personnel, Creditors and Employees of the Transferee Company and Transferor Company have any material personal interest in the Scheme of Amalgamation.
 22. No investigation proceedings have been instituted or are pending in relation to the Transferee Company and Transferor Company under the Companies Act, 2013.
 23. The following documents are available for obtaining extract from or for making or obtaining copies of or for inspection by the Unsecured Creditors of the Transferor Company at the Registered Office of the Transferor Company up to one day prior to the date of the Meeting between 11.00 A.M. to 5.00 P.M. on all working days (except Saturdays, Sundays and public holidays)
 - a. latest audited financial statements of the Transferor company including consolidated financial statements as on date 31st March, 2019 and provisional financial statements as on date 31st December 2019;
 - b. copy of the orders of the NCLT dated 06 October 2020 passed in Company Application No CA (CAA)No. 64/230/HDB/2020 of 2020 directing the convening of meeting of the Unsecured Creditors of the Transferor Company;
 - c. Scheme of Amalgamation;
 - d. copy of the certificate issued by Auditor of the Transferee Company to the effect that the accounting treatment, if any, proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
 - e. copy of Report adopted by the Board of Directors of Transferor Company and Transferee Company pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.
 - f. copy of the Memorandum of Association and Articles of Association of the Transferor Company and Transferee Company
 24. It is further provided that there are no other contracts or agreements that are material to the proposed Scheme of Amalgamation.
 25. In compliance with the requirement of Section 230(5) of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, notice in the prescribed form and seeking approvals, sanctions or no-objections shall be served to the concerned regulatory and government authorities for the purpose of the proposed Scheme of Amalgamation.

26. This statement may be treated as an Explanatory Statement under Sections 230 to 232 of the Companies Act, 2013. A copy of the Scheme of Amalgamation, Explanatory Statement and Proxy Form may be obtained from the Registered Office of the Applicant Company No.1 at A-24/25, APIE, Balanagar, Hyderabad 500037, Telangana, India or at office of the legal counsel at Flat No. G1, 1st Floor, Door No. 1-10-18, Lakshmi Sri Park View Apartments, Ashok Nagar Circle, Hyderabad 500020. Copy of the same is attached herewith.

Sd/-

Mr. Venkateshwarlu Gummadavelly
Chairperson appointed for the Meeting

Place: Hyderabad

Dated this 16th day of October 2020

Registered Office: A-24/25, APIE,

Balanagar, Hyderabad 500037,

Telangana, India

Tel: 040 2377 2502 **Fax:** 040-23772595

Email: ncipl@nichino.co.in **Website:** www.nichinoindia.com

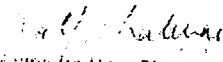
SCHEME OF AMALGAMATION
BETWEEN
NICHINO CHEMICAL INDIA PRIVATE LIMITED
WITH
NICHINO INDIA PRIVATE LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS
UNDER SECTION 230 AND 232 OF THE COMPANIES ACT, 2013

PREAMBLE

- a) The Scheme of Amalgamation provides for the amalgamation of Nichino Chemical India Private Limited (hereinafter referred to as 'Transferor Company' or 'NCIPL') with Nichino India Private Limited (hereinafter referred to as the 'Transferee Company' or 'NIPL') pursuant to Sections 230 and 232 of the Companies Act, 2013.
- b) 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 NCIPL, is situated at A-24/25, A.P.I.E, Balanagar, 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

Page 1 of 28

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


Hitesh Bhalerao
Executive Director

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


Sivarama Gopal Kondagunturi
Whole Time Director and CFO



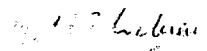
11

Private Limited with CIN: U24100TG2013PTC091503. 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. NCIPL 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.

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 NIPL, is situated at A-24/25, A.P.I.E. 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 bearing CIN: U24100TG2013PLC091502. On 25th March, 2015, the company was converted to a private limited company resulting in the name being changed to Hyderabad Chemical Private Limited bearing CIN U24100TG2013PTC091502. 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. NIPL is engaged in the business of agro chemicals and manufactures pesticides formulations.


Page 2 of 28

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


Uday Bhateran
Whole Time Director



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


Sivarama Gopal Kondagunturi
Whole Time Director and CFO



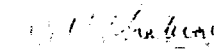
12

d It is proposed to amalgamate NCIPL with NIPL pursuant to a Scheme of Amalgamation under sections 230 and 232 of the Companies Act, 2013. The Board of Directors of NCIPL and NIPL envisage the following objectives that can be achieved by the proposed amalgamation:

- Rationalize and streamline entities;
- Simplify management structure, leading to better administration and reduction in costs;
- Eliminate duplication and rationalization of administrative expenses;
- Common support functions (eg: finance, secretarial, IT & HR, Admin, and Procurement etc.) could be integrated leading to cost savings and increase resource productivity;
- Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination efforts across multiple entities;
- Maximize the overall shareholders' value by strengthening its core competencies and having stronger standalone balance sheet;
- Elimination of layered structures and reduce managerial overlap;
- Enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously;
- The proposed amalgamation is not opposed to public policy and shall not have any adverse effect on either the shareholders or employees or creditors of the Transferor Company or the Transferee Company;


Page 3 of 28

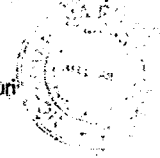
Nichino India Private Limited
(Formerly known as Instar Chem Sciences Pvt. Ltd.)


