



**NATIONAL COMPANY LAW TRIBUNAL  
CHANDIGARH BENCH (COURT-I), CHANDIGARH**

**CA(CAA) No. 11/Chd/Pb/2026**

**Application under Sections 230 to 232 and  
other applicable provisions of the  
Companies Act, 2013 read with the  
Companies (Compromises, Arrangements,  
and Amalgamations) Rules, 2016**

**IN THE MATTER OF SCHEME OF AMALGAMATION OF:**

**AmberPR Technoplast India Private Limited**

A Company incorporated under the provisions of Companies Act, 2013  
Through its Authorized Representative: Shri Sudhir Goyal  
Registered Office: C-1, Phase II Focal Point, Rajpura Town,  
Rajpura, Patiala, Punjab, India, 140401  
CIN: U28 1 99PB20 1 3PTC062098  
PAN: AAHCP6811C  
Income Tax Jurisdiction: Ward 19(1), Delhi

...Applicant Company No. 1 / Transferor Company

**AND**

**Amber Enterprises India Limited**

A Company incorporated under the provisions of Companies Act, 1956  
Through its Authorized Representative: Shri Sachin Gupta Registered Office:  
C- 1, Phase II, Focal Point, Rajpura Town,  
Rajpura, Patiala, Punjab, India, 140401  
CIN: L289 1 0PB 1 990PLC0 10265  
PAN: AABCA3456E  
Income Tax Jurisdiction: DCIT/ACIT, Circle, Patiala

...Applicant Company No. 2 / Transferee Company

**Order delivered on: 05.06.2026**

**Coram: SH.KHETRABASI BISWAL, HON'BLE MEMBER (JUDICIAL)  
SH. SHISHIR AGARWAL, HON'BLE MEMBER (TECHNICAL)**



**Present:**

For the Applicant Company: Mr. Lokesh Dhyani, Advocate  
Mr. G.S. Sarin, PCS  
Mr. Satwinder Singh, Advocate

**ORDER**

This is a Joint First Motion Application ("Application") under section 230 to 232 of the Companies Act, 2013 ("Act") read with Rules 3 and 18 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 ("CAA Rules") and other applicable provisions of National Company Law Tribunal Rules, 2016 ("NCLT Rules") whereby AmberPR Technoplast India Private Limited (hereinafter referred to as the Applicant Company No.1/Transferor Company) proposed to be amalgamated into Amber Enterprises India Limited (hereinafter referred to as the Applicant Company No.2/Transferee Company) (collectively both the Applicant Company No.1 and Applicant Company No. 2 are known as **Applicant Companies**), for seeking the dispensation of the requirement of convening the meetings of equity shareholders, secured and unsecured creditors of the Applicant Companies.

2. The Scheme of Amalgamation (hereinafter referred to as "Scheme") provides for the amalgamation of the Transferor Company with and into the Transferee company and is attached as **Annexure-A** to the Application.



**FACTS**

3. The averments as made in the Application and presented by the Ld. Counsel are summarised below:

(i) The Transferor Company is a private limited company duly incorporated under the provisions of Companies Act, 1956, on July 19, 2013, bearing CIN U28199PB2013PTC062098. The Transferor Company is principally engaged in the business to manufacture, produce, prepare, assemble, heat, grade, mould, cast, buy, sell, resale, import, export, store, forward, distribute, dispose of, develop , handle, manipulate, market, supply or otherwise to deal in all types, description, diameters, and capacities of cross flow fans, including but not limited to AC, DC, and high-efficiency EC cross flow fans. The Certificate of Incorporation, along with the Memorandum and Articles of Association of the said Company, are annexed as **Annexure- B(colly)** with the Application.

