

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

AHMEDABAD BENCH

ATAHMEDABAD

CA (CAA) NO. ____ OF 2026

IN THE MATTER OF:

SECTIONS 230 and 232 OF THE

COMPANIES ACT, 2013

AND

IN THE MATTER OF

COMPOSITE SCHEME OF

ARRANGEMENT AND

AMALGAMATION OF PALCO

RECYCLE INDUSTRIES

LIMITED TRANSFEROR

COMPANY AND PALCO

METALS LIMITED

TRANSFeree COMPANY

AND

IN THE MATTER OF

APPLICATION FOR DIRECTIONS UNDER SECTION 232
READ WITH SECTION 230 OF THE COMPANIES ACT,
2013 READ WITH THE COMPANIES (COMPROMISES,
ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016
SEEKING DISPENSATION/DIRECTIONS WITH RESPECT
TO THE MEETINGS OF SHAREHOLDERS, SECURED
CREDITORS AND UNSECURED CREDITORS OF THE
APPLICANT COMPANIES TO CONSIDER AND APPROVE
THE PRESENT COMPOSITE SCHEME OF
ARRANGEMENT AND AMALGAMATION.

THE HUMBLE APPLICATION OF THE APPLICANTS
ABOVE NAMED:

Most Respectfully Showeth:

- 1. PARTICULARS OF THE APPLICANT COMPANIES**
TRANSFEROR COMPANY

1.1 PALCO RECYCLE INDUSTRIES LIMITED (herein after referred to as “**TRANSFEROR COMPANY**”), bearing CIN:**U27209GJ2007PLC051853** was incorporated under the provisions of Companies Act, 1956 as a Public limited company vide Certificate of Incorporation bearing no. U27209GJ2007PLC051853 of 2007 issued by the Registrar of Companies, Gujarat at Ahmedabad on 28th September, 2007. As on date, Palco Metals Limited, Transferee Company is the Holding Company holding 100% of the Paid-up share Capital of Transferor Company. The registered office of the transferor company is presently situated at R No. 72,73,75 Opp. Super British Alloys Nr. Jalaram Mandir, Ankhol, TA-Kadi, Dist-Mahesana-382715, Gujarat, India.

1.2 The Authorized, Issued, Subscribed and Paid-up Capital of the Transferor Company immediately prior to the filing of this Scheme is as follows:

| Particulars | Amount in Rs. |
|---------------------------------|----------------------|
| Authorized Share Capital | |

| | |
|--|---------------------|
| Authorized Equity Share Capital 2,00,00,000 Equity Shares of Rs. 10/- Each. | 20,00,00,000 |
| Total | 20,00,00,000 |
| Issued, Subscribed and Paid-up Share Capital | |
| 80,70,000 Equity Shares of Rs. 10/- Each Fully Paid up | 8,07,00,000 |
| Total | 8,07,00,000 |

1.3 The main objects of the Transferor Company as set out in the Memorandum of Association are inter-alia:

The Transferor Company was incorporated to carry on the business of manufacturing of Aluminum Wire & Aluminum Deoxidant (Ingot, Notch bar, Cubes, Shots, Alloys) and trading and selling of the same. The Company has integrated facility to manufacture wire rods of various grades, Deoxidant in the form of Aluminum substance, notch bar and cables and has laboratory to test all types of wire rod and cables.

The **Clause No.10** of the objects incidental or ancillary to the attainment of main objects of Memorandum of Association of Transferor Company permit the amalgamation. A copy of the

Memorandum and Articles of Association of Transferor Company is attached and marked as Annexure - 'A'.

1.4 The Scheme of Amalgamation, was approved and recommended by the Board of Directors of the Transferor Company at their meeting held on 28th June, 2025 and a decision was taken to file the application before the Hon'ble National Company Law Tribunal, Ahmedabad Bench at Ahmedabad for obtaining necessary order Section 230 and 232 of Companies Act, 2013. A Certified Copy of the resolution passed by the Board of Director of Transferor Company approving the Scheme of Amalgamation is annexed herewith and marked as Annexure - 'B'.

1.5 As on 28/06/2025, the Transferor Company is the Wholly Owned Subsidiary of Transferee Company which holds its 100 % paid up share capital alongwith its Nominees. There are 7 equity shareholders in the Transferor Company. All the Equity shareholders of the Transferor Company have given their consent in writing in the form of affidavit to the proposed

Scheme of Amalgamation, hence the requirement of calling and convening the meeting of Equity Shareholders of Transferor Company be dispensed with. The list of Shareholder as on 28/05/2025 along with the consent received in the form of affidavit from the equity shareholders of the Transferor Company and Chartered Accountants certificate thereon are annexed herewith and marked as **Annexure- 'C'(Colly)**.

