

DORF-KETAL CHEMICALS INDIA PRIVATE LIMITED

(Registered Office: 1, Dorf Ketal Tower, D'Monte Street, Orlem, Malad (West), Mumbai-400064)

CIN: U24100MH1992PTC066726

Tel No.: 022-42974900, **Fax. No.** 022-42974888 Email: vijaymalpani@dorfketal.com

MEETING OF THE EQUITY SHAREHOLDERS OF

Dorf-Ketal Chemicals India Private Limited Convened by the National Company Law Tribunal to be held on Thursday, 30th March, 2017 at 11.00 A.M. at 1, Dorf Ketal Tower, D'Monte Street, Orlem, Malad (West), Mumbai-400064

Sr. No.	Contents
1	Notice of the Meeting of the Equity Shareholders of Dorf-Ketal Chemicals India Private Limited Convened by the National Company Law Tribunal
2	Explanatory Statement under Section 230 read with Section 102 of the Companies Act, 2013
3	Scheme of Arrangement
4	Form of Proxy
5	Attendance Slip
6	Route Map to the Meeting Venue

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH
FORM NO. CAA 2[Pursuant to Section 230(3) and Rule 6]
COMPANY APPLICATION NO 8 OF 2017**

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 along with the Companies Act, 1956;

And

In the matter of Scheme of Arrangement between Filtra Catalysts and Chemicals Limited, Sudha Organics Private Limited, Perfect Scales Company Private Limited and Dorf Ketal Speciality Catalyst Private Limited (the **Transferor Companies**) and Dorf-Ketal Chemicals India Private Limited (the **Transferee Company**) and their respective Shareholders and Creditors

Dorf-Ketal Chemicals India Private Limited, a)
company incorporated under the Companies)
Act, 1956 having its registered office at 1, Dorf)
Ketal Tower, D' Monte Street, Orlem, Malad)
(West), Mumbai-400064)

) ...Applicant Company

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY

To,

The Equity Shareholder of Dorf-Ketal Chemicals India Private Limited

Notice is hereby given that by an order dated 16th February,2017, the Mumbai Bench of the National Company Law Tribunal ("Tribunal") has directed a meeting to be held of the Equity Shareholders of the Company for the purpose of corresponding, and if thought fit, approving with or without modification, the Scheme of Arrangement between Filtra Catalysts and Chemicals Limited, Sudha Organics Private Limited, Perfect Scales Company Private Limited and Dorf Ketal Speciality Catalyst Private Limited ("**Transferor Companies**") and Dorf-Ketal Chemicals India Private Limited ("**Transferee Company**" or "**Applicant Company**") and their representative shareholders and creditors which, provides that the entire Undertakings of the Transferor Companies with effect from 1st April, 2016 ("**Appointed Date**") without any further act, instrument or deed, be and shall stand

transferred to and vested in and/or deemed to have been transferred to and vested in the Transferee Company as a going concern under the Sections 230-232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Scheme").

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Company will be held at 1, Dorf Ketal Tower, D'Monte Street, Orlem, Malad (West), Mumbai-400064 on Thursday, 30th March, 2017 at 11.00 A.M. at which time and place the said members are requested to attend.

Copies of the aforesaid Scheme of Arrangement and of the Statement under 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Company. Persons entitled to attend and vote at the meeting may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Company at 1, Dorf Ketal Tower, D'Monte Street, Orlem, Malad (West), Mumbai-400064 not later than 48 hours before the meeting.

The Form of Proxy free of Charge can be obtained from the Registered Office of the Company.

The Tribunal has appointed Mr. Sudhir Menon, failing him, Mr. Subodh Menon, and failing him, Mr. Akhilesh Bhargava Directors of the Transferee Company, as the Chairperson of the said meeting. The above mentioned Scheme of Arrangement, if approved at the meeting will be subject to the subsequent approval of the Tribunal.

Sd/-

Subodh Menon

Chairman appointed for the meeting

Dated this 23rd February, 2017

Registered Office:

1, Dorf Ketal Tower, D' Monte Street,
Orlem, Malad West, Mumbai-400064.

Notes:

1. All alteration made in the form of Proxy should be initialed.
2. Only registered shareholders of the Transferee Company may attend and vote [either in person or by proxy (a proxy need not be a shareholder of the Transferee Company) or in the case of Body Corporate, by a Representative authorised under Section 113 of the Companies Act, 2013] at the meeting of the Equity Shareholders of Applicant Company. The Authorised Representative of a Body Corporate which is registered equity shareholder of the Applicant Company may attend and vote at the meeting of the Equity Shareholders of the Applicant Company provided a certified true copy of the Resolution of the Board of Directors authorizing such representative to attend and vote at the meeting of the equity shareholders of the Applicant Company is deposited at the registered office of the Applicant Company not later than 48(Forty Eight) hours before the scheduled time of the commencement of the meeting of the Equity Shareholders of the Applicant Company. The Form of Proxy can be obtained free of Charge at the registered office of the Applicant Company. A person can act as a proxy on behalf of more than 50 (Fifty) shareholders holding in aggregate, not more than 10% (Ten Percent) of the total share capital of the Applicant Company. Shareholders holding more than 10% (Ten Percent) of the total share capital of the Applicant company may appoint a single person as proxy, who shall not act as a proxy for any other shareholder.
3. During the period beginning 24 (twenty four) before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant Company, provided that not less than 3 (three) days of notice in writing is given to the Applicant Company.
4. The quorum of the meeting of the equity shareholders of the Applicant Company shall be 2 (two) Equity Shareholder of the Applicant Company, present in person.
5. A person whose name is recorded in the Register of Members or in the Register of the Members maintained by the Company as on the cut-off date of Thursday, 16th February, 2017 shall be entitled to vote at the Meeting.
6. The Notice will be displayed on the website of the Company at www.dorfketal.com
7. A registered equity shareholder or his/her proxy, attending the meeting, is requested to bring the Attendance Slip duly completed and signed
8. Registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the register of the Shareholders of the Applicant Company will be entitled to vote.
9. The documents referred to in the accompanying Explanatory Statement shall be open for the inspection by the Equity shareholders at the registered office of the Applicant Company

between 11.00 a.m. and 1.00 p.m. upto the date of the meeting on all days (except Saturdays, Sundays and public holidays).

Encl.: As above.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

COMPANY APPLICATION NO 8 OF 2017

In the matter of the Companies Act, 2013 (18 of 2013);

And

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 along with the Companies Act, 1956.

And

In the matter of Scheme of Arrangement between Filtra Catalysts and Chemicals Limited, Sudha Organics Private Limited, Perfect Scales Company Private Limited and Dorf Ketal Speciality Catalyst Private Limited (the **Transferor Companies**) and Dorf-Ketal Chemicals India Private Limited (the **Transferee Company**) and their respective Shareholders and Creditors

Dorf-Ketal Chemicals India Private Limited, a)
company incorporated under the Companies)
Act, 1956 having its registered office at 1, Dorf)
Ketal Tower, D' Monte Street, Orlem, Malad)
(West), Mumbai-400064)

) ...Applicant Company

STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013

1. In this statement Filtra Catalysts and Chemicals Limited, Sudha Organics Private Limited, Perfect Scales Company Private Limited and Dorf Ketal Speciality Catalyst Private Limited is referred to as the "**Transferor Companies**" and Dorf-Ketal Chemicals India Private Limited is referred to as the "**Transferee Company**". The other definitions contained in the Scheme of Arrangement between the Transferor Companies and the Transferee Company and their respective Shareholders and Creditors ("hereinafter referred as the "**Scheme**") will also apply to this statement under Section 230 of the Companies Act, 2013 ("**Explanatory Statement**").

2. The Scheme is between Dorf Ketal Speciality Catalyst Private Limited, Filtra Catalysts and Chemicals Limited, Sudha Organics Private Limited, Perfect Scales Company Private Limited (the "Transferor Companies") and Dorf-Ketal Chemicals India Private Limited (the "Transferee Company").
3. A Copy of the Scheme between the Transferor Companies and the Transferee Company setting out the terms and conditions of the Scheme is attached to this Explanatory Statement.
4. Pursuant to the Order dated 16th February, 2017 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench in Company Application referred to above, has approved that the meeting of the Creditors of the Transferor Companies and Transferee Company is not required.

OVERVIEW

5. The proposed Scheme envisages that the entire Undertakings of the Transferor Companies with effect from 1st April, 2016 ("**Appointed Date**") without any further act, instrument or deed, be and shall stand transferred to and vested in and/or deemed to have been transferred to and vested in the Transferee Company as a going concern under the Sections 230-232 and other applicable provisions of the Act.

