

January 9, 2025

BSE Limited

Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code No: 542665

National Stock Exchange of India Limited

Listing Department,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Company Symbol: NEOGEN

Dear Sir/Madam,

Sub: Pronouncement of Order by the Hon'ble National Company Law Tribunal, Mumbai Bench, approving and sanctioning the Scheme of Amalgamation of Buli Chemicals India Private Limited with Neogen Chemicals Limited and their respective shareholders.

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

In furtherance to our communication dated April 30, 2024, May 15, 2024 and November 10, 2024 under Regulation 30 of the Listing Regulations, in connection with the Scheme of Amalgamation of wholly owned subsidiary- Buli Chemicals India Private Limited ("**Transferor Company**") with the Holding Company- Neogen Chemicals Limited ("**Transferee Company**") and their respective shareholders ("**Scheme**") pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") and rules framed thereunder, we are pleased to inform you that the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble NCLT**") on January 9, 2025, pronounced the order sanctioning the said Scheme ("**Order**"). The copy of the Order as available on the website of the Hon'ble NCLT is enclosed herewith as **Annexure A**.

Further, it has come to our notice that there are some clerical errors in the copy of Order uploaded on the website of Hon'ble NCLT. The Company will approach the Hon'ble NCLT for rectification of the Order.

The certified copy of the Order is awaited. The Scheme will be effective upon filing of certified copy of Order with the Registrar of Companies, Mumbai by both the Transferor Company and Transferee Company. The Transferee Company will intimate to the Stock Exchange, the Effective Date of the Scheme upon the same coming into effect.

This intimation is also being uploaded on the website of the Company at <https://neogenchem.com/announcements/>.

Kindly take the same on your records and disseminate the same on your websites.

Yours faithfully,

For Neogen Chemicals Limited

Unnati Kanani

Company Secretary & Compliance Officer

Membership No: A35131

Encl.: As above



THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT-I

C.P. (CAA) / 201 (MB) / 2024

IN

C.A. (CAA) / 142 (MB) / 2024

In the matter of
The Companies Act, 2013
And
In the matter of
Sections 232 r/w Section 230 r/w Section 234
and Section 61 and 66
of
The Companies Act, 2013 and other applicable
provisions of The Companies Act, 2013 And
Rules Framed thereunder as in force from time
to time
And
In the matter of
Scheme of Amalgamation

Buli Chemicals India Private Limited

CIN: U24297MH2018FTC348198

...**Transferor Company/**
Petitioner Company 1

Neogen Chemicals Limited

CIN: L24200MH1989PLC050919

...**Transferee Company/**
Petitioner Company 2

Order delivered on 09.01.2025

Coram:



Shri Prabhat Kumar
Hon'ble Member (Technical)

Justice V.G. Bisht (Retd.)
Hon'ble Member (Judicial)

Appearances:

For the Petitioner Companies: CA Harsh C. Ruparelia i/b A R
C H and Associates, Professional

For the Regional Director: Mr. Tushar Wagh, Deputy
Director

For the Income-tax Department: Ms. Prachi Wazalwar, Advocate
for the Income-tax Department

ORDER

1. Heard the Professional for the Petitioner Companies, the representative of the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai and Advocate for the Income-tax Department. No objector has come before this Tribunal to oppose the Scheme, nor has any party controverted any averments made in the Petition, except as otherwise stated.
2. The present Scheme is a Scheme of Amalgamation of **Buli Chemicals India Private Limited** ("Transferor Company") with **Neogen Chemicals Limited** ("Transferee Company") and their respective shareholders ("Scheme" or "this Scheme"), under the provisions of Sections 232 r/w Section 230 and other applicable provisions of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.



3. The Transferor Company is primarily engaged in the business of manufacturing of chemicals and the Transferee Company is primarily engaged in the business of manufacturing Bromine-based and Lithium-based specialty chemicals. Its specialty chemicals product offerings comprise of Organic as well as Inorganic chemicals. Its products are used in pharmaceutical and agrochemical intermediates, engineering fluids, electronic chemicals, polymer additives, water treatment, construction chemicals, and aroma chemicals, flavors and fragrances, specialty polymers, Chemicals and Vapour Absorption Chillers – original-equipment manufacturers.

4. The Professional for the Petitioner Companies states that the Joint Company Scheme Petition has been filed in consonance with the order dated 04th September 2024, passed by this Tribunal in the connected Company Scheme Application bearing C.A.(CAA) / 142 (MB) / 2024. The Petitioner Companies have complied with all requirements as per directions of this Tribunal and they have filed necessary Affidavits of compliance with this Tribunal. Moreover, the Petitioner Companies undertake to comply with all the statutory requirements, if any, as may be required under the Companies Act, 2013 and the Rules made thereunder.

