NATIONAL COMPANY LAW TRIBUNAL
CUTTACK BENCH
CP (CAA) No. 16/CB/2025
In
CA (CAA) No. 13/CB/2025

(An Application filed under Section 230-232 of the Companies Act, 2013, read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016)

IN THE MATTER OF:

GODAWARI ENERGY LIMITED
A company incorporated under the Companies Act, 1956, having its Registered Office at First Floor, Hira Arcade, New Bus Stand, Pandri, Raipur, Chhattisgarh - 492001

..... **TRANSFEROR COMPANY**

AND

GODAWARI POWER AND ISPAT LIMITED
A company incorporated under the Companies Act, 1956, having its Registered Office at Plot No.428/2, Phase-1 Industrial Area, Siltara, Raipur Chhattisgarh - 492001

..... **TRANSFEREE COMPANY**

DATE OF PRONOUNCEMENT: 10.03.2026

CORAM: **DEEP CHANDRA JOSHI, HON'BLE ACTING PRESIDENT**
BANWARI LAL MEENA, HON'BLE MEMBER (TECHNICAL)

APPEARANCE:

FOR THE APPLICANTS: MR. GOPINATH NAYAK, CS

ORDER

***PER:* BANWARI LAL MEENA, MEMBER (TECHNICAL)**

1. This is an application filed by the Applicant Companies, namely Godawari Energy Limited **("Transferor Company")**, and Godawari Power and Ispat Limited **("Transferee Company")**. The application is submitted under Sections 230 to 232 of the Companies Act, 2013, for a proposed Scheme of Amalgamation of the Transferor Company with the Transferee Company. The Appointed Date for the Scheme of

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Amalgamation is the commencement of business on April 1, 2025 (hereinafter referred to as the "**Scheme**").

2. The primary purpose of the amalgamation is to consolidate the group structure, achieve synergies in business activities, and increase the combined entity's financial strength and flexibility. **Godawari Power and Ispat Limited** holds the entire share capital and debentures of **Godawari Energy Limited**, making it a **wholly-owned subsidiary**. This structure ensures that the scheme does not require the issuance of any new shares by the Transferee Company to the shareholders of the Transferor Company.

3. The jurisdiction of the Transferor Company **Godawari Energy Limited** (the Transferor Company) and **Godawari Power and Ispat Limited** (the Transferee Company, lies with this Tribunal as its registered office is situated in Chhattisgarh, which comes under the National Company Law Tribunal, Bench at Cuttack.

4. The Applicant Company filed a Company Application CA (CAA) No. 13/CB/2025 before this Bench, seeking the following reliefs:

i. "That the directions may be given to dispense with the requirement of convening of the meeting of Equity Shareholders of Transferor Company since the Equity Shareholders have given their consent for aforesaid Scheme of Amalgamation by Affidavit.

ii. That the directions may be given to dispense with the requirement of convening of the meeting of Debenture Holders of Transferor Company since the Debenture Holders have given their consent for aforesaid Scheme of Amalgamation by Affidavit.

iii. That the directions may be given to dispense with the requirement of convening of the meeting of Unsecured Creditors of Transferor Company since the Unsecured Creditors have given their consent for aforesaid Scheme of Amalgamation by Affidavit.

iv. That the directions may be given to dispense with the requirement of convening of the meeting of Secured Creditors of

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Transferor Company since there are no Secured Creditors in the Transferor Company.

v. That the directions may be given to dispense with the requirement of convening of the meeting of Equity Shareholders of Transferee Company since the Transferor Company is a wholly owned subsidiary of Transferee Company (Listed Entity) and since no compromise is being made with the Equity Shareholders of the Transferee Company under the above Scheme of Amalgamation.

vi. That the directions may be given to dispense with the requirement of convening meeting(s) of Secured and Unsecured Creditors of the Transferee Company since the Transferor Company is a wholly owned subsidiary of Transferee Company (Listed Entity) and since no compromise is being made with the Secured and Unsecured Creditors of the Transferee Company under the above Scheme of Amalgamation.

