

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



ITEM No.301

C.P.(CAA)/2(AHM)2026
in C.A.(CAA)/59(AHM)2025

Under Sections 230-232 of Companies Act, 2013

IN THE MATTER OF:

Global CNC Private Limited
Windsor Machines Limited

.....Applicants

Order delivered on: 19/03/2026

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)/2(AHM)2026
in
CA(CAA)/59(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

Global CNC Pvt. Ltd.

CIN: U29200GJ2021PTC122661

A private limited company incorporated under the provisions of the Companies Act, 2013, having its registered office at Survey No 1148, Village-Chibhda, Sub-District-Lodhika, District-Rajkot, Gujarat-360035

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

Windsor Machines Ltd.

CIN: L99999GJ1963PLC168458

A company incorporated under the provisions of the Companies Act, 1956, having its registered office at Flr No. 3 & 4, Block B, Magnet Corporate Park, Off. S G Highway, Thaltej Road, Ahmedabad, Gujarat- 380054

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

Order Pronounced on 19.03.2026

CORAM:

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

APPEARANCE:

For the Applicants : Mr. Ravi Pahwa, Advocate
a.w. Ms. Gunjan Agarwal,
Advocate.

For the Regional Director : Ms. Ankita Lahoty, Deputy
Director.

For SEBI : Mr. Nikunt Raval, Advocate.

For Income Tax : Mr. Nandan S. Soni, Jr.
Department Counsel.

For the Official Liquidator : Mr. Sandip Tupe, Technical
Assistant

ORDER
Per Bench

1. This is a joint Company Petition i.e. **CP(CAA)/2(AHM)2026** in CA(CAA)/59(AHM)2025, filed by the Petitioner Companies under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of law, seeking approval of the proposed Scheme of Amalgamation with effect from **01.04.2025**, being the Appointed Date as mentioned in the Scheme. The said Scheme is annexed as "**Annexure-G**" (Pg. 304 to 323) to the Company Petition.
2. Affidavit dated 16.12.2025, in support of the present company petition, was sworn by Rohit Sojitra, authorized signatory of the petitioner companies, duly authorized vide



Board Resolutions dated 08.11.2025 of the petitioner companies. The aforesaid affidavits and board resolutions are placed on record along with the company petition. The Board Resolutions of both companies are annexed at **Annexure-E (Colly.)** (Pg. 286-297) of the company petition.

3. The proposed Scheme, *inter alia*, provides for amalgamation of Global CNC Pvt. Ltd. (Transferor Company) with Windsor Machines Ltd. (Transferee Company) with effect from the Appointed Date i.e. 01.04.2025, 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. The transferor company is a wholly owned subsidiary of the transferee company.
4. The petitioner companies had filed a joint Company Application before this Tribunal, being CA(CAA)/59(AHM)2025, seeking dispensation of meetings of equity shareholders and unsecured creditors of petitioner companies as well as dispensation of meeting of secured creditors of petitioner company no.2. It is further submitted that there were no secured creditors in Petitioner Company No.1.
5. The petitioner companies filed an affidavit on 28.11.2025, vide inward no. D8018, confirming that due intimation /disclosure had been made to the Stock Exchanges, as the Transferee Company is a listed entity.



6. The aforesaid company application i.e. CA (CAA)/59(AHM) 2025, was allowed by this Tribunal, vide order dated 28.11.2025. By the said order, 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) SEBI, BSE and NSE (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.
7. In compliance with the order dated 28.11.2025 passed in CA(CAA)/59(AHM)2025, the applicant companies filed affidavit on 11.12.2025, vide inward no. D8430, regarding service of notice upon the aforesaid regulatory/statutory authorities, including the stock exchanges.

8. Rationale of the Scheme:

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

With the objective of simplifying the group structure, it is proposed to consolidate the assets and liabilities of the Transferor Company with the Transferee Company, its holding company. The rationale and the benefits of the amalgamation of the Transferor Company with the Transferee Company, are as follows:

- i. Streamlining of the corporate structure and consolidation of



assets and liabilities of the Transferor Company with the Transferee Company, leading to synergies of operations and resulting in the expansion and long-term sustainable growth, which will enhance value for various stakeholders of the Transferee Company;

- ii. The combined entity will have the benefit of the combined resources of the Transferor Company and the Transferee Company i.e., market share, scale, efficiency, combined net-worth, combined employee base, reserves, investments, and other assets, manpower, consolidated pool of finances, including optimization of borrowing costs and administrative compliances related thereto, larger size, consolidation of operations, mitigating competition, future opportunities, etc. The combined entity would be in a position to carry on consolidated operations through optimum utilization of its resources and integrated production facilities;
- iii. Simplification of corporate structure by reducing the multiplicity of legal and regulatory compliances through rationalization;
- iv. Reduction of administrative responsibilities, multiplicity of records and legal and regulatory compliances, cost savings and elimination of duplicate expenses; and
- v. Achieve optimal and efficient utilization of capital, enhance operational and management efficiencies.