BACKGROUND

6. The Details of the Transferor Companies and Transferee Company:

Particulars	Transferor Company	Transferor Company	Transferor Company	Transferor Company	Transferee Company
Name of the Company	Dorf Ketal Speciality Catalyst Private Limited	Filtra Catalysts and Chemicals Limited	Perfect Scales Company Private Limited	Sudha Organics Private Limited	Dorf-Ketal Chemicals India Private Limited
Corporate Identity Number	U24233MH2010 PTC286363	U24110MH2000 PLC128198	U29196MH198 4PTC033331	U24119MH19 88PTC046283	U24100MH1992P TC066726
PAN	AAACD3088K	AAACF5296L	AAACP9044J	AAFCS9904D	AAACD3819P
Date of Incorporation	01/01/2010	10/08/2000	30/06/1984	19/02/1988	12/05/1992
Type of Company	Private Limited Company	Unlisted Public Company	Private Limited Company	Private Limited Company	Private Limited Company

Registered Office	1, Dorf Ketal Tower, D'Monte Street Orlem, Malad (West), Mumbai-400064	Golden Plaza, 3 rd Floor, Opp. Navnit Motor Ltd., Gokul Nagar, LBS Marg, Thane (W), Thane – 400601	203 Plot No W/167, MIDC Industrial Area, Panvel, Raigad, Maharashtra 410206.	203, The Swing, Opp. Nutan Vidyamandir, Marve Road, Malad (W), Mumbai-400064	1, Dorf Ketal Tower, D'Monte Street Orlem, Malad (West), Mumbai-400064
Email id	vijay.malpani@dorketal.com	vijay.malpani@dorketal.com	vijay.malpani@dorketal.com	vijay.malpani@dorketal.com	vijay.malpani@dorketal.com
Capital Structure:					
1) Authorised	4,00,00,000 Equity Shares of Rs.10/-each i.e. Rs. 40,00,00,000/-	94,60,000 Equity Shares of Rs.10/-each i.e. Rs.9,46,00,000 and 5,40,000 Redeemable Preference Shares of Rs. 10/- each i.e. Rs.54,00,000	5,000 Equity Shares of Rs.100/-each i.e. Rs. 5,00,000/-	1,00,000 Equity Shares of Rs.10/-each i.e. Rs.10,00,000/-	2,05,00,000 Equity Shares of Rs.100/-each i.e. Rs. 2,05,00,00,000/-
2) Issued Subscribed and paid up	3,70,00,000 Equity Shares of Rs.10/- each fully Paid-up i.e. Rs. 37,00,00,000/-	49,70,000 Equity Shares of Rs.10/- each fully Paid-up i.e. Rs.4,97,00,000	3,550 Equity Shares of Rs.100/- each fully Paid-up i.e. Rs.3,55,000/-	98,530 Equity Shares of Rs.10/- each fully Paid-up i.e. Rs. 9,85,300/-	1,76,26,106 Equity Shares of Rs. 100/- each fully paid-up i.e. Rs. 1,76,26,10,600/-

7. Summary of the Main Object and Business:

TRANSFEROR COMPANY

a) Dorf Ketal Speciality Catalyst Private Limited:

To carry on in India and/or elsewhere all or any business of manufacturers, processors, producers, buyers, sellers, importer, exporters, agents, distributors, traders, and dealers of all kinds of Chemicals for Industrial, Commercial, Agricultural, Micro biocides, Dispersants, water solubable polymer based retentions, drainage and recovery aids, mineral processing, handling and purification chemicals, antifoam chemicals, antifouling and anti-scaling agents, corrosion specialty lubricants and chemicals for Hydrocarbon exploration, production, refining, storage and transportation, petro-chemical, mining, water treatment, fertilizer, and other fields of industry, agricultural and commerce. The Company is primarily engaged in manufacturing & dealing in all kinds of Chemicals.

b) Filtra Catalysts and Chemicals Limited

To Manufacture, process, develop, improve, investigate, research, import, export and deal in all kind or Chemicals e.g. Organic, Inorganic, Bio-chemicals, Fine Chemicals, colouring Chemicals, varnishes, resins, chemicals, catalysts used in manufacturing, coating and processing of metal, metallurgicals, electronics, electricals, mechanicals, agricultural products, fertilizers, petroleum products, plastics, dyes, drugs and intermediaries, dye stuff pigments, drugs and drugs intermediaries and other preparations, formulations, compounds and ingredients, undertake provision of knowhow relating to process engineering and execution of projects on turnkey basis The Company is primarily engaged in manufacturing & dealing in all kinds of Chemicals.

c) Perfect Scales Company Private Limited

To Carry on in India and elsewhere the business of manufacturing and fabricating repairs, purchase, sales, import, export and/or otherwise to deal in business Of weights and weighing scales, measuring instruments, building materials, and engineering goods and is in the business of weights and weighing scales

d) Sudha Organics Private Limited

To carry on business in India, or of as manufacturers, buyers, sellers, dealers, retailers, wholesalers, importers, exporters, agents and suppliers of fine chemicals , heavy chemicals, industrial chemicals, organic chemicals, inorganic chemicals, intermediates thereof, bio-chemicals, petrochemicals polythelene, glycols of various molecular weights, detergents, nonionics, anonics, cationics, and other ethylene oxide condensates, disinfectants and semifizers, emulsifiers, demulsifiers, wetting agents, auxiliary chemicals for textiles paints, rubber, dyes, pigment, leather, cosmetic and other industries. The Company is primarily engaged in manufacturing & dealing in all kinds of Chemicals.

TRANSFEEE COMPANY

a) DORF KETAL CHEMICALS INDIA PRIVATE LIMITED

To carry on in India and/or elsewhere all or any business of manufacturers, processors, producers, buyers, sellers, importer, exporters, agents, distributors, traders, and dealers of all kinds of Chemicals for Industrial, Commercial, Agricultural, Micro biocides, Dispersants, water solubable polymer based retentions, drainage and recovery aids, mineral processing, handling and purification chemicals, antifoam chemicals, antifouling and anti-scaling agents, corrosion specialty lubricants and chemicals for Hydrocarbon exploration, production, refining, storage and transportation, petro-chemical, mining, water treatment, fertilizer, and other fields of industry, agricultural and commerce.

To carry on in India and elsewhere the business of manufacturing and fabricating repairs, purchase, sale, import, export and/or otherwise deal in business of various types of weights and weighing scales, measuring instruments, building materials, and engineering goods.

The Company is primarily engaged in manufacturing & dealing in all kinds of Chemicals.

NOTE: Detail Main object of the Transferor Companies and Transferee Company is given in Memorandum of Association of the respective company and the same is made available at the respective register office of the Company.

8. The Capital Structure of the Transferor Companies and Transferee Company has not changed since 31st March, 2016.
9. The Appointed Date of the Scheme is 1st April, 2016 and the Effective date of the Scheme shall be the date on which certified copies of the Order(s) of the National Company Law Tribunal, Bench, at Mumbai vesting the assets, properties, liabilities, rights, duties, obligations and the like of the all Transferor Companies in the Transferee Company are filed with the Registrar of Companies, Mumbai Maharashtra, after obtaining the necessary consents, approvals, permissions, resolutions, agreements, sanctions and orders in this regard. However, the Scheme shall be effective from the Appointed Date but shall become operative from the Effective Date.
10. The Transferor Companies are wholly owned subsidiaries companies of the Transferee Company i.e. the entire share capital of the Transferor Companies are held by the Transferee Company, and since the shareholders of the Transferor Companies being the Transferee Company, the Transferee Company cannot issue shares to the shareholders of the Transferor Companies being Transferee Company itself, pursuant to the Applicable laws in India. Thus, the Shares held by the Transferee Company in the Transferor Companies shall stand cancelled and extinguished pursuant to implementation of the Scheme of Amalgamation. The Valuation report by the registered valuer is not required since the shares of the Transferor Company shall stand extinguished and cancelled
11. One of the Transferor Company i.e. M/s Dorf Ketel Speciality Catalyst Private Limited has changed its registered from the State of Gujarat to the State of Maharashtra vide order No. RD(NWR)/13/(685)/2016/2680 issued by Regional Director(NWR), Ahmedabad. The Transferee Company i.e. M/s Dorf Ketel Chemicals India Private Limited has amended its main object clause by adding one more clause in main object for dealing and manufacturing in various types of weights and weighing scales by passing Special Resolution in Extraordinary General Meeting held on 23rd August, 2016. Remaining all

Transferor Companies have not made any changes in name, registered office and objects during the last five years