- 1.6** As on 31/05/2025 the Transferor Company has 3 Secured Creditor and 62 Unsecured Creditor. At this juncture it is respectfully submitted that, the Secured Creditors and requisite Unsecured Creditors in value i.e. 93.07% in value gave the consents but the Transferor Company is seeking to convene the individual meetings of both the classes viz. Secured and Unsecured Creditors. The CA certificate certifying the the list of the Secured and Unsecured Creditors of the Transferor Company as on 31/05/2025 is annexed and marked as **Annexure - 'D'**.

- 1.7** The copy of the MCA data of Transferor and Transferee companies are collectively marked as **Annexure “E”** to the present application. Both the companies are law compliant company and there is no statutory default.
- 1.8** The Transferor Company is filing herewith, annexed and marked as **Annexure - ‘F’**, Annual Report containing the audited Balance Sheet and Profit and Loss Accounts along with the Auditor’s Report for the year ended 31st March, 2025.
- 1.9** As per the latest audited accounts i.e. for the Financial Year ended 31.03.2025 the assets and liabilities of Transferor Company are as under:

Transferor Company

(As On 31.03.2025)

| Sr. | Particulars | (Amt in INR) in Lacs |
|------------|-------------------------|---------------------------------|
| (a) | Non-Current Liabilities | 1738.94 |
| (b) | Current Liabilities | 2248.19 |
| (c) | Non-Current Assets | 2182.19 |

| | | |
|-----|----------------|---------|
| (d) | Current Assets | 5711.29 |
|-----|----------------|---------|

2 TRANSFEREE COMPANY

2.1 PALCO METALS LIMITED(hereinafter referred to as the **TRANSFEREE COMPANY**), bearing CIN:**L27310GJ1960PLC000998** was incorporated under the provisions of Companies Act, 1956, under the name and style of “Premier Diecasting And Engineering Company Limited” vide certificate of Incorporation dated 21/11/1960 issued by the Registrar of Companies, Gujarat at Ahmedabad. The name of company was subsequently changed from “Premier Diecasting And Engineering Company Limited” to “Palco Metals Limited” vide certificate of Incorporation dated 06/07/2001 issued by the Registrar of Companies, Gujarat at Ahmedabad. The registered office of the Transferee Company is presently situated At 1715, Saiprasad Industrial Park-II, Besides Ramol Police Station, CTM-Ramol Road, Ramol, Ahmedabad, Gujarat, India-382449.

2.2 The Authorized, Issued, Subscribed and Paid-up Capital of the TRANSFEREE COMPANY immediately prior to the filing of this Scheme is as follows:

| Particulars | Amount in Rs. |
|---|-----------------------|
| Authorized Share Capital | |
| 1,00,00,000 Equity Shares of Rs. 10 each | 10,00,00,000/- |
| Total | 10,00,00,000/- |
| Issued, Subscribed and Paid-up | |
| 40,00,000 Equity Shares of Rs. 10 each fully paid up | 4,00,00,000/- |
| Total | 4,00,00,000/- |

2.3 The main objects of the Transferor Company as set out in the Memorandum of Association are inter-alia:

The Transferee Company is *inter alia* engaged in the business of manufacturing and selling of Aluminum Deoxidant.

The **Clause No. 22** of the objects of Memorandum of Association of Transferee Company permit the amalgamation.

A copy of the Memorandum and Articles of Association of Transferee Company is attached and marked as **Annexure- 'G'**.

- 2.4** The Scheme of Amalgamation of Transferor Company with the Transferee Company, was reviewed and took note of by the Audit Committee at its meeting held on 30/06/2025 and thereafter the Scheme was approved and recommended by the Board of Directors of the Transferee Company at its meeting held on 30/06/2025 and a decision was taken to file the application before the Hon'ble National Company Law Tribunal, Ahmedabad Bench at Ahmedabad for obtaining necessary order Section 230 and 232 of Companies Act, 2013. A Certified Copy of the resolution passed by the Board of Directors of Transferee Company approving the Scheme of

Amalgamation dated 30/06/2025 is annexed herewith and marked as Annexure- 'H'.