vii. That in case the Hon'ble Tribunal desires that any of the above meetings could not be dispensed with, then the directions may be given that the said meeting may be convened and necessary directions be given for convening the meeting of the Equity Shareholders, Unsecured Creditors and Debenture Holders of the Transferor Company on any appropriate day preferably at the Registered Office situated at First Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur (C.G.) 492001 and meeting of Equity Shareholders of the Transferee Company through Video Conferencing ("VC") or any other Video or Audio Means ("OVAM") on any appropriate day, the proceedings of the meeting shall be deemed to be conducted at the Registered Office of the Company and/or physical meeting of Secured/Unsecured Creditors on any appropriate day preferably at the Corporate Office of the Transferee Company situated at Hira Arcade, Near New Bus Stand, Pandri, Raipur (C.G.) 492001. That the

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directions may be given for the appointment of Chairman of the meeting of the Equity Shareholders, Debenture Holders of the Transferor Company and Equity Shareholders and/or Secured/Unsecured Creditors of the Transferee Company and for said purpose be pleased to appoint CS Brajesh R. Agrawal of M/s B. R. Agrawal & Associates, Practicing Company Secretaries, Raipur (FCS 5771, CP 5649) or in his absence Mrs. Tanveer Kaur Tuteja, Practicing Company Secretaries, Raipur (FCS 7704, CP 8512) or such person as this Hon'ble Tribunal deems fit to be appointed as the Chairman of any of the aforesaid meetings.

viii. That the directions may be given for the appointment of Scrutinizer for the meeting of Equity Shareholders, Unsecured Creditors and Debenture Holders of the Transferor Company and Equity Shareholders and/or Secured/Unsecured Creditors of the Transferee Company and for the said purpose be pleased to appoint CS Shweta Sharma of M/s. Shweta V Sharma & Associates, Practicing Company Secretaries, Raipur (FCS 13034, CP 27290) or in her absence CA Deepanshu Jain, Practicing Chartered Accountant (FCA 428216) of Shilpa Jain & Associates, (Firm Registration No. 013040C).

ix. That the directions may also be issued regarding fixing of quorum for meeting of the Applicant Transferor and Transferee Companies. Further, if the quorum is not present in the meeting, the meeting shall be adjourned for 30 minutes and at the adjourned meeting the person(s) present in the meetings may be treated as proper quorum or such other quorum as may be fixed as the Hon'ble Tribunal may deem fit and proper in the facts and circumstances of the case.

x. That the voting shall be allowed on the proposed Scheme of Amalgamation by voting in person, by proxy. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/

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authorization duly signed by the person entitled to attend and is filed with the Transferor Company as the case may be at the Registered Office not later than, 48 hours before the aforesaid meeting as required under Section 105 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

xi. That the voting shall be allowed on the proposed Scheme of Amalgamation through the e-voting facility provided by the Transferee Company and Corporate/Institutional members are required to send a scanned copy of its Board or Governing Body resolution/authorization etc., authorizing its representative to attend the meeting through VC/OVAM to the appointed Scrutinizer to cast their votes through e-voting.

xii. To direct publication of the notice of the proposed meeting in the "Hitvada" in English (Raipur edition) and "Dainik Bhaskar" in Hindi (Raipur) edition newspapers which are circulated in the district in which the respective Registered Office of both the Transferor and Transferee Companies are situated or in such other manner as the Hon'ble Tribunal may direct.

xiii. To direct dispatch of individual notices of the proposed meeting to the Equity Shareholders, Unsecured Creditors and Debenture Holder of the Transferor Company by Speed Post or registered post or Courier or through e-mail or hand delivery or in such other manner as the Hon'ble Tribunal may direct and individual notices of the proposed meeting to the Equity Shareholders and/or Secured/Unsecured Creditors of the Transferee Company through e-mail or in such other manner as the Hon'ble Tribunal may direct.

xiv. To pass further appropriate directions for convening holding and conducting of the meetings as prayed above or for dispensation thereof.