12. Both Transferor Companies and Transferee Companies are not listed on any Stock exchanges.

13. Details of the Promoters and Director:

a. Dorf Ketal Speciality Catalyst Private Limited:

i) Name and address of the Promoters:

Name of the Promoter	Address
Dorf-Ketal Chemicals India Private Limited	1, Dorf Ketal Tower, D'Monte Street, Orlem, Malad (West), Mumbai-400064
Sudhir Menon	5/501, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Subodh Menon	401, Swapna Lok, Marve Road, Malad (W), Mumbai 400064

ii) Name and address of the Directors:

Name of the Directors	Address
Sudhir Menon	5/501, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Subodh Menon	401, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Akhilesh Bhargava	101, Gautam Parag Society Green Road, Lewis Wadi, Thane West 400604

b. Filtra Catalysts and Chemicals Limited

i) Name and address of the Promoters:

Name of the Promoter	Address
Dorf-Ketal Chemicals India Private Limited	1, Dorf Ketal Tower, D'Monte Street,

	Orlem, Malad (West), Mumbai-400064
Sudhir Menon	5/501, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Subodh Menon	401, Swapna Lok, Marve Road, Malad (W), Mumbai 400064

ii) Name and address of the Directors:

Name of the Directors	Address
Sudhir Menon	5/501, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Subodh Menon	401, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Akhilesh Bhargava	101, Gautam Parag Society Green Road, Lewis Wadi, Thane West 400604
Mahesh Subramaniyam	A/3,104, Raunak Park, Konkani Pada, Pokhran Road 2, Thane (West), Thane 400610.

c. Perfect Scales Company Private Limited

i) Name and address of the Promoters:

Name of the Promoter	Address
Dorf-Ketal Chemicals India Private Limited	1, Dorf Ketal Tower, D'Monte Street, Orlem, Malad (West), Mumbai-400064
Sudhir Menon	5/501, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Subodh Menon	401, Swapna Lok, Marve Road, Malad (W), Mumbai 400064

ii) Name and address of the Directors:

Name of the Directors	Address
Sudhir Menon	5/501, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Subodh Menon	401, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Pramod Menon	701 7th Floor Sand Pebble 3rd Azad Lane Off Veera Desai Road Andheri (West) Mumbai 400058

d. Sudha Organics Private Limited

i) Name and address of the Promoters:

Name of the Promoter	Address
Dorf-Ketal Chemicals India Private Limited	1, Dorf Ketal Tower, D'Monte Street, Orlem, Malad (West), Mumbai-400064
Sudhir Menon	5/501, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Subodh Menon	401, Swapna Lok, Marve Road, Malad (W), Mumbai 400064

ii) Name and address of the Directors:

Name of the Directors	Address
Sudhir Menon	5/501, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Subodh Menon	401, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Pramod Menon	701 7th Floor Sand Pebble 3rd Azad Lane Off Veera Desai Road Andheri (West) Mumbai 400058

e. Dorf-Ketal chemicals India Private Limited (Transferee Company):

i) Name and address of the Promoters:

Name of the Promoter	Address
Sudhir Menon	5/501, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Subodh Menon	401, Swapna Lok, Marve Road, Malad (W), Mumbai 400064

ii) Name and address of the Directors:

Name of the Directors	Address
Mr. Sudhir Menon	5/501, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Mr. Subodh Menon	401, Swapna Lok, Marve Road, Malad (W), Mumbai 400064
Mr. Perumangode Ramaswamy	501 Sand Pebble Off Veeradesai Road, 3rd Azadlane Andheri (West), Mumbai, 400058.
Mr. Aniparambil Vijayaraghava Menon	203, Swings, Marve Road, Malad-West, Mumbai, 400064.
Mrs. Padmaja Menon	203, Swing Bldg Malad (West), Opp Nutan School Marve Road, Mumbai, 400064.
Mr. Mahesh Subramaniam	A/3, 104, Raunak Park, Konkani Pada, Pokhran Road 2, Thane (West), Thane-400610.
Mr. Pramod Menon	701 7th Floor Sand Pebble 3rd Azad Lane, Off Veera Desai Road Andheri (West), Mumbai- 400058.
Mr. Akhilesh Bhargava	101, Gautam Parag Society, Green Road, Lewis Wadi, Thane West, 400604.

14. The Transferee Company along with its nominees hold 100% of the paid up equity share capital of the Transferor Companies i.e. the Transferor Companies are the wholly owned Subsidiary Company of the Transferee Company.

15. The Board of Directors of Transferee Company viz. Mr. Sudhir Menon, Mr. Subodh Menon, Mr. Perumangode Ramaswamy, Mr. Aniparambil Vijayaraghava Menon, Mrs. Padmaja Menon, Mr. Mahesh Subramaniam, Mr. Pramod Menon and Mr. Akhilesh Bhargava on 1st September, 2016 unanimously approved the Scheme and Mr. George Brannon & Mr. Matthew Knight did not cast their vote as leave of absence was granted to them (Mr. George Brannon resigned on 12th January, 2017 and Mr. Matthew Knight

resigned on 3rd January, 2017 from Board) and all the following Directors of Transferor Companies on 1st September, 2016 unanimously approved the Scheme.

Perfect Scales Company Private Limited	Sudha Organics Private Limited	Dorf Ketal Speciality Catalyst Private Limited	Filtra Catalysts and Chemicals Limited
Mr. Sudhir Menon	Mr. Sudhir Menon	Mr. Sudhir Menon	Mr. Sudhir Menon
Mr. Subodh Menon	Mr. Subodh Menon	Mr. Subodh Menon	Mr. Subodh Menon
Mr. Pramod Menon	Mr. Pramod Menon	Mr. Akhilesh Bhargava	Mr. Akhilesh Bhargava
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16. The details of the Current Shareholding Pattern in the Transferor Companies and Transferee Company is as Follows:

TRANSFEREE COMPANY:

a. Dorf Ketal Chemicals India Private Limited

Sr. No.	Name of the Shareholder	No. of Shares
1	Mr. Sudhir Menon	1,15,17,887
2	Mr. Subodh Menon	58,63,444
3	Mr. P.N. Ramaswamy	26,235
4	Mr. A.V. Menon	4,000
5	Mrs. Padmaja Menon	2,040
6	Dr. Mahesh Subramaniyam	2,500
7	Sudhir Menon HUF	2,09,000
8	Mr. Pramod Menon	1000
	TOTAL	1,76,26,106

TRANSFEROR COMPANY:

a. Dorf Ketal Speciality Catalyst Private Limited

Sr. No.	Name of Shareholder	No. of Shares
1	M/s. Dorf Ketal Chemicals India Private Limited	3,69,99,999
2	Mr. Subodh Menon (Nominee of Dorf Ketal Chemicals India Private Limited)	1
	TOTAL	3,70,00,000

b. Filtra Catalysts and Chemicals Limited:

Sr. No.	Name	No. of Shares
1	Dorf-Ketal Chemicals India Private Limited	49,69,994
2	Mr. Sudhir Menon (Nominee Shareholder of Dorf-Ketal Chemicals India Private Limited)	1
3	Mr. Subodh Menon (Nominee Shareholder of Dorf-Ketal Chemicals India Private Limited)	1
4	Mr. Mahesh Subramaniam (Nominee Shareholder of Dorf-Ketal Chemicals India Private Limited)	1
5	Mr. Pramod Menon (Nominee Shareholder of Dorf-Ketal Chemicals India Private Limited)	1
6	Mr. Vijay Malpani (Nominee Shareholder of Dorf-Ketal Chemicals India Private Limited)	1
7	Mr. Perumangode Ramaswamy (Nominee Shareholder of Dorf-Ketal Chemicals India Private Limited)	1
	Total	49,70,000

c. Perfect Scales Company Private Limited

Sr. No.	Name of the Shareholders	No. of Shares
1	M/s. Dorf Ketal Chemicals India Private Limited	3,549
2	Mr. Subodh Menon (Nominee Shareholder of Dorf-Ketal Chemicals India Private Limited)	1
	Total	3,550

d. Sudha Organics Private Limited

Sr. No.	Name of the Shareholders	No. of Shares
1	M/s. Dorf Ketal Chemicals India Private Limited	98,529
2	Mr. Subodh Menon (Nominee Shareholder of Dorf-Ketal Chemicals India Private Limited)	1
	Total	98,530

