

IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT – 1, AHMEDABAD



ITEM No.311

C.P.(CAA)/5(AHM)2026
in C.A.(CAA)/57(AHM)2025

Under Section 230-232 of Companies Act, 2013

IN THE MATTER OF:

Penna Cement Industries Ltd
Ambuja Cements Ltd

.....Applicants

Order delivered on: 30/03/2026

C O R A M:

MR. SHAMMI KHAN, HON'BLE MEMBER (J)
MR. SANJEEV SHARMA, HON'BLE MEMBER (T)

ORDER
(Hybrid Mode)

The case is fixed for pronouncement of order. The order is pronounced in the open court, vide separate sheet.

sd/-

SANJEEV SHARMA
MEMBER (TECHNICAL)

sd/-

SHAMMI KHAN
MEMBER (JUDICIAL)

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

CP(CAA)/5(AHM)2026

in

CA(CAA)/57(AHM)2025

[Company Petition under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016].

In the matter of **Scheme of Amalgamation**

Memo of Parties

Penna Cement Industries Ltd.

CIN: U26942GJ1991PLC168781

A company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad - 382 421, Gujarat.

..... Petitioner Company No.1/
Transferor Company

Ambuja Cements Limited

CIN: L26942GJ1981PLC004717

A company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat-382 421

..... Petitioner Company No.2/
Transferee Company

Order Pronounced on 30.03.2026

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CORAM:

MR. SHAMMI KHAN, HON'BLE MEMBER (JUDICIAL)
MR. SANJEEV SHARMA, HON'BLE MEMBER (TECHNICAL)

APPEARANCE:

For the Applicants : Mr. Sandeep Singhi, Advocate
For the Regional Director : Mr. Shiv Pal Singh, Dy. Director
For the Income Tax Department : Mr. Aman Mir, Sr. Standing Counsel
For the Official Liquidator : Mr. Sandip Tupe, Technical Assistant
For the ARoC : Ms. Sayali Gaikward

ORDER
Per Bench

1. This is a joint Company Petition i.e. **CP(CAA)/5(AHM)2026 in CA(CAA)/57(AHM)2025**, filed under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, seeking approval of the proposed Scheme of Amalgamation (Scheme) of Penna Cement Industries Ltd. (Transferor Company) with Ambuja Cements Limited (Transferee Company) with effect from 16.08.2024, being the Appointed Date as mentioned in the Scheme. The said Scheme is annexed as "**Annexure-I**" (Pg. 1231 to 1269) to the Company Petition.
2. Affidavits dated 30.12.2025, in support of the present company petition, were sworn by Bhavik Parikh, authorized signatory of Petitioner Company No.1, and Manish Mistry,



authorized signatory of Petitioner Company No.2, duly authorized vide Board Resolutions dated 17.12.2024 of the petitioner companies. The aforesaid affidavits and board resolutions are placed on record along with the company petition. The Board Resolutions are annexed at **Annexure-M and Annexure-S** (Pg. 1196-1199 and 1230-1233) of the company petition.

3. The proposed Scheme, *inter alia*, provides for amalgamation of Penna Cement Industries Ltd. (Transferor Company) with Ambuja Cements Limited (Transferee Company) with effect from the Appointed Date i.e. 16.08.2024, pursuant to the provisions of Sections 230-232 and/or other applicable provisions of the Companies Act, 2013 and in accordance with Section 2(1B) of the Income Tax Act, 1961.
4. The petitioner companies had filed a joint Company Application before this Tribunal, being CA(CAA)/57(AHM)2025, seeking dispensation of meetings of equity shareholders, unsecured creditors and optionally convertible debenture holders of the Transferor Company as well as seeking directions for convening and holding meeting of the equity shareholders of the Transferee Company. There were no preference shareholders and secured creditors in the Transferor Company as well as there were no preference shareholders, secured creditors and unsecured creditors in the Transferee Company.
5. The aforesaid company application i.e. CA (CAA)/57(AHM) 2025, was allowed by this Tribunal, vide order dated



31.10.2025. By the said order, this Tribunal had directed for convening and holding meeting of equity shareholders of transferee company on 30.12.2025, through Video Conferencing (VC)/Other Video Visual Means (OVAM) for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme and had appointed the Chairman and the Scrutinizer for the aforesaid meeting and gave further directions to comply with various stipulations contained in the order dated 31.10.2025, including filing of Chairman's Report in respect of the aforesaid meeting. Further, this Tribunal had directed the petitioner companies for issuance of notice to the (i) Regional Director, North-Western Region, Ministry of Corporate Affairs, (ii) the Registrar of Companies, Gujarat, (iii) the Official Liquidator (for Transferor Company), (iv) BSE, NSE and Luxembourg Stock Exchange (for Transferee Company); and (v) concerned Income Tax Authorities along with full details of assessing officer and PAN numbers with copy also to the Principal Chief Commissioner of Income Tax Office, Ahmedabad as well as **other Sectoral regulators**, if applicable, who may have significant bearing on the operation of the petitioner companies.

6. Further, this Tribunal, vide order dated 19.11.2025, modified paragraphs-7(v), 9(i), 12, 25.A(i), 25.B(v), 30 and 34 of the aforesaid order, as the said paragraphs contained inadvertent clerical errors.

7. In compliance with the order dated 31.10.2025 read with order dated 19.11.2025 (collectively, the Orders) passed in



CA(CAA)/57(AHM)2025, the petitioner companies filed separate affidavits on 12.12.2025, vide inward nos. D8454 and D8455, regarding service of notice upon the aforesaid regulatory/statutory authorities, including the stock exchanges. Further, the Chairman of the aforesaid meeting also filed affidavit on 15.12.2025, vide inward no.D8535, regarding issuance of notices to the equity shareholders of the petitioner company no.2, along with proof of paper publications.

8. The Chairman of the aforesaid meeting, Hon'ble Mr. Justice (Retd.) Kalpesh Jhaveri, filed report of the aforesaid meeting by way of affidavit on 31.12.2025, vide inward no. D8846, along with the report of the Scrutinizer. The Chairman's report in respect of the equity shareholders of the Transferee Company is as follows:-

(i) The consolidated report on the result of voting conducted through remote e-voting and the e-voting facility during the meeting held through VC/OVAM for the equity shareholders of the Transferee Company is as follows:-

i. Total Valid Votes:

Voting Description	Number of Members who voted	Nos. of valid Votes
E-voting at the meeting	7	7,978
Remote E-voting	1072	2,23,83,56,851
Total	1079	2,23,83,64,829



ii. Voted in favour of the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
E-voting at the meeting	7	7978	100.0000%
Remote E- voting	1058	223,83,50,630	99.9997%
Total	1065	2,23,83,58,608	99.9997%
Detailed Report of Voted in favour is enclosed and marked as ANNEXURE – A			

iii. Voted against the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted.	% of total number of valid votes casted
E-voting at the meeting	0	0	0.0000%
Remote E- voting	14	6,221	0.0003%
Total	14	6,221	0.0003%
Detailed Report of Voted in against is enclosed and marked as ANNEXURE – B			

iv. Invalid/Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted.
E-voting at the meeting	0	0
Remote E- voting	0	0
Total	0	0

(ii) Out of 52 Equity Shareholders holding 159,05,35,264 equity shares, who attended the meeting:

- (a) 9 Equity Shareholders holding 1,59,05,08,334 equity shares and who attended the meeting through VC/OAVM had already cast their vote by remote e-voting and therefore were not entitled to vote through e-voting at the meeting as per "Annexure C"
- (b) 36 Equity Shareholders holding 18,952 equity shares, who attended the meeting through VC/OAVM, did not cast their votes as per "Annexure D".