Uday Bhalerao
Executive Director



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


Sivarama Gopal Kondagunturi
Whole Time Director and CFO



- Synchronisation of efforts to achieve uniform corporate policy and ease in decision making at the level of the Transferee Company; and
- Enable a common governance structure and ensure effective management of compliances.

The Scheme of Amalgamation is divided into the following parts:

- Part A - Definitions and Share capital
- Part B - Amalgamation of Nichino Chemical India Private Limited with Nichino India Private Limited
- Part C - General Terms and Conditions

PART A - DEFINITIONS AND SHARE CAPITAL

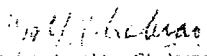
1. DEFINITIONS

In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:

- 1.1 "Act" or "the Act" means the Companies Act, 2013 and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force.
- 1.2 "Appointed Date" means April 01, 2019 or such other date as may be fixed or approved by the Hon'ble NCLT (defined hereinafter) or any other appropriate authority.


Page 4 of 28

Nichino Chemical India Private Limited
(Formerly known as Nichino Group Sciences Pvt. Ltd.)


Mahendra Uday Bhalerao
Executive Director



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


Sivarama Gopal Kondaguntur
Whole Time Director and CFO

14

- 1.3 **"Board of Directors" or "Board"** shall mean the Board of Directors of the Transferor Company and the Transferee Company as the case may be or any committee thereof duly constituted or any other person duly authorized by the Board for the purpose of this Scheme;
- 1.4 **"Effective Date"** means the last of the dates on which all the conditions and matters referred to in Clause 17 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme. References in this Scheme to date of 'coming into effect of the Scheme' or 'effectiveness of the Scheme' shall be construed accordingly.
- 1.5 **"NCLT"** means the National Company Law Tribunal Hyderabad Bench at Hyderabad having jurisdiction in relation to the Transferor Company and the Transferee Company.
- 1.6 **"Scheme" or "the Scheme" or "this Scheme"** means this Scheme of Amalgamation of NCIPL and NIPL and their respective shareholders and creditors, in its present form as submitted to/ approved or directed by the NCLT or this Scheme with such modification(s), if any made, as per Clause 19 of the Scheme.
- 1.7 **"Transferee Company"** means Nichino India Private Limited, a company incorporated under the Act and having its registered office at A-24/25, A.P.I.E, Balanagar, Hyderabad - 500 037, Telangana, India.

Page 5 of 28

Nichino India Private Limited
(Formerly known as Hyderabad Chemical P.A. Ltd.)
Sivarama Gopal Kondagunturi
Whole Time Director and CFO




For Nichino India Private Limited
(Formerly known as Hyderabad Chemical P.A. Ltd.)
Sivarama Gopal Kondagunturi
Whole Time Director and CFO

15


18. "Transferor Company" means Nichino Chemical India Private Limited, a company incorporated under the Act and having its registered office at A-24/25, A.P.I.E, Balanagar, Hyderabad - 500 037, Telangana, India.
19. "Undertaking" shall mean and include the whole of assets, properties, liabilities and the undertaking of the Transferor Company existing as on Appointed Date and specifically include the following (without limitation):
- (i) The whole of the undertaking of the Transferor Company as a going concern, including all secured and unsecured debts, if any, liabilities, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building (whether owned, leased, licensed), all fixed and movable plant and machinery, vehicles, fixed assets, work in progress, current assets, investments, reserves, provisions, funds, licenses including licenses, registrations, copyrights, patents, trade names, trademarks and other rights and licenses in respect thereof, applications for copyrights, patents, trade names, trademarks, leases, licenses, tenancy rights, premises, ownership flats, hire purchase and lease arrangements, lending arrangements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile

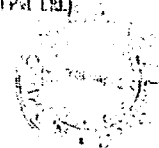
Page 6 of 28

Nichino Chemical India Private Limited
A-24/25, A.P.I.E, Balanagar, Hyderabad - 500 037, Telangana, India

Sivarama Gopal Kondagunturi
Chief Executive Officer



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


Sivarama Gopal Kondagunturi
Chief Executive Officer and CFO



16

connections, internet connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, benefit and advantage, deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, Minimum Alternate Tax, tax credits (including but not limited to credits in respect of income tax, sales tax, value added tax, service tax, Goods and Service tax etc.), Software License, Domain / Websites etc., in connection / relating to the Transferor Company and other claims and powers of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company, existing as on the Appointed Date.

