



S.No.2

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH – 1
VC AND PHYSICAL (HYBRID) MODE
ATTENDANCE CUM ORDER SHEET OF THE HEARING HELD ON
11-03-2026 AT 01:05 P.M.**

CP (CAA) No. 28/230/HDB/ 2025
U/s. 230 R/w Section 232 of Companies Act, 2013

IN THE MATTER OF:

M/s. Automotive Manufacturers Pvt Ltd., (Demerged Co.,) & M/s. Automotive
Mobility Pvt Ltd., (Resulting Company) **...Petitioner**

CORAM:-

SH. RAJEEV BHARDWAJ, HON'BLE MEMBER (JUDICIAL)
SH. SANJAY PURI, HON'BLE MEMBER (TECHNICAL)

ORDER

Present: Ms. Garima Bothra, Ld. Counsel for the Petitioner.

Orders pronounced, recorded vide separate sheets.

In the result, this CP (CAA) No. 28/230/HDB/ 2025 is allowed.

Sd/-
MEMBER (T)

Sd/-
MEMBER (J)



CP (CAA) No. 28/230/HDB/2025 connected with

CA (CAA) NO.25/230/HDB/2025

Date of order:11.03.2026

**IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH-I**

CP (CAA) No. 28/230/HDB/2025 connected

with

CA (CAA) NO.25/230/HDB/2025

U/s.232 Read with Section 230 of the Companies Act, 2013

**IN THE MATTER OF
Automotive Manufacturers Private Limited
("Demerged Company")
And
Automotive Mobility Private Limited
("Petitioner/Resulting Company")
And
Their Respective Shareholders**

M/S AUTOMOTIVE MOBILITY PRIVATE LIMITED

[CIN: U45200TS2025PTC193919]

Having Registered Office at Post Box No.1627, 8571,

Rashtrapathi Road, Secunderabad, Hyderabad – 500 003.

... PETITIONER/RESULTING COMPANY

AND

M/S AUTOMOTIVE MANUFACTURERS PRIVATE LIMITED

[U34100MH1948PTC006781]

Having Registered Office at 108, Bazar Ward,

Kurla, Mumbai – 400 070.

...Demerged Company / Non-Applicant



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CORAM:-

SHRI RAJEEV BHARDWAJ, HON'BLE MEMBER (JUDICIAL)

SHRI SANJAY PURI, HON'BLE MEMBER (TECHNICAL)

Counsels / Parties Present

For the Petitioner : Mr.Prashant Kumar Jainand other counsels.

For the Respondent: Smt. Kusum Yadav, Assistant RD.
Ms.B.Swapna Reddy, for Income Tax
Department

PER BENCH

1. This is a Joint Company Petition filed by the Petitioner Companies under Sections 232 read with Section 230 of the Companies (Compromises, Arrangements and Amalgamations), Rules 2016 inter-alia seeking for sanction of the Scheme of Arrangement between Demerged Company and Resulting Company and their respective shareholders and creditors.
2. The averments made in the Petition are briefly described as under:
 - 2.1 **Automotive Manufacturers Private Limited** (hereinafter referred to as "**Demerged Company / Non-Petitioner Company**") was incorporated under the provisions of the Companies Act, 1913 on 1st December, 1948 having CIN:



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U34100MH1948PTC006781 incorporated in the State of Maharashtra.

- 2.2 The Demerged Company is engaged in the business of automobile dealership, trading of automobiles *inter alia* consisting of all types of commercial / passenger vehicles, construction equipment and their spare parts / accessories and related services, including repairs and maintenance of these vehicles. The Demerged Company is an unlisted private company incorporated under the laws of India.
- 2.3 The share capital structure of the Demerged Company as on 31st March, 2025 is as follows:

Particulars	Amount in Rs.
<u>Authorised</u> 10,00,000 Equity Shares of Face Value of Rs. 100/- each	10,00,00,000
<u>Issued, Subscribed and Paid up</u> 6,71,951 Equity Shares of Face Value of Rs. 100/- each	6,71,95,100

A copy of the audited financial statements of the Demerged Company as on March 31, 2024, is annexed as **Annexure C**. A copy of the unaudited financial statements of the Demerged Company as on March 31, 2025, is annexed as **Annexure D**.