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xv. To direct service of notice to the present Joint Application on (a) the Central Government through the office of the Regional Director, North Western Region, Ministry of Corporate Affairs, Ahmedabad (b) the Registrar of Companies, Chhattisgarh; (c) Securities and Exchange Board of India (SEBI); (d) BSE Limited (BSE); (e) National Stock Exchange of India Limited (NSE); and (f) the Assessing Officer of the Transferor company and Transferee Company in Income Tax Department.

xvi. That necessary direction may be passed and the Transferor Company and Transferee Company may be permitted to present the Petition for Scheme of Amalgamation without any further formalities in the Hon'ble NCLT and the Applicants pray accordingly.

xvii. Pass such other / further order(s) as this Hon'ble Tribunal may deem fit and proper in present facts and circumstances.

5. This Tribunal vide order dated **15.10.2025,** passed the following directions:

i. The requirement of convening and holding the meeting of the Equity Shareholders of the Transferor Company is dispensed with, in view of the fact that all Equity Shareholders have given their consent affidavits to the Scheme of Amalgamation.

ii. The requirement of convening and holding the meeting of the Debenture Holder of the Transferor Company is dispensed with, in view of the fact that the sole Debenture Holder, being the Transferee company itself, has given its consent affidavit to the Scheme of Amalgamation.

iii. The requirement of convening and holding the meetings of the unsecured creditors of the Transferor company is dispensed with, in view of the fact that the majority creditor, being the Transferee company itself, has given its consent affidavit and the remaining unsecured debt is insignificant and not prejudiced by the Scheme.

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iv. The requirement of convening and holding the meetings of the secured creditors of the Transferor company is dispensed with, as the Transferor company has no Secured creditors.

v. The requirement of convening and holding the meetings of the Equity Shareholders of the Transferee company is dispensed with, since the Transferor company is its wholly-owned subsidiary, and the Scheme does not envisage any issuance of shares or compromise with its members.

vi. The requirement of convening and holding the meetings of the secured and unsecured creditors of the Transferee company is dispensed with, since the Scheme does not involve any compromise or arrangement with them, and their rights remain unaffected.

6. The Tribunal vide order dated 11.11.2025, passed in CP (CAA) No. 16/CB/2025, had directed the Applicant Company to serve notice(s) of the Scheme in compliance with Section 230(5) of the Companies Act 2013, read with Rule 8 and Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules 2016 to (i) The Central Government, through the Regional Director, Northwestern Region, Ahmedabad Ministry of Corporate Affairs; (ii) The Registrar of Companies-cum-Official Liquidator, Chhatisgarh at Bilaspur; (iii) The Principal CCIT, Madhya Pradesh and Chhatisgarh; (iv) (e) Any other statutory regulators/sectoral regulators, if applicable and also directed the publication of notice of hearing of the petition in the newspapers ("**The Times of India**" in English and "**Dainik Bhaskar**" in vernacular language), stating that representations, if any to be made, within a period of 30 days from the date of receipt of such notice, and in case no representation is received by the Tribunal within the stipulated period of 30 days, it should be presumed that the authorities concerned have no representation to make.

7. In compliance with the order dated 11.11.2025, the Petitioner Company served notices to the Central Government through the

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Regional Director, the Registrar of Companies, the Assistant Commissioner of Income Tax, Raipur, the Principal Commissioner, Central, GST & Central Excise, Raipur, the Securities and Exchange Board of India, Mumbai, the BSE Limited, Mumbai, the National Stock Exchange of India Limited, Mumbai and the official Liquidator, and a compliance affidavit in this regard had been filed with the Tribunal on 26.11.2025.