17. The Transferor Companies and Transferee Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014. So, there are no Depositors and/or Deposit Trustee in the Transferee Company and in the Transferor Companies.
18. The Transferor Companies and Transferee Company have not issued any Debentures within the purview of provisions of Section 71 of the Companies Act 2013. So, there are no Debenture holders and/or Debenture Trustee in the Transferee Company and in the Transferor Companies.
19. The Director of the Transferee Company and the Transferor Companies may be deemed to be concerned and/or interested in the proposed Scheme to the extent of the Shares that may be held by them or by the Companies, firms, institutions, trusts of which they are Directors, partners, members or trustees in the Transferee Company or Transferor Companies. None of the Directors and the Key Managerial Personnel of the Transferee Company and/or the Transferor Company have any material interest in the Scheme except as a Shareholders to the extent, which will appear from the Register of the Director's Shareholding maintained by the Transferee Company and the Register of the Directors maintained by the Transferor Companies. Additionally the Scheme of arrangements does not have any effect on the Directors/ Key Managerial Personnel/ Promoters/ Non-Promoters Members/ Creditors/ Employees of the Transferor Companies and Transferee Company. The Shares held by the Directors of the Transferee Company and the Transferor Companies, either individually or jointly are as follows:

Shares held by the Directors in Transferee Company:

Sr. No.	Name of the Director	No. of Equity Share
1	Mr. Sudhir Menon	1,15,17,887
2	Mr. Subodh Menon	58,63,444
3	Mr. Perumangode Ramaswamy	26,235
4	Mr. Aniparambil Vijayaraghava Menon	4000
5	Mrs. Padmaja Menon	2040
6	Mr. Mahesh Subramaniam	2500
7	Mr. Pramod Menon	1000
8	Mr. Akhilesh Bhargava	Nil

Shares held by the Directors in Transferor Companies:

None of the Directors hold any shares other than in their capacity as a Nominee of the Transferee Company.

20. The Scheme would not be prejudice to the interest of the Creditors (Secured and Unsecured) of either of the Companies. There is no likelihood that any Secured or Unsecured Creditor of either of the Companies would lose or be prejudiced as a result of the Scheme being passed nor are their rights sought to be modified in any manner. Hence, the transfer of Transferors Companies to the Transferee Company pursuant to the Scheme will not caste any additional burden on the shareholders or creditors of the Transferor Companies or the Transferee Company, nor will it affect the interest of any of the Shareholders or Creditors.

21. No investigation proceedings have been instituted or are pending under Section 235 to 251 of the Companies Act, 1956 or the Corresponding provisions of the Companies Act, 2013 against the Transferee Company and against the Transferor Companies.

22. Amount due to Unsecured Creditors as on 31st August,2016 mentioned in below table:

Sr No	Company name	Transferor Co / transferee Co.	Amount
1	Dorf Ketal Chemicals India Private Ltd.	Transferee Co	33,33,49,716
2	Dorf Ketal Speciality Catalyst Private Limited	Transferor Co	31,22,10,094
3	Filtra Catalysts and Chemicals Ltd.	Transferor Co	6,87,69,344
4	Sudha Organics Private Limited	Transferor Co	7,46,999
5	Perfect Scales Company Private Limited	Transferor Co	40,56,381

23. Shareholding Structure Pre and Post Amalgamation

Sr. No.	Name of the Company	Pre Amalgamation Paid-up Equity Share Capital (INR)	Post Amalgamation Paid-up Equity Share Capital (INR)
1	Dorf Ketal Chemicals India Private Ltd. (Transferee Company)	1,762,610,600	1,762,610,600
2	Dorf Ketal Speciality Catalyst Private Limited (Transferor Company)	370,000,000	NIL
3	Filtra Catalysts and Chemicals Ltd. (Transferor Company)	49,700,000	NIL
4	Sudha Organics Private Limited (Transferor Company)	985,300	NIL
5	Perfect Scales Company Private Limited (Transferor Company)	355,000	NIL

***Note:** All the Shares of the Transferor Company will be cancelled and no further shares will be issued by the Transferee Company to Transferor Companies pursuant to the Scheme.

24. The Rationale and the Benefits of the Scheme as perceived by Board of Directors to the Company, Shareholders, Creditors and others:-

(a) The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger financial base. It would be advantageous to combine the activities and operations of all the companies into a single Company for synergistic linkages and the benefit of combined resources.

(b) It would be advantageous to combine the activities and operations of all the companies into a single Company for synergistic linkages and the benefit of combined resources.

(c) This Scheme of amalgamation would result in merger and thus consolidation of business of the Transferor Companies and the Transferee Company in one entity, all the shareholders of the merged entity will be benefited by result of the amalgamation of business on account of availability of a common operating platform

(d) Amalgamation of the Transferor Companies with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of all the Companies. The merged entity will also have sufficient funds required for meeting its long term capital needs.

(e) The Amalgamated Company i.e. Transferee Company would also have a larger net worth base, and greater borrowing capacity which would provide it a competitive edge over others, especially in view of the increasing competition due to liberalization and globalization. The Amalgamated Company plans to meet the competition in more effective way by combining their asset base and operations which will be beneficial to the Transferor Companies and the Transferee Company including Shareholders and Creditors.

(f) The Scheme of amalgamation will result in cost saving for all the Companies as they would capitalize on each other's core competency and resources which are expected to result in stability of operations, cost savings and higher profitability levels for the Amalgamated Company.

N.B. - The Shareholder and Creditor (secured and unsecured) requested to read the entire text of the Scheme attached herewith to get better acquainted with the provision thereof. What is stated hereinabove are brief salient features.

25. The Copy of Latest Audited Financial Statements including Consolidated Financial Statement of the Transferor Companies and Transferee Company, the certified copy of the Tribunal Order in pursuance of which the meeting of the Creditors of the Transferor Companies and Transferee Company is not required, the copy of Scheme, the copy of Statement Showing assets and liabilities of the Transferor Companies as on 31st March, 2016 proposed to be merged/transferred to Transferee Company, Register of Directors Shareholding of Transferor Companies, the copy of the Certificate issued by Auditor of the Company to effect that the accounting treatment in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, Copy of the Memorandum and Article of Association of Transferor Companies and Transferee Company are made available to Member and the Creditors of the Transferor Companies and Transferee Company for their inspection at the Registered Office of the Transferor Companies and the Transferee Company on any working date (except Saturday, Sunday and Public Holidays) between 11:00 A.M. to 1 P.M.

FOR DORF-KETAL CHEMICALS INDIA PRIVATE LIMITED

Sd/-

SUBODH MENON

DIRECTOR

DIN 00972842

SCHEME OF AMALGAMATION

OF

FILTRA CATALYSTS AND CHEMICALS LIMITED

AND

SUDHA ORGANICS PRIVATE LIMITED

AND

PERFECT SCALES COMPANY PRIVATE LIMITED

AND

DORF KETAL SPECIALITY CATALYST PRIVATE LIMITED

(The Transferor Companies)

WITH

DORF -KETAL CHEMICALS INDIA PRIVATE LIMITED

(The Transferee Company)

PREAMBLE

This Scheme of Amalgamation is presented under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and/or the Companies Act, 2013 for the amalgamation of FILTRA CATALYSTS AND CHEMICALS LIMITED; SUDHA ORGANICS PRIVATE LIMITED; PERFECT SALES COMPANY PRIVATE LIMITED; DORF KETAL SPECIALITY CATALYST PRIVATE LIMITED, (hereinafter collectively referred to as "the Transferor Companies") with DORF-KETAL CHEMICALS INDIA PRIVATE LIMITED, (hereinafter referred to as "the Transferee Company"), pursuant to Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 and other relevant provisions of Companies Act, 2013 as notified therein and the same is divided into the following Parts:

Part A - deals with Definitions and Share Capital;

Part B - deals with Amalgamation of FILTRA CATALYSTS AND CHEMICALS LIMITED; SUDHA ORGANICS PRIVATE LIMITED; PERFECT SALES COMPANY PRIVATE LIMITED; DORF KETAL SPECIALITY CATALYST PRIVATE LIMITED with DORF-KETAL CHEMICALS INDIA PRIVATE LIMITED.

Part C – deals with General Clauses, Terms and Conditions.

The Transferor Companies are wholly-owned subsidiaries of the Transferee Company.