- (ii) All staff, workmen, and employees, if any, of the Transferor Company in service on the Effective Date.
- (iii) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records, whether

Page 7 of 28

Sivarama Gopal Kondagunturi
Sivarama Gopal Kondagunturi
Sivarama Gopal Kondagunturi



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

Sivarama Gopal Kondagunturi
Whole Time Director and CFO



17

in physical form or electronic form of the Transferor Company existing as on the Appointed Date.

- 1.10 Any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" shall mean the Effective Date.
- 1.11 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Regulations, Notifications, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

2 SHARE CAPITAL

- 2.1 The authorized and issued and paid up share capital of the Transferee Company as at March 31, 2019 is as under:

Authorized capital	Amount (Rs)
1,000,000 equity shares of Rs 10 each	10,000,000
Issued, subscribed and paid-up capital	Amount (Rs)
327,900 equity shares of Rs 10 each fully paid-up	3,279,000


Subsequent to March 31, 2019, there has been no change in the capital structure of Transferee Company.

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



Sivarama Gopal Kondaguntun
Whole Time Director and CFO

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


Sivarama Gopal Kondaguntun
Whole Time Director and CFO

2.2 In the event of any increase in the issued, subscribed or paid up share capital of Transferee Company by way of issuance of any equity shares / issue of bonus shares/ issue of right shares or other similar action in relation to the share capital of Transferee Company at any time before the Effective Date, there would be no anticipated or expected impact on the Scheme as the Transferor Company is the wholly owned subsidiary of the Transferee Company.

2.3 The authorized and issued and paid up share capital of the Transferor Company as at March 31, 2019 is as under:

Authorized capital	Amount (Rs)
1,500,000 equity shares of Rs 10 each	15,000,000
Issued, subscribed and paid-up capital	Amount (Rs)
1,050,000 equity shares of Rs 10 each fully paid-up	10,500,000

Subsequent to March 31, 2019, there has been no change in the capital structure of Transferor Company.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the Hon'ble NCLT or made as per Clause 19 of the Scheme, shall be effective from the Appointed Date but shall be operative from the Effective Date.

Page 9 of 28

Nichino Chemical India Private Limited
(Formerly known as Nectar Crop Sciences Pvt. Ltd.)
[Signature]
Suresh Chandra Bhalerao
Whole Time Director and CFO

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

Sivarama Gopal Kondagunturi
Whole Time Director and CFO

PART B

**AMALGAMATION OF TRANSFEROR COMPANY (NCIPL) WITH
TRANSFEREE COMPANY (NIPL)**

**4. AMALGAMATION OF THE TRANSFEROR COMPANY
WITH THE TRANSFEREE COMPANY**

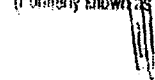
- 4.1 Subject to the provisions of this Scheme as specified hereinafter and with effect from the Appointed Date, the Undertaking of the Transferor Company, as defined in Clause 1.9, including all the debts, liabilities, duties and obligations of the Transferor Company of every description and also including, without limitation, all the movable and immovable properties and assets (whether tangible or intangible) of the Transferor Company comprising, amongst others, all furniture and fixtures, computers/data processing, office equipment, electrical installations, telephones, telex, facsimile and other communication facilities, deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances investments and business licenses, permits, authorizations, approvals, lease, tenancy rights, permissions, incentives, if any, and all other rights, patents, know-how, trademark, service mark, trade secret or other intellectual property rights, proprietary right, title, interest, contracts, consent, approvals and rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits

Page 10 of 28

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


Sivarama Gopul Kondaguntla
Whole Time Director and CFO

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



Sivarama Gopul Kondaguntla
Whole Time Director and CFO

and approvals, if any, existing as on Appointed Date, shall, under the provisions of Sections 230 to 232 of the Act, and pursuant to the order of the Hon'ble NCLT sanctioning, this Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company so as to become the properties, assets, rights, and undertaking(s) of the Transferee Company.


- 4.2 With effect from the Appointed Date, all statutory licenses, permissions, approvals or consents to carry on the operations of the Transferor Company, if any, existing as on Appointed Date shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of business, assets and liabilities of the Transferor Company pursuant to this Scheme. The benefit of all statutory and regulatory permissions, licenses, approvals and consents, registrations shall vest in and become available to the Transferee Company pursuant to this Scheme.
- 4.3 With effect from the Appointed Date all debts, liabilities, duties and obligations of the Transferor Company existing as on the Appointed Date whether provided for or not in the books of account of the Transferor Company and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or up to the day of the Appointed Date shall be the debts, liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the

Page 11 of 28

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


Anil Bhalerao

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


Sivarama Gopal Kondagunturi
Whole Time Director and CFO



Transferor Company or on any income earned from those assets and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen, in order to give effect to the provisions of this Clause.

- 4.4 The transfer and vesting as aforesaid shall be subject to the existing charges/ hypothecation / mortgages, if any, as may be subsisting and agreed to be created over or in respect of the said assets or any part thereof, provided however, any reference in any security documents or arrangements to which the Transferor Company is a party wherein the assets of the Transferor Company have been or are offered or agreed to be offered as security for any financial assistance or obligations shall be construed as reference only to the assets pertaining to the Transferor Company and vested in the Transferee Company by virtue of this Scheme to the end and intent that the charges shall not extend or deemed to extend to any other assets of the Transferee Company.