- (c) 7 Equity Shareholders holding 7,978 equity shares, cast their vote through e-voting facility at Meeting through VC/OAVM as per "Annexure E".
- (d) 5 equity shareholders holding 32,52,279 equity shares had less voted 2,98,150 equity shares through remote e-voting as per Annexure-F.

9. Rationale Of The Scheme:

The Scheme among other things provides for amalgamation of the Transferor Company with and into the Transferee Company, with effect from the appointed date, and consequent dissolution of the Transferor Company without being wound up, and payment to the equity shareholders of the Transferor Company (other than the transferee company) cash consideration in accordance with the valuation report.

The petitioner companies have provided the following rationale for the Scheme :-

- (i) The Transferee Company with effect from August 16, 2024 has become the promoter of the Transferor Company. As both the companies are under the same line of business, the amalgamation will enable the Transferee Company to absorb the business of the Transferor Company completely for carrying on more effectively and beneficially.
- (ii) The Scheme will enable the Transferee Company to integrate the Transferor Company's operations, leading to more efficient and economical business management. This includes better resource utilization, reduced overheads, cost savings, economies of scale, elimination of duplicated efforts, and streamlined compliance requirements through amalgamation.
- (iii) The amalgamation will enhance business potential of the Transferor Company, add value to both the



companies, and ultimately increase the shareholders' value.

(iv) The amalgamation will lead to reduction and rationalization of multiple entities in the group.

10. After complying with all the directions given in the Orders passed in CA(CAA)/57(AHM)2025, Second Motion Petition i.e. CP(CAA)5(AHM)2026, was filed before this Tribunal by the petitioner companies on 31.12.2025, vide inward no. E3344, for sanction of the proposed Scheme by this Tribunal.
11. This Tribunal vide order dated 08.01.2026, passed in CP(CAA)/5(AHM)2026, directed the petitioner companies for issuance of notice to the Statutory/Regulatory Authorities namely (i) Central Government through the Regional Director (North-Western Region), (ii) Registrar of Companies, Gujarat, (iii) the Official Liquidator (iv) concerned Income Tax Authorities, (v) SEBI, NSE, BSE and Luxembourg Stock Exchange (for petitioner company no.2). Further, directed for paper publication to be made in "Indian Express" in English and Gujarati translation thereof in "Financial Express".
12. In compliance of order dated 08.01.2026, passed in CP(CAA)/5(AHM)2026, the petitioner companies filed affidavits of service on 02.02.2026, vide inward nos. D911 and D912, respectively, in respect of service of notice upon the aforesaid statutory/regulatory authorities along with proof of service as well as proof of publication of notice of



hearing of the petition in “Indian Express”, in English and Gujarati translation thereof in “Financial Express”.

13. Pursuant to the service of notice upon the statutory/regulatory authorities, following authorities have responded:-

**STATUTORY/REGULATORY AUTHORITIES
OBSERVATION & RESPONSE THEREOF**

14. **The Regional Director, North-Western Region, Gujarat and the Registrar of Companies, Gujarat.**

In response to the notice served upon the Regional Director (RD), a Representation was filed by the RD, North-Western Region, on 20.02.2026, vide inward no. R172, and report of the Registrar of Companies (RoC) dated 30.12.2025. They have made some observations in their reports. The petitioner companies filed affidavit in reply on 24.02.2026, vide inward no.D1766, to the representation of the Regional Director and to the report of the Registrar of Companies.

RD's Observation:

The observations of the RD and response of the petitioner companies for these observations is discussed below.

- (i) Para-7(i), at para (ii) of Introduction and para 1.1.2 and 1.1.17 under definition clause that:-

Introduction para-ii "By way of separate schemes of amalgamation, it is proposed (a) to merge Adani Cementation Limited (a wholly owned subsidiary of Adani Enterprises Limited) with the Transferee Company ("Adani Cementation Merger Scheme"); and (b) to merge Sanghi Industries Limited (a subsidiary of the Transferee Company) with the Transferee Company ("Sanghi Merger Scheme")"

21



definition clause 1.1.2 "Adani Cementation Merger Scheme" shall have the meaning as set forth in the Introduction Clause."

definition clause 1.1.17 ""Sanghi Merger Scheme" shall have the meaning as set forth in the Introduction Clause"

In this regard, it is submitted that no such Adani Cementation Merger and Sanghi Merger Scheme involved in this scheme. Therefore, such para/clause appears unrelated to this scheme. This Tribunal may therefore be pleased to direct the applicant Companies to place on record all relevant facts of the matter.

Response of the petitioner companies: It is submitted that the respective Board of Directors of Sanghi Industries Limited and the Petitioner No. 2/Transferee Company, in their respective meetings, both held on 17.12.2024, had approved the Scheme of Arrangement between Sanghi Industries Limited and Ambuja Cements Limited and their respective shareholders (Sanghi Merger Scheme). On the same day, the respective Board of Directors of the Petitioner No. 1/Transferor Company and the Petitioner No. 2/Transferee Company also approved the present Scheme. Further, at the relevant time, the Scheme of Amalgamation of Adani Cementation Limited with Ambuja Cements Limited (Adani Cementation Merger Scheme") was approved by the respective Board of Directors of Adani Cementation Limited and the Petitioner No. 2/ Transferee Company on 27.06.2024,

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and the same was pending before the Stock Exchanges for their no-objection/no-adverse observation. It is in light of the aforesaid facts, that in the Introduction Clause of the Scheme, reference is made to Adani Cementation Merger Scheme and Sanghi Merger Scheme as upon the effectiveness of the Adani Cementation Merger Scheme and the Sanghi Merger Scheme, the respective authorized share capital of Adani Cementation Limited and Sanghi Industries Limited will be merged/clubbed with the authorized share capital of the Petitioner No. 2/Transferee Company, which would be evident from Clause 2.8.3 of the Scheme. In the circumstances, we deny that reference to Adani Cementation Merger Scheme and Sanghi Merger Scheme is unrelated as alleged or at all.

- (ii) Para-7(ii), the Appointed Date/ Transfer Date is 16.08.2024 as per para 1.1.3 of the Scheme, however, company application was filed on 16.10.2025 after two years from Appointed Date. As per para 6 (c) of MCA Circular no. 09/2019 dt 21.08.2019 have stated that "if the 'appointed date' is significantly ante-dated beyond a year from the date of filing, the justification for the same would have to be specifically brought out in the scheme and it should not be against public interest". On examination of the scheme, it appears that no justification has mentioned in the scheme about gap of more than one year in filing of application and appointed date.



