

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

C.A(CAA)/109/MB-III/2024

In the matter of the Companies
Act, 2013;

AND

In the matter of Sections 230 to
232 and other applicable
provisions of the Companies Act,
2013 and rules framed thereunder
as in force from time to time.

AND

In the matter of **Scheme of
Merger** of NICO EXTRUSIONS
LIMITED ("Transferor Company" or
"First Applicant Company") with
METALLOYS RECYCLING
LIMITED ("Transferee Company"
or "Second Applicant Company")
and their respective shareholders
and creditors.

NICO EXTRUSIONS LIMITED,

a company incorporated under
the Companies Act, 1956

Having its registered office at:

Gala No. 14, Niraj Industrial
Estate, Off. Mahakali Caves
Roads, Andheri (East),

Mumbai – 400 093.

[CIN:U28113MH1996PLC097588]

*First Applicant Company/
Transferor Company*

**METALLOYS RECYCLING
LIMITED,**

a company incorporated under
the Companies Act, 1956

Having its registered office at:

Gala No. 14, Niraj Industrial



Estate, Off. Mahakali Caves
Roads, Andheri (East),
Mumbai – 400 093.
[CIN: U15205MH1987PLC043227]

*Second Applicant Company/
Transferee Company*

*(hereinafter collectively referred to as '**Applicant Companies**')*

Order pronounced on **28.04.2026**

Coram:

SHRI. HARIHARAN NEELAKANTA IYER, MEMBER (TECHNICAL)
SMT. LAKSHMI GURUNG, MEMBER (JUDICIAL)

Appearances:

For the Applicant Companies: Mr. Ahmed M. Chunawala i/b
Ahmed Chunawala & Co.

Per Coram:

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1. The Ld. Counsel for the Applicant Companies states that the present Scheme is a Scheme of Merger of NICO EXTRUSIONS LIMITED (**'Transferor Company' or 'First Applicant Company'**) with METALLOYS RECYCLING LIMITED (**'Transferee Company' or 'Second Applicant Company'**) and their respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013 (**'Scheme'**).
 2. The Applicant Companies have filed this application on 19.03.2024, with the following reliefs:

I. APPLICANT COMPANY NO. 1 (TRANSFEROR COMPANY)

a) Equity shareholders.

Dispensing with the convening of meeting of the equity shareholders of the Applicant Company no. 1 (Transferor Company) in view of the Written Consents/ affidavit given by the Shareholders.



- b) Secured creditors & Unsecured creditors
 Dispensing with the convening of meeting of the Creditors of the Applicant Company no. 1 (Transferor Company) subject to receipt of NOC/Consent from the Creditors of the Applicant No. 1.

II. APPLICANT COMPANY NO. 2 (TRANSFeree COMPANY)

- a) Equity and Preference shareholders
 Dispensing with the convening of meeting of the equity and preference shareholders of the Applicant Company no. 2 (Transferee Company) in view of the Written Consents/ affidavit given by the Shareholders
- b) Secured creditors & Unsecured creditors
 Dispensing with the convening of meeting of the Creditors of the Applicant Company no. 2 (Transferee Company) subject to receipt of NOC/Consent from the Creditors of the Applicant No. 2.

Notices to be given as required under the provisions of section 230(5) of the Companies Act, 2013 to Regional Director, Registrar of Companies and Income Tax Authorities.

3. An Additional Affidavit dated 08.10.2024 was filed by the First Applicant Company on 23.11.2024 to place on record the consent affidavits from its unsecured creditors. A further Additional Affidavit dated 17.11.2025 was filed on 21.11.2025 to place on record the Audited Balance Sheet as on 31.03.2025 of Applicant Companies, with revised list of creditors and their consent affidavits. It is noted that the present order considers the facts and the documents placed on record in the Additional Affidavit dated 17.11.2025.

Jurisdiction:

4. The registered offices of the Applicant Companies are situated in Mumbai, Maharashtra and are within the territorial jurisdiction of this Tribunal.

Approval of the Board of Directors of the Applicant Companies:

5. Ld Counsel for the Applicant Companies states that the Board of Directors of the Applicant Companies vide their resolutions dated 25.01.2024 have approved the Scheme. Copy of resolutions of the First Applicant Company and Second Applicant Company is annexed as *Exhibit H* and *Exhibit I*, respectively.
6. The Appointed Date for the Scheme is **01st April, 2023**.