5. The proposed amalgamation of the First Petitioner Company with the Second Petitioner Company would result in the following benefits:
 - i. The Transferor Company is a wholly owned subsidiary of the Transferee Company and engaged in similar line of business



and proposed amalgamation pursuant to this Scheme will create synergies amongst the business;

- ii. The proposed amalgamation will result in a simplification of the existing corporate structure and eliminate administrative duplications, consequently reducing the administrative costs of maintaining separate companies, reduction in overheads including administrative, managerial costs, while reducing multiple legal and regulatory compliances;
- iii. Providing an opportunity to leverage combined assets, capabilities, experience, expertise, infrastructure of both companies enabling optimum utilization of existing resources and economies of scale;
- iv. Improved cash flows and more efficient utilization of capital, human resources and infrastructure to create a stronger base for future growth, enhance future business potential, and achieve greater efficiencies, productivity gains and advantages by pooling of resources of the group companies thereby significantly contributing to future growth and maximizing shareholder's value;
- v. There is no likelihood that any creditor of the Transferor Company or the Transferee Company will be prejudiced as a result of the Scheme. The Scheme will neither impose any additional burden on the shareholders or creditors of the Transferor Company, nor will it adversely affect the interests of any of the shareholders or creditors of the Transferor Company and Transferee Company. Further, the Scheme is only for the amalgamation of the Transferor Company with the Transferee Company and is not an arrangement with the creditors of any of the entities involved.



6. The Regional Director has filed his Report dated 23.10.2024 making certain observations and the Petitioner Companies have undertaken/made following submission that :
 - a. The Transferee Company undertakes that in addition to compliance of Ind AS 103 for accounting treatment, the Transferee Company shall pass such accounting entries as may be necessary in connection with the Scheme to comply with other applicable Ind AS such as Ind AS 8, as applicable.
 - b. The scheme is in compliance with the requirements as to Appointed Date and Effective Date, as clarified vide circular no. F. No.7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.
 - c. The Petitioner Companies will comply with the provisions set out in Section 232(3)(i) of the Companies Act, 2013 and that the fees, if any, paid by the Transferor Company on its authorized share capital shall be set off against any fees payable by the Transferee Company on its authorized share capital subsequent to the amalgamation, if applicable. Also, the Transferee Company shall pay the balance / difference amount of the fees, as applicable, at the time of increasing the authorized share capital, as a result of this Scheme.
 - d. The Scheme enclosed to the Company Scheme Application and Company Scheme Petition are one and same and there is no discrepancy, or no change is made.
 - e. The First Petitioner Company is a wholly owned subsidiary of Second Petitioner Company. The Second Petitioner Company became the holding company of the



First Petitioner Company with effect from 03rd May, 2023. As on 03rd May, 2023, the Promoter and Promoter Group holds 60.19% stake in the Second Petitioner Company of which Haridas Kanani, Harin Kanani, Beena Kanani and Pallika Kanani are holding 47.72%, 8.02%, 0.40% and 4.00% respectively while other promoter group individual are together holding 0.05%, while public shareholders hold 39.81%.

- f. The Petitioner Companies shall file necessary applications before the Stamp Authorities for adjudication of stamp duty on the order sanctioning the Scheme in accordance with applicable provisions of the State Stamp Acts, as may be applicable in this regard.
 - g. There is no diminution of liability of any of the Secured Creditors or Unsecured Creditors of the Petitioner Companies, who will be paid off in the ordinary course of business.
 - h. The Transferee Company will comply with Income Tax Provisions in relation to proceedings/claims under Income Tax Act against the Transferor Company.
7. Mr. Bhagwati Prasad, Additional Director for the Office of Regional Director (WR), Mumbai appeared on the date of hearing and submits that above explanations and clarifications given by the Petitioner Company in rejoinder are satisfactory and they have no further objection to the Scheme.
8. The Official Liquidator, High Court Bombay, Bench at Mumbai has filed its report on 13th November 2024, stating that the affairs of the transferor company have been conducted in a proper manner. Therefore, the representation of the Official Liquidator



is taken on record by this Hon'ble Tribunal.