2.5 That the Equity Shares of the Transferee Company are listed on BSE and that the Transferee Company on 30/06/2025, submitted a copy of the Scheme to the BSE. It is submitted that in terms of Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Regulation 37 of the said regulations in relation to obtaining no-objection letter from the Stock Exchanges do not apply to the Scheme as the Scheme solely provides for amalgamation of wholly owned subsidiary with its holding company.

2.6 That the scheme of amalgamation was submitted for approval to the office of the Regional Director, Ahmedabad on 05/05/2025 vide Form RD 1 SRN: AB3826010 as provided under section 233 of the Companies Act, 2013 as it was approved unanimously by the members in their extra ordinary general meeting held on 30th April, 2025. The meeting was

attended by 19 members having 75.33 % of equity share capital and that as provided under clause 1(b) of section 233 the scheme was to be approved by the members at a general meeting **holding at least ninety per cent of the total number of shares.** The members extraordinary general meeting held on 30/04/2025 was attended by members holding 19 of the total number of shares against at least ninety per cent of the total number of shares. As 90% of the total number of shareholders were not present for the approval. The prerequisite for sanctioning of the scheme under section 233(1)(b) by the RD at least 90% of the total number of shareholders required to attend the meeting and approve the scheme as such criteria could not be fulfilled but admittedly there was approval unanimously by the members in their extraordinary general meeting held on 30/04/2025 Company hence there was due compliance of the Section 230(6) of the Companies Act, 2013 as it was approved by majority of persons representing three-fourths in value of the members voting in person or by proxy who remained present at the meeting.

2.7 As on 30/04/2025 there are 3386 equity shareholders in the Transferee Company. The Consent of the equity shareholders was obtained in their extra ordinary general meeting held on 30/04/2025 in compliance of section 233 (1) (b) of the Companies Act, 2013, a Certified Copy of the resolution passed by the members of Transferee Company approving the Scheme of Amalgamation, notice convening meeting, the scrutinizers report, the chairman's report and other documents as filed with the office of the Regional Director, Ahmedabad on 30/04/2025 vide Form RD-1, are annexed herewith and marked as **Annexure- 'I'** and hence the requirement of calling and convening the meeting of Equity Shareholders of Transferee Company may be dispensed with. It is respectfully submitted that, in case the Hon'ble Tribunal deems appropriate the necessary directions can be granted for convening the meeting of the equity shareholders.

2.8 As on 31/05/2025 the Transferee Company has Nil Secured Creditor and 13 Unsecured Creditors. Hence there is no

requirement of calling and convening the meeting of secured creditors of the Transferee Company. 13 Unsecured Creditors of the Transferee Company representing 100 % of total unsecured creditors gave consent in writing to the proposed Scheme of Amalgamation despite the same the Transferee company is seeking for convening of the meeting of the unsecured creditors. The list of the Unsecured Creditors of the Transferee Company as on 31/05/2025 as certified by the Chartered Accountant certifying the same annexed and marked as **Annexure - 'J'**.

2.9 The Transferee Company is filing herewith, Annual Report containing the audited Balance Sheet and Profit and Loss Accounts along with the Auditor's Report for the year ended 31st March 2025 and latest provisional balance sheet annexed and marked as **Annexure- 'K' (Colly)**.

2.10 As per the latest audited accounts i.e. for the Financial Year ending 31st March 2025, the Assets and Liabilities of Transferee Company are as under:

Transferee Company

(As On 31.03.2025)

| Sr. | Particulars | (Amt in Lacs) INR |
|------------|-------------------------|------------------------------|
| (a) | Non-Current Liabilities | 293.88 |
| (b) | Current Liabilities | 2287.61 |
| (c) | Non-Current Assets | 3339.17 |
| (d) | Current Assets | 8.65 |

3. JURISDICTION OF THE BENCH:

The Jurisdictions with respect to the Companies involved in the Composite Scheme is based on the location of their registered offices in the State of Gujarat. National Company Law Tribunal, Ahmedabad has the jurisdiction for the Transferor Company and Transferee Company.

4. FACTS OF THE CASE

- 4.1** That the authorized representatives are filing this Application under Section 230 of the Companies Act, 2013 (“Act”) read with Rule 3 of the Companies (Compromises, Arrangements Amalgamations) Rules, 2016 (“Rules”).