PROVIDED always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility availed of by the Transferor Company and the Transferee Company shall not be obliged to create any further or additional security thereof after the Effective Date or otherwise.

- 4.5 All taxes, duties, cess, if any, payable by the Transferor Company including all or any refunds / claim(s) / credit(s) including any Minimum Alternate Tax credit under Section 115JAA of the Income-tax Act, 1961, Goods and Service Tax, expenses incurred by the Transferor Company but deduction to be claimed on

Page 12 of 28

For Sreejaya Chemicals India Private Limited
(Formerly known as Hyderabad Chemicals Pvt. Ltd.)

[Signature]
Sreejaya Chemicals India Private Limited
Whole Time Director and CFO

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

[Signature]
Sreejaya Chemicals India Private Limited
Whole Time Director and CFO

payment basis / on compliance with withholding tax provisions (as the case may be) under Sections 43B, 40(a)(i) and 40(a)(ia) of the Income-tax Act, 1961 (if any), pertaining to the period(s) prior to the Appointed Date shall be treated as the liability or refunds / claim(s) / credit(s), as the case may be, of the Transferee Company.

- 4.6 All staff, workmen and employees, if any, engaged in the Transferor Company as on the Effective Date shall stand transferred to the Transferee Company, without any further act or deed to be done by the Transferor Company or the Transferee Company and, subject to the provisions hereof, on terms and conditions not less favorable than those on which they are engaged by the Transferor Company, without any interruption of service as a result of the amalgamation of the Transferor Company into the Transferee Company.
- 4.7 All items as detailed under Paras, 4.1, 4.2, 4.3, 4.4, 4.5 and 4.6 in relation to the Transferor Company shall stand transferred to or vested in the Transferee Company, without any further act or deed done by the Transferor Company or the Transferee Company.
- 4.8 Upon the Scheme becoming effective, all the creditors of the Transferor Company would become the creditors of the Transferee Company and the Transferee Company would fulfill / honour all the debts and liabilities relating to the Transferor Company, including all of the dues of the statutory creditors, in normal course of business. The Scheme shall not in any manner affect the rights of any of the creditors of the Transferor Company.

[Faint signature and text, likely from the Transferee Company]

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

[Signature]
Savarama Gopal Kondagunturi
Whole Time Director and CFO



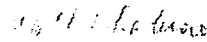
- 4.9 Without prejudice to the above provisions, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company, if any, shall be considered as intra-party transactions for all purposes from the Appointed Date.
- 4.10 With effect from the Appointed Date, all transactions/ contracts entered into or concluded by the Transferor Company would deemed to have been entered into or concluded by the Transferee Company.
- 4.11 The transfer of assets and liabilities and the continuance of proceedings by the Transferee Company as stated above shall not affect any transaction or proceedings already concluded by the Transferor Company to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in regard thereto as done and executed by the Transferee Company on behalf of itself.

5. CONSIDERATION


- 5.1 The entire issued, subscribed and paid-up Equity Share Capital of the Transferor Company is held by the Transferee Company. 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

Page 14 of 28

For Niche Chemical India Private Limited
(Formerly known as Nector Crop Sciences Pvt. Ltd.)


Manoj K. Bhatnagar
Executive Director

For Niche India Private Limited
(Formerly known as Nector Chemical Pvt. Ltd.)


Manoj K. Bhatnagar
Executive Director and CFO



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.

PART C

GENERAL TERMS AND CONDITIONS

6. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY.

- 6.1 On the Scheme becoming effective, the Transferee Company shall account for the amalgamation under the Scheme in its accounts in accordance with 'Pooling of Interest Method of Accounting' laid down by Accounting Standard 14 (Accounting for Amalgamation) prescribed under Companies (Accounting Standards) Rules, 2006 including any amendments thereto as may be prescribed under the Companies Act, 2013, read with rules made thereunder.
- 6.2 With effect from the Appointed Date, all the assets and liabilities of Transferor Company shall be transferred to and vested in Transferee Company and shall be recorded at their respective book values.
- 6.3 All reserves of the Transferor Company shall be recorded in the books of Transferee Company in the same form in which they appeared in the books of Transferor Company on the Appointed Date.

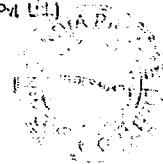
Page 15 of 28

Nichino India Private Limited
(formerly known as Nichino Chemicals Pvt. Ltd.)