- 2.4 Automotive Mobility Private Limited** (hereinafter referred to as **Resulting Company / Applicant Company**) was incorporated under the provisions of the Companies Act, 2013 on 12th February, 2025 having CIN: U45200TS2025PTC193919 incorporated in the state of Telangana.
- 2.5** The Resulting Company engaged in the business of automobile dealership, trading of automobiles *inter alia* consisting of all types of commercial / passenger vehicles, construction equipment and their spare parts / accessories and related services, including repairs and maintenance of these vehicles. The Resulting Company is an unlisted private limited company incorporated under the laws of India.
- 2.6** The share capital structure of the Resulting Company as on 31st March, 2025 is as follows:

Particulars	Amount in Rs.
<u>Authorised</u> 1,00,000 Equity Shares of Face Value of Rs. 10/- each	10,00,000
<u>Issued, Subscribed and Paid up</u> 10,000 equity shares of face value of INR 10/- each	1,00,000



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Subsequent to the above date and till the filing of this petition, there has been no change in the issued, subscribed and paid-up capital of the Resulting Company. A copy of the unaudited financial statements of the Applicant/Resulting Company as on March 31, 2025, is annexed hereto as **Annexure F**.

3. The Board of Directors of the Demerged / Non-Petitioner Company has approved the Scheme at the meeting held on 21st April, 2025. A certified copy of the Board Resolution of the Demerged Company approving the Scheme is annexed and marked as **ANNEXURE-G**.

4. The Board of Directors of the Resulting Company / Petitioner Company has approved the Scheme at the meeting held on 23rd April, 2025. A certified copy of the Board Resolution of the Resultant Company / Applicant is annexed and marked as **ANNEXURE-H**. A copy of the Scheme of Arrangement between the Demerged Company and Applicant / Resulting Company and their respective Shareholders and Creditors is annexed and marked as **ANNEXURE-I**. The Board of Directors of both the companies have formulated this Scheme of Arrangement for the transfer of the entire Demerged Undertaking (as defined under the Scheme) from the Demerged Company to the Applicant / Resulting Company with effect from the Appointed Date (as defined in the Scheme).



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5. The Scheme in brief is stated to be as follows:

“1.2. At present there are following two undertakings under Automotive Manufacturers Private Limited ("Demerged Company") namely:

i. Dealership of Maruti Suzuki India Ltd for the state of Maharashtra, commercial vehicle body building business branded under the name Automotive Plus (AMPL Plus), Registered Vehicle Scrapping Facility (RVSF) business branded under the name Automotive Renew and Sports Division branded under the name Automotive Sport (hereinafter referred to as "Maharashtra Division").

Dealership of Mahindra and Mahindra Ltd in the states of Andhra Pradesh, Telangana, Tamil Nadu, Karnataka, Kerala and Maharashtra; dealership of Kobelco Construction Equipment India Pvt Ltd in the states of Andhra Pradesh and Telangana; dealership of KIA Motors India Ltd in the states of Telangana, Karnataka, Kerala and Delhi; dealership of JSW MG Motor India Ltd. in the state of Telangana; dealership of Piaggio Vehicles Pvt Ltd in the States of Andhra Pradesh and Telangana; dealership of Ashok Leyland in the states of Andhra Pradesh, Telangana, West Bengal, Uttar Pradesh and Maharashtra (hereinafter referred to as "AP & Telangana Division").

1.3. This Scheme is for the demerger, transfer and vesting of the Demerged Undertaking (as defined hereinafter) of Automotive Manufacturers Private Limited ("Demerged Company"), on a going concern basis, into Automotive Mobility Private Limited ("Resulting Company").

The Scheme also provides for various other matters consequential or otherwise integrally connected therewith.