8. In response to the notice served upon the Registrar of Companies-cum-Official Liquidator, Chhattisgarh, a representation was filed by the ROC-cum-OL, vide its Report dated 09.12.2025, to this Tribunal wherein it has been submitted that pursuant to receipt of notice under Section 230(5) of the Companies Act, 2013, information was called from the applicant companies and M/s Rajat Agrawal & Co., Chartered Accountants, were appointed for scrutiny of the Balance Sheets and relevant documents. The Report records the incorporation details, authorised, issued, subscribed and paid-up share capital of both the Transferor and Transferee Companies, along with the objects of the Transferor Company and particulars of its present directors.

9. Based on the report of the Chartered Accountant dated 08.12.2025, the Official Liquidator has recorded that as on 31.03.2025, the Transferor Company has unsecured loans amounting to Rs. 65,65,00,000/- and no secured loans, and has prayed that necessary directions be issued to the Transferee Company to assume responsibility for the said unsecured loans. It is further reported that the Transferor Company has filed its Income Tax Returns up to FY 2024–2025 and no assessment is pending as on date; however, appropriate directions have been sought to ensure that the Transferee Company undertakes responsibility for any pending returns or assessments, if any. The Report also records that the Transferor Company has not accepted any public deposits under Sections 73 to 76 of the Act and has no contingent liabilities as on the Appointed Date.

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10. The Official Liquidator has additionally prayed that appropriate directions be issued to the Transferee Company to (i) preserve the books of accounts, papers and records of the Transferor Company in terms of Section 239 of the Companies Act, 2013; (ii) comply with the applicable Accounting Standards under Section 133 of the Act; and (iii) ensure compliance with all applicable statutory requirements, clarifying that sanction of the Scheme shall not absolve the Transferor Company of any statutory liabilities. The Report concludes by placing the above representation before this Tribunal for passing such orders and directions as deemed fit in the interest of the Central Government and stakeholders.

11. In compliance with the directions of this Tribunal, the Petitioner Companies have filed an affidavit on 22.12.2025. In the said affidavit, it has been submitted that the proposed Scheme of Amalgamation is exempt from the requirement of prior notification to the Competition Commission of India in terms of the Central Government Notification bearing S.O. 1131(E) dated 07.03.2024 issued under the provisions of the Competition Act, 2002. It has been specifically averred that the proposed amalgamation falls within the ambit of the "De Minimis Exemption", also referred to as the "Small Target Exemption", as the acquired/merged/amalgamated company does not have assets exceeding Rs. 450 Crores in India nor turnover exceeding Rs. 1250 Crores in India. On the basis of the aforesaid notification and the financial position of the companies involved, the Petitioner Companies have categorically stated that approval of the Competition Commission of India is not required for the proposed amalgamation.

12. In response to the notice issued under Section 230(5) of the Companies Act, 2013, the Regional Director, North Western Region, Ministry of Corporate Affairs, has filed his Representation before this Tribunal on 29.12.2025. It has been reported that the Registrar of Companies, Chhattisgarh, Bilaspur has submitted that no complaints,

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inquiry, inspection, investigation or prosecution is pending against the Petitioner Companies.

12.1. The Regional Director has observed that upon amalgamation, the authorised share capital of the Transferor Company amounting to Rs. 25,00,00,000/- shall be added to that of the Transferee Company and the consolidated authorised share capital post-merger shall stand enhanced to Rs. 99,00,00,000/-. It has been submitted that the Transferee Company shall pay the differential fees and stamp duty, if any, on the enhanced authorised share capital after adjusting the fees already paid by the Transferor Company, in compliance with Section 232(3)(i) of the Act. It has further been observed that since the face value of equity shares of the Transferee Company is Re. 1/- per share, the equity shares of the Transferor Company having face value of Rs. 10/- each are required to be sub-divided/reclassified to Re. 1/- each by filing appropriate e-forms with the concerned Registrar of Companies in terms of Sections 13 and 61 of the Act.