Signature of Director
Name of Director

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

Signature of Director
Name of Director
Whole Time Director and CFO



25

6.4 Inter-company balances, loans and advances if any, will stand cancelled.

7. CONSEQUENTIAL MATTERS RELATING TO TAX AND COMPLIANCE WITH LAW:

- 7.1 Upon the Scheme coming into effect, all taxes / cess / duties payable by or on behalf of the Transferor Company up to the Appointed Date and onwards including all or any refunds and claims, including refunds or claims pending with the revenue authorities, including the right of carry forward of accumulated losses and Minimum Alternate Tax credit under Section 115JAA of the Income-tax Act, 1961, Goods and Services tax, expenses incurred by the Transferor Company but deduction to be claimed on payment basis / on compliance with withholding tax provisions (as the case may be) under Sections 43B, 40(a)(i) and 40(a)(ia) of the Income-tax Act, 1961, if any, shall, for all purposes, be treated as the tax / cess / duty, liabilities or refunds, claims, accumulated losses and Minimum Alternate Tax credit of the Transferee Company.
- 7.2 Upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise its income-tax returns, sales tax returns, Excise & CENVAT returns, service tax returns, Goods and Service tax return, other tax returns and to restore as input credit of service tax / Goods and Service Tax adjusted earlier or claim refunds / credits as required.
- 7.3 The Transferee Company is also expressly permitted to claim refunds, credits, including restoration of input CENVAT credit,

Page 16 of 28

[Faint signature and stamp on the left side of the page]

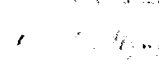
For Nichino India Private Limited
(Formerly known as Hyderabad Chemical Pvt. Ltd.)

[Signature]
Devi Prasad Gopal Kondaguntla
Whole Time Director and CFO


Goods and Service Tax, tax deduction in respect of nullifying of any transactions between the Transferor Company and Transferee Company between the Appointed Date and Effective Date.

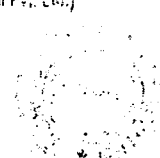
- 7.4 In accordance with the Cenvat Credit Rules framed under Central Excise Act, 1944, the unutilized credits relating to excise duties / service tax/ Goods and Services tax paid on inputs / capital goods / input services lying in the accounts of the undertaking of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the excise duty / service tax / Goods and Service tax payable by it.
- 7.5 Upon the Scheme becoming effective, unabsorbed tax losses and unabsorbed tax depreciation of the Transferor Company, if any, till the Appointed Date, would accrue to the Transferee Company in accordance with the provisions of the Income Tax Act, 1961.
- 7.6 This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, including Section 2(1B) and other relevant sections of the Income tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such

Page 17 of 28

Nichino India Private Limited
(Formerly known as Nichino Chemicals Pvt. Ltd.)

Anand Chandra
Managing Director and CEO

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


Vasudha Gopal Kondagunturi
Managing Director and CEO



27

modification will however not affect other parts of the Scheme. The power to make such amendments as may become necessary shall vest with the Board of Directors of the Transferor Company and the Transferee Company, which power shall be exercised reasonably in the best interests of the companies concerned.

8. **AUTHORIZED SHARE CAPITAL**

8.1 Upon the Scheme becoming effective, the authorized share capital of the Transferor Company with effect from the Appointed Date shall stand combined with the authorized share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Company on its authorized share capital, shall be deemed to have been so paid by the Transferee Company on the combined authorized Share capital and accordingly, the Transferee Company shall be required to pay only differential fee/ stamp duty for its increased authorized share capital.

8.2 Consequent upon the Scheme becoming effective, the share capital of Transferee Company will be as under:

Authorized Capital	Amount (Rs)
2,500,000 Equity shares of Rs.10/- each	25,000,000
Total	25,000,000
Issued, subscribed and paid-up capital	Amount (Rs)
327,900 Equity shares of Rs. 10/- each	3,279,000

8.3 'Clause V' of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections

Nichino India Private Limited
 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000



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

Swaraj Gopal Kondagunturi
 Whole Time Director and CFO



61 and 64 and other applicable provisions of the Act by deleting the existing Clause and replacing it by the following:

"The Authorized Share Capital of the Company is Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lakh only) divided into 25,00,000 (Twenty Five Lakh) equity Shares of the face value of Rs. 10/- (Rupees Ten only) each with power to increase or reduce the capital of the Company and to divide the share in the capital for the time being and to attach thereto respectively such rights, privileges or conditions as may be determined by or accordance with the regulations of the Company and to vary, modify or abrogate any rights privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

84 The approval of this Scheme by the shareholders of the Transferee Company under sections 230 and 232 of the Act, whether at a meeting or otherwise, shall be deemed to have the approval under Sections 13, 61, 64 and other applicable provisions of the Act and any other consents and approvals required in this regard.

9. TRANSACTIONS BETWEEN APPOINTED DATE AND EFFECTIVE DATE

With effect from the Appointed Date and up to the Effective Date:

91 The Transferor Company shall deemed to have held and stood possessed of and shall hold and stand possessed of all its properties and assets for and on account of and in trust for the Transferee Company. The Transferor Company hereby

Page 19 of 28

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

[Signature]

[Text]



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


[Signature]
Srirama Gopal Kondagunturi
Sr. Joint Director and CFO

undertakes to hold its said properties and assets with utmost prudence until the scheme comes into effect.