4.10 “**Demerged Undertaking**” means the AP & Telangana Division of the Demerged Company mentioned in Clause 1.2(ii) and which on a going concern basis (as on the Appointed Date and as modified and altered from time to time upto the Effective Date) along with all property and assets whether movable and immovable, leasehold or free hold, tangible and intangible, investments, accruals, liabilities, employees would be transferred to and vested in the Resulting Company”.



6. The Resulting Company has submitted that the rationale behind the Demerger, *inter alia* have following benefits:
- (1) The Board of Directors of the Demerged Company and the Petitioner/Resulting Company have decided to demerge and transfer the Demerged Undertaking (*as defined under the Scheme*) from the Demerged Company to the Resulting Company respectively as the demerger will facilitate focused growth, operational efficiencies, business synergies and increased operational and customer focus in relation to the Demerged Undertaking in the Resulting Company.
 - (2) The demerger will provide a platform for having a concentrated approach, thereby resulting in better strategic, operational and administrative efficiency.
 - (3) The proposed demerger, transfer and vesting will enhance value for shareholders and allow a focused strategy which would be in the best interest of the Demerged Company and the Petitioner/Resulting Company and their respective shareholders, creditors and all persons connected therewith.
 - (4) There is no likelihood that the interests of any shareholder or creditor of either the Demerged Company or the Resulting Company would be prejudiced because of the Scheme. The demerger will not impose any additional burden on the members of the Demerged Company or the Petitioner/Resulting Company. The Scheme is not in any



manner prejudicial or against public interest and would serve the interest of all shareholders, creditors and stakeholders.

7. The Valuation Report issued by a Registered Valuer is annexed and marked as **Annexure-K`**. The recommended swap ratio is as under:-
“Considering that all the shareholders of AMPL will upon demerger be the ultimate beneficial owner of AMBPL, the share entitlement ratio of 1(one) equity share of Rs. 10/- each full paid up of AMBPL for every 1 (one) existing equity share of AMPL of Rs. 100/- each fully paid to equity shareholders of AMPL in consideration of demerger recommended by the board is fair and reasonable”.
8. It is stated that the Accounting Treatment in the Scheme of Demerger is in accordance with the accounting standards specified under Section 133 of the Companies Act, 2013. A certificate of the Statutory Auditors of the Resulting Company is annexed and marked as **ANNEXURE-I**.
9. It is submitted that the Petitioner Companies had filed a Company Application bearing CA (CAA) No.25/230/HDB/2025, under section 232 read with Section 230 of the Companies Act, 2013, wherein this Tribunal vide its Order dated 10.06.2025 dispensed with the convening the meeting of Equity Shareholders, Secured and Unsecured Creditors of Petitioner Companies. Copy of the order passed by this Tribunal is annexed as **Annexure-M** to the petition.



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10. Subsequently, Company Petition has been filed and this Tribunal vide order dated 03.07.2025 ordered notices to all the statutory authorities as per Rule 16 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. Subsequently notices were issued on all the statutory Authorities. It is further submitted that the Petitioner Companies as per the order of this Tribunal, publication had been carried out in the Business Standard (English) and Andhra Jyoti (Telugu) Newspapers on 30.07.2025 and filed the Compliance Memo with this Tribunal on 12.08.2025.
11. The Regional Director, vide Affidavit/ report filed on 17.12.2025 has not objected to the proposed Scheme but has made certain observations. The Petitioner Company filed reply Affidavit dated 22.01.2026, in response to the observations made by the Regional Director, South East Region, Ministry of Corporate Affairs, Hyderabad. The details are given below:

Observation of Regional Director	Reply filed by the Petitioner Company by way of an Affidavit
Para 3 (5&6): Hon'ble Tribunal may be pleased to direct the Petitioner Companies to preserve the books of Accounts,	The Petitioner Company undertake to comply with all the Applicable provisions and rules under the Companies Act, 2013.