Hence, this Tribunal may, therefore, be pleased to direct the petitioner companies to clarify the same and place on record all the relevant facts of the matter.

Reply of the petitioner companies: It is submitted that the Appointed Date of 16.08.2024, is completely justifiable in the facts of the present case. It is further submitted that the Petitioner No. 2/Transferee Company acquired 99.92% of the paid-up equity share capital of the Petitioner No. 1/Transferor Company on 16.08.2024. It is submitted that Appointed Date based on occurrence of an event, namely, the acquisition of the Petitioner No. 1/Transferor Company, is permissible under the General Circular No. 09/2019 dated August 21, 2019, issued by the Ministry of Corporate Affairs. Copy of the said General Circular is annexed as Annexure A. Further, the respective Board of Directors of the Petitioner Companies approved the Scheme in their respective meetings, both held on 17.12.2024, i.e., during the financial year 2024-2025. Furthermore, the application to the Stock Exchanges, for their no-objections, were made on 01.01.2025, again, during the financial year 2024-2025. However, the no-objections in respect of the same were received from National Stock Exchange of India Limited only on 30.04.2025, and BSE Limited only on 29.04.2025. Such Stock Exchange no-objections gave six months' time to the Petitioner Companies to file the applications before this Tribunal. The applications were filed before this Tribunal within

10
11



the stipulated time granted by the Stock Exchanges. In the circumstances, the Appointed Date of 16.08.2024, is proper, rational and completely justified.

- (iii) Para-7(iii), as per the Scheme, the authorized share capital of the Transferor Company will be added to the authorized share capital of the Transferee Company. The Transferee Company shall pay the differential fees and stamp duty, if any, on the enhanced authorised share capital after set-off the fee/stamp duty paid by the Transferor Company on its authorised capital prior to amalgamation in compliance of provisions of Section 232 (3) (i) of the Companies Act, 2013.

Reply of the petitioner companies: It is submitted that no fees would be payable on the enhanced authorised share capital of the Petitioner No. 2/Transferee Company. However, the Transferee Company shall comply with the provisions of Section 232(3)(i) of the Act and undertakes to pay necessary fees, if so required, in accordance with law.

- (iv) Para-7(iv), the Transferee Company is listed with the BSE & NSE. The Transferee Company has submitted with the office of the Regional Director, the copy of observation letters dated 29.04.2025 and 30.04.2025 issued by BSE and NSE to the Transferee Company pursuant to the SEBI master circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20.06.2023 for necessary compliance. The SEBI's



circulars are intended to ensure compliances by listed companies in the interest of shareholders at large. This office is of the view that the SEBI circulars which are applicable, and the petitioner company should comply with the requirements of the circular.

In this regard, this Tribunal may be pleased to direct the Transferee Company to place confirmation /undertaking before this Tribunal that company has complied the observations of aforesaid letter of said stock exchanges.

Response of the petitioner companies: It is submitted that the Transferee Company has complied with and shall continue to comply with the SEBI Circulars. Further, the Transferee Company has complied with the observations made by the Stock Exchanges in their respective observation letters, dated 30.04.2025 and 29.04.2025

- (v) Para-7(v), at para 2.3.2 of the scheme which are as under: -

Upon the coming into effect of this Scheme, and in consideration of the amalgamation of the Undertaking into and with the Transferee Company, the Transferee Company shall, without any further application, act or deed, pay to the equity shareholders of the Transferor Company (other than the Transferee Company), whose names are recorded in the register of members as a member of the Transferor Company, including register

40



and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, on the Record Date (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company) (the "**Eligible Member**") in the following manner:

Rs.321.50 (Rupees Three Hundred and Twenty One and paise fifty) for every 1 (one) fully paid-up equity share of Rs. 10/- each held in the Transferor Company."

which payment shall be made not later than 30 (thirty) days from the Effective Date ("**Payment Date**")."

In this regard, it is submitted that in the scheme, it is proposed to pay the consideration as cash consideration instead of Equity Shares to the shareholder of Transferor Company (other than the Transferee Company).

This Tribunal may, therefore, be pleased to direct the petitioner companies to place on record the reason for cash consideration instead of equity shares to the shareholder of Transferor Company (other than the Transferee Company).

Reply of the petitioner companies: It is submitted that there is no bar in law for the payment of cash consideration. Even otherwise, the Petitioner No. 2/Transferee Company holds 99.94% of the paid-up equity share capital of the Petitioner No. 1/Transferor Company.

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(vi) Para-7(vi), at paragraphs-2.5.1 & 2.5.2 of the scheme it is mentioned as follows:-

2.5.1 "The Transferee Company shall record the assets and liabilities of the Transferor Company, vested in it pursuant to this Scheme, at the carrying values as appearing in the **consolidated financial** statements of the Transferee Company. However, the assets and liabilities pertaining to subsidiary companies of the Transferor Company, which are not merged with the Transferee Company and for which the Transferee Company will hold investment in subsidiaries post-merger of the Transferor Company, will not vest in the Transferee Company and thereby, not recognised in the separate financial statements of the Transferee Company.

2.4.2 "The identity of the reserves of the Transferor Company, excluding reserves related to subsidiary companies of the Transferor Company which are not merged with the Transferee Company, shall be preserved and the Transferee Company shall record the reserves of the Transferor Company in the same form and at the carrying amount as appearing in the consolidated financial statements of Transferee Company."

In this regard, it is submitted that assets and liabilities, reserve, balance of Retained Earning etc of Transferor Company is required to be transferred at the respective carrying value in the **standalone financial statements** of the Transferee Company **as appearing in the books of Transferor Company.**

It is submitted that assets and liabilities, reserve, balance of Retained Earnings etc. of Transferor Company is required to be transferred at the respective



carrying value in the **standalone financial statements** of the Transferee Company as appearing in the books of Transferor Company.

Hence, this Tribunal may, therefore, be pleased direct the Transferee Company to transfer all assets and liabilities, reserve, balance of Retained Earnings etc. of transferor companies as appearing in the books of Transferor Company at the respective carrying value in the **standalone financial statements** of the Transferee Company.

Reply of the petitioner companies: It is submitted that the accounting treatment for the Scheme, as provided in Clause 2.5 of the Scheme, is in compliance with Section 133 of the Companies Act, 2013, and that, the Petitioner No. 2/Transferee Company shall record the assets and liabilities, etc., of the Petitioner No. 1/Transferor Company vested in it pursuant to the Scheme, at the carrying values as appearing in the consolidated financial statements of the Petitioner No. 2/Transferee Company.

- (vii) Para-7(vii), this Tribunal may kindly direct the Petitioner Companies to file an affidavit to the extent that the Scheme enclosed to the Company Application and Company Petition are one and the same and there is no discrepancy, or no change is made.