Thus, the amalgamation is in the interest of the shareholders, creditors and all other stakeholders of the companies and is not prejudicial to the interests of any of the concerned shareholders, creditors or the public at large.

9. After complying with all the directions given in the Order passed in CA(CAA)/59(AHM)2025, Second Motion Petition was filed before this Tribunal by the Petitioner Companies on 18.12.2025, vide inward no. E3249, for sanction of the proposed Scheme by this Tribunal.
10. This Tribunal vide order dated 08.01.2026, passed in CP(CAA)/2(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. Further, directed for paper publication to be made in “Financial Express” in English and in Vernacular language.

11. In compliance of order dated 08.01.2026, passed in CP(CAA)/2(AHM)2026, the petitioner companies filed affidavits of service on 27.01.2026, vide inward no.D695, in respect of service of notice upon the aforesaid statutory/regulatory authorities along with affidavit regarding publication in newspapers i.e. in “Financial Express” in English and in Vernacular language.
12. Pursuant to the service of notice upon the statutory/regulatory authorities, following authorities have responded:-

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

13. **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 dated 18.02.2026 was filed by the RD, North-Western Region, on 20.02.2026, vide inward no. R168 along with report of the Registrar of Companies (RoC) dated 07.01.2026. They have made some observations in their reports. The petitioner companies filed affidavit in reply on 02.03.2026, vide inward no.D1917, 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), as per the Scheme, the authorized share capital of the petitioner Transferor Company will be added to the authorized share capital of the petitioner 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 the Transferee Company undertakes to comply with the provisions of Section 232(3)(i) of the Companies Act, 2013.

- (ii) Para-7(ii), the face value of equity share of transferee company is Rs.2/- each equity share, therefore the face value of authorized equity share capital of the Transferor Company is required to be subdivided/reclassified such that each equity share of Rs. 10/- face value of the Transferor Company will be subdivided/reclassified as Rs.2/- face value of each equity shares by filing appropriate eform with applicable fee before concerned RoC in compliance of Sections 13 and 61 of the Companies Act, 2013.



Reply of the petitioner companies: The petitioner companies undertake to comply with the provisions of Sections 13 and 61 of the Companies Act, 2013.

- (iii) Para-7(iii), at clause 9 of the scheme, it is mentioned as under:-

"Upon filing of the order of Tribunal with the Registrar, without any further act or deed, the main object clause of the Transferor Company shall be added to the main object clause of the Transferee Company".

In this regard, the applicant company is required to be filed relevant eform with applicable fee before concerned ROC in compliance of Sections 13 of the Companies Act, 2013.

Reply of the petitioner companies: It is submitted that in pursuance to the Scheme, the object clause of the Petitioner Transferor Company shall be added to the main object clause of the petitioner Transferee Company. This will happen under the concept of 'Single Window Clearance' and therefore, as such, no separate compliance may be required in view of the scheme operating as a single window clearance; however, without prejudice, the Petitioner Companies undertake to comply, if applicable.

- (iv) Para-7(iv), the petitioner Transferee Company is listed with the BSE & NSE and NOCs from the stock exchanges are not required in the matter since the matter/transferer company is wholly owned subsidiary



and all the shares of the transferor company is held by the petitioner transferee company, pursuant to the SEBI Circular No. SEBI/ HO/ CFD/ POD-2/ P/ CIR/ 2023/ 93 dated 20.06.2023. However, as per above circular of SEBI, such draft scheme shall be filed with the Stock Exchange for the purpose of disclosures and the Stock Exchange shall disseminate the scheme documents on their website.

In this regard, the petitioner Transferee Company is required to submit documentary evidence for submitting such draft scheme with the Stock Exchange for the purpose of disclosures.