- 4.2 The Board of Directors of the applicant Companies have considered the Scheme of Amalgamation which is annexed and marked as **Annexure - 'L'**, at their respective Board Meetings.
- 4.3 The proposed arrangement is required to give effect to the proposed Scheme of Amalgamation of Transferor Company with Transferee Company, whereby the whole of the business of the Transferor Company is proposed to be amalgamated with the Transferee Company, according to the proposed Scheme. The said amalgamation shall take effect from the Appointed Date i.e. 1stApril, 2025 (First April, Two Thousand Twenty-Five) as mentioned in the Scheme of Amalgamation.
- 4.4 In accordance with the proposed Scheme, Transferor Company shall amalgamate with Transferee Company with effect from the Appointed Date (*supra*) and without further act, deed or thing pursuant to Sections 230 and 232 of the Companies Act, 2013. All the assets, liabilities, proceedings,

interest of the Transferor Company, subject to all charges, if any, existing on such assets as well as all applications concerning the same and any part thereof on the appointed date shall be deemed to have vested with the Transferee Company.

5. The amalgamation of Transferor Company with the Transferee Company does not affect the control / management of the Transferee Company.
6. The principal factors based on which the above Scheme of Amalgamation of Transferor Company with Transferee Company has been proposed and recommended by the Board of Directors of the Transferor Company and Transferee Company are as under:
7. In terms of the Scheme of Amalgamation and upon the same becoming finally effective, and in consideration of the amalgamation of the Transferor Company into the Transferee Company, no new equity shares shall be issued by the Transferee

Company to the shareholders of Transferor Company as it is the wholly owned subsidiary Company of Transferee Company.

- 8.** That the present Scheme of Amalgamation is in conformity of the Accounting Standard as applicable. A certificate from Statutory Auditors of the Transferor Company and the Transferee Company certifying that the present Scheme Amalgamation is in conformity with the Accounting Standard as per section 133 of the Companies Act, 2013 as applicable is annexed herewith and marked as **Annexure- 'M' (Colly.)**.
- 9.** The Directors of the Applicant Companies and also their relatives have no material interests in the proposed Scheme of Amalgamation.
- 10.** There is no legal proceeding pending in respect of the Transferor Company and Transferee Company.
- 11.** In the circumstances if any legal proceeding arises in due course or pending outside the knowledge of transferor and transferee, it

would be in the interest of the Transferor Company and Transferee Company, their respective shareholders, public interest and others that the proposed Scheme of Amalgamation is approved and sanctioned by Hon'ble Tribunal National Company Law Tribunal, Ahmedabad Bench. It is further respectfully submitted that, any such pending legal proceedings would not have any adverse impact in case the scheme is sanctioned.

12. It is further respectfully submitted that, the Transferor and Transferee gave separate affidavit of compliance u/s. 230(2) of the Companies Act, 2013 which are annexed as **Annexure –'N'** (**colly**) to the present application.

13. The Applicants humbly urges for necessary directions for issuance of the notice to the Regional Director North Western Region, Ahmedabad, Registrar of Companies, Income Tax Department. Neither of the Companies are the Non Banking Financial Company (NBFC) and hence there is no requirement to issue notice to the Reserve Bank of India as the companies does not fall within the ambit of Competition Act and hence no notice

is required to be directed to be issued to CCI and there is no other requirement to serve notice to any other sectoral authorities. The notice of application is proposed to be published in newspapers Business Standard English Daily Ahmedabad Edition and Jai Hind Gujarati Daily Ahmedabad Edition having wide circulation.

14. It is submitted that except the aforesaid legal proceedings there are no other legal proceedings against the applicants. With utmost respect the sanctioning of the scheme shall not adversely affect the pending legal proceedings as well as by order approving the scheme would not dilute or scuttle the said pending proceedings if any. It is submitted that, there are no winding up proceedings pending against the applicants as well as there are no insolvency and bankruptcy proceedings initiated against the applicants.

15. PRAYER /RELIEF:

It is therefore, most respectfully prayed that this Hon'ble Tribunal may be pleased to:

- a. To pass directions for dispensation of the meeting of the Shareholders of the Transferor Company
- b. To pass directions for manner and method for convening the individual separate meetings of the Transferee Company qua , Secured and Unsecured Creditors of the Transferor Companies and Unsecured creditors of the Transferee Company and further give necessary directions for :
 - i. Appointment of Chairman and alternate chairman to Chair the aforesaid separate individual meetings of Unsecured creditors of both the Companies and separate individual meeting of Secured Creditor of the Transferor.
 - ii. Appointment of Scrutinizer to file his/her Reports before this Hon'ble Tribunal qua individual meetings;
 - i. Fixing the quorum for the respective meetings;
 - ii. publication of the notice of the proposed meetings in English and Gujarati newspapers or in such other manner, as the Hon'ble Tribunal may direct;
 - iii. dispatch of individual notices of the proposed meetings by Speed Post/courier or through e-mail.