- 9.2 The Transferor Company shall carry on its activities with reasonable diligence, business prudence and shall not, except in the ordinary course of business or without prior written consent of the Transferee Company alienate charge, mortgage, encumber or otherwise deal with or dispose of the Transferor Company or part thereof.
- 9.3 It is clarified that any advance tax paid/ Tax Deduction at Source ("TDS") credits/ TDS certificates received by the Transferor Company shall be deemed to be the advance tax paid by/ TDS credit/ TDS certificate of the Transferee Company.
- 9.4 All the profits or income, if any, accruing or arising to the Transferor Company or expenditure or losses, if any arising or incurred or suffered by the Transferor Company shall for all purposes be treated and be deemed to be and accrue as the income or profits or losses or expenditure as the case may be of the Transferee Company.
- 9.5 The Transferor Company shall not vary the terms and conditions of employment of any of the employees, except in the ordinary course of business or without the prior consent of the Transferee Company or pursuant to any pre-existing obligation undertaken by the Transferor Company as the case may be, prior to the Effective Date.
- 9.6 The Transferor Company shall not make any change in its capital structure either by any increase (by issue of equity or shares on a rights basis, bonus shares, convertible debentures or otherwise), decrease, reduction, reclassification, subdivision or

Page 20 of 28

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



Anand Kumar, Director
Niche India Private Limited



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

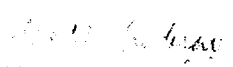

Gopal Kondagunturi
Managing Director and CEO


consolidation, re-organization, or in any other manner which may, in any way, affect the share exchange ratio/ consideration for the merger, except by mutual consent of the respective Boards of Directors of the Transferor Company and the Transferee Company or except as may be expressly permitted.


10. EMPLOYEES OF THE TRANSFEROR COMPANY

- 10.1 On the Scheme becoming effective, all staff, workmen and the employees, if any, of the Transferor Company in service on the Effective Date shall be deemed to have become staff, workmen and the employees of the Transferee Company, without any break or interruption in their services, and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to their employment with the Transferor Company on the Effective Date.
- 10.2 It is expressly provided that, on the Scheme becoming effective, any provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff, workmen and the employers of the Transferor Company in service as on the Effective Date shall become trusts/funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Company in relation to

Page 21 of 28

Nichinor India Private Limited
(Formerly Nichinor Chemicals Pvt. Ltd.)

S. Gopal Kondagunturi
Whole Time Director and CFO

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


S. Gopal Kondagunturi
Whole Time Director and CFO


such fund or funds shall become those of the Transferee Company. It is clarified that, for the purpose of the said fund or funds, the service of the staff, workmen and employees, if any, of the Transferee Company will be treated as having been continuous with the Transferee Company from the date of employment as reflected in the records of the Transferor Company.

11. VALIDITY OF EXISTING RESOLUTIONS


Upon the coming into effect of the Scheme, the resolutions of the Transferor Company as are considered necessary by the Board of Directors of the Transferee Company which are validly subsisting be considered as resolutions of the Transferee Company. If any such resolutions have any monetary limits approved under the provisions of the Act or of any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of Directors of the Transferee Company, shall be added to the limits, if any, under the like resolutions passed by the Transferee Company.

12. LEGAL PROCEEDINGS

- 12.1 If any suit, appeal or other proceeding of whatever nature by or against the Transferor Company is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued,

Page 22 of 28

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


Jayarama Gopal Kondagunturi
Whole Time Director and CFO

prosecuted and enforced by or against the Transferee Company, as the case may be, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if this Scheme had not been made.

- 12.2 In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor Company, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company.

13. CONTRACTS, DEEDS, ETC.

- 13.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, insurance, Letters of Intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature pertaining to the Transferor Company to which the Transferor Company is party and subsisting or having effect on the Effective Date, shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto.
- 13.2 The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Company would, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so

Page 23 of 28

[Faint signature and text]



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

[Signature]
Sivarama Gopal Kondagunturi
Whole Time Director and CFO



required or becomes necessary. The Transferee Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme

14. STATUTORY LICENCES, PERMISSIONS, APPROVALS

With effect from the Appointed Date and upon the Scheme becoming effective, all statutory licences, permissions, approvals, copyrights, trademarks or consents, if any, relating to the Undertaking of the Transferor Company shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company. The benefit of all statutory and regulatory permissions, environmental approvals and consents, registrations or other licences and consents shall vest in and become available to the Transferee Company pursuant to this Scheme. In so far as the various incentives, subsidies, rehabilitation Schemes, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person, or availed of by the Transferor Company are concerned, the same shall vest with and be available to the Transferee Company on the same terms and conditions.

For Medical India Private Limited
(Formerly known as (Medical Crop Sciences Pvt. Ltd.)

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

Prasanna Gopal Kondagunturi
Joint Director and CFO

15. SAVING OF CONCLUDED TRANSACTIONS

The amalgamation of NCIPL with NIPIL as described hereinabove and the continuance of proceedings by or against the Transferor Company, the same shall not affect any transaction or proceedings already concluded by the Transferor Company on and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of the Transferee Company.