Reply of the petitioner companies: It is submitted that the petitioner companies had already submitted the draft scheme with the respective Stock Exchanges, copy of the same is annexed as **Annexure A1**. Even otherwise, the SEBI has filed its affidavit before this Tribunal giving its no objection to the proposed Scheme of Amalgamation between the petitioner companies.

- (v) Para-7(v), it is mentioned under the head accounting treatment at clause 9 of the scheme are as under:-

"Upon the Scheme being effective and with effect from Appointed Date, the Transferee Company shall account for the amalgamation of the Transferor Company in its books of accounts in accordance with 'pooling of interest method' of accounting as laid down in the Appendix-C of Indian Accounting Standards (IND AS) 103-Business Combinations and other accounting principles prescribed under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under Section 133 of



the Act and relevant clarifications issued by the Institute of Chartered Accountants of India."

It is submitted that, in the scheme, it is not mentioned clearly about accounting treatment for the Transferee Company with regard to assets, liabilities and reserves of the Transferor Company post-amalgamation. The accounting treatment has not been specified clearly which does not reflect clear picture as to how the assets, liabilities and reserves are going to be dealt with post-amalgamation.

Therefore, this Tribunal to direct the petitioner companies to clarify the treatment in books of accounts of Transferor and Transferee Company in the matter particularly w.r.t assets, liabilities, revenue reserves, capital reserve, goodwill, etc. in the best interest of the stakeholders at large as the company being a listed company.

Reply of the petitioner companies: It is submitted that the accounting treatment would be in accordance with Appendix-C of Indian Accounting Standards (IND AS) 103 Business Combination.

- The assets and liabilities of the Transferor Company shall be recorded at their carrying amounts in the books of Transferee Company as on the Appointed Date.
- The balance of the retained earnings appearing in the financial statements of the Transferor Company shall be aggregated with the corresponding balance



appearing in the financial statements of the Transferee Company

- The difference, if any, arising after giving effect to the aforementioned entries shall be transferred to Capital Reserve.

- (vi) Para-7(vi), 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: The petitioner companies confirmed that the Scheme enclosed with the company application and the company petition are one and same and there is no discrepancy or change.

- (vii) Para-7(vii), 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: The petitioner companies declared 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 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: The Transferee Company undertakes to preserve the books of accounts, papers and records of the Transferor Company and the same will not be disposed of without the prior approval of the 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: The Transferor Company undertakes to comply with the statutory compliance of all applicable laws and after effectiveness of the Scheme, all liabilities including statutory liabilities of the Transferor Company and the same will be honoured by the Transferee Company in ordinary course of business and as per applicable law and accordingly, the Transferor Company shall not be absolved from any of its statutory liabilities, in any manner.

- (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: The petitioner companies undertake to pay necessary stamp duty in line with the applicable laws.

- (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: The Petitioner Companies undertake to file the certified copy of order sanctioning the Scheme with the RoC within 30 days from the date of issuance of the certified copy of the order by this Tribunal as per relevant provisions of the Act.

- (v) 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 to comply with the Income Tax Act, 1961 and Goods & Services Tax Law and any demand /taxes payable, as per the applicable laws, on the implementation of the Scheme.

RoC's Observations

- (i) Paragraph-4, it is submitted that para-8(vi) of the order dated 28.11.2025 passed in CA(CAA)59(AHM)2025 by this Tribunal in respect of the Transferee Company that "As on 30.09.2025, there are 3 secured creditors



in the Transferee Company. Whereas, as per the Index of Charge available under MCA's BO V3 Portal Company, there is 12 (twelve) open secured charge ID in favour of 6 (six) secured charge holders. The details of aforesaid open charge ID as under:-

Sr. No.	SRN	Charge ID	Charge Holder Name	Date of Creation	Amount (in Rs.)
1	AB3862016	101099878	Axis Bank Limited	23/01/2023	32500000
2	AB2202920	101021329	ICICI BANK LIMITED	10/12/2024	280000000
3	AA2724279	100725319	Axis Bank Limited	26/05/2023	36356000