iv. Notice of the present Application/the proposed meeting may be directed to be served on (a) the Central Government through the office of the Regional Director, Ministry of Corporate Affairs; (b) the Registrar of Companies (c) the Official Liquidator, and (d) the Income Tax Department; and Pass such other/further order(s) as this Hon'ble Tribunal may deem fit and proper.

c. To pass directions to convene the meeting of equity shareholders of the Transferee Company and further give necessary directions for:

- v. Appointment of Chairperson and Alternate Chairperson to chair the aforesaid meetings;
- vi. Appointment of Scrutinizer to file his/her Reports before this Hon'ble Tribunal;
- vii. Fixing the quorum for the meeting;
- viii. publication of the notice of the proposed meetings in English and Gujarati newspapers or in such other manner, as the Hon'ble Tribunal may direct;

- ix. dispatch of individual notices of the proposed meetings by Speed Post/courier or through e-mail.
 - x. Notice of the present Application/the proposed meeting may be directed to be served on (a) the Central Government through the office of the Regional Director, Ministry of Corporate Affairs; (b) the Registrar of Companies (c) the Official Liquidator, and (d) the Income Tax Department; and
 - xi. Pass such other/further order(s) as this Hon'ble Tribunal may deem fit and proper.
- d.** Pass such other and further Orders as this Hon'ble Tribunal may deem fit in the facts and circumstances of the case.

TRANSFEROR COMPANY

Through

Director

TRANSFeree COMPANY

Through

Director

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

AHMEDABAD BENCH

ATAHMEDABAD

CA (CAA) NO. ____ OF 2026

1. PALCO RECYCLE INDUSTRIES LIMITED. .. Applicant No.1

2. PALCO METALS LIMITED. ..Applicant No.2

AFFIDAVIT

I, Mr. Kirankumar Babulal Agrawal adult, authorized representative
of the Applicant No.1 having office situated at No. 72,73,75 Opp

Super British Alloys Nr. Jalaram Mandir, Ankhol, Ta-Kadi, Dist-
Mahesana- 382715, Gujarat, India do hereby on solemn affirmation
state that :

(1). I am duly authorized by the Applicant
No.1 Company to file the present affidavit for verifying the
application and state that, what is stated in paragraphs 1 to are
true to my best of the knowledge, information and belief and I
believe the same to be true and correct and paragraph 15 is the prayer
clause.

Solemnly affirmed at Ahmedabad on this day of,

Deponent

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

AHMEDABAD BENCH

ATAHMEDABAD

CA (CAA) NO. ____ OF 2026

1. PALCO RECYCLE INDUSTRIES LIMITED. .. Applicant No.1

2. PALCO METALS LIMITED. ..Applicant No.2

AFFIDAVIT

I, Mr. Kirankumar Babulal Agrawal adult, authorized representative of the Applicant No.2 having office situated at No. 1715, Saiprasad Industrial Part-II, Besides RAMol Police Station, CTM-Ramol Road, Ramol, Ahmedabad -382449, Gujarat, India do hereby on solemn affirmation state that :

(1). I am duly authorized by the Applicant No.2 Company to file the present affidavit for verifying the application and state that, what is stated in paragraphs 1 to are true to my best of the knowledge, information and belief and I believe the same to be true and correct and paragraph 15 is the prayer clause.

Solemnly affirmed at Ahmedabad on this day of,

Deponent

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

AHMEDABAD BENCH

ATAHMEDABAD

CA (CAA) NO. ____ OF 2026

1. PALCO RECYCLE INDUSTRIES LIMITED. .. Applicant No.1

2. PALCO METALS LIMITED. ..Applicant No.2

MEMO OF PARTIES

1. PALCO RECYCLE INDUSTRIES LIMITED.

CIN: U27209FJ2007PLC051853

PAN: AAECF4645F

Registered office: No. 72, 73, 75 Opp Super British

Alloys Nr. Jalaram Mandir, Ankhol,

Ta-Kadi, Dist- Mahesana -382715

Gujarat, India

.. Applicant

No.1

2. PALCO METALS LIMITED.

CIN: L27310FJ1960PLC000998

PAN: AAACP9154D

At 1715, Saiprasad Industrial Park-II,

Besides Ramol Police Station,

CTM-Ramol Road, Ramol, Ahmedabad,

Gujarat, India – 382449

..Applicant No.

2