

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
DIVISION BENCH (COURT- I) CHENNAI**

ATTENDANCE CUM ORDER SHEET OF THE HEARING  
HELD ON **16.06.2026** THROUGH VIDEO CONFERENCING

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**PRESENT:** HON'BLE SHRI. SANJIV JAIN, MEMBER (JUDICIAL)  
HON'BLE SHRI. VENKATARAMAN SUBRAMANIAM, MEMBER (TECHNICAL)

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**IN THE MATTER OF** : Ford Motor Pvt Ltd

**MAIN PETITION NUMBER** : CA(CAA)/31(CHE)/2026

**(IA/MA) APPLICATION NUMBERS**

IA(CA)/150(CHE)/2026

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**ORDER**

Present: Ld. Counsel Shri. Srinivasan for the Applicant.

Vide common order