4	AA1226862	100673623	Axis Bank Limited	12/01/2023	32725000
5	Y10262538	90161291	THE CANARA BANKING CROPN. LTD.	28/12/1971	1000000
6	Y10262844	90161597	GRINDLAYS BANK	13/02/1981	3500000
7	Y10263623	90162376	DEUTSCHE BANK	11/05/1990	2500000
8	Y10265857	90164610	GRINDLAYS BANK LTD.	12/11/1976	3500000
9	Y10267626	90166379	GRINDLAYAS BANK	08/06/1995	4510800
10	Y10262892	90161645	GRINDLAYA BANK	25/01/1982	200000
11	Y10264412	90163165	SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA	18/05/1995	15000000
12	Y10266892	90165645	THE CANARA BANKING CORPORATION LTD.	02/09/1971	1500000
Total					41,32,91,800

The Registrar of Companies submitted that this Tribunal may kindly issue suitable directions to the Applicant Transferee company to place on record all the relevant facts and comply with the provisions of the



Section 82 of the Companies Act, 2013 read with Rule 8 of the Companies (register of Charges) Rules, 2014.

Reply of the petitioner companies: It is submitted that the petitioner Transferee Company has only three secured creditors as on 30.9.2025. The open charge of other three secured creditors are such creditors, whose limits are not utilized by the petitioner Transferee Company and therefore, they were not the secured creditors of petitioner Transferee Company as on 30.9.2025. Copy of CA Certificate certifying that the petitioner Transferee Company had only three secured creditors as on 30.9.2025, is annexed as Annexure-A2 to the reply.

- (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.

14. Official Liquidator

In response to the notice served upon the Official Liquidator (OL), a representation/report dated was filed by the OL on 06.02.2026, vide inward no. R125, in respect of the Transferor Company. In response to the representation of the OL, the petitioner companies have filed an affidavit in response on 18.02.2026, vide inward no. D1552.

OL's Observation

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- i) As per the MCA portal, the Transferor Company filed its Audited Annual Accounts (Balance Sheet) with the Registrar of Company up to 31.03.2025.
 - ii) The 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) Income Tax Assessment for the Transferor Company has been completed up to the Assessment Year 2023-24.
 - iv) The Transferor Company has made provisions for transfer of the employees of the Transferor Company to be transferred in terms of sub-section 3(g) of Section 232 of the Companies Act, 2013.

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 petitioner companies:

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. Further, the Transferor Company undertakes that it will comply with all statutory compliances, in accordance with law. The Transferee Company undertakes to lodge a 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.

15. Income Tax Department

15.1 In response to the notice served upon the Income Tax Department, a report dated 19.12.2025, was received from the Assistant Commissioner of Income Tax, Circle-2(1), Rajkot, on 23.12.2025, vide inward no. 2274. In this report,



it is submitted that no outstanding demand under the Income Tax Act, 1961, is pending against Global CNC Pvt. Ltd./ Transferor Company. It is further submitted that no assessment, reassessment, penalty or any other proceedings under the Income Tax Act, 1961, are presently pending or ongoing in the case of the aforesaid company.

15.2 Further, in response to the notice served upon the Income Tax Department, report dated 13.01.2026 of the Principal Commissioner of Income Tax, Nagpur, along with report dated 10.01.2026 of the Additional Commissioner of Income Tax, Nashik, and report dated 07.01.2026 of Dy. Commissioner of Income Tax, Nashik, received on 20.01.2026. In these reports, it is submitted that,

- (a) On perusal of the Income Tax Returns for Assessment Year 2025-26 and the financial statements of the petitioner companies, the Transferee Company i.e., Windsor Machines Ltd. has reported carry-forward capital losses amounting to Rs.14,25,24,241/- (short-term capital loss) and Rs.47,03,97,695/- (long-term capital loss) which arose during Assessment Year 2020-21. These losses may potentially be set off against capital gains arising in the case of Global CNC Pvt. Ltd., in subsequent years.
- (b) The entire scheme of amalgamation is a way only to get the tax benefit by way of set off of accumulated losses of the transferee company against the gain of the merged company in the future.
- (c) As per sub-clause and Clause 4.2 of the Scheme, all the benefits, whether moveable or immovable assets,



tangible and intangible assets, incentive, losses (including but not limited to book losses, tax losses), book unabsorbed depreciation, tax unabsorbed depreciation, credits (including, without limitation income tax, minimum alternate tax, tax deducted at source, tax collected at source, wealth tax, service tax, excise duty, central value added tax, central sales tax, applicable state value added tax, goods and service tax, customs duty, drawbacks, etc.) and tax concessions by whatever name called, to which Transferor company is entitled to in terms of Applicable Laws, shall be available to and vest in the Transferee company is entitled to in terms of Applicable Laws, shall be available to and vest in the Transferee Company, upon the Scheme coming into effect.