1. COMPANIES BACKGROUND AND THE RATIONALE FOR THE SCHEME OF AMALGAMATION

- 1.1 DORF-KETAL CHEMICALS INDIA PRIVATE LIMITED, "the Transferee Company" or "DKCIPL" was incorporated as a private limited company under the Companies Act, 1965 on 12th May, 1992 and is engaged in the business of Manufacturing and dealing in all kinds of Chemicals and weights & weighing scales, measuring instruments, building materials and engineering goods.
- 1.2 FILTRA CATALYSTS AND CHEMICALS LIMITED, "the First Transferor Company" or "FCCL" was incorporated as a company under the Companies Act, 1956, on 10th August, 2000 and is engaged in the business of Manufacturing and dealing in all kinds of Chemicals
- 1.3 SUDHA ORGANICS PRIVATE LIMITED, "the Second Transferor Company" or "SOPL" was incorporated as a private limited company under the Companies Act, 1956, on 19th February, 1988 and is engaged in the business of Manufacturing and dealing in all Organic and Inorganic Chemicals.
- 1.4 PERFECT SCALES COMPANY PRIVATE LIMITED, "the Third Transferor Company" or "PSCPL" was incorporated as a private limited company on 30th June, 1984 and is engaged in the business of weights and weighing scales, measuring instruments, building materials and engineering goods.
- 1.5 DORF KETAL SPECIALITY CATALYST PRIVATE LIMITED, "the Fourth Transferor Company" or "DKSCPL" was incorporated as a private limited company under the Companies Act, 1956, on 1st January, 2010 and is engaged in the business of Manufacturing and dealing in all kinds of Chemicals.
- 1.6 The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger financial base.
- 1.7 It would be advantageous to combine the activities and operations of all the companies into a single Company for synergistic linkages and the benefit of combined resources.
- 1.8 This Scheme of amalgamation would result in merger and thus consolidation of business of the Transferor Companies and the Transferee Company in one entity, all the shareholders of the merged entity will be benefited by result of the amalgamation of business on account of availability of a common operating platform.
- 1.9 Amalgamation of the Transferor Companies with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of all the Companies. The merged entity will also have sufficient funds required for meeting its long term capital needs.
- 1.10 The Amalgamated Company would also have a larger net worth base, and greater borrowing capacity which would provide it a competitive edge over others, especially in view of the increasing competition due to liberalization and globalization. The Amalgamated Company plans to meet the competition in more effective way by combining their asset base and operations which will be beneficial to the Transferor Companies and the Transferee Company including Shareholders and Creditors.

- 1.11 The Scheme of amalgamation will result in cost saving for all the Companies as they would capitalize on each other's core competency and resources which is expected to result in stability of operations, cost savings and higher profitability levels for the Amalgamated Company.

With the aforesaid objectives, it is proposed to amalgamate the Transferor Companies with the Transferee Company.

PART A – DEFINITIONS AND SHARE CAPITAL

2. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- 2.1 FILTRA CATALYSTS AND CHEMICALS LIMITED (hereinafter referred to as "The First Transferor") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at Golden Plaza, 3rd Floor, Opp. Navnit Motor Ltd., Gokul Nagar, LBS Marg, Thane (W), Thane – 400601.
- 2.2 SUDHA ORGANICS PRIVATE LIMITED (hereinafter referred to as "The Second Transferor") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at 203 The Swing, Opp Nutan Vidyamandir, Marve Road, Malad (W), Mumbai-400064.
- 2.3 PERFECT SCALES COMPANY PRIVATE LIMITED (hereinafter referred to as "The Third Transferor") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at 203 Plot No W/167, MIDC Industrial Area, Panvel, Raigad, Maharashtra 410206.
- 2.4 DORF KETAL SPECIALITY CATALYST PRIVATE LIMITED (hereinafter referred to as "The Fourth Transferor") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at 1, Dorf Ketal Tower, D' Monte Street, Orlem, Malad (West), Mumbai-400064.
- 2.5 DORF-KETAL CHEMICALS INDIA PRIVATE LIMITED, (hereinafter referred to as "The Transferee") means a company incorporated under the Companies Act, 1956, and having its Registered Office situated at 1, Dorf Ketal Tower, D' Monte Street, Orlem, Malad (W), Mumbai – 400064.
- 2.6 "Amalgamated Company" means the combined entity formed covering the Transferor Companies and the Transferee Company post the Scheme becoming effective. Pursuant to the Scheme, the Transferee Company will be surviving entity or the Amalgamated Company.
- 2.7 "The Act" or "the said Act" means the Companies Act, 1956 and The Companies Act, 2013 as the case may be to the extent the relevant provisions thereof are, for the time being in force and applicable in relation to the Scheme and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force.
- 2.8 "The Transferor Companies" means the First Transferor, the Second Transferor, the Third Transferor, and the Fourth Transferor Company as defined above.
- 2.9 "The Transferee Company" means Dorf-Ketal Chemicals India Private Limited, a private limited company

incorporated under the Companies Act, 1965.

- 2.10 "The Appointed Date" means 1st April, 2016 or such other date as the High Court of Judicature at Mumbai or other competent authority may otherwise direct/ fix.
- 2.11 "The Effective Date" means the date on which certified copies of the Order(s) of the High Court at Mumbai vesting the assets, properties, liabilities, rights, duties, obligations and the like of the all Transferor Companies in the Transferee Company are filed with the Registrar of Companies, Maharashtra, after obtaining the necessary consents, approvals, permissions, resolutions, agreements, sanctions and orders in this regard and shall be determined as specified in Clause 14 hereof.
- 2.12 "The High Court" shall for the purpose of this Scheme, mean the High Court of Judicature at Mumbai and the expression shall include, all the powers of the High Court under the Chapter V of the Act being vested on the National Company Law Tribunal constituted under Section 10 FB of the Act, the National Company Law Tribunal and the provisions of the Act as applicable to the Scheme shall be construed accordingly.
- 2.13 "Undertaking or Undertakings" shall mean and include:
- (a) All the assets and properties and the entire business of all the Transferor Companies as on the Appointed Date, (hereinafter referred to as "the said assets")
 - (b) All the secured and unsecured debts, liabilities, contingent liabilities, duties, obligations and guarantees along with any charge, encumbrance, lien or security of all the Transferor Companies as on the Appointed Date (hereinafter referred to as "the said liabilities")
 - (c) Without prejudice to the generality of sub-clause (a) above, the Undertaking of all the Transferor Companies shall include the Transferor Companies' reserves, movable and the immovable properties, intangible and tangible properties, all other assets including investments in shares, debentures, bonds and other securities, claims, loans and advances, deposits, trade receivables, DEPB receivables, goodwill, tax credit under section 115JAA of the Income Tax Act, 1961, carried forward business loss and unabsorbed depreciation as per Income Tax Act, 1961, tax holiday including, but not limited to the tax holiday u/s 10AA of the Income Tax Act, 1961 for residual period, unamortized expenses eligible for allowance/deduction and the various provisions of the Income Tax Act, 1961, the approvals and registrations available to the Transferor Companies in the respect of the Research and Development facilities interalia u/s 35 of the Income Tax Act, benefit of tax credit like advance tax, tax deducted at source, tax or duties refunds, CENVAT Credit, Value Added Tax credit, funds created or set aside for welfare of the employees whether voluntary or otherwise whether or not approved under any law, ownership rights, lease-hold rights, tenancy rights, occupancy rights, hire purchase contracts, leased assets, lending contracts, revisions, powers, permits, authorities, licenses, consents, approvals, municipal permissions, industrial and other licenses, permits, authorizations, quota rights, registrations, import/ export licenses, bids, tenders, letter of intent, connections for water, electricity and drainage, sanctions, consents, product registrations, allotments, approvals, freehold land, buildings, factory buildings, plant & machinery, electrical installations and

equipment's, furniture and fittings, laboratory equipment's, office equipment's, effluent treatment plants, tube wells, software packages, vehicles and contracts, engagements, titles, interest, benefits, allocations, exemptions, concessions, remissions, subsidies, tax deferrals, tenancy rights, trademarks, brand names, patents and other industrial and intellectual properties, import quotas, telephones, telex, facsimile, websites, e-mail connections, networking facilities and other communication facilities and equipment's, investments, rights and benefits of all agreements and all other interests, rights and power of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals and all necessary records, files, papers, process information, data catalogues and all books of accounts, documents and records relating thereof.

2.14 "The Scheme" or "this Scheme" or "Scheme" means this Scheme of Amalgamation in its present form or with any modification(s) approved or imposed or directed by the High Court at Mumbai.

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 Companies Act, 1956 or Companies Act, 2013 as applicable and other applicable laws, rules regulations, by-laws as the case may be or any statutory modifications or re-enactment thereof from time to time.