16. DISSOLUTION OF THE TRANSFEROR COMPANY

On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound-up.

17. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

- 17.1 The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Transferor Company and the Transferee Company as required under the Act and as may be directed by the Hon'ble NCLT.
- 17.2 The requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.

Page 25 of 28

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

[Signature]

S. Bhatnagar

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

[Signature]

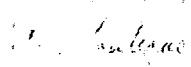
Sivarama Gopal Kondagunturi
Whole Time Director and CFO


- 17.3 The sanction of the scheme by Hon'ble NCLT under Section 230 and 232 of the Act in favour of the Transferor Company and the Transferee Company under the said provisions and the necessary orders under sections 232 of the Act being obtained.
- 17.4 The certified copy of the order of the Hon'ble NCLT under sections 230 and 232 of the Act sanctioning the Scheme is filed with the Registrar of Companies, Hyderabad, Telangana, by the Transferor Company and the Transferee Company.
- 17.5 Each part in Section of the Scheme shall be given effect to as per the chronology in which it has been provided for in the Scheme. However, failure of any one part of one Section for lack of necessary approval from the shareholders / creditors / statutory regulatory authorities shall not result in the whole Scheme failing. It shall be open to the concerned Board of Directors to consent to severing such part(s) of the Scheme and implement the rest of the Scheme as approved by the Hon'ble NCLT with such modification.
- 17.6 Compliance with such other conditions as may be imposed by the Hon'ble NCLT.

18. APPLICATION TO HON'BLE NCLT

The Transferor Company and the Transferee Company shall, with all reasonable dispatch, make applications pursuant to Sections 230 and 232 of the Act, to the NCLT for sanction and carrying out the Scheme and for consequent dissolution of the Transferor Company without winding up. The said companies shall also apply for and obtain such other approvals, as may be

Page 26 of 28

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

Sivarama Copal Kondagunturi
Whole Time Director and CFO

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


Sivarama Copal Kondagunturi
Whole Time Director and CFO



necessary in law, if any, for bringing the Scheme into effect and be entitled to take such other steps and proceedings as may be necessary or expedient to give full and formal effect to the provisions of this Scheme.

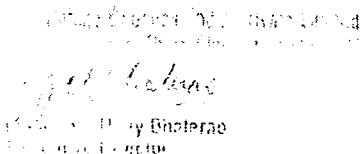
19. MODIFICATION OR AMENDMENTS TO THE SCHEME

Subject to approval of the Hon'ble NCLT, the Transferor Company and the Transferee Company by their respective Boards of Directors, may assent to/make and/or consent to any modifications/amendments to the Scheme or to any conditions or limitations that the Hon'ble NCLT and/or any other Authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate as a result of subsequent events or otherwise by them (i.e. the Board). The Transferor Company and the Transferee Company by their respective Board are authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for carrying the Scheme into effect, whether by reason of any directive or Order of any other authorities or otherwise howsoever, arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

20. EFFECT OF NON-RECEIPT OF APPROVALS

In the event of any approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of

Page 27 of 28


Sivarama Gopal Kondagunturi
Whole Time Director and CFO

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


Sivarama Gopal Kondagunturi
Whole Time Director and CFO

37

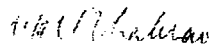
Directors of the Transferee Company and the Transferor Company shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme not being sanctioned by the Hon'ble NCLT, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

21. COSTS, CHARGES & EXPENSES


In the event of the Scheme being sanctioned by the Hon'ble NCLT, the Transferee Company shall bear and pay all costs, charges, expenses, taxes including duties, levies in connection with the Scheme.

Page 28 of 28

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


Uday Bhalerao
Managing Director

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


Sivarama Gopal Kondagunturi
Whole Time Director and CFO



MINISTRY OF CORPORATE AFFAIRS
ACKNOWLEDGEMENT

SRN : R67321059

Service Request Date : 16/10/2020

Received From :

Name : KILLAMSETTI SRIKAR
Address : PLOT NO.42, 1ST FLOOR,
DURGANAGAR COLONY, PUNJAGUTTA,
HYDERABAD, Telangana
IN - 500082

Entity on whose behalf money is paid

CIN: U24100TG2013PTC091503
Name : NICHINO CHEMICAL INDIA PRIVATE LIMITED
Address : A-24/25, APIE
BALANAGAR
HYDERABAD, Telangana
India - 500037

Full Particulars of Remittance

Service Type: eFiling

Service Description

Fee For Form GNL-1

Note: The defects or incompleteness in any respect in this eForm as noticed shall be placed on the Ministry's website (www.mca.gov.in). In case the eForm is marked as RSUB or PUCL, please resubmit the eForm or file Form GNL-4(Addendum), respectively. Please track the status of your transaction at all times till it is finally disposed off. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014) It is compulsory to file Form GNL-4 (Addendum) electronically within the due date whenever the document is put under PUCL, failing which the system will treat the document as invalid and will not be taken on record in accordance with Rule 10(4) of the Companies (Registration offices and Fees) Rules, 2014

39



NICHINO CHEMICAL INDIA PRIVATE LIMITED

(Formerly known as Nectar Crop Sciences Pvt. Ltd.)