(ii) As on 30th September 2025, the share capital structure of Transferor Company, is as under:

<b>Authorised share capital</b>	<b>Amount (in Rs.)</b>
5,000 Equity Shares of Rs. 10/- each	<b>5,00,000/-</b>
<b>Total</b>	<b>5,00,000/-</b>

<b>Issued, Subscribed and Paid-up share capital</b>	<b>Amount (in Rs.)</b>
32,622 equity shares of Rs. 10/- each	<b>3,26,220</b>
<b>Total</b>	<b>3,26,220</b>



(iii) The Transferee Company is a public limited listed company incorporated under the provisions of Companies Act, 1956, on April 02, 1990, bearing CIN: L28910PB1990PLC010265. The Transferee Company is principally engaged in the business of manufacturing a wide range of air conditioners, its components and various other components of consumer durables, auto mobiles and other industries etc. The certified copy of Memorandum and Articles of Association of Transferee Company are annexed as **Annexure -D (Colly)** with the Application.

(iv) As on 30th September 2025, the share capital structure of Transferee Company is as under:

<i>Authorised share capital</i>	<i>Amount (in Rs.)</i>
4,50,00,000 Equity Shares of Rs. 10/- each	<b>45,00,00,000</b>
<b>Total</b>	<b>45,00,00,000</b>

<i>Issued, Subscribed and Paid-up share capital</i>	<i>Amount (in Rs.)</i>
3,51,48,942 Equity Shares of Rs. 10/- each	<b>35,14,89,420</b>
<b>Total</b>	<b>35,14,89,420</b>

Subsequent to April 01, 2025, the Transferee Company has issued and allotted shares under Amber Enterprises India Limited - Employee Stock Option Plan 2017 on April 18, 2025, June 05, 2025, August 02, 2025, November 06, 2025, and February 25, 2026. Further, on September 22, 2025, the Transferee Company allotted to the Qualified Institutional Buyers pursuant to the fundraising through Qualified Institutions



Placement. Following these allotments, the issued, subscribed and paid-up share capital as on the date of filing this Application is:-

Particulars	Amount (in Rs.)
Issued, Subscribed and Paid-up Share Capital 3,51,91,667 Equity Shares of Rs. 10/- each	35,19,16,670 /-
Total	35,19,16,610 /-

(v) The certified true copy of the audited financial statements of the Transferor Company and Transferee Company for the financial year ended on March 31, 2025, and the provisional financial statements for the period April 01, 2025 to September 30, 2025, are annexed with the Application as **Annexure-C(colly)** and **Annexure-E(colly)** respectively.

(vi) The Board of Directors of Transferor Company at its board meeting held on October 21, 2024 and May 12, 2025 have approved the Scheme. The certified true copy of the Board Resolution passed by the Board of Directors of the Transferor Company is attached as **Annexure-F(colly)** with the Application. The Board of Directors of the Transferee Company at its Board meetings held on October 22, 2024 and May 17, 2025 have approved the Scheme. The certified true copy of the Board Resolution passed by the Board of Directors of the Transferee Company is attached as **Annexure-G(colly)** with the Application.



(vii) The Rationale of the Scheme for amalgamation of the Transferor Company with and into the Transferee Company would, inter alia, entail the following benefits:

Both the Applicant Companies operate in related segments within the consumer durables industry. Since the Transferor Company is a wholly owned subsidiary of the Transferee Company and their business activities are aligned, the management proposes to merge the Transferor Company into the Transferee Company under this Scheme. The merger is expected to yield various operational and strategic benefits:

- *significant reduction in multiplicity of legal and regulatory compliances, multiple record-keeping and cost saving by way of reduction of overheads, administrative, managerial, and other expenditure;*
- *synergies of operations which will help the merged entity to reap the benefits of economies of scale, improving organizational capability to enable the entity to compete in an increasingly competitive industry;*
- *efficiency in management of the merged entity and deployment of funds for organic and inorganic growth opportunities, to maximize shareholder value;*
- *more absolute and profound comparison with industry peers i.e. benchmarking business performance with industry; and*

(viii) In terms of clause 18 of the Scheme, the Transferor Company is a wholly owned subsidiary of the Transferee Company, accordingly, upon the Scheme becoming effective, all the equity shares as held by the Transferee Company in the Transferor Company either by itself or through its subsidiaries/nominees shall stand cancelled and



extinguished. Therefore, there will be no issue and allotment of shares as consideration by the Transferee Company to the shareholders of the Transferor Company upon coming into effect of the Scheme.