Response of the petitioner companies: It is submitted that the Scheme enclosed with the joint Company



Application and the joint Company Petition are one and the same and that there is no discrepancy or any change made in the Scheme after its filing before this Tribunal.

- (viii) Para-7(ix), this Tribunal may kindly direct the Petitioner Companies to file an affidavit to the extent that no CIRP proceeding under IBC and/ or winding up petition against applicant companies are pending.

Response of the petitioner companies: It is submitted that there are no CIRP proceedings under the Insolvency and Bankruptcy Code, 2016 or winding up petition pending against any of the Petitioner Companies. The same is evident from Paragraph nos. 20 to 23 of CP(CAA)/5(AHM)2026.

The RD in its representation further submitted that this Tribunal may be pleased to direct the Petitioner Companies:-

- (i) To preserve its books of accounts, papers and records and shall not be disposed of without prior permission of Central Government as per the Provision Section 239 of the Companies Act, 2013.

Response of the petitioner companies: It is submitted that the Petitioner No. 2/Transferee Company shall preserve the books of accounts, papers and records of the Petitioner No. 1/Transferor Company and the same will not be disposed of without the prior approval of the

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Central Government as stipulated under Section 239 of the Act.

- (ii) To ensure Statutory compliance of all applicable Laws and also on sanctioning of the present Scheme, the applicant companies shall not be absolved from any of its Statutory liabilities, in any manner.

Response of the petitioner companies: It is submitted that the Scheme nowhere seeks to absolve any of the Petitioner Companies from any of the statutory liabilities, if any.

- (iii) Necessary Stamp Duty on transfer of property/Assets, if any is to be paid to the respective Authorities before implementation of the Scheme.

Response of the petitioner companies: It is submitted that the Petitioner No. 2/Transferee Company shall make necessary application, within the prescribed time, to the concerned stamp authority for payment of stamp duty, if any, once the Scheme is sanctioned by this Tribunal and the same is made effective.

- (iv) To comply with the provisions of Section 232(5) of the Companies Act, 2013 with respect to file a certified copy of order sanctioning the scheme with Registrar of Companies within 30 days from date of passing order.

Response of the petitioner companies: It is submitted that petitioner companies shall comply with the provisions of Section 232(5) of the Act and shall file the



copy of the order sanctioning the Scheme with the Registrar of Companies within the prescribed time.

- (iv) To comply with Income Tax/GST law and any demand /taxes payable on implementation of the said scheme as per law.

Reply of the petitioner companies: The petitioner companies undertake that they shall comply with Income Tax/GST law including any demand, in accordance with law.

RoC's Observations

- i) Para-14(2), the Transferor Company was recently transferred to the jurisdiction of Registrar of Companies, Gujarat, Dadra and Nagar Haveli on 15.10.2025 pursuant to order dated 17.09.2025 passed by the Regional Director, SER, Hyderabad. The Regional Director, SER, Hyderabad vide orders dated 10.09.2025 has compounded the offence committed by the Company/ Officers under Section 176(2), 217(1)(e) and 217(2A) of the Companies Act, 1956. However, the Transferor company has not filed aforesaid 03 orders in prescribed e-Form INC-28 under the MCA21 till date as contemplated under Section 441(4) read with Section 441(3)(b) of the Companies Act, 2013.

Reply of the petitioner companies: It is submitted that the statutory obligation to intimate the Registrar of Companies under Section 441(3)(b) of the Companies



Act, 2013, is cast upon the company only where the company itself is a party to the compounding proceedings or where the offence has been compounded by the company. In the present case, the compounding proceedings were initiated and concluded solely against the concerned officers in their individual capacity and the Petitioner No. 1/Transferor Company was neither an applicant nor a party thereto and hence, there was no statutory obligation on the part of the Petitioner No. 1/Transferor Company to file e-Form INC-28 in respect of the said compounding orders.

- (ii) The other observations of the Registrar of Companies have already been incorporated in the representation filed by the Regional Director. The petitioner companies have duly submitted their replies and have also furnished the requisite undertakings in response to the said representation of the Regional Director/the Registrar of Companies.

15. Official Liquidator

In response to the notice served upon the Official Liquidator (OL), a representation/report dated was filed by the OL on 08.01.2026, vide inward no. R51, in respect of the Transferor Company. In response to the representation of the OL, the Transferor Company has filed an affidavit in reply dated on 12.01.2026, vide inward no. D288.

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OL's Observation

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- i) The Transferor Company has filed its Audited Annual Accounts (Balance Sheet) with the Registrar of Companies up to 31.03.2024.
 - ii) Transferor Company has not accepted any Deposits u/s 73 of the Companies Act, 2013 and maintaining of cost record is not applicable to the company. Further, the Transferor Company is not required to register with RBI as a NBFC.
 - iii) Assessment for the Transferor Company has been completed up to the Assessment Year 2022-23.
 - iv) As per Clause (2.1.2) (xxiii) of the Scheme of Amalgamation stated that upon this scheme coming into effect and with effect from the effective date, all the employees of the Transferor Company shall become employees of the Transferee Company without any interruption in service and on terms and conditions not less favorable than those on which they are engaged by the Transferor Company without any interruption of services as a result of the amalgamation of the Transferor Company with Transferee Company.

The accumulated balances standing to the credit of the employees of the Transferor Company on the effective date in Provident Fund, Gratuity Fund, Superannuation Fund and/or other Funds and including any surplus in any such Funds created or



existing for the benefit of the employees of the Transferor Company shall be transferred to the corresponding Funds of the Transferee Company in due course.

The OL in its representation further submitted that this Tribunal may be pleased to direct the Transferor Company:-

- i) To preserve its books of accounts, papers and records and shall not be disposed of without prior permission of the Central Government as per the Provision of Section 239 of the Companies Act, 2013.
- ii) To ensure statutory compliance of all applicable laws. And, on sanctioning of the present Scheme, the Transferor Company shall not be absolved from any of its statutory liabilities, in any manner.
- iii) To lodge certified copy of the order along with the scheme, with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any.
- iv) To comply with Provision of Section 232(5) of Companies Act, 2013 with respect to file certified copy of order sanctioning the scheme with Registrar of Companies within 30 days from the date of passing order.

Response of the Transferor Company:

- (i) The Transferee Company undertakes to preserve the books of accounts, papers and records of the



Transferor Company and shall not dispose of without the prior permission of the Central Government.

- (ii) It is further submitted that the Scheme nowhere proposes absolving the Transferor Company from any of its statutory liabilities.
- (iii) The Transferee Company shall make an application, as per provisions of law, with the concerned Collector of Stamps seeking opinion/adjudication in respect of proper stamp duty payable on the order passed by this Tribunal sanctioning the Scheme.
- (iv) The petitioner companies shall file the certified copy of the order sanctioning the Scheme with the Registrar of Companies within 30 days from the date of receipt of the certified copy of the order.