9. The Deputy Commissioner of Income-tax, Circle-3, Thane has filed its report on behalf of Income-tax Department on 19th November 2024 stating that subject to the objections / liberties as mentioned in this report, this Tribunal may pass appropriate order / orders as deem fit and proper on merits. The Petitioner Companies have filed an Affidavit in reply to the report filed by the Income-tax Department with this Hon'ble Tribunal on 21st November 2024, providing clarification / undertakings to the observations made by the Income-tax Department, which are as under:

- a. The Income Tax Department shall be free to initiate proceedings, as per the provisions of the Income-tax Act, 1961 against the Transferee Company post coming into effect of the Scheme. Therefore, it is submitted that the Scheme is not prejudicial to the rights of the Income Tax Department. Further, the Transferee Company will continue to remain in existence, as a result of the Scheme and hence, there shall be no impact on any ongoing proceedings, if any, as a result of the present Scheme.
- b. The Scheme involves amalgamation of the Transferor Company with the Transferee Company with the intention of achieving the commercial benefits detailed in the Scheme.
- c. The Scheme does not involve and shall not result into any tax avoidance or tax evasion, and the amalgamation envisaged in the Scheme is purely a commercial transaction. The Scheme is not violative of any provisions of the Income-tax Act, 1961.



- d. The Second Petitioner Company shall take suitable actions for clearing the outstanding demand of INR 3,16,730/- for AY 2010-11 and INR 2,69,949/- for AY 2015-16 in case of the Second Petitioner Company, outstanding demand, including but not limited to filing of rectification, correction, or appeals. Any outstanding demand remaining post the above shall be duly discharged by the Second Petitioner Company.
 - e. The Petitioner Companies submit that post amalgamation under the present Company Scheme Petition, the Second Petitioner Company shall continue to exist as an income generating operating company, and shall have sufficient net-worth and assets available to pay any additional income tax liability that may arise under the IT Act pertaining to the proposed Scheme, and if required, shall make appropriate arrangements to discharge the tax liability arising (subject to the rights and remedies available to the Second Petitioner Company under the provisions of the Income-tax Act, 1961).
10. The Transferor Company is a wholly owned subsidiary of the Transferee Company and the entire issued, subscribed and paid-up equity share capital of the Transferor Company is held by the Transferee Company directly and through its nominees. Upon the Scheme becoming effective, no shares of the Transferee Company shall be issued or allotted in lieu of its holding in the Transferor Company and the entire issued, subscribed and paid-up equity share capital of the Transferor Company shall stand cancelled.
11. The Professional for the Petitioner Companies submits that there are no winding up petitions or petitions under the Insolvency and



Bankruptcy Code, 2016 admitted against any of the Petitioner Companies.

12. From the material on record, the Scheme appears to be fair and reasonable and is not in violation of any provisions of law and is not contrary to public policy. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition bearing C.P.(CAA) / 201 (MB) / 2024 connected with C.A.(CAA) / 142 (MB) /2024 filed by the Petitioner Companies are made absolute in terms of prayer clauses of the said Company Scheme Petition.
13. The Scheme is hereby sanctioned, and the Appointed Date of the Scheme is 1st April 2024. It shall be binding on the Petitioner Companies involved in the Scheme and all concerned including their respective Shareholders, Secured Creditors, Unsecured Creditors, Employees and/or any other stakeholders concerned. The Transferor Company will be dissolved without winding up.
14. The Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this scheme and in case it is found that the scheme ultimately results in tax avoidance under the provisions of Income Tax Act, it shall be open to the Income tax authorities to take necessary action as possible under the Income Tax Law.
15. The Petitioner Companies are directed to file a certified copy of this order along with the copy of Scheme with the concerned Registrar of Companies, electronically in e-form INC-28 within 30 days or an extended timeline with payment of additional fees, as may be applicable, from the date of receipt of the order duly



certified by the Designated Registrar of this Hon'ble Tribunal. The Scheme will become effective on filing of the copy of this order with the concerned Registrar of Companies.

16. The Petitioner Companies to lodge a certified copy of this order and the Scheme duly certified by the Designated Registrar of this Hon'ble Tribunal, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 working days from the date of receipt of the certified copy of order from the Registry of this Hon'ble Tribunal.
17. All concerned regulatory authorities to act on a copy of this order duly certified by the Registry of this Hon'ble Tribunal, along with a copy of the Scheme.
18. Ordered accordingly. Thus, the Company Scheme Petition with C.P. (CAA) / 201 (MB) / 2024 connected with C.A. (CAA) / 142 (MB) / 2024 shall stand to be disposed-off.

Sd/-

Prabhat Kumar

Member (Technical)

Sd/-

Justice V.G. Bisht

Member (Judicial)