(ix) Upon the Scheme coming into effect, the authorized share capital of Transferor Company as on Effective Date shall stand transferred to and be added with the authorized share capital of Transferee Company, without any liability for payment of any additional fees (including fee payable to Registrar of Companies, except as may be required as per the applicable provisions of the Act) or stamp duty. The consent of members of the Transfree Company to the Scheme shall be sufficient for the purpose of effecting amendment in the Memorandum of Association and Articles of Association of Transferee Company and no further resolution(s) under sections 13, 14 and 61 of the Act and any other applicable provisions of the Act would be required to be separately passed nor any additional registration fee etc. be payable by Transferee Company.

(x) Upon the Scheme becoming effective, the Transferor Company shall be dissolved without following the process of winding up.

(xi) The Transferor Company has 2 (Two) equity shareholders as on September 30, 2025. The 100% shareholders of the Transferor Company have given their consent, by way of affidavit, to the Scheme. A certificate of M/s N G A M & Co., Chartered Accountants, Firm Regn. No. 016886C, certifying that list of equity shareholders of the Transferor Company as



on September 30, 2025 and the consent affidavits are attached as **Annexure- H(colly)** with the Application. The Transferee Company has 1,15,647 equity shareholders as on September 30, 2025. A certificate of M/s NGAM & Co., Chartered Accountants, Firm Regn. No. 016886C, certifying the shareholding pattern of the Transferee Company as on September 30, 2025, and the shareholding pattern as filed with the Stock Exchanges are attached as **Annexure-I(colly)** with the Application.

(xii) The Transferor Company, as on September 30, 2025, has no secured creditor. A certificate of M/s NGAM & Co., Chartered Accountants, Firm Regn. No. 016886C, certifying that as on September 30, 2025, the Transferor Company has no secured creditor is attached as **Annexure-J** with the Application. The Transferee Company has 14 secured creditors having an outstanding amount of Rs. 18,42,02,02,083.61 (Rupees Eighteen Hundred Forty-Two Crore Two Lakh Two Thousand Eighty-Three and Sixty-One Paise) as of September 30, 2025. A certificate of M/s NGAM & Co., Chartered Accountants, Firm Regn. No. 016886C, certifying the list of secured creditors of the Transferee Company as on September 30, 2025 are annexed as **Annexure-K (Colly.)** with the Application.

(xiii) The Transferor Company has 12 unsecured creditors having an outstanding amount of Rs. 7,83,48,580.73 (Rupees Seven Crore Eighty-Three Lakh Forty-Eight Thousand Five Hundred Eighty and Seventy-Three Paise) as on September 30, 2025. A certificate of M/s



NGAM & Co., Chartered Accountants, Firm Regn. No. 016886C, certifying the list of unsecured creditors of the Transferor Company as on September 30, 2025 are annexed as **Annexure-L(Colly.)**. The Transferee Company has 5,557 unsecured creditors constituting outstanding amount of Rs. 11,29,91,87,534 (Rupees Eleven Hundred Twenty-Nine Crore Ninety-One Lakh Eighty Seven Thousand Five Hundred Thirty-Four) as on September 30, 2025. A certificate of M/s NGAM & Co., Chartered Accountants, Firm Regn. No. 016886C, certifying the list of unsecured creditors of the Transferee Company, as on September 30, 2025, is annexed as **Annexure- M (colly.)**

(xiv) The Transferor Company is a wholly owned subsidiary of the Transferee Company, and upon the sanction of the Scheme, post amalgamation net-worth of the Transferee Company shall be highly Positive, which would be capable to meet all post amalgamation liabilities of the Transferee Company as and when it occurs, therefore, it is sought to dispense the requirement of convening the meetings of the equity shareholder, secured and unsecured creditors of both the Applicant Companies.