16. Income Tax Department

16.1 In response to the notice served upon the Income Tax Department, report dated 29.01.2026 of Deputy Commissioner of Income Tax, Circle-1(1), Ahmedabad, filed on 11.03.2026, vide inward no. R187 and report dated 05.03.2026 of Principal Commissioner of Income Tax-3, Ahmedabad on 18.03.2026, vide inward no. R212. The Transferee Company filed its response on 05.03.2026, vide inward no. D2011 and the Transferor Company filed its response on 17.03.2026, vide inward no. D2413.

16.2 Report of the Income Tax Department dated 29.01.2026, in respect of Transferee Company/ Ambuja Cements Ltd., wherein it has been submitted as follows:



- (a) All present outstanding demands and any future demands, if any, in case of Penna Cement Industries Ltd. (Amalgamating Company) will become payable by Ambuja Cements Ltd. (Amalgamated Company). Further, the unabsorbed depreciation, carried forward business losses/other losses and the value of stock on the date of scheme of arrangement etc. shall be computed in accordance with the provisions Income Tax Act and Income Tax Rules, applicable, at the time of amalgamation. The Transferee Company is solely liable for any demand already created or become payable due to any of the proceedings related to the Income Tax Department in future in respect of outstanding demand prior to amalgamation and in respect of demand of the Transferor Company, responsibilities will be on the director of the Transferee Company. In case, after this Scheme of arrangement comes into effect, it is observed that there has been any non-compliance with the provisions of Section 2(1B), Section 72A or other relevant provisions of the Act, the Revenue shall be at liberty to invoke relevant provisions of the Act.
- (b) As per demand analysis report, in the case of Transferee Company/Ambuja Cements Ltd., the total outstanding demand is Rs.1,68,27,59,630/-.
- (c) The Assessment Proceeding, in the case of Ambuja Cements Ltd., is also pending for AY 2016-17 and



2023-24 to 2024-25 and Penalty Proceedings for AY 2019-20,2021-22 and 2022-23 are also pending.

Reply of Transferee Company:

- (i) It is submitted that any outstanding demand or raised in future, if any, in case of the Petitioner No. 1/Transferor Company shall be discharged by the Petitioner No. 2/Transferee Company, in accordance with law. It is denied that in respect of any demand, there would be any responsibility of any of the directors of the Petitioner No. 2/Transferee Company.
- (ii) It is submitted that the shareholders of the Transferor Company (other than the Transferee Company) will not become shareholders of the Transferee Company pursuant to the amalgamation and hence, the question of compliance with Section 2(1B) and Section 72A of the Income Tax Act, 1961, does not arise.
- (iii) It is further submitted that there is no quarrel to the proposition that the Income-Tax Department has the right to invoke provisions of the Income Tax Act, 1961, at any time after any scheme of arrangement comes into effect, in accordance with law. It is submitted that the reference to outstanding demand, as mentioned in the paragraph under reply, are subject to pending appellate proceedings and the same would be paid by the Petitioner No. 2/Transferee Company, in accordance with law.



16.3 Report of Income Tax Department dated 05.03.2026, in respect of Transferor Company/ Penna Cement Industries Ltd., wherein it has been submitted as follows:-

(i) As per ITR of AY 2025-26 (copy enclosed), the details of brought forward losses and unabsorbed depreciation in all the participating companies- transferor as well as transferee company as on 31.03.2024 is as follows :-

Company Name	A.Y.	Brought forward business losses	Unabsorbed depreciation
Penna Cement Industries Ltd.	2023-24	-	1,62,16,12,299
	2024-25	-	1,47,58,59,092
	Total loss to be carried forward	NIL (in view of para 2.6 above)	3,09,74,71,391

(ii) **Goodwill, if introduced on account of merger and basis of introduction of the same.**

The assessee has submitted that no Goodwill shall arise in the course of amalgamation.

(iii) **Valuation of existing Goodwill**

The assessee has submitted that goodwill amounting to Rs. 19.29 crores is pre-existing in the books of transferee company i.e. Ambuja Cements Ltd. as on 31.03.2024. Further, the transferee company is not claiming any depreciation on the existing goodwill. Further, there is no existing Goodwill recorded in the books of transferor



company i.e. Penna Cement Industries Ltd. As per the submission of the assessee, no goodwill will be introduced on account of the amalgamation process.

- (iv) There is total outstanding demand of Rs.5,94,940/- [Rs.44,882/- for AY 2018-19 and Rs.5,50,058/- for AY 2019-2020] pending in the case of Penna Cement Industries Ltd.
- (v) Since there are pending demands and unabsorbed depreciation to be carried forward to future years as mentioned above, in the interest of revenue, report/objection may be filed against the proposed scheme of Amalgamation between Penna Cement Industries Limited (Transferor Company) and Ambuja Cements Limited (Transferee Company), unless the interest of revenue is protected in recovery of demand along with interest and penalties, as applicable, from Penna Cement Industries Limited, and also that in the event, this Tribunal proposes to approve the scheme of amalgamation, this Tribunal may be pleased to pass orders that the Transferee company shall be liable to pay and honour all dues in respect of the Transferor Company or pass any such orders in the interest of revenue and recovery.

16.4 Reply of the Transferor Company/Penna Cement Industries Ltd.

- (i) It is submitted that no depreciation would be claimed on any goodwill generated on account of the amalgamation process.



- (ii) It is further submitted that any outstanding demand or demand raised in future, if any, in the case of the Transferor Company shall be discharged by the Transferee Company, in accordance with law. It is further submitted that the reference to outstanding demand in paragraph no.5, as mentioned in the paragraph under reply, are subject to pending appellate proceedings and the same would be paid by the Transferee Company, in accordance with law.
- (iii) It is submitted that there is no quarrel to the proposition that the Income Tax Department has the right to invoke provisions of the Income Tax Act, 1961, at any time after any scheme of arrangement comes into effect, in accordance with law.

17. SEBI, BSE, NSE and Luxembourg Stock Exchange

No representations or reports have been received from the aforesaid authorities, despite service of notice.

18. Valuation Report

- (i) The Transferor Company has obtained a valuation report (Annexure-J), recommending the share exchange ratio in respect of the proposed Scheme, dated 17.12.2024, issued by BDO Valuation Advisory LLP, Registered Valuer (IBBI Registration No. IBBI/RV-E/02/2019/103) (Valuation Report 1).
- (ii) The Transferor Company has obtained a fairness opinion dated 17.12.2024 (Annexure-K) issued by Vivro



Financial Services Private Limited, a Securities and Exchange Board of India (SEBI) registered Merchant Banker (Fairness Opinion 1).