<p>comply with statutory laws as per law.</p>	
<p>Para 4:</p> <p>With reference to this Directorate's letter dated 01.09.2025, issued to the Addl. Commissioner of Income Tax, Hyderabad, till date no reply/ comments in the matter have been submitted to this Directorate. Hon'ble Tribunal may be pleased to direct the Petitioner Companies to furnish an undertaking that, if any demand arises from the Income Tax Department with respect to petitioner companies, Resulting Company is ready to pay the said statutory dues.</p>	<p>The Petitioner Company undertake that if any demand from the Income Tax Department, with respect to demerged undertaking of the demerged company and the resulting Company, it shall pay the dues as per the rules applicable.</p>
<p>Para 5(e)</p> <p>With regard to the Creditors of the Demerged Company relating to the Demerged undertaking as on Appointed Date and up to the Effective Date would become</p>	<p>It is submitted that that there are no subsisting charges in relation to the Demerged Undertaking of the Demerged Company as on Appointed date or any time up to the date hereof.</p>



<p>Creditors of the Resulting Company. Petitioner Company may be directed to clarify the details of pending charges that are being transferred to the petitioner company post sanction of the Scheme.</p>	
<p>Para 5(f)</p> <p>Resulting Company may be directed to furnish an undertaking that the interests of the employees of the Demerged Undertaking shall be protected by the Resulting Company.</p>	<p>Petitioner Company undertakes to ensure that the interests of the employees of the demerged undertaking shall be protected by the Resulting Company.</p>
<p>Para 5(g)</p> <p>As per Clause 14.1, of the Scheme the petitioner company may be directed to furnish detailed clarification such as, in case the Company intends to pay by way of cash, the source of fund from where the Company is going to pay</p>	<p>Petitioner Company undertakes that in case Resulting Company intends to pay by way of cash, the promoters of the Resulting Company shall infuse the requisite funds to enable payment of the cash.</p>



<p>to the Shareholders before this Tribunal.</p>	
<p>Para 5(h)</p> <p>As per Clause 14.4 of the Scheme, the Resulting Company shall take necessary steps to increase or alter or re-classify (if necessary) its authorized share capital suitably to enable it to issue and allot the new equity shares required to be issued and allotted by its under Clause 14.1 of this Scheme. In this regard, Resulting Company may be directed to file requisite e-form with Roc along with applicable fee on such increase.</p>	<p>Petitioner Company undertakes that in case its authorized share capital is not sufficient it shall file the requisite e-form with the office of ROC and pay all applicable fees in relation to the increase in authorized share capital of the Resulting Company.</p>
<p>Para 5(I)</p> <p>Petitioner Company may be directed to clarify whether liabilities and incidental liabilities will also be transferred to the Resulting Company, if so details may be furnished.</p>	<p>Petitioner Company undertakes that there are no liabilities and incidental liabilities, pertaining to the immovable properties of the Demerged Undertaking as on the Appointed Date or at any time up to the date hereof.</p>



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12. The Regional Director, filed his additional affidavit/ report vide dated 30.01.2026 by reiterating the same points of the compliance affidavit filed by the petitioner companies stating that they will comply all the observations made by the Regional Director and further stated to take this affidavit on record and pass an order which may deem fit and proper.

13. The Income Tax Officer, Hyderabad has filed his affidavit/ report on 24.01.2026 stating that as per the available records of the office, there is a pending demand of **Rs.NIL**. However, in case of any adverse finding or tax implication arise in future, the transferee company shall be liable for the same as per GAAR provisions/ Income-tax Act, 1961.

OBSERVATION

We have heard the Learned Counsel appearing for the Petitioner Company and perused the material papers on record. As regards to the observations pointed out by the Regional Director and compliance filed by the petitioner company, the Petitioner Companies undertakes to comply the necessary observations whenever required. The Income Tax Department filed its reply by way of Affidavit stating that there is pending demand of **Rs. Nil**. Hence, we are of the view that scheme is not opposed to public interest and the proposed Scheme is in the interests of the petitioner Companies and their respective shareholders, employees, creditors



and all persons concerned. Therefore, the scheme can be approved with appointed date as 01.04.2025. All the statutory compliances have been made under Section 230 to 232 of the Companies Act, 2013. Hence ordered.