Nature of Business:

7. Ld. Counsel for the Applicant Companies submits the nature of business of Applicant Companies as under:
 - 7.1 The First Applicant Company is primarily engaged in the business of manufacture, process, mine extract, recycle, alter, improve, refine mix, buy, sell, Import, export, and deal in zinc, copper, brass, zinc sulphate, copper sulphate, zinc chloride and other non-ferrous metals, alloys, ash, scrap, chemical compounds and minor metals.
 - 7.2 The Second Applicant Company is primarily engaged in the business of manufacture, process, mine extract, recycle, alter, improve, refine mix, buy, sell, Import, export, and deal in zinc, copper, brass, zinc sulphate, copper sulphate, zinc chloride and other non-ferrous metals, alloys, ash, scrap, chemical compounds and minor metals.

8. The Scheme provides for Merger of the First Applicant Company with the Second Applicant Company. Resultantly, the First Applicant Company would be dissolved without winding up.

Rationale of the Scheme:

9. Ld. Counsel for the Applicant Companies submits that the rationale as per Clause 3 of the proposed Scheme is as under:

“Considering the present business scenario and the similar main business objects of both the Companies under one entity whereby create a brand and synergy of business to build a stronger and sustainable business leading to corporate and operating synergy allowing better use of resources and creating a stronger financial base, the Board of Directors of both the Company propose to merge Nico Extrusions Limited into Metalloys Recycling Limited. The Scheme shall enable the Transferee Company to reap several benefits including:

- i. synergy of operations for achieving organization effectiveness, optimisation of use of resources and creating stronger financial base.*
- ii. Reduction of statutory and legal compliance requirements.*
- iii. overall cost management*
- iv. Rationalizing costs by eliminating multiple record keeping and administrative functions*
- v. combine the activities and operations of all companies into a single Company for synergistic linkages and the benefit of combined financial resources. The same will be reflected in the profitability of the Transferee Company.*
- vi. This Scheme of Arrangement, if approved, will be beneficial to both the companies, their shareholders, creditors, employees and all concerned and will enable them to achieve and fulfil their objective*

*through the combined entity more efficiently and economically.**

Share Capital of Applicant Companies:

10. The Authorised, issued, subscribed and paid-up share capital of the Applicant Companies as on 31.03.2025 is submitted as follows:

10.1 First Applicant Company:

Particulars	Amount (Rs.)
Authorised Share Capital	
50,00,000 Equity Shares of Rs.10/- each	5,00,00,000
Total	5,00,00,000
Issued, Subscribed and Paid-up Share Capital	
50,00,000 equity shares of INR 10/- each	5,00,00,000
Total	5,00,00,000

10.2 Second Applicant Company:

Particulars	Amount (Rs.)
Authorised Share Capital	
3,24,797 equity shares of INR 100/- each	3,24,79,700
1,75,203 Preference Shares of INR 100/- each	1,75,20,300
Total	5,00,00,000
Issued, Subscribed and Paid-up Share Capital	
3,24,797 equity shares of INR 100/- each	3,24,79,700
1,75,203 Preference Shares of INR 100/- each	1,75,20,300
Total	5,00,00,000



10.3 It is submitted that, there is no change in the capital structure of the Applicant Companies as on 25.01.2024, that is, the date of approval of the Scheme by the Board of the Directors of the Applicant Companies.

10.4 It is further submitted that the equity shares of the Applicant Companies are not listed on any stock exchange.

11. Consideration:

11.1 Clause 21 of the Scheme states that the Transferee Company shall issue and allot 1 Equity Share of face value of Rs. 100/- each for every 46 Equity Shares held by the shareholders of the Transferor Company.

11.2 Copy of the Valuation Report dated 17.01.2024 issued by the Registered Valuer is annexed as Exhibit 'K', pg. nos. 348-362 to the company scheme application.

12. The Ld. Counsel for the Applicant Companies submits that the Statutory Auditors of respective applicant companies have opined that the accounting treatment in Clause 19 of Scheme of Merger follows the accounting standards prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other generally accepted accounting principles. Copy of certificate of statutory auditor of respective applicant companies is annexed as *Exhibit - J*.