12.2. The Regional Director has also noted that the Transferee Company is listed on the stock exchanges, and in terms of SEBI Circular dated 20.06.2023, no objection certificates from the stock exchanges are not required as the Transferor Company is a wholly owned subsidiary of the Transferee Company. However, the draft Scheme is required to be filed with the stock exchanges for disclosure purposes and disseminated on their website, and documentary proof of such filing is to be submitted. The Regional Director has further observed that Clause 9.1.1 of the Scheme provides for transfer of permanent employees of the Transferor Company to the Transferee Company; however, the Scheme is silent in respect of employees other than permanent employees, and appropriate undertaking may be directed to ensure that service terms and conditions of all employees are not less favourable than existing benefits.

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12.3. With regard to the accounting treatment provided under Clause 14.1.1 of the Scheme, the Regional Director has submitted that the assets, liabilities and reserves of the Transferor Company are required to be recorded at their respective carrying values in the standalone financial statements of the Transferee Company in accordance with IND-AS 103 and Section 133 of the Act, and suitable directions may be issued in this regard.

12.4. The Regional Director has further sought directions that the Petitioner Companies shall: (i) ensure compliance with the observations made by the Registrar of Companies and this Directorate; (ii) preserve books of accounts and records in terms of Section 239 of the Act; (iii) ensure compliance with all applicable statutory provisions and that sanction of the Scheme shall not absolve them of statutory liabilities; (iv) pay applicable stamp duty on transfer of properties/assets; (v) comply with Section 232(5) of the Act by filing certified copy of the order with the Registrar of Companies within 30 days; (vi) comply with Income Tax and GST laws and discharge any tax liabilities arising on implementation of the Scheme; and (vii) pay such costs towards legal fees/expenses of the office of the Regional Director as may be determined by this Tribunal. Subject to the above observations, no other adverse comments have been made on the proposed Scheme.

13. In response to the observations made by the Registrar of Companies-cum-Official Liquidator vide Report dated 09.12.2025 and the Representation of the Regional Director, North Western Region, Ministry of Corporate Affairs dated 29.12.2025, the Petitioner filed an affidavit on 05.01.2026 affirming that they have perused and understood the observations contained therein and submitted that:

13.1. With regard to the observations of the ROC & OL concerning unsecured loans/debentures, it has been clarified that the

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Transferor Company had issued debentures amounting to Rs. 69.00 Crores exclusively to the Transferee Company, out of which Rs. 2.75 Crores and Rs. 0.60 Crores were redeemed, leaving an outstanding balance of Rs. 65.65 Crores. It has been stated that the entire outstanding debentures are held by the Transferee Company and are proposed to be cancelled pursuant to the Scheme. The Transferee Company has further undertaken to take responsibility for filing of any pending income tax returns and assessments, if any, of the Transferor Company.

13.2. In response to the observations of the Regional Director, the Petitioners have undertaken to pay the differential fees, if any, on the enhanced authorised share capital of the Transferee Company. It has been further submitted that in terms of the Scheme, the authorised share capital of the Transferor Company shall stand sub-divided from Rs. 10/- per equity share to Re. 1/- per equity share and merged with the authorised share capital of the Transferee Company upon the Scheme coming into effect. The Petitioners have also stated that the Transferee Company has filed the Scheme with the Stock Exchanges and documentary evidence to that effect has been annexed.

13.3. The Petitioners have clarified that the Transferor Company has no employees other than permanent employees. They have further undertaken that all assets, liabilities and reserves of the Transferor Company, as appearing in its standalone financial statements, shall be transferred at their respective carrying values in the standalone financial statements of the Transferee Company. It has also been affirmed that the Scheme enclosed with the Company Application and the Company Petition are identical and that no CIRP proceedings under the Insolvency and Bankruptcy Code, 2016 or winding up petitions are pending against the Petitioner Companies.