- (d) There will be total loss to the revenue to the extent of tax effect on capital gains to be set off by Transferee Company in future. The Tax Department is therefore objecting to the Scheme.

Reply of the petitioner companies

- (a) It is submitted that the Transferee Company and the Transferor Company has reported following incomes in the Assessment Year 2025-26:-

Particulars	Transferee Company	Transferor Company
Total Income	Rs.9,34,87,940/-	Rs.21,46,65,370/-
Taxes Paid	Rs.2,38,16,556/-	Rs.3,69,03,486/-



- (b) Both the Transferor Company and the Transferee Company are profit making companies and paying corporate tax on the business income.
- (c) It is submitted that the object of the Scheme is bona fide and commercial in nature and not for availing any tax advantage.
- (d) It is submitted that the carried forward capital losses of the Transferee Company can be set-off only against capital gains, if any, arising in future and cannot be set-off against business profits. It is further submitted that the Transferor Company does not have any significant capital asset which can be sold in future which would result in capital gain to be offset against capital loss. The Scheme is not devised with an intent to obtain any undue tax benefit.
- (e) The Transferee undertakes that it would extend its complete co-operation to the income tax authorities in any proceedings that exist/may arise post the sanction of the Scheme of Arrangement by this Tribunal and the income tax if any in accordance with law.

Securities and Exchange Board of India (SEBI)

16. Pursuant to the notice served upon SEBI, an affidavit has been filed by SEBI on 18.02.2026, vide inward no. D1565. In the aforesaid affidavit, in paragraphs-5 and 6, it is submitted as follows:-

“5. It is submitted that the Scheme solely provides for the amalgamation of a wholly owned subsidiary (Global CNC Private Limited) with its holding company (Windsor Machines Limited). In terms of Regulation



37(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Regulation 37 are not applicable to draft schemes of arrangement which solely provide for the merger of a wholly owned subsidiary with its holding company. Accordingly, neither a No-Objection Certificate (NOC) nor any prior approval from SEBI is required in respect of such Scheme.

6. That in view of the above, SEBI has no observations, comments, or representations to make on the proposed Scheme, as per the current status of the proposed scheme”.

17. Valuation Report

The Transferor Company is wholly owned subsidiary of the Transferee Company, no shares are proposed to be issued to the shareholders of the Transferor Company, hence, there is no requirement of valuation report.

18. 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 18.11.2025 to the aforesaid effect by the Statutory Auditors of the petitioner companies, are annexed to the company petition as ***Annexure-F (Colly.)***.

19. The petitioner companies submitted that the net-worth of the Transferee Company shall increase after the approval of the Scheme of Amalgamation. Therefore, as such, no



prejudice will be caused to the creditors of both the petitioner companies inasmuch as the net-worth of the Transferee Company shall increase post the approval to the Scheme of Amalgamation. It is further submitted that since the Transferee Company is a 100% holding company of Transferor Company, no shares will be issued by the Transferee Company to the shareholders of the Transferor Company and therefore no prejudice will be caused to the shareholders of the Transferee Company upon approval to the Scheme of Amalgamation.

20. It is further submitted that since the Transferor Company is a wholly owned subsidiary of the Transferee Company, no objection certificates from the Stock Exchanges is required.
21. During the hearing on 05.03.2026, Ld. Deputy Director for the office of the Regional Director submitted that she has no objection to the approval of the Scheme as sought by the petitioner companies. Further, Ld. Counsel for the SEBI and Ld. Representative for the Official Liquidator also submitted that they have no objection to the approval of the Scheme.
22. We have heard the Ld. Counsel for the Applicant Companies, Ld. Deputy Director for the Regional Director, the representative of the Ld. Official Liquidator, the Proxy Counsel for Income Tax Department and perused the record.