CIN No. U24100 TG 2013 PTC091503

Report explaining the effect of the Scheme of Amalgamation of Nichino Chemical India Private Limited ('the Company') with Nichino India Private Limited and their respective shareholders and creditors ('the Scheme') on Equity Shareholders, Key Managerial Personnel, Directors, Depositors, Creditors, Debenture holders, Deposit trustee, Debenture trustee and Employees of the Company

1. Effect of the Scheme on equity shareholders of the Company:

The Scheme does not have any prejudicial effect on the equity shareholders of the Company.

With respect to shares held by Transferee Company in Transferor Company, the same would be cancelled.

2. Effect of the Scheme on Key Managerial Personnel ('KMPS') and directors of the Company:

The Scheme does not have a prejudicial effect on the key managerial personnel and directors the Company as their rights are not sought to be modified in any manner.

3. Effect of the Scheme on depositors, creditors, debenture holders, deposit trustee, debenture trustee and employees of the Company

The Scheme does not have a prejudicial effect on the creditors and employees of the Company as their rights are not sought to be modified in any manner.

Pursuant to amalgamation,

- Creditors of the Company will become creditors of Nichino India Private Limited
- All employees of the Company in service on the Effective Date (as defined in the Scheme) shall become employees of Nichino India Private Limited, without any break or interruption in their services, and on the basis of continuity of service, and the terms and conditions of their employment with Nichino India Private Limited shall not be less favourable than those applicable to them with reference to their employment with the Company as on the Effective Date as defined in the Scheme.

There are no depositors, debenture holders, deposit trustee and debenture trustees of the Company. Therefore there is no implications on them.

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


Sivarama Gopal Kondagunturi
Director

Regd. Office : A-24/25, A.P.I.E., Balanagar, Hyderabad - 500 037, Telangana, India.
☎ +91 040 23772502, 23772651, 44772600, Fax : +91 040 23772595
Factory Unit I : Plot No's. 54,55,56,58,59,60,61, IDA, Pashamylaram - 502307,
Sangareddy Dist., Telangana, India. ☎ 08455-224340/ 224341
Factory Unit II : Plot No's. : 50, 82(P),83,84(P), Industrial Area, Humnabad -585330,
Bidar Dist. Karnataka, India. ☎ 72522 10271



Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U24100TG2013PTC091503

Name of the Company: Nichino Chemical India Private Limited

Registered office: A-24/25, APIE, Balanagar, Hyderabad 500037, Telangana, India

Name of the Creditor(s):

Registered address:

E-mail Id:

We being the creditor of Nichino Chemical India Private Limited, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him

2. Name:
Address:
E-mail Id:
Signature:,

as our proxy to attend and vote (on a poll) for us and on our behalf at the meeting of the Unsecured Creditors of Nichino Chemical India Private Limited convened by Tribunal, to be held at A-24/25, APIE, Balanagar, Hyderabad 500037, Telangana, India on Wednesday, the 18th day of November 2020 at 11:00 A.M. (1100 hours IST) for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation of Nichino Chemical India Private Limited with Nichino India Private Limited and their respective shareholders and creditors (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for us and in our name(s) (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement embodied in the Scheme, either with or without modification*, as our proxy may approve.

(* Strike out whatever is not application.)

Signed this day of..... 2020

Signature of Unsecured Creditor

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Before the National Company Law Tribunal, Bench at Hyderabad

Company Application No. CA(CAA) No. 64/230/HDB/2020

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SECTIONS 230 TO 232 THE COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

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

NICHINO CHEMICAL INDIA PRIVATE LIMITED

Registered office: A-24/25, APIE, Balanagar,
Hyderabad 500037,
Telangana, India

... **Applicant Company No.1/ Transferor Company**

ATTENDANCE SLIP

NAME AND ADDRESS OF THE UNSECURED CREDITOR / PROXYHOLDER:

.....
.....
.....

**PLEASE COMPLETE THIS ATTENDANCE
SLIP AND HAND OVER AT THE ENTRANCE
OF THE MEETING HALL**

We hereby record our presence at Tribunal Convened Meeting of the Unsecured Creditors of Nichino Chemical India Private Limited held at A-24/25, APIE, Balanagar, Hyderabad 500037, Telangana, India, on Wednesday, the 18th day of November 2020 at 11:00 A.M. (1100 hours IST)

.....
Name of the attending Unsecured Creditor
/Proxyholder's*

.....
Signature Unsecured Creditor/ Proxyholder*

* Strike out whichever is not applicable

Notes:

1) Unsecured Creditor attending the meeting in person or by proxy or through authorised representative are requested to complete and bring the Attendance slip with them and hand it over at the entrance of the meeting hall.

42