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13.4. The Petitioners have additionally undertaken to comply with all observations made by the ROC and the Regional Director; to preserve the books of accounts, papers and records in terms of Section 239 of the Companies Act, 2013; to comply with all applicable statutory laws and discharge statutory liabilities; to pay applicable stamp duty on transfer of assets; to file a certified copy of the order with the Registrar of Companies in compliance with Section 232(5) of the Act; to comply with Income Tax and GST laws and discharge any tax demands arising on implementation of the Scheme; and to pay such legal fees/costs to the Central Government as may be determined by this Tribunal.

14. The Income Tax Department was served notice as per the service affidavit placed on record by the petitioner companies, and the Department has not furnished any response in this regard.

15. It is also stated in the application that the Statutory Auditors of the Transferor and Transferee Company, Singhi & Co., have confirmed that the accounting treatment contained in the Scheme complies with applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 and other generally accepted accounting principles. A copy of the certificate has been annexed with the Application, as **Annexure "11".**

16. The applicants state that, save and except the present proceedings seeking sanction of the Scheme of Amalgamation before this Hon'ble Tribunal, no proceedings are pending against either the Transferor Company or the Transferee Company under Sections 210 to 227 of the Companies Act, 2013 or under the Insolvency and Bankruptcy Code, 2016.

17. The Applicant has submitted Audited Financial Statements as of March 31, 2025, for both the transferor company and transferee company.

18. The Ld. Counsel representing The Petitioner/Transferor Company and the Petitioner/Transferee Company are not registered under the

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Monopolies &Restrictive Trade Practices Act. Further, it is submitted by the Petitioners that in terms of section 230(2)(c) of the Act, it is declared by the Petitioners that the Scheme of Amalgamation is not a corporate debt restructuring scheme and hence creditors responsibility statement and other requirements of section 230(2)(c) of the Act are not applicable in the present case.

19. As per the Scheme, the Appointed Date shall mean 01.04.2025. The Effective Date, as stated in the Scheme, is reproduced below:

> *"Effective Date means the date or last of the dates on which the certified copy of the order of the Bench sanctioning this Scheme is filed with the Registrar of Companies by the Transferee Company and the Transferor Companies."*

20. Notwithstanding the above, if there is any deficiency found or the violation committed qua any enactment, statutory rule, or regulation, the sanction granted by this Tribunal to the scheme will not come in the way of action being taken, albeit in accordance with the law, against the concerned persons, directors, and officials of the Petitioner Companies.

21. It is submitted that under the proposed Scheme of Amalgamation, no new shares are being issued and the capital structure of the Transferee Company remains unaffected; accordingly, there is no dilution of its shareholding. The Transferor Company is a wholly-owned subsidiary of the Transferee Company.

22. Hence, it is observed that where the entire share capital of the transferor company is held by the transferee company, no new shares are issued under the scheme, and the creditors of the transferee company are not likely to be affected, a separate petition by the transferee company is not necessary. The said principle squarely applies to the present Scheme of Amalgamation. In view of the above, although the registered office of the Transferee Company is situated in the State of Chhattisgarh, falling within the jurisdiction of the Hon'ble National Company Law Tribunal, Cuttack Bench, filing of a separate application

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by the Transferee Company is not necessary in the facts of the present case.

23. Based on the above facts, and submissions made by the Ld. Counsel and after considering the entire facts and circumstances of the aforesaid company Petition and on perusal of the scheme and the proceedings, it is noted. that the requirements of the provisions of sections 230 and 232 are satisfied by the Petitioner companies. As a result, Company Petition **CP(CAA) No.16/CB/2025 is ALLOWED**. The scheme of Amalgamation for the Amalgamation of Godawari Energy Limited and Godawari Power and Ispat Limited will have to be effective from the Appointed Date, as set out in the Scheme. It is declared that the said sanctioned Scheme shall be binding on the Petitioner Companies and their shareholders, creditors, and all concerned under the scheme.