(xv) The Applicant Companies have placed reliance on the decision of the Hon'ble NCLAT in Reliance Industries Ltd vs. Registrar of Companies, Mumbai [Company Appeal no. 109 of 2023], in Re. Ambuja Cements Limited [Company Appeal (AT) No. 19 of 2021] and Patel Hydro Power Private Limited [Company Appeal (AT) No. 137 of 2021] had set aside the orders of the jurisdictional National Company Law Tribunals



directing the respective companies to convene the meeting of their stakeholders to consider the scheme of arrangement/ amalgamation on the basis of similar ground.

(xvi) The Hon'ble NCLAT has initially dealt with a similar situation in Company Appeal (AT) 137 of 2021, wherein the order of the NCLT was challenged in respect of the directions issued for convening the meeting of shareholders and creditors. The Hon'ble NCLAT held that

*"we observe that the rights and liabilities of Secured and Unsecured Creditors were not getting affected in any manner by way of the proposed scheme as no new shares are being issued by the 'Transferor Company' and no compromise is offered to any Secured and Unsecured Creditors of the 'Transferee Company'. Therefore, we are of the considered view that when the 'Transferor and Transferee Company' involve a parent Company and a Wholly Owned Subsidiary the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors can be dispensed with as the facts of this case substantiate that the rights of the Equity Shareholders of the 'Transferee Company' are not being affected. Therefore, we hold that obtaining 90% consent Affidavits from its unsecured Creditors is not required keeping in view the facts of the attendant case. "*

(xvii) The dispensation of convening the meetings is sought on the following grounds:

(a) The Transferor Company is a wholly owned subsidiary of the Transferee Company;



(b) No shares are to be issued by the Transferee Company in lieu or in exchange of its holding in the Transferor Company as consideration, and therefore, there is no reorganization in the paid-up capital structure of the Transferee Company;

(c) No compromise or arrangement is sought with any of the stakeholders;

(d) Pursuant to amalgamation, the net-worth of the Transferee Company will be highly positive;

(e) The Scheme would not result in any prejudicial effect upon the stakeholders of the Applicant Companies. Accordingly, it has sought dispensation from the requirement of convening the meetings of the shareholders, secured creditors and unsecured creditors of Applicant Companies.

(xviii) Since the shares of the Transferee Company are listed on Stock Exchanges and the proposed Scheme embodies the amalgamation of wholly owned subsidiary into its holding company, pursuant to the Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Transferee Company has made disclosures to the Stock Exchanges. The relevant receipt regarding the said disclosures are annexed as **Annexure-N(colly)** with the Application. It is further submitted that since the Transferee Company is listed on Stock Exchanges, Securities and Board Exchange of India ("SEBI") should be considered as a sectoral regulator. Apart from SEBI, the Applicant Companies are not governed by any other sectoral regulator. In this regard, affidavits by the respective authorised signatories of the Applicant Companies are attached with the Application as **Annexure-O**.



(xix) A certificate dated March 26, 2026 has been provided by M/s S.R. Batliboi & Co. LLP Chartered Accountants, Firm Regn. No.301003E/E300005, statutory auditor of the Transfree Company certifying that the accounting treatment given in Clause 20 of the Scheme is in compliance with the accounting standards as prescribed by the Central Government under section 133 of the Act is attached as **Annexure-P** with the Application.

(xx) The affidavits by the respective authorised signatory of the Applicant Companies, stating that the proposed merger does not require approval of Competition Commission of India are annexed as **Annexure-T(colly)** with the Application.

(xxi) The Scheme does not provide for any corporate debt restructuring with any of the secured and unsecured creditors of the Applicant Companies.

(xxii) No proceedings are pending for inspection/investigation under the Companies Act, 1956 or the Companies Act, 2013 and Foreign Exchange Management Act, 1999 and the Indian Penal Code, 1860 against the Applicant Companies or any of the director(s) of the Applicant Companies. An affidavit in this regard is attached as **Annexure-R(colly)** with the Application.

