

Date: 08.12.2023

To,
Gen. Manager (DCS)
BSE Limited.
P J Towers, Dalal Street,
Fort, Mumbai-400001

SUB: COMPLIANCE OF REGULATION 30 ALONG WITH SCHEDULE III OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 FOR ORDER RECEIVED FROM NATIONAL COMPANY LAW TRIBUNAL (NCLT) FOR THE SCHEME OF DEMERGER

M/S. VIKRAM THERMO (INDIA) LIMITED (COMPANY CODE BSE: 530477)

This is to inform you that a petition under section 230-232 of the Companies Act, 2013 being CP CAA/51(AHM)2023 was presented before National Company Law Tribunal, Ahmedabad Bench for sanctioning the Scheme of Arrangement for Demerger of Vikram Thermo (India) Limited into Vikram Aroma Limited and their respective shareholders and creditors. The said petition has been accepted and is fixed for hearing before the Bench on 18.01.2024. Copy of the order is enclosed herewith which is self-explanatory.

You are hereby informed that representations/objection, if any, in connection with the proposed Scheme may be made to the Tribunal. In case no representation/objection is received, it shall be presumed that you have no representation/objection to make on the proposed scheme of compromise or arrangement.

Thanking you.

Yours sincerely,
FOR, VIKRAM THERMO (INDIA) LIMITED

MR. DHIRAJLAL K PATEL
CHAIRMAN & MANAGING DIRECTOR
(DIN:00044350)

IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD
DIVISION BENCH
COURT - 1

ITEM No.3

C.P.(CAA)/51(AHM)2023 in C.A.(CAA)/43(AHM)2023

Proceedings under Section 230-232

IN THE MATTER OF:

Vikram Thermo (India) Limited
Vikram Aroma Limited

.....Applicant

.....Respondent

Order delivered on: 23/11/2023

Coram:

Mr. Shammi Khan, Hon'ble Member(J)
Mr. Sameer Kakar, Hon'ble Member(T)

PRESENT:

For the Applicant : Mr. Pavan Godiawala, Adv.
For the Respondent :

ORDER

1. This is a Company Petition filed by the Petitioner Companies viz. **M/s. Vikram Thermo (India) Limited.** is coming up for admission and for fixing a date of hearing of the main Company Petition as well as for a direction in relation to publication in press to be effected and notices to be issued to the authorities concerned in relation to date of hearing of the Petition and calling for the objections, if any, to Scheme of Arrangement in the nature of **Demerger** (hereinafter for brevity referred to as "SCHEME") contemplated between the Petitioner Companies.

2. From the records, it appears that the First Motion Application vide CA(CAA)/43/(AHM)/2023 was ordered by this Tribunal on 11.09.2023.

3. Subsequent to the said Order, the second motion petition was filed on 09.11.2023 which is coming up before us for fixing a date of hearing as well as for other consequential directions in terms of provisions of Sections 230 to 232 of Companies Act, 2013 read with Rule 15 and 16 of the Companies

(Compromise, Arrangements and Amalgamation) Rules, 2016, brought into effect and on and from 15.12.2016 and it is now hereby ordered as follows:-

- (i) Notice of the hearing shall be advertised in the newspapers viz., English daily, “**Financial Express**”, Ahmedabad Edition and a Gujarati translation thereof in “**Financial Express**”, Ahmedabad Edition not less than 10 days before the aforesaid date fixed for hearing.
- (ii) In addition to the above public notice, each of the Petitioners shall serve the notice of the Petition on the following Authorities namely, **(i)** the Central Government through the Regional Director, North Western Region, **(ii)** the Registrar of Companies, **(iii)** the Income Tax Department along with full details of assessing officer and PAN numbers of both the Petitioners companies, **(iv)** to the SEBI and other sectorial regulators, if any, who may govern the working of the respective companies involved in the Scheme at least 30 days before the date fixed for hearing of the above Petition.
- (iii) Further, notice shall also be served to Objector(s) or to their representative, if any, as contemplated under Sub-Section (4) of Section 230 of the Act who may have made representation and who have desired to be heard in relation to their representation along with a copy of the Petition and the Annexures filed therewith at least 15 days before the date fixed for hearing.
- (iv) The Petitioner shall file an Affidavit of Service (7 days before the date of hearing of the Petition) in relation to paper publication effected as well as service of notices on the Authorities specified above.

- (v) Objections, if any, to the Scheme contemplated by the authorities to whom notices have been given on or before the date of hearing fixed herein may be filed, failing which it will be considered that there is no objection to the approval of the Scheme on the part of the authorities by this Tribunal and subject to other condition being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.

- (vi) The Petitioner Company shall individually comply with proviso to sub section (3) of Section 232 or proviso to sub section (7) of Section 230, as may be applicable under the circumstances on or before the date fixed for hearing by filing the certificate of Company's auditor.

- (vii) The next date of hearing of the Petition shall be on 18.01.2024 for the consideration of the approval of the Scheme as contemplated among the Petitioner Companies.

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SAMEER KAKAR
MEMBER (TECHNICAL)

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SHAMMI KHAN
MEMBER (JUDICIAL)