3. SHARE CAPITAL

3.1 The Share Capital of the First Transferor Company as at March 31, 2016 is as under:

Particulars	As on March 31, 2016
Authorised Capital	
94,60,000 Equity Shares of Rs.10/- each	9,46,00,000
5,40,000 Redeemable Preference Shares of Rs. 10/- each	54,00,000
Total	10,00,00,000
Issued, Subscribed and Paid-up	
49,70,000 Equity Shares of Rs.10/- each fully Paid-up	4,97,00,000
Total	4,97,00,000

3.2 The Share Capital of the Second Transferor Company as at March 31, 2016 is as under:

Particulars	As on March 31, 2016
Authorised Capital	
1,00,000 Equity Shares of Rs.10/- each	10,00,000
Total	10,00,000

Issued, Subscribed and Paid-up	
98,530 Equity Shares of Rs.10/-	9,85,300
Total	9,85,300

3.3 The Share Capital of the Third Transferor Company as at March 31, 2016 is as under:

Particulars	As on March 31, 2016
Authorised Capital	
5,000 Equity Shares of Rs.100/-each	5,00,000
Total	5,00,000
Issued, Subscribed and Paid-up	
3,550 Equity Shares of Rs.100/-each fully Paid-up	3,55,000
Total	3,55,000

3.4 The Share Capital of the Fourth Transferor Company as at March 31, 2016 is as under:

Particulars	As on March 31, 2016
Authorised Capital	
4,00,00,000 Equity Shares of Rs.10/-each	40,00,00,000
Total	40,00,00,000
Issued, Subscribed and Paid-up	
3,70,00,000 Equity Shares of	37,00,00,000
Total	37,00,00,000

3.5 The Share Capital of the Transferee Company as at 31st March, 2016 is as under:

Particulars	Amount in (Rs.)
Authorised Capital	
2,05,00,000 Equity Shares of Rs.100/-each.	2,05,00,00,000
Total	2,05,00,00,000
Issued, Subscribed and Paid-up	
1,76,26,106 Equity Shares of Rs. 100/- each fully paid-up.	1,76,26,10,600
Total	1,76,26,10,600

PART-B- AMALGAMATION OF ALL THE TRANSFEROR COMPANIES WITH THE
TRANSFeree COMPANY

5. TRANSFER AND VESTING OF UNDERTAKING

- 5.1 With effect from the opening of the business as on the Appointed Date (i.e. 1st April, 2016) and subject to the provisions of this Scheme, the entire Undertakings of all the Transferor Companies including all the assets and liabilities as on the Appointed Date, shall pursuant to Section 394 and other applicable provisions of the Act, without any further act, instrument or deed, be and shall stand transferred to and vested in and/or deemed to have been transferred to and vested in the Transferee Company as a going concern subject, however, to all charges, liens, mortgages, if any, then affecting the same or any part thereof.

PROVIDED ALWAYS that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available to all the Transferor Companies and which shall vest in the Transferee Company by virtue of the amalgamation and the Transferee Company shall not be obliged to create any further or additional security after the amalgamation has become effective or otherwise unless specifically provided hereinafter.

- 5.2 The entire business of all the Transferor Companies as going concerns and all the properties whether movable or immovable, real or personal, corporeal or incorporeal, present or contingent including but without being limited to all assets, authorized capital, fixed assets, capital work-in-progress, current assets and debtors, investments, rights, claims and powers, authorities, allotments, approvals and consents, reserves, provisions, permits, ownerships rights, lease, tenancy rights, occupancy rights, incentives, claims, rehabilitation schemes, funds, quota rights, import quotas, licenses, registrations, contracts, engagements, arrangements, brands, logos, patents, trade names, trademarks, copy rights, all other intellectual property rights, other intangibles of all the Transferor Companies whether registered or unregistered or any variation thereof as a part of its name or in a style of business otherwise, other industrial rights and licenses in respect thereof, lease, tenancy rights, flats, telephones, telexes, facsimile connections, e-mail connections, internet connections, websites, installations and utilities, benefits of agreements and arrangements, powers, authorities, permits, allotments, approvals, permissions, sanctions, consents, privileges, liberties, easements, other assets, special status and other benefits that have accrued or which may accrue to all the Transferor Companies on and from the Appointed Date and prior to the Effective Date in connection with or in relation to the operation of the undertaking and all the rights, titles, interests, benefits, facilities and advantages of whatsoever nature and wherever situated belonging to or in the possession of or granted in favor of or enjoyed by all the Transferor Companies as on the Appointed Date and prior to the Effective Date shall, pursuant to the provision of Section 394(2) of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or deemed to be transferred to and vested in or deemed to be transferred to and vested in the Transferee Company.

- a. With effect from the Appointed Date, all the equity shares, debentures, bonds, notes or other securities held by all the Transferor Companies, whether convertible into equity or not and whether quoted or not shall, without any further act or deed, be and stand transferred to the Transferee Company as also all the movable assets including cash in

hand, if any, of all the Transferor Companies shall be capable of passing by manual delivery or by endorsement and delivery, as the case may be, to the Transferee Company to the end and intent that the property therein passes to the Transferee Company on such manual delivery or by endorsement and delivery.

- b. In respect of movable properties of all the Transferor Companies other than specified in Clause 5.2 (a) above, including sundry debtors, outstanding loans and advances, if any recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi government, local and other authorities and bodies, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, give notice in such form as it may deem fit and proper to each person, debtor or depositor, as the case may be, that pursuant to the High Court having sanctioned the Scheme, the said debts, loans, advances or deposits be paid or made good or held on account of the Transferee Company as the person entitled thereto to the end and intent that the right of all the Transferor Companies to recover or realize all such debts, deposits and advances (including the debts payable by such persons, debtor or deposit to all the Transferor Companies) stands transferred and assigned to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

5.3 With effect from the Appointed Date, all the secured debts, unsecured debts, liabilities, duties and obligations of every kind, nature and description of all the Transferor Companies shall also under the provision of Sections 391 to 394 of the Act, without any further act or deed be transferred to or be deemed to be transferred to the Transferee Company so as to become as and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to all the Transferor Companies and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to the contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause.

5.4 It is clarified that all debts, loans and liabilities, duties and obligations of all the Transferor Companies as on the Appointed Date and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or upto the day of the Appointed Date shall be the debts, loans and liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of all the Transferor Companies or on any income earned from those assets.

5.5 It is further specifically clarified, admitted, assured and declared by the Transferee Company that on this

Scheme becoming effective, it will take over, absorb and pay and discharge on due dates all the liabilities including liabilities for income tax, wealth tax, central salestax, value- added tax, service tax, excise duty, custom duty, fringe benefit tax, dividend distribution tax, if any, of all the Transferor Companies.

5.6 It is expressly clarified that with effect from the Appointed Date, all taxes payable by the Transferor Company including all or any refunds of the claims / TDS certificate shall be treated as the tax liability or refunds / claims / TDS Certificates as the case may be of the Transferee Company. Further, all benefits, including, under Income Tax (including MAT credit under Section 115JAA of the Income Tax Act, 1961), Excise (including Modvat / Cenvat), VAT, Sales Tax etc. to which the Transferor Companies are entitled in terms of the various Statutes and / or Schemes of Union and State Governments shall be available to and vest in Transferee upon this Scheme becoming effective.

5.7 With effect from the Appointed Date all debts, liabilities, dues, duties and obligations including all income tax, wealth tax, central sales tax, value added tax, service tax, excise duty, custom duty, fringe benefit tax, dividend distribution tax and other Government and Semi- Government and Statutory liabilities of all the Transferor Companies shall pursuant to the applicable provisions of the Act and without any further act or deed be also transferred or be deemed to be transferred to and vest in and be assumed by the Transferee Company so as to become as from the Appointed Date the debts, liabilities, duties and obligations of Transferee Company on the same terms and conditions as were applicable to all the Transferor Companies.

5.8 The Transferee Company shall make applications to and obtain relevant approvals from the concerned Government Authorities and/or parties as may be necessary and the Transferor Companies shall co- operate and provide the required support whenever required.

6. CONTRACTS, BONDS AND OTHER INSTRUMENTS

Subject to other provisions contained in the Scheme, all contracts, bonds, debentures, indentures and other instruments to which all the Transferor Companies are parties subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced as fully and as effectually as if, instead of all the Transferor Companies, the Transferee Company had been a party thereto.

7. LEGAL PROCEEDINGS

If any, suit, writ petition, appeal, revision or other proceedings (hereinafter called "the Proceedings") by or against all the Transferor Companies are pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertaking of all the Transferor Companies or of anything contained in the Scheme, but all such Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by

or against all the Transferor Companies as if the Scheme had not been made. On and from the Effective Date, the Transferee Company shall and may initiate any legal proceedings including criminal proceedings for and on behalf of all the Transferor Companies.