(xxiii) The Scheme is not prejudicial to the interests of the shareholders and creditors of the Applicant Companies. It is further



submitted that the proposed Scheme is beneficial to the Applicant Companies and their respective shareholders and creditors.

**4. The Applicant Companies have filed the Revised Scheme of Amalgamation with the Appointed date of 1st April, 2026.**

**ANALYSIS AND FINDINGS**

5. We have heard the Learned Counsel for the Applicant Companies and have perused the material available on record carefully and we have gone through the settled laws relied on by the Applicant Companies on the issue.

6. It is observed that the present Joint Application has been filed by the Applicant Companies seeking dispensation of the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of both the Applicant Companies. It is further observed that Transferor Company has 2 equity shareholders who have given their 100% consent to the scheme of amalgamation and it does not have the secured creditors. The Transferor company has 12 unsecured creditors whose consent has not been furnished. The Transferee Company has 1,15,647 equity shareholders, 14 secured creditors and 5,557 unsecured creditors whose consent has not been furnished. The Applicant Companies has prayed for the dispensation of the meeting of the shareholders of both the Companies whose consent has not been furnished on the following grounds:

(a) The Transferor Company is a wholly owned subsidiary of the Transferee Company.



(b) No shares are to be issued by the Transferee Company in lieu or in exchange of its holding in the Transferor Company as consideration, therefore, there is no reorganization in the paid-up capital structure of the Transferee Company.

(c) No compromise or arrangement is sought with any of the stakeholders.

(d) Pursuant to amalgamation, the net-worth of the Transferee Company will be highly positive amounting to Rs. 2918 crore.

(e) Further, the Ld. Counsel for the Applicant Companies has placed reliance on various judgements to show that where there is amalgamation of wholly owned subsidiary companies with their parent companies and no new shares are being issued or no compromise is offered, then the meetings of the shareholders of the Applicant Companies can be dispensed with. Some of the judgements relied upon and submitted in short notes are mentioned as follows:-

(i) Ericsson India Private Limited, Company Appeal (AT) No. 148 of 2021.

(ii) Mohit Agro Commodities Processing Private Limited, Company Appeal (AT) No. 59 of 2021.

(iii) Ambuja Cements Ltd, Company Appeal (AT) 19 of 2021.

(iv) Patel Hydro Power Private Limited, Company Appeal (AT) No. 137 of 2021.

(v) The following judicial pronouncements, and the relevant paragraphs thereof are extracted hereinbelow for reference to accept the plea for dispensing with the meeting of stakeholders:



The Hon 'ble NCLAT in 'Mohit Agro Commodities Processing Pvt Ltd. & Ors.' in Company Appeal (AT) No. 59 of 2021 Judgement dated 28.06.2021 has held that:

*"20. This Tribunal has placed reliance in '**DLF Phase IV, Commercial Developers Limited and Ors.**' in Company Appeal (AT) No. 180 of 2019 and observed that the scheme would not prejudicially affect the Creditors or Shareholders of the Appellant Company when an Application is filed by the 'Transferor Company' or 'Transferee Company', a separate Application is not necessary and dispensed with the meeting of the equity Shareholders and Creditors of the Appellant Company. At the cost of repetition, keeping in view that the financial position of the 'Transferee Company' is highly positive, the merger does not involve any compromise/arrangement with any Creditor of the Company, that there would be a positive net worth and Creditors would not be compromised, the Tribunal ought to have exercised the discretion in dispensing with the requirement of convening the meeting which would facilitate ease of doing business and save time and resources. To reiterate, we observe that the rights and liabilities of Secured and Unsecured Creditors were not getting affected in any manner by way of the proposed scheme as no new shares are being issued by the 'Transferor Company' and no compromise is offered to any Secured and Unsecured Creditors of the 'Transferee Company'. Therefore, we are of the considered view that when the 'Transferor and Transferee Company' involve a parent Company and a Wholly Owned Subsidiary the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors can be dispensed with as the facts of this case substantiate that the rights of Equity Shareholders of the 'Transferee Company' are not being affected."*