23. OBSERVATION OF THIS TRIBUNAL



23.1 Before adverting 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	21.11.2025	28.11.2025	11.12.2025		28.11.2025	28.11.2025	Nil
Chairman's Report				Nil			
2nd Motion Petition	18.12.2025	08.01.2026	27.01.2026		05.03.2026	19.03.2026	
RD Office Report/RoC				20.02.2026			
& Petitioner companies response				02.03.2026			
OL Office Report (s)				06.02.2026			
& Petitioner companies response				18.02.2026			
Income Tax Report(s)				23.12.2025 (IT, Rajkot)			
& Petitioner companies response				20.01.2026 (IT, Nagpur & Nashik)			
				11.02.2026			
SEBI				18.02.2026			

23.2 Companies involved in the Scheme

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- (i) Petitioner Company No.1, Global CNC Pvt. Ltd. is a private limited company. In the Scheme presented in the Company Petition, Global CNC Pvt. Ltd. has been designated as Transferor Company. It is primarily engaged in the business of manufacturing of Computer Numerical Controlled (CNC), Vertical Machining Centers (VMC) and Special Purpose Machines (SPM) and other general purpose machineries to automate precision engineering machine tools. As on 08.11.2025, the authorized share capital of the Transferor Company was Rs.10,00,000/- and issued, subscribed and paid-up capital was Rs.10,00,000/-. The Transferor Company had revenue from operations of Rs.18,307.34 lakhs, other income of Rs.24.98 lakhs and profit before tax of Rs.2,093.61 lakhs, during the Financial Year 2024-2025 (Pg.55).
- (ii) Petitioner Company No.2 Windsor Machines Ltd. is a public listed company. In the Scheme presented in the Application, Windsor Machines Ltd. has been designated as **Transferee Company**. It is primarily engaged in the business of manufacturing plastic injection moulding machines and pipe extrusion machines and blown film extrusion catering to a wide variety of application segments ranging from household, furniture, industrial, medical, infrastructure, automobiles and the electrical industry,



operating both domestically and internationally. The shares of Transferee Company are listed on the Stock Exchanges. As on 08.11.2025, the authorized share capital of the Transferee Company was Rs.40,00,00,000/-. The issued, subscribed and paid-up share capital was Rs.17,41,69,042/-. Transferee Company had revenue from operations of Rs.32,759.85 lakhs, other income of Rs.135.42 lakhs and Profit/(loss) before tax and exceptional items of Rs.423.56 lakh during the Financial Year 2024-2025 (Pg.201).

23.3 Consideration

Since the Transferor Company is wholly owned subsidiary of the Transferee Company, no consideration is involved in the Scheme.

- 24.** 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 reports of Income Tax Department, Affidavit of SEBI as well as the response of the Petitioner Companies in respect of the Representation/Report of the RD, RoC, OL and Income Tax Department.
- 25.** This Tribunal, in exercise of its jurisdiction under Sections 230 to 232 of the Companies Act, 2013, has examined whether the Scheme is fair, reasonable, not contrary to



public policy, and not violative of any provisions of law, and is satisfied that the Scheme meets the aforesaid parameters.

26. After analysing the Scheme in detail, this Tribunal is satisfied that the Scheme is fair, reasonable, and not prejudicial to the interests of the shareholders, creditors, or the public at large. 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. 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. In short, the proposed Scheme provides for Amalgamation, by way of Merger, of Global CNC Pvt. Ltd. (Transferor Company) into Windsor Machines Ltd. (Transferee Company) and their respective Shareholders and Creditors effect from the Appointed Date of 01.04.2025.

27. 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.



- 28.** 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, directors and officials of the petitioner companies.
- 29.** The Report of the Regional Director made some observations which are responded by the Petitioner Companies and were served on the Regional Director/ ROC offices and later the authorities during the hearing of the case confirmed no objection to the Scheme.
- 30.** On perusal of the Representation of the Official Liquidator, there are no adverse observations in respect of the Transferor Company, by the Official Liquidator.
- 31.** As per the report of the Income Tax Department, there is no outstanding demand in respect of the Transferor Company. In respect of the Transferee Company, there are some carry forward of capital losses, during the Assessment Year 2020-21. The petitioner companies in their affidavit in response submitted that the Income Tax Department is entitled to take any decision as per the provisions of the Income Tax Act on any issues including carry forward of losses during the course of assessment. The petitioner companies submitted that both companies are profit making and tax has been paid for assessment year 2025-2026 by both companies. Further, the petitioner companies undertake



that they would extend their complete co-operation to the Income Tax Authorities in any proceedings that exist/may arise post the sanction of the Scheme of Amalgamation by this Tribunal. The approval of the Scheme and the applicability of the provisions of Income Tax are two different issues. In case, the Scheme does not satisfy any requirement of the provisions of the Income Tax Act, 1961, the Department is free to take necessary action as per law. As it is settled law that sanction of a scheme does not preclude the Income Tax Department from examining tax implications independently in accordance with law. The Scheme cannot be rejected merely on apprehension of potential tax benefits unless it is shown to be a colourable device.