8. OPERATIVE DATE OF THE SCHEME

The Scheme set out herein in its present form with or without any modifications(s) approved or imposed or directed by the High Court or made as per Clause 18 of the Scheme, shall be effective from the Appointed Date but shall become operative from the Effective Date.

9. TRANSFEROR COMPANIES STAFF, WORKMEN AND EMPLOYEES

All the staff, workmen and other employees in the service of all the Transferor Companies immediately before the transfer of the Undertaking under the Scheme shall become the staff, workmen and employees of the Transferee Company on the basis that:

9.1 Their respective services shall have been continuous and shall not have been interrupted by reason of the transfer of the Undertaking of all the Transferor Companies;

9.2 The terms and conditions of service applicable to the said staff, workmen or employees after such transfer shall not in any way be less favorable to them than those applicable to them immediately before the transfer; and

9.3 It is provided that as far as Provident Fund, Gratuity Fund, Superannuation Fund or other special fund, if any, created or existing for the benefit of the staff, workmen and other employees of all the Transferor Companies are concerned, upon the Scheme becoming effective, the Transferee Company shall stand substituted for all the Transferor Companies for all purposes whatsoever related to the administration or operation of such funds or in relation to the obligation to make contributions to the said Funds in accordance with the provisions of such Funds as per the terms provided in the respective trust deeds. It is the aim and intent of the Scheme herein that all the rights, duties, powers and obligations of all the Transferor Companies in relation to such funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees employed in different units of all the Transferor Companies under such Funds and Trusts shall remain fully protected.

10. CONDUCT OF BUSINESS BY ALL THE TRANSFEROR COMPANIES TILL EFFECTIVE DATE

With effect from the Appointed Date and upto the Effective Date, the Transferor Companies:

10.1 shall carry on and shall be deemed to be carrying on all their respective business activities and shall stand possessed of their respective properties and assets for and on account of and in trust for the Transferee Company and all the profits or income accruing or arising to all the Transferor Companies and/or any cost, charges, expenditure or losses arising or incurred by them shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or cost, charges, expenditure

or losses of the Transferee Company;

- 10.2 shall in the ordinary course of their respective business activities, assign, transfer or sell or exchange or dispose of or deal with all or any part of the rights vested with or title and interest in the property, assets, immovable or movable properties including assignment, alienation, charge, mortgage, encumbrance or otherwise deal with the rights, title and interest in the actionable claims, debtors and other assets etc., with the consent of the Transferee Company and such acts or actions would be deemed to have been carried on by all the Transferor Companies for and behalf of the Transferee Company and such acts or actions would be enforceable against or in favour of the Transferee Company and all the profits or incomes or losses or expenditure accruing or arising or incurred by all the Transferor Companies shall, for all purposes, be treated as the profits or incomes or expenditure or losses of the Transferee Company;
- 10.3 hereby undertake to carry on their respective businesses until the Effective Date with reasonable diligence, utmost prudence and shall not, without the written consent of the Transferee Company, alienate, charge or otherwise deal with the said Undertakings or any part thereof except in the ordinary course of all the Transferor Companies' business;
- 10.4 Shall not, without the written consent of the Transferee Company, undertake any new business.
- 10.5 Shall not vary the terms and conditions of the employment of their employees except in the ordinary course of business.
- 10.6 Pay all statutory dues relating to their respective Undertakings for and on account of the Transferee Company.

11. ISSUE OF SHARES BY THE TRANSFEREE COMPANY

Since the Transferor Companies are wholly owned subsidiaries companies of the Transferee Company i.e. the entire share capital of the Transferor Companies are held by the Transferee Company, and above since the shareholders of the Transferor Companies being the Transferee Company, the Transferee Company cannot issue shares to the shareholders of the Transferor Companies being Transferee Company itself, pursuant to the Applicable laws in India. Thus, the Shares held by the Transferee Company in the Transferor Companies shall stand cancelled and extinguished pursuant to implementation of the Scheme of Amalgamation.

12. PROFITS, DIVIDENDS, BONUS/ RIGHTS SHARES

- 12.1 With effect from the Appointed Date, all the Transferor Companies shall not without the prior written consent of the Transferee Company, utilize the profits, if any, for declaring or paying of any dividend to its shareholder.
- 12.2 All the Transferor Companies shall not after the Appointed Date, issue or allot any further securities, by way of rights or bonus or otherwise without the prior written consent of the Board of Directors of the Transferee Company.

13. ACCOUNTING TREATMENT

- 13.1 The accounting treatment to be given to the amalgamation shall be for Amalgamation in the Nature of merger as given in Accounting Standard 14 issued under the Companies Accounting Standard Rules, 2006 ("AS14").
- 13.2 The Transferee Company shall record all assets and liabilities recorded in the Books of Account of all the Transferor Companies, which are transferred to and vested in the Transferee Company pursuant to the Scheme at their book values as on the Appointed Date.
- 13.3 All the reserves of the Transferor Companies shall be recorded in the books of the Transferee Company in the same form in which they appeared in the books of the Transferor Company.
- 13.4 The carrying value of equity investments held by the Transferor Companies in the Transferee Company as on the Appointed Date shall stand cancelled.
- 13.5 The excess of the aggregate of the liabilities recorded in terms of clause 13.2, the reserves recorded in terms of clause 13.3 and the investment cancelled in terms of clause 13.4 over the assets recorded in terms of clause of 13.2 shall be recognized as Goodwill on amalgamation in the books of the Transferee Company. Conversely, deficit if any, shall be recognized as Capital Reserve in the books of Transferee Company.
- 13.6 Inter-company balances, investments and transactions if any, till the effective date will stand cancelled.
- 13.7 In case of any differences in the accounting policies between all the Transferor Companies and the Transferee Company, the impact of the same till the Appointed Date of amalgamation will be quantified and adjusted in the Free/General Reserves of the Transferee Company to ensure that the financial statements of the Transferee Company reflects the financial position on the basis of consistent accounting policies.

14. EFFECTIVE DATE OF SCHEME

This Scheme although shall come into effect from the Appointed Date shall not be effective until the last of the following dates viz.:

- (a) The date on which the last of all consents, approvals, permissions, resolutions, sanction and/or orders as are hereinabove referred to have been obtained or passed; and
- (b) The date on which all necessary certified copies of the order under section 391 to 394 of the Companies Act, 1965 are duly filed with the Registrar of Companies, Mumbai, Maharashtra and such date shall be referred to as Effective Date for the purpose of the Scheme.

15. COMBINATION OF AUTHORISED CAPITAL

- 15.1 Upon sanction of this Scheme, the authorised share capital of the Transferee Company shall automatically stand increased without any further act, instrument or deed on the part of the Transferee Company

including therein the payment of stamp duty and fees payable to Registrar of Companies, by the authorised share capital of the Transferor Company aggregating to Rs.49,61,00,000/- (Rupees Forty Nine Crore Sixty One Lakhs Only) comprising of 49,61,000(Forty Nine Lakh Sixty One Thousand) Equity Shares of Rs. 100 each and Rs.54,00,000/- (Rupees Fifty Four Lakh Only) comprising of 5,40,000 (Five Lakh Forty Thousand) Redeemable Preference Shares of Rs.10/- each and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorised share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, pursuant to Sections 391 to 395 and 13, 14 and 61 of the Companies Act 2013 and applicable provisions of the Act, as the case may be and for this purpose the stamp duties and the fees paid on the authorised capital of all the Transferor Companies shall be utilized and applied to the above referred increased authorized share capital of the Transferee Company and no payment of any extra stamp duty and/or fee shall be payable by the Transferee Company for increase in its authorised share capital to that extent.

15.2 Consequent upon the amalgamation, the authorised share capital of the Transferee Company will be as under:

Authorised Capital	Amount in Rs
2,54,61,000 Equity Shares of Rs. 100/- each	254,61,00,000
5,40,000 <u>Redeemable</u> Preference Shares of Rs. 10/- each	54,00,000
TOTAL	255,15,00,000

It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum and Articles of Association of the Transferee Company as may be required under the Act.

15.3 Clause V of the Memorandum of Association of the Transferee Company stands amended as follows:

The Authorised Share Capital of the Transferee Company is

Rs 254,61,00,000 (Rupees Two Hundred and Fifty Four Crore and Sixty One Lakhs) comprising of

2,54,61,000 (Two Crore Fifty Four Lakh Sixty One Thousand) Equity Shares of Rs. 100 each and Rs.