13. The applicant companies have sought dispensation of holding of meetings of the equity shareholders and creditors of applicant companies. Before dealing with the prayers, we may refer to Section 230 (9) of the Act which provides that if consent affidavits are given by at least 90% of the creditors then this Tribunal may consider to dispense the meeting of creditors. The relevant extract of the section is reproduced below:

"(9) The Tribunal may dispense with calling of a meeting of creditor or class of creditors where such creditors or class of creditors, having at least ninety per cent value, agree and confirm, by way of affidavit, to the scheme of compromise or arrangement."

14. **Dispensation of the Meetings of First Applicant Company:**

14.1 Equity Shareholders:

14.1.1 The Ld. Counsel for the Applicant Companies has submitted that the First Applicant Company has 7 (Seven) Equity Shareholders. Copy of the Statutory Auditor's Certificate certifying the list of Equity Shareholders of the First Applicant Company is annexed as *Exhibit C* to the Additional Affidavit dated 17.11.2025.

14.1.2 First Applicant Company has obtained Consent Affidavits from the equity shareholders constituting 100% of the Equity Share Capital. The consent affidavits are annexed as *Exhibit - N-1* and *Exhibit - N-2*.

14.1.3 In view of the Consent Affidavits filed by all the Equity Shareholders of the First Applicant Company, the meeting of the Equity Shareholders of the First Applicant Company is hereby **dispensed with**

14.2 Secured Creditors:

14.2.1 The Ld. Counsel for the Applicant Companies submits that there are no Secured Creditors in the First Applicant Company as on 31.03.2025. The Certificate of Chartered Accountant stating that there are no secured creditors in the First Applicant Company is annexed as *Exhibit - D* to the additional affidavit dated 17.11.2025. Therefore, the question of conducting meeting does not arise.

14.3 Unsecured Creditors

14.3.1 The Ld. Counsel for the Applicant Companies submits that there are 74 (Seventy-Four) Unsecured Creditors aggregating to Rs. 46,68,33,793/- as on 31.03.2025. The Certificate of Chartered Accountant certifying list of unsecured creditors of the First Applicant Company is annexed as *Exhibit - 'E'* to the additional affidavit dated 17.11.2025.

14.3.2 First Applicant Company has obtained Consent Affidavits from the unsecured creditors to the outstanding amount of Rs. 43,64,02,843.76 constituting over 90% of the total outstanding amount. Copy of the consent affidavits are annexed as *Exhibit - 'E1'* to *'E3'* to the additional affidavit dated 17.11.2025.


14.3.3 In view of the Consent Affidavits obtained from unsecured creditors representing over 90% in value as per section 230 (9) of the Companies Act, 2013, the meeting of Unsecured Creditors of the First Applicant Company is hereby **dispensed with**.

14.3.4 The First Applicant Company shall serve notice as per Rule 6 of Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 of the Scheme to remaining Unsecured Creditors who have not given consent affidavits.

15. **Dispensation of Meetings of the Second Applicant Company**

15.1 Equity Shareholders

15.1.1 The Ld. Counsel for the Applicant Companies has submitted that the Second Applicant Company has 8 (Eight) Equity Shareholders. Copy of the Statutory Auditor's Certificate certifying the list of Equity Shareholders of the Second Applicant Company is annexed as *Exhibit 'G'* to the Additional Affidavit dated 17.11.2025.



15.1.2 Second Applicant Company has obtained Consent Affidavits from the equity shareholders constituting 100% of the Equity Share Capital. The consent affidavits are annexed as *Exhibit - 'G-1' to 'G-8'* to the additional affidavit dated 17.11.2025.

15.1.3 In view of the Consent Affidavits filed by all the Equity Shareholders of the Second Applicant Company, the meeting of the Equity Shareholders of the Second Applicant Company is hereby **dispensed with**.

15.2 Preference Shareholders:

15.2.1 The Ld. Counsel for the Applicant Companies has submitted that the Second Applicant Company has 5 (Five) Preference Shareholders. Copy of the Statutory Auditor's Certificate certifying the list of Preference Shareholders of the Second Applicant Company is annexed as *Exhibit 'H'* to the Additional Affidavit dated 17.11.2025.