- 32.** The SEBI, in its Affidavit, submitted that the Scheme is Amalgamation of wholly owned subsidiary with its holding company. Accordingly, neither a No-Objection Certificate nor any prior approval of SEBI is required in respect of the Scheme.
- 33.** While approving the Scheme as above, it is clarified that this order shall not be construed as granting any 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.
- 34.** 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.”*

35. This Tribunal has also taken into consideration the principles laid down by the Hon'ble Supreme Court in **Miheer H. Mafatlal v. Mafatlal Industries Ltd. (1997) 1 SCC 579**, wherein the scope of judicial review in sanctioning a scheme of amalgamation has been delineated.

36. **THIS TRIBUNAL DO FURTHER ORDER:**

(i) The Scheme of Amalgamation annexed as **Annexure 'G'** to the Company Petition is hereby sanctioned and it is declared that same shall be binding in terms of Section 232(3) of the



Companies Act, 2013 on the Petitioner Companies and its Shareholders and Creditors and all concerned under the Scheme.

- (ii) The Appointed Date for the Scheme shall be **01.04.2025**. 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, in accordance with the terms of the Scheme.
- (iii) The Transferor Company/Global CNC Pvt. Ltd. shall be dissolved without winding up.
- (iv) The Transferee Company /Windsor Machines Ltd., being listed entity, shall comply with all applicable regulations, circulars of the Stock Exchanges and Securities and Exchange Board of India.
- (v) 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.
- (vi) The approval of the Scheme does not affect the authorities' right to proceed with pending cases, if any, against the Petitioner Companies.
- (vii) 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 estate and interest of the Transferor Company therein but subject nevertheless to all charges now affecting the same, if any.

- (viii)** All licenses, permissions, permits, approvals, certificates, clearances, authorities, leases, tenancy, assignments, rights, claims, liberties, 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.
- (ix)** 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.
- (x)** 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.

(xi) All proceedings, if any, now pending by or against the Transferor Company shall be continued by or against the Transferee Company.

(xii) 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.



- (xiii)** 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.
- (xiv)** 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.
- (xv)** 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, in accordance with applicable law. 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.



(xvi) 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

(xvii) Consideration

- a) Since the Transferor Company is wholly owned subsidiary of the Transferee Company, upon amalgamation of the Transferor Company with the Transferee Company, no consideration shall be issued by the Transferee Company.
- b) Upon the Scheme becoming effective, the entire share capital of the Transferor Company held by the Transferee Company along with its nominees, shall stand cancelled without any further application, act, or deed.

(xviii) 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.

(xix) 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.

- (xx) All concerned Authorities shall act on the copy of this order along with the Scheme annexed at **“Annexure-G”** of the Company Petition. The Registrar of this Tribunal shall issue the certified copy of this order within 7 days of its pronouncement.
- (xxi) The Petitioner Companies are directed to lodge a copy of this Order and the approved Scheme as annexed at **'Annexure-G'**, 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.
- (xxii) 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.



- (xxiii)** 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.
- (xxiv)** 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.
- (xxv)** 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 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.

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

37. Accordingly, Company Petition i.e. **CP(CAA)/2(AHM)2026** in **CA(CAA)/59(AHM)2025**, stands allowed and disposed of in terms of the aforementioned terms.

38. 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, the Principal Chief Commissioner of Income Tax Office, Ahmedabad, the Office of the Assistant Commissioner of Income Tax, Circle 2(1), Rajkot (E-mail Id: rajkot.dcit2.1@incometax.gov.in), the Principal Commissioner of Income Tax (Central), Nagpur (E-mail Id: nagpur.pcit.cen@incometax.gov.in), the Dy. Commissioner of Income Tax, Central Circle-1, Nashik, E-mail Id: nashik.dcit.cen1@incometax.gov.in within seven days from the date of this order, through e-mail and place proof on the file.

Sd/-

SANJEEV SHARMA
MEMBER (TECHNICAL)

Sd/-

SHAMMI KHAN
MEMBER (JUDICIAL)

Sudha PS