(vii) A similar view is taken by the Hon'ble NCLAT in '**Ericsson India Private Limited**' in **Company Appeal (AT) No. 148 of 2021** wherein the Hon'ble NCLAT observed that:

*"6. This Tribunal in a catena of Judgements has dispensed with the Meeting of the Shareholders wherein the case is of a merger of a Wholly Owned Subsidiary and Parent Company, wherein, the net worth of both Companies is positive and 'Unsecured Creditors' are paid off in the ordinary course of business and their liability is not affected as it is neither reduced nor extinguished. Relying on the Judgements of this Tribunal in the matter of "Ambuja Cements Limited" in Company Appeal (AT) No. 19 of 2021, "Mohit Agro Commodities Processing Pvt Ltd. & Ors." in Company Appeal (AT) No. 59 of 2021 and "DLF Phase IV, Commercial Developers Limited and Ors." in Company Appeal (AT) No. 180 of 2019, we are of the considered view that as the merger is of a Wholly Owned Subsidiary Company into its holding Company, no shares would be allotted as consideration pursuant to the merger; the proposed Scheme will not result in any dilution in the Shareholding of the Shareholders of the 'Transferee Company', the net worth of the 'Transferee Company' is positive, we are of the considered view that the ratio of this Tribunal in the aforementioned Judgements can be squarely made applicable to the facts of this case. We also hold that the material disclosed in the Affidavit is in compliance with Section 230(2)(a) of the Act read with Rule 6(3)(viii) of the Rules."*

### **CONCLUSION**

7. In view of the aforesaid discussion and having heard in detail the Ld. Counsel for the Applicant Companies, perusal of laws settled on this issue, we are of the view that:



(a) It has been the consistent approach of Hon'ble High Courts/NCLTs/Hon'ble NCLAT that in case of amalgamation between wholly-owned subsidiaries and parent company, where the net-worth of both the applicant companies is positive, as in this case, the meetings can be dispensed with.

(b) Having considered the facts and the objects of the Scheme as stated in the Application narrated hereinabove and material placed on record, we are inclined to dispose of the Company Application bearing CA(CAA) No. 11/Chd/Pb/2026, with the following directions:

(i) The convening and holding of the meeting of the Equity Shareholders of the Transferor Company is hereby dispensed with, keeping in view that all the Equity Shareholders have given their consents by way of affidavits.

(ii) The requirement of convening the meetings of the Secured Creditors of the Transferor Company does not arise as there are no secured creditors of the Transferor Company.

(iii) The convening and holding of the meetings of 12 unsecured Creditors of the Transferor Company is hereby dispensed with on the basis of reasons set out in Para 6 of the Order read with various judgements of NCLT, Hon'ble NCLAT and Hon'ble High court relied upon.

(iv) The convening and holding of the meetings of 1,15,647 equity shareholders, 14 secured creditors and 5,557 unsecured creditors of the Transferee Company (whose consent has not been furnished) is



hereby dispensed with on the basis of reasons set out in Para 6 of the Order read with various judgements of NCLT, Hon'ble NCLAT and Hon'ble High court relied upon.

(v) The authorized share capital of Transferor Company shall stand transferred to and be added with the authorized share capital of Transferee Company with effect from the Appointed Date.

8. With the aforesaid directions, the First Motion Application bearing **CA(CAA) No. 11/Chd/Pb/2026** stands **allowed** and **disposed of**, by giving liberty to the Applicant Companies to file Second Motion Petition in accordance with Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

9. The Registry is directed to serve a copy of this Order to the Learned Counsel for the Applicant Companies.

**Sd/-**

**(SHISHIR AGARWAL)**  
**MEMBER (TECHNICAL)**

**Sd/-**

**(KHETRABASI BISWAL)**  
**MEMBER(JUDICIAL)**

Sudesh