- (iii) Copy of the Addendum to Valuation Report 1, dated 03.03.2025, issued by BDO Valuation Advisory LLP, Registered Valuer, in respect of Valuation Report-1, same is annexed to the company petition as Annexure-M1.
- (iv) Further, the Transferee Company has obtained a valuation report dated 17.12.2024, recommending share exchange ratio in respect of the proposed Scheme, issued by GT Valuation Advisors Private Limited, Registered Valuer (IBBI Registration No. IBBI/RVE/05/2020/134) (Valuation Report 2), is annexed to the company petition as Annexure-N.
- (v) Further, the Transferee Company has obtained a fairness opinion dated 17.12.2024 (Annexure-P) issued by IDBI Capital Markets & Securities Limited, a SEBI registered merchant banker (Fairness Opinion 2), is annexed to the company petition as Annexure-O.
- (vi) Copy of the Addendum to Valuation Report-2, dated 03.03.2025, issued by GT Valuation Advisors Pvt. Ltd, Registered Valuer, is annexed to the company petition as Annexure-S1.
- (vii) Copy of the Addendum to Fairness Opinion-2, dated 03.03.2025, issued by IDBI Capital Markets & Securities Pvt. Ltd. a SEBI registered Merchant Banker,

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in respect of Addendum to Valuation Report-2, is annexed to the company application as Annxure-S2.

(viii) Copy of summary of the valuation reports, including the basis of such valuation report 1 and valuation report 2 and the fairness opinion 1 and fairness opinion 2, is annexed to the company petition as Annexure-Y.

19. Accounting Treatment

The petitioner companies submitted that the Accounting Treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013. Copy of the Certificates dated 17.12.2024 to the aforesaid effect by the Statutory Auditors of the petitioner companies, are annexed to the company petition as **Annexure-Z and Annexure-AA**.

20. It is submitted that the details in respect of the particulars mentioned/stipulated in (i) clause m) of the no-objection letter dated 30.04.2025, received from NSE; and (ii) clause M of the no adverse observation letter dated 29.04.2025, received from BSE, copy of the same are annexed to the company petition as Annexure-X. It is further submitted that the aforesaid details also formed part of the joint company application as well as formed part of the explanatory statement sent by the Transferee Company to its equity shareholders, while seeking approval of the Scheme.



- 21.** It is submitted that in terms of Paragraph A.2.k) of Part-I of SEBI Schemes Master Circular, No objection Certificate from the lending scheduled commercial banks/financial institutions/debenture trustees, from not less than 75% of secured creditors in value is required to be obtained. It is submitted that the Transferee Company had no secured creditors on the date of the aforesaid applications filed by it with the Stock Exchanges or even as on the date of filing the present company petition before this Tribunal. Hence, no such No Objection Certificate is required to be obtained by the Transferee Company in terms of SEBI Schemes Master Circular.
- 22.** It is submitted that the pre-amalgamation shareholding pattern of the Petitioner Companies and the post-amalgamation shareholding pattern of the Transferee Company as on 30.09.2025, consequent to the Scheme is annexed as Annexure "AC (Colly)". Further, the capital structure (expected, based on capital structure as on 30.09.2025) of the Transferee Company after the implementation of the Scheme is annexed as Annexure "AD".
- 23.** It is submitted that no investigation, winding up, insolvency or other proceedings are pending against the Petitioner Companies under the Companies Act, 2013 or any other applicable law.
- 24.** We have heard the Ld. Counsel for the Applicant Companies, Ld. Deputy Director for the Regional Director,

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the representative of the Ld. Official Liquidator, the Proxy Counsel for Income Tax Department and perused the record.

25. OBSERVATION OF THIS TRIBUNAL

25.1 Before advertizing to the reports of the Regional Director, Registrar of Companies, Income Tax Department, Official Liquidator and other authorities, we summarise the timeline involved in the Scheme.

	Company Application/ Company Petition Filed on	Notice issued on	Service Affidavit filed on	Report/ Response received on	Reserved on	Order pronounced on	Meetings(s) held on
First Motion Application	17.10.2025	31.10.2025 19.11.2025 (modification order)	12.12.2025		30.10.2025	31.10.2025	30.12.2025 (equity shareholders of Transferee Company)
Chairman's Report			15.12.2025	31.12.2025			
2nd Motion Petition	31.12.2025	08.01.2026(N) 19.02.2026(L) 05.03.2026(L) 19.03.2026(L)	02.02.2026		19.03.2026	30.03.2026	
RD Office Report/RoC				20.02.2026			
& Petitioner companies response				24.02.2026			
OL Office Report (s)				08.01.2026			
& Petitioner companies				12.01.2026			



response							
Income Tax Report(s)				11.03.2026			
&				18.03.2026			
Petitioner companies response				05.03.2026			
				17.03.2026			

25.2 Companies involved in the Scheme

- (i) Petitioner Company No.1, Penna Cement Industries Ltd. is a public limited non-listed company. In the Scheme presented in the company petition, Penna Cement Industries Ltd. has been designated as **Transferor Company**. It is a subsidiary of Ambuja Cements Ltd./ Transferee Company. Transferee Company holds 99.94% of the paid-up equity share capital of the Transferor Company. Transferor Company is engaged in the business of manufacturing and selling of cement and cement related products. As on 30.11.2025, the authorized share capital of the Transferor Company was Rs.200,00,00,000/- and the issued, subscribed and paid-up share capital was Rs.133,80,00,000/-. The Transferor Company had revenue from operations of Rs.1,456.44 crores, other income of Rs.15.34 crores and profit before exceptional items and tax of (Rs.1,057.51 crores), during the Financial Year 2024-2025 (Pg.202).

- (ii) Petitioner Company No.2 Ambuja Cements Ltd. is a public listed company and it is formerly known as



Gujarat Ambuja Cements Ltd. In the Scheme presented in the company petition, Ambuja Cements Ltd. has been designated as **Transferee Company**. It is among the leading cement companies in India, renowned for its hassle-free, home building solutions with its unique sustainable development projects and environment-friendly practices since it started its operations. It is a part of Adani Group of Companies. The equity shares of Transferee Company are listed on the Stock Exchanges. The global depository receipts issued by the Transferee Company are listed on the Luxembourg Stock Exchange. No adverse observations/no-objection letters of NSE dated 30.04.2025 and BSE dated 29.04.2025 which are taken as combined permission issued with respect to the equity shares of the Transferee Company are listed on the respective exchanges.

Transferee Company had revenue from operations of Rs. 19,079.73 crores, other income of Rs.1899.10 crores and profit before tax of Rs.3,717.60 crores during the Financial Year 2024-2025 (Pg.780).

25.3 **Consideration under the Scheme**

At paragraphs 2.3 and 2.4, Pg.24 and 25, of the Scheme deals with the consideration i.e. cancellation of equity shares of the Transferor Company (held by the transferee company and other shareholders) and payment of consideration relating to amalgamation of Penna Cement



Industries Ltd. with Ambuja Cements Ltd to shareholders other than the transferee company.