15.2.2 Second Applicant Company has obtained Consent Affidavits from the preference shareholders constituting 100% of the Equity Share Capital. The consent affidavits are annexed as *Exhibit - 'H-1' to 'H-8'* to the additional affidavit dated 17.11.2025.

15.2.3 In view of the Consent Affidavits filed by all the Preference Shareholders of the Second Applicant Company, the meeting of the Preference Shareholders of the Second Applicant Company is hereby **dispensed with**.

15.3 Second Creditors:

15.3.1 The Ld. Counsel for the Applicant Companies submits that there are 4 (Four) secured creditors aggregating to Rs. 92,54,24,394/- as on 31.03.2025. The Certificate of Chartered Accountant certifying list of secured creditors of the Second

Applicant Company is annexed as *Exhibit - I* to the additional affidavit dated 17.11.2025.

15.3.2 Second Applicant Company has obtained Consent Affidavits from the secured creditors representing over 100% of the total outstanding amount. Copy of the consent affidavits are annexed as *Exhibit - I-1* to *I-3* to the additional affidavit dated 17.11.2025.

15.3.3 In view of the Consent Affidavits obtained from secured creditors representing over 90% in value as per section 230 (9) of the Companies Act, 2013, the meeting of secured Creditors of the Second Applicant Company is hereby **dispensed with**.

15.4 Unsecured Creditors:


15.4.1 The Ld. Counsel for the Applicant Companies submits that there are 125 (One Hundred and Twenty-Five) Unsecured Creditors aggregating to Rs. 16,95,46,538/- as on 31.03.2025. The Certificate of Chartered Accountant certifying list of unsecured creditors of the Second Applicant Company is annexed as *Exhibit - J* to the additional affidavit dated 17.11.2025.

15.4.2 As no consent affidavits have been placed on record, meeting to be convened of unsecured creditors of the Second Applicant Company

Direction for Meeting:

16. Meeting of the Unsecured Creditors of the Second Applicant Company shall be convened as follows:

16.1 Meeting of the Unsecured Creditors of the Second Applicant Company shall be convened and held on a date, venue, and time convenient to the Chairperson of the meeting within sixty (60) days from the date of passing of this order (so as to comply



with 30 days' timelines for issuing notices] for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme.

16.2 In terms of the meeting to be convened Unsecured creditors of Second Applicant Company, it is hereby directed as under:

16.2.1 At least 30 (thirty) clear days before the meeting of the Unsecured Creditors of the Second Applicant Company, a notice in the prescribed form CAA.2, indicating the place, day, date, and time of convening the said meeting, together with a copy of the Scheme and a statement disclosing all material facts as required under Section 230(3) of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016, shall be sent to the Unsecured Creditors having an outstanding balance as at 31.03.2025. The notice shall be sent either by electronic mail (to those Unsecured Creditors whose e-mail addresses are available) or by registered post, air mail, courier, speed post, or hand delivery (for those whose e-mail addresses are not available), as per the records of the Second Applicant Company.

16.2.2 That at least 30 clear days before the said meeting of the concerned Unsecured Creditors of the Second Applicant Company, to be held as aforesaid, an advertisement of notice in prescribed Form No CAA.2 as per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, indicating the place, day, date and time of convening the said meeting of the Unsecured Creditors of the Second Applicant Company, stating that the copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations)

Rules, 2016 shall be obtained free of charge at the registered office of the Second Applicant Company, be published one each in '**Business Standard**' in English language and the translation thereof in '**Loksatta**' in Marathi language both having circulation in Mumbai.

16.2.3 The Second Applicant Company / Transferee Company undertakes to:

- a. Issue notice convening meeting of the Unsecured Creditors of the Transferee Company as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
- b. Issue statement containing all the particulars as per Section 230 of the Companies Act, 2013; and
- c. Advertise the notice convening meeting as per Form No. CAA.2 (Rule 7) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

16.2.4 **Shri Ramachandran Venkatraman**, Practicing Company Secretary (Membership No. A7731), (Mobile No.: +91 9821447548 and Email id: vrassociates.pcs@gmail.com) shall be the Chairperson for the meeting of the Unsecured Creditors of the Transferee Company.

16.2.5 **Shri Suraj Sharma**, Practicing Company Secretary (Membership No. A58932), (Mobile No.: +91 978568529) shall act as the Scrutinizer of the meeting of the Unsecured Creditors of the Transferee Company.