24. While approving the Scheme as above, we further clarify that this order should not be construed as an order in granting any exemption from payment of stamp duty, taxes, including Income Tax, GST, etc', or any other charges, if any, and payment in accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law.

25. The Income Tax Department will be free to examine the aspect of any tax payable as a result of the sanction of the scheme, and if it is found that the Scheme of Amalgamation ultimately results in tax avoidance or is not in accordance with the applicable provisions of the Income Tax Act, 1961 then the Income Tax Department shall be at liberty to initiate appropriate course of action in accordance with law. Any sanction of the scheme of amalgamation under sections 230-232 of the Companies Act, 2016, shall not adversely affect the rights of the Income Tax Department or any past, present, or future proceedings, and the sanction of the Scheme shall not come in the way of the appropriate course of action as per law for the tax liabilities, if any.

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26. Accordingly, this Tribunal orders as under:

a. The Scheme of Amalgamation annexed to the Petition being 'Annexure-13', is hereby sanctioned by this Tribunal to be binding with effect from the **'Appointed Date', i.e., 01.04.2025,** on all the Petitioner Companies and their respective shareholders.

b. All the debts, liabilities, duties, and obligations of the Transferor Company shall be transferred without further act or deed to the Transferee Company, as per **clause 4 under Part II of the Scheme**, and accordingly, the same shall, pursuant to Section 230-232 of the Companies Act, 2013, be transferred to and become the debts, liabilities, duties, and obligations of the Transferee Company.

c. The Transferee Company shall account for the amalgamation of the Transferor Company in its books of account according to the "pooling of interest method" laid down in Appendix C of the Indian Accounting Standard (Ind AS) 103 **as per clause 14 under Part IV** of the Scheme and other accounting principles prescribed under the Companies (Indian Accounting Standard) Rules, 2015 (as amended from time to time) notified under section 133 of the Companies Act, 2013.

d. All legal proceedings and/or suits and/or appeals now pending by or against the Transferor Company shall be continued by or against the Transferee Company, as per **clause 7 under Part II** of the Scheme.

e. The Transferor Company, namely Godawari Energy Limited, shall be dissolved without winding up, as per **clause 19 under Part V** of the Scheme.

f. The Petitioner Company is further directed to file a copy of this order along with a copy of the Scheme with the Registrar of Companies, Cuttack, Odisha, electronically, along with e-form INC-28 in addition to a physical copy, within 30 days from the

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date of issuance of the certified copy of the order by the Registry as per relevant provisions of the Act.

g. The copy of the Scheme of Amalgamation filed as **"Annexure-13"**, which is at page nos. 311-229 of the Petition shall form an integral part of this order.

h. All concerned authorities are to act on the copy of this order along with the Scheme authenticated by the Registrar of this Tribunal, and the Registrar shall issue the certified copy of this order along with the Scheme immediately.

i. The Transferee Company is directed to preserve the books of accounts, papers and other records pertaining to the Transferor Company and shall not dispose of them without prior permission of the Central Government as per the provisions under Section 239 of the Companies Act, 2013.

j. The Petitioner Companies are directed to file a copy of this order along with the approved Scheme and Schedule of Assets of the Transferor Company, duly authenticated by the registrar of this Tribunal, with the concerned Superintendent of Stamps, for adjudication of Stamp duty, if any, within 60 days from the date of the Order.

27. Any person aggrieved shall be at liberty to apply to the Tribunal in the above matter for any matter for any direction that may be necessary.

28. Accordingly, **CP (CAA) No. 16/CB/2025**, connected with **CA (CAA) No. 13/CB/2025**, is **'ALLOWED'** and **'DISPOSED OF'**.

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BANWARI LAL MEENA
MEMBER (TECHNICAL)

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DEEP CHANDRA JOSHI
ACTING PRESIDENT