- 26.** We have gone through the Company Petition, Scheme, Representation/Report of the Regional Director, report of the Registrar of Companies, representation of Official Liquidator in respect of Transferor Company and report of Income Tax Department, Letters dated 29.04.2025 and 30.04.2025 of the Stock Exchanges as well as the response of the Petitioner Companies in respect of the Representation/Report of the RD, RoC, OL and Income Tax Department.
- 27.** The Transferee Company is a listed company. The National Stock Exchange and Bombay Stock Exchange, vide their letters dated 30.04.2025 and 29.04.2025 respectively, addressed to the Transferee Company, have communicated the observations of SEBI.
- 28.** On perusal of reports of the Chairman, the meeting of equity shareholders of the Transferee Company was convened on 30.12.2025, through Video Conferencing. The Chairman, in his report, submitted that *“the resolution was thus approved by the requisite majority of persons representing three-fourths in value of the equity shareholders (which also consists public shareholders) of the Transferee Company through remote e-voting and through e-voting during the VC/OVAM meeting”*. Meetings of other stakeholders, as applicable, were dispensed with for the reasons stated in the order passed in the CAA 57 of 2025.



- 29.** After analysing the Scheme in detail, this Tribunal is satisfied that the Scheme is fair, reasonable and not prejudicial to the interests of shareholders, creditors or the public. Considering the record placed before this Tribunal and since all the requisite statutory compliances have been fulfilled by the Petitioner Companies, this Tribunal sanctions the proposed Scheme as well as the prayer made therein subject to the findings/directions given in this order.
- 30.** The Tribunal further finds that the Scheme is in the public interest, as it enhances operational efficiency, consolidates resources, and does not prejudice the rights of shareholders, creditors, or statutory authorities. The proposed Scheme provides for Amalgamation, by way of Merger, of Penna Cement Industries Ltd. (Transferor Company) into Ambuja Cements Ltd. (Transferee Company) and their respective Shareholders and Creditors effect from the Appointed Date of 16.08.2024.
- 31.** The Learned Counsel for the Petitioner Companies submitted that no investigation proceedings are pending against the Petitioner Companies under the provisions of the Companies Act, 1956 or the Companies Act, 2013, and no proceedings for oppression or mismanagement have been filed before this Tribunal or the erstwhile Company Law Board.



- 32.** Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this Tribunal will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, including directors and officers of the petitioner companies.
- 33.** The Reports of the Regional Director, the Registrar of Companies, the Income Tax Department and the Official Liquidator are taken on record. Similarly, the responses filed by the petitioner companies are also taken on record.
- 34.** The objections/observations received from the RD and RoC, have been adequately replied by the petitioner companies. There are no adverse observations by the OL in respect of the Transferor Company.
- 35.** With respect to the outstanding demand pertaining to the Transferor Company, as reported by the Income Tax Department, the Transferee Company undertakes to make the payment to the Income Tax Department, in accordance with law. The Income Tax Department's observations are included in this order and they may take necessary action as per law regarding the demands in the case of transferor and transferee company.
- 36.** In view of the submissions/undertakings made by the petitioner companies, there is no impediment to the approval of the proposed Scheme.



37. While approving the Scheme as above, it is clarified that this order should not be construed as an order in any way granting approval of any loan assignments and exemption from payment of stamp duty, taxes or any other charges, if any, payment is due or required in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law.
38. Further, it becomes relevant to discuss that in Company Petition CAA-284/ND/2018 vide Order dated 12.11.2018, the NCLT New Delhi has made the following observations with regard to the right of the Income Tax Department in the Scheme of Amalgamation:

*“taking into consideration the clauses contained in the Scheme in relation to liability to tax and also as insisted upon by the Income Tax and in terms of the decision in re **Vodafone Essar Gujarat Limited v. Department of Income Tax (2013) 353 ITR 222 (Guj)** and the same being also affirmed by the Hon'ble Supreme Court and as reported in **(2016) 66 taxmann.com374 (SC)** from which it is seen that at the time of declining the SLPs filed by the revenue, however stating to the following effect vide its order dated April 15,2015 that the Department is entitled to take out appropriate proceedings for recovery of any statutory dues from the Petitioner or transferee or any other person who is liable for payment of such tax dues, the said protection be afforded is granted. With the above observations, the petition stands allowed and the scheme of amalgamation is sanctioned.”*

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39. THIS TRIBUNAL DO FURTHER ORDER:

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- (i) The Scheme of Amalgamation annexed as **Annexure 'I'** to the Company Petition is hereby sanctioned and it is declared that same shall be binding on the Petitioner Companies and its Shareholders and Creditors and all concerned under the Scheme.
- (ii) The Appointed Date for the Scheme shall be **16.08.2024**. The Effective Date of the Scheme shall be the date on which the certified copy of this order is filed with the Registrar of Companies, or such other date as specified in the Scheme. This Tribunal finds that the Appointed Date is event-based, justified, and in compliance with MCA General Circular No. 09/2019 dated 21.08.2019 and is not prejudicial to public interest.
- (iii) The Transferor Company/Penna Cement Industries Ltd. shall be dissolved without winding up.
- (iv) The Transferee Company/Ambuja Cements Ltd., being listed entity, shall comply with all applicable regulations, circulars, and directions issued by the Securities and Exchange Board of India (SEBI), BSE Limited, and National Stock Exchange of India Limited (NSE) and the Luxembourg Stock Exchange, to the extent applicable to the global depository receipts issued by the Transferee Company, including compliance with the SEBI



(Substantial Acquisition of Shares and Takeovers) Regulations, 2011, to the extent applicable

- (v) The Transferee Company is directed to comply with the provisions of FEMA and RBI guidelines specifically reporting relating to non-resident shareholders/stakeholders (if any), as required.
- (vi) The approval of the Scheme will not be foreclosing the right of the Income Tax Department to take any decision as per the provisions of the Income Tax Act, 1961, against the Petitioner Companies.
- (vii) The approval of the Scheme does not affect the authorities' right to proceed with pending cases, if any, against the Petitioner Companies.
- (viii) All the properties rights and powers of the Undertaking of the Transferor Company and all the other property, rights and powers of the Transferor Company be transferred without any further act or deed to the Transferee Company and accordingly the same shall, pursuant to Section 232 of the Act, vest in the Transferee Company for all the estate and interest of the Transferor Company therein but subject nevertheless to all charges now affecting the same, if any.
- (ix) All licenses, permissions, permits, approvals, certificates, clearances, authorities, leases, tenancy, assignments, rights, claims, liberties,

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special status, other benefits or privileges and any power of attorney relating to the Transferor Company shall stand transferred to and vested in the Transferee Company, without any further act or deed. The Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company subject to conditions contained in the agreements.

- (x) All the liabilities and duties of the Transferor Company shall be transferred, without further act or deed, to the Transferee Company, and accordingly, the same shall pursuant to Sections 230 & 232 of the Companies Act, 2013, be transferred to and become the liabilities and duties of the Transferee Company.

- (xi) All contracts, agreements, insurance policies, bonds and all other instruments of whatsoever nature or description, of the Transferor Company, shall stand transferred to and vested in the Transferee Company and be in full force and effect in favour of the Transferee Company and may be enforced by or against the Transferee Company as fully and effectually as they would have been against the Transferor Company.