- a. The Chairperson appointed for the aforesaid meeting of the Transferee Company to issue the advertisement and send out the notices of the meeting of the Unsecured Creditors.




The said Chairperson of the meeting of the Transferee Company shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as may be applicable for meeting of Unsecured Creditors convened and held through physical means, in relation to the conduct of the meeting including for deciding procedural questions that may arise at the meeting or at any adjournment thereof or any other matter including, an amendment to the Scheme or resolution, if any, proposed at the meeting by any Unsecured Creditors.

- b. The quorum for the aforesaid meeting of the Unsecured Creditors of the Second Applicant Company shall be as prescribed under Section 103 of the Companies Act, 2013. If the requisite quorum is not present within half an hour from the time appointed for the holding of the meeting of Unsecured Creditors present shall be the quorum and the meeting shall be held.
- c. The outstanding value of each of the Unsecured Creditors of each Unsecured Creditor of the Second Applicant Company shall be in accordance with the books/ register of the Second Applicant Company or depository records as on 31.03.2025 and where the entries in the books/ register/ depository records are disputed, the Chairperson of the meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
- d. The Chairperson of the meeting as aforesaid, shall file a compliance affidavit not less than 7 (Seven) days before the date fixed for holding of the meeting of the Unsecured Creditors of Transferee Company and report to this Tribunal that the directions regarding the issue of notices

and advertisements have been duly complied with, as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

- e. The voting for the meeting of the unsecured creditors of the Transferee Company on the proposed scheme shall be allowed physically/ by ballot by Unsecured Creditors or by their respective authorised representative. The voting by authorised representative, in case of body corporate be permitted, provided that the authorization duly signed by the person entitled to attend and vote at the meeting is filed with the Transferee Company, in physical or electronic mode, at its registered office or email to Mr. Suraj Sharma, Practicing Company Secretary at accsurajsharma@gmail.com, at least 48 (Forty-Eight) hours before the aforesaid meeting, as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- f. The Chairperson(s) of the meeting shall report to this Tribunal, the result of the aforesaid meeting within 3 (Three) days of the conclusion of the said meeting of the unsecured creditors of the second applicant company, and the said report shall be verified by the undertaking as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- g. The consolidated fees for the Chairperson appointed for the meeting directed hereinabove shall be Rs. 75,000/- and for the Scrutinizer appointed for the meeting shall be Rs. 50,000/-.

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17. The Applicant Companies shall issue notices through Registered Post-AD/ Speed Post/ Hand Delivery and email to the following authorities under the provisions of Section 230(5) of the Act:
- i. Notice to unsecured creditors of First Applicant Company (refer para 14.3.4 above).
 - ii. Central Government through the office of Regional Director, Western Region, Mumbai.
 - iii. Registrar of Companies, Mumbai.
 - iv. Jurisdictional Assessing Officer under the Income Tax Act.
 - v. The Nodal Officer of the Income Tax Department (Pr. CCIT, Mumbai).
 - vi. Jurisdictional GST (Officer), within whose jurisdiction such companies are assessed to tax under GST law (if applicable).
 - vii. Official Liquidator, Bombay High Court (by the Transferor Company)
 - viii. Any other Sectoral/ Regulatory Authorities relevant to the Applicant Companies or their business.

stating therein that they may submit their representation in relation to the Scheme, if any, to this Tribunal within 30 (thirty) days from the date of receipt of the said notice, with a copy thereof to the respective Applicant Companies. The Notice shall be served by Registered Post-AD or Speed Post or Hand Delivery and by email along with a copy of Scheme.

18. It is clarified that the said representation shall be uploaded on the DMS and hard copy of which be forwarded to the Registry of this Tribunal.
19. The Applicant Companies shall host notices along with the copy of the Scheme on their respective websites, if any.



20. The Applicant Company to file affidavit of service in the Registry proving dispatch of notices to the Statutory Authorities within 15 days from the date of this order.
21. The Applicant Companies shall file the Company Scheme Petition and comply with the provision of service of notices upon all the regulatory authorities.
22. Ordered Accordingly.

Sd/-
HARIHARAN NEELAKANTA IYER
MEMBER (TECHNICAL)
/Akshita/

Sd/-
LAKSHMI GURUNG
MEMBER (JUDICIAL)