ORDER

14. After hearing the Counsel for the Petitioner Companies and after considering the material on record, this Tribunal passed the following order:
- (i). The Scheme of Arrangement is hereby sanctioned with appointed date as 01.04.2025 and shall be binding on all the members, employees, creditors and all other stakeholders of the Petitioner Companies.
 - (ii). While Approving the Scheme, we made it clear that this order should not be construed as an order in anyway granting exemption from payment of Stamp Duty, taxes or any other charges, if any, payable in accordance with law or in respect of any permission/compliance with any other requirement which may be specially required under any law.
 - (iii). The whole of the assets, property, rights and Liabilities of the Demerged Undertaking shall be transferred without the requirement of any further act or deed to the Resulting Company.



- (iv). We direct the Petitioner companies to comply with all the observations pointed out by the Regional Director.
- (v). Resulting Company shall be liable for any liability or incidental liability of the demerged company.
- (vi). Though pending demand is Rs.NIL of the reply received from the Income Tax Authorities, we direct the petitioner Companies to comply with the observations if any with the Income Tax Authorities as per law.
- (vii). We direct the Petitioner Companies to preserve the books of accounts and papers and records and the same shall not be disposed of without the prior permission of the Central Government in terms of the provisions of Section 239 of the Companies Act, 2013.
- (viii). We direct the Petitioner Companies to ensure statutory compliance of all applicable laws and also on sanctioning of the present Scheme, the Petitioner Companies shall not be absolved from any of its statutory liabilities, in any manner.
- (ix). We direct the Petitioner Companies involved in the Scheme, to comply with Rule 17(2) of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2013. The Petitioner Companies within 30 days after the date of receipt of certified copy



of the order, shall cause certified copy to be delivered in the Form INC-28 to the Registrar of Companies concerned for registration and on such certified copy being delivered, Registrar of Companies concerned shall take all necessary consequential action in respect of the Petitioner Company/ Demerged Company.

- (x). The Petitioner Company are further directed to take all consequential and statutory steps required in pursuance of the approved Scheme of Arrangement under the provisions of the Companies Act, 2013 and submit necessary compliance and undertaking relating to the objections raised by the Regional Director (SER), MCA, Government of India, Hyderabad.
- (xi). All the legal proceedings which are pending or which are against the Demerged Company in so far as they relate to the Demerged Undertaking shall be perused by the Resulting Company.
- (xii). The Resulting Company is directed to strictly comply with the Accounting Treatment Standards prescribed under Section 133 of the Companies Act, 2013.
- (xiii). The sanction of the Scheme by this Adjudicating Authority shall not forbid the Revenue Authorities from taking appropriate recourse for recovering the existing and previous tax liabilities of the Demerged Company.



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- (xiv). We direct the Resulting Company to comply with the provisions of Section 2 (41) of the Companies Act, 2013, if applicable.
- (xv). The Petitioner Company shall until the completion of the Scheme of Arrangement, file a statement in such form and within such time as prescribed with the Registrar every year duly certified by the Chartered Accountant or a Cost Accountant or a Company Secretary to the effect that the Scheme of Arrangement is being complied with in accordance with the orders of the Adjudicating Authority as required under Section 232(7) of the Companies Act, 2013.
- (xvi). All concerned shall act on a copy of this order along with Scheme duly authenticated by the Deputy/Assistant Registrar of this Tribunal.
- (xvii). Any person shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.
- (xviii). Accordingly, the Company Petition C.P. (CAA) No. 28/230/HDB/2025 is allowed and the same is disposed.

-sd-

**SANJAY PURI
MEMBER (TECHNICAL)**

Pavani

-sd-

**RAJEEV BHARDWAJ
MEMBER (JUDICIAL)**