- (xii) All proceedings, if any, now pending by or against the Transferor Company shall be continued by or against the Transferee Company.
- (xiii) The transfer of employees from the Transferor Company to the Transferee Company shall be in compliance with Section 25FF of the Industrial Disputes Act, 1947, and other applicable labour laws, ensuring no prejudice to their rights. This includes ensuring that non-permanent employees, such as contract or temporary workers, are transferred with terms compliant with the Contract Labour (Regulation and Abolition) Act, 1970, and other relevant labour laws. The Transferee Company shall complete the transfer of all employees within 60 days of the Scheme's Effective Date and submit a compliance report to the RoC within 90 days, confirming that all employee transfers comply with applicable labour laws and the Scheme's terms.
- (xiv) The Transferee Company shall, within 30 days of the Scheme's Effective Date, submit to the RoC a detailed employee transfer plan specifying the number of permanent and contractual employees, along with confirmation of compliance with the Payment of Gratuity Act, 1972, and the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, for the transfer of employee benefits.



- (xv) Any disputes or grievances arising from the transfer of employees shall be resolved by the Transferee Company in accordance with the applicable labour laws, and employees may approach the appropriate labour authorities for redressal.
- (xvi) All taxes paid or payable by the Transferor Company including existing and future incentives, un-availed credits and exemptions, the benefit of carried forward losses and other statutory benefits, which shall be available to and vest in the Transferee Company. The Tax liability of the Transferor Company shall become a liability of the Transferee Company, and any proceedings against the Transferor Company shall continue against the Transferee Company. It is stated that any credit/exemption/relief, etc., as discussed, will be subject to the provisions of the Income Tax Act, 1961.
- (xvii) The petitioner companies are directed to comply with the observations of the Regional Director and the Registrar of Companies in their representation. The petitioner companies shall:
- a) Preserve their books of accounts, papers, and records and not dispose of them without prior permission of the Central Government, as per Section 239 of the Companies Act, 2013 for a



minimum period of 8 years from the Effective Date of the Scheme, or such longer period as may be required under Section 128(5) of the Companies Act, 2013, or other applicable laws.

- b) Ensure compliance with all applicable laws, including but not limited to the Companies Act, 2013, SEBI regulations, and the Income Tax Act, 1961.
- c) The sanction of the Scheme shall not absolve the petitioner companies from any statutory liabilities, and all books of accounts, papers, and records shall be preserved as per Section 239 of the Companies Act, 2013, without disposal unless permitted by the Central Government.
- d) The Transferee Company is directed to comply with the provisions of Section 232(3)(i) of the Companies Act, 2013.
- e) File a certified copy of this order with the Registrar of Companies within 30 days of receipt, as per Section 232(5) of the Companies Act, 2013

(xviii) **Consideration/ Cancellation of equity shares of the Transferor Company and payment of consideration**

- (a) Upon the coming into effect of this Scheme, the equity shares of the Transferor Company held by the Transferee Company (either directly or through nominees) on the Effective Date shall stand cancelled without



any further application, act or deed. Further, the investment in the equity shares of the Transferor Company, appearing in the books of accounts of the Transferee Company shall, without any further act or deed, stand cancelled. It is clarified that no new shares shall be issued nor payment shall be made in cash whatsoever by the Transferee Company in lieu of cancellation of such equity shares of the Transferor Company.

- (b) Upon the coming into effect of this Scheme, and in consideration of the amalgamation of the Undertaking into and with the Transferee Company, the Transferee Company shall, without any further application, act or deed, pay to the equity shareholders of the Transferor Company (other than the Transferee Company), whose names are recorded in the register of members as a member of the Transferor Company, including register and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, on the Record Date (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company) (the "**Eligible Member**") in the following manner:

"Rs.321.50 (Rupees Three Hundred and Twenty One and paise fifty) for every 1 (one) fully paid-up equity share of Rs. 10/- each held in the Transferor Company."



which payment shall be made not later than 30 (thirty) days from the Effective Date ("**Payment Date**").

This Tribunal finds no legal bar in providing cash consideration, particularly considering that the Transferee Company holds substantial shareholding in the Transferor Company and minority shareholders are being fairly compensated based on an independent valuation.

(xix) The Petitioner Companies are further directed to file a copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, along with e-form INC-28 in addition to a physical copy within 30 days from the date of issuance of the certified copy of the Order by the Registry as per relevant provisions of the Act.

(xx) The Petitioner Companies within thirty days of the date of the receipt of this order, cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the entire Undertaking of the Transferor Company shall stand transferred to the Transferee Company and the Registrar of Companies shall place all documents relating to the entire Undertaking of the Transferor Company



to the respective files kept by him in relation to the Transferee Company.

- (xxi) All concerned Authorities shall act on the copy of this order along with the Scheme annexed at **“Annexure-I”** of the Company Petition. The Registrar of this Tribunal shall issue the certified copy of this order within 7 days of its pronouncement.
- (xxii) The Petitioner Companies are directed to lodge a copy of this Order and the approved Scheme as annexed at **'Annexure-I'**, duly Certified by the Registrar of this Tribunal, with the concerned Superintendent of Stamps, for adjudication of stamp duty within 60 days from the date of this Order, and pay requisite stamp duty payable, if any, within 90 days from the date of adjudication, or as per the timelines prescribed by the concerned stamp authority, whichever is later.
- (xxiii) The legal fees and expenses of the office of the Regional Director are quantified at Rs. 50,000/-. The said fees shall be paid by the Transferee Company.
- (xxiv) The legal fees and expenses of the office of the Official Liquidator are quantified at Rs.25,000/- in respect of the Transferor Company. The said fees of



the Official Liquidator shall be paid by the Transferee Company.

- (xxv) The Statutory Auditors of the Petitioner Companies are hereby directed to ensure that the Accounting Treatment as a result of this order is carried out in accordance with the provisions of Section 133 of the Companies Act, 2013, and as per the draft treatment as proposed in the Scheme. They are further directed to disclose their observations in this regard in the next Annual Audit Report/Audit Report of the Petitioner Companies.
- (xxvi) 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 Arrangement ultimately results in tax avoidance or is not in accordance with the applicable provisions of Income Tax Act, then the Income Tax Department shall be at liberty to initiate appropriate course of action as per law. Any sanction of the Scheme of Arrangement under Sections 230-232 of the Companies Act, 2013 shall not adversely affect the rights of Income Tax Department or any past, present or future proceedings and the sanction of the scheme shall not come in its way for the appropriate course of action as per law for the tax liabilities, if any.

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(xxvii) Any person aggrieved shall be at liberty to apply to this Tribunal for any directions that may be necessary.

40. Accordingly, Company Petition i.e. **CP(CAA)/5(AHM)2026** in **CA(CAA)/57(AHM)2025**, stands allowed and disposed of in terms of the aforementioned terms.
41. The Registry is directed to send a copy of this order to the Regional Director, the Registrar of Companies, the Official Liquidator, SEBI, BSE, NSE and the Principal Chief Commissioner of Income Tax Office, Ahmedabad, within seven days from the date of this order, through e-mail and place proof on the file.

Sd/-

SANJEEV SHARMA
MEMBER (TECHNICAL)

Sudha PS

Sd/-

SHAMMI KHAN
MEMBER (JUDICIAL)