54,00,000 (Rupees Fifty Four Lakh) comprising of 5,40,000 (Five Lakh Forty Thousand) Redeemable

Preference Share of Rs.10 each

16. DISSOLUTION OF THE TRANSFEROR COMPANIES

On the Scheme becoming effective, all the Transferor Companies shall be dissolved without being wound up.

PART-C – GENERAL

17. APPLICATIONS TO HIGH COURT

All the Transferor Companies and the Transferee Company herein shall, with all reasonable dispatch, make applications under Sections 391 to 394 of the said Act to the High Court of judicature at Mumbai for sanctioning the Scheme and for dissolution of all the Transferor Companies without being wound up.

18. MODIFICATIONS/AMENDMENTS TO THE SCHEME

18.1 All the Transferor Companies (by their respective Directors) and the Transferee Company (by its Directors) may assent to any modifications or amendments to the Scheme or agree to any terms and/or conditions which the Courts and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting the Scheme into effect. All amendments/modifications to the Scheme shall be subject to approval of High Court.

18.2 The approval to the Scheme by the requisite majorities of such classes of persons of the Transferor as may be directed by the Hon'ble High Court on the applications made for the directions under Section 391 of the Act for calling meeting or for dispensing with their holding.

18.3 The Transferor Companies obtained Shareholder's approval through Special Resolution passed through postal ballot and/or through conducting Extra Ordinary General Meeting of the Members after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution.

18.4 For the purpose of giving effect to the Scheme or to any modification thereof, the Directors of the Transferee Company are hereby authorised to give such directions and/or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

18.5 Upon this Scheme becoming effective, the accounts of the Transferee Company, as on the Appointed Date shall be reconstructed in accordance with the terms of this Scheme.

18.6 The Transferee Company shall be entitled to file/revise its income tax returns, TDS certificates, TDS returns, wealth tax returns and other statutory returns, if required, and shall have the right to claim refunds, advance tax credits, credit of tax under Section 115JB of the Income Tax Act, 1961, credit of tax deducted at source, credit of foreign taxes paid/withheld etc, if any, as may be required consequent to implementation of this Scheme.

19. SCHEME CONDITIONAL ON APPROVALS/ SANCTIONS

The Scheme is conditional on and subject to:

19.1 The approval to the Scheme by the requisite majorities of the members and creditors of all the Transferor

Companies and of the members and creditors of the Transferee Company.

- 19.2 The requisite resolution(s) under the applicable provisions of the said Act being passed by the Shareholders of the Transferee Company for any of the matters provided for or relating to the Scheme.
- 19.3 The sanction of the High Court of Judicature at Mumbai under Sections 391 to 394 of the said Act, in favour of all the Transferor Companies and the Transferee Company and to the necessary Order or Orders under Section 394 of the said Act, being obtained.
- 19.4 Any other sanction or approval of the Appropriate Authorities concerned, as may be considered necessary and appropriate by the respective Boards of Directors of all the Transferor Companies and the Transferee Company being obtained and granted in respect of any of the matters for which such sanction or approval is required.
- 19.5 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.
- 19.6 The Certified Copies of the High Court orders referred to in this Scheme being filed with the Registrar of Companies, Mumbai, Maharashtra, if required.

20. EFFECT OF NON RECEIPT OF APPROVALS/ SANCTIONS

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 Boards of Directors of the Transferee Company and all the Transferor Companies 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 High Court, 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. SEVERABILITY

If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to mutual agreement of the Transferor Companies and the Transferee Company, affect the validity or implementation of the other parts and/or provisions of this Scheme.

22. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges, taxes including duties, levies and all other expenses of all the Transferor Companies and the Transferee Company respectively in relation to or in connection with the Scheme and of carrying out and implementing/completing the terms and provisions of the Scheme and/or incidental to the completion of Amalgamation of the said Undertakings of all the Transferor Companies in pursuance of the Scheme shall be borne and paid solely by the Transferee Company.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH
COMPANY APPLICATION NO 8 OF 2017**

In the matter of the Companies Act, 2013 (18 of 2013);

And

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 along with the Companies Act, 1956.

And

In the matter of Scheme of Arrangement between Filtra Catalysts and Chemicals Limited, Sudha Organics Private Limited, Perfect Scales Company Private Limited and Dorf Ketal Speciality Catalyst Private Limited (the **Transferor Companies**) and Dorf-Ketal Chemicals India Private Limited (the **Transferee Company**) and their respective Shareholders and Creditors

Dorf-Ketal Chemicals India Private Limited, a)
company incorporated under the Companies)
Act, 1956 having its registered office at 1, Dorf)
Ketal Tower, D' Monte Street, Orlem, Malad)
(West), Mumbai-400064)
) ...Applicant Company

FORM OF PROXY

DORF-KETAL CHEMICALS INDIA PRIVATE LIMITED

(Registered Office: 1, Dorf Ketal Tower, D' Monte Street, Orlem, Malad (West), Mumbai-400064)

Tel: 022-42974900, Fax. No. 022-42974888 Email:vijaymalpani@dorketal.com;

CIN:	U24100MH1992PTC066726
Name of the Company:	Dorf Ketal Chemicals India Private Limited
Registered Office:	#1 Dorf Tower, D' Monte Street, Orlem, Malad(West), Mumbai- 400 064
Name of the Member(s):	_____
Address:	_____
E mail id:	_____
Folio No.:	_____

I/ we being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name
Address
Email Id:
Signature

Or failing him/her

2. Name
Address
Email Id:
Signature

Or failing him/her

3. Name
Address
Email Id:
Signature

As my/our proxy to attend and vote(on poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 30th March, 2017 at 11.00 A.M. at 1 Dorf Tower, D' Monte Street, Orlem, Malad(West), Mumbai- 400 064 and at any adjournment thereof in respect of the proposal are indicated below

Proposal
Approval of Scheme of arrangement between Filtra Catalysts and Chemicals Limited, Sudha Organics Private Limited, Perfect Scales Company Private Limited and Dorf Ketel Speciality Catalyst Private Limited (the Transferor Companies) and Dorf-Ketal Chemicals India Private Limited (the Transferee Company) and their respective Shareholders and Creditors provides that the entire Undertakings of the Transferor Companies with effect from 1st April, 2016 ("Appointed Date") without any further act, instrument or deed, be and shall stand transferred to and vested in and/or deemed to have been transferred to and vested in the Transferee Company as a going concern under the Sections 230-232 and other applicable provisions of the Companies Act, 2013

Signed this _____ day of _____ 2017.

Signature of Shareholder

Affix a Re. 1/- Revenue Stamp
--

Signature of Proxy Holder(s)

Note:

1. 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.
2. A proxy need not be a member of the Company
3. Alterations, if any made in the Form of Proxy should be initialled
4. A person can act as a proxy on behalf of more than 50 (Fifty) shareholders holding in aggregate, not more than 10% (Ten Percent) of the total share capital of the Applicant Company. Shareholders holding more than 10% (Ten Percent) of the total share capital of the Applicant Company may appoint a single person as proxy, who shall not act as a proxy for any other shareholder.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

DORF-KETAL CHEMICALS INDIA PRIVATE LIMITED

(Registered Office: 1, Dorf Ketal Tower, D'Monte Street, Orlem, Malad (West), Mumbai-400064)

CIN: U24100MH1992PTC066726

Tel No.: 022-42974900, Fax. No. 022-42974888 Email:vijaymalpani@dorketal.com

ATTENDANCE SLIP

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE REGISTERED OFFICE

DP ID*		Folio No.	
Client ID*		No. of Share(s) held	

NAME AND ADDRESS OF THE EQUITY SHAREHOLDERS (in block letter):	
NAME AND ADDRESS OF THE PROXY HOLDER (in block letters, to be filled in by the proxy attending instead of the Equity Shareholders):	

I hereby certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the meeting, convened pursuant to the Order dated 16th February, 2017 of the National Company Law Tribunal, Mumbai Bench of the Equity Shareholders of the Company on Thursday, 30th March, 2017 at 11.00 A.M. at 1 Dorf Tower, D' Monte Street, Orlem, Malad(West), Mumbai- 400 064.

Signature of the Equity Shareholder or Proxy: _____

* Applicable for shareholders holding shares in dematerialized form.

Notes:

1. Equity Shareholder/ Proxy holder wishing to attend Meeting must bring the Attendance Slip to the Meeting when he/she comes to the meeting and hand it over at the gate after affixing his/her signature in it.
2. Equity Shareholder/Proxy holder desiring to attend the Meeting should bring his/her copy of the Notice for reference at the Meeting.
3. Joint Shareholders, if any may obtain additional Attendance Slip at the Venue of the Meeting.

Route Map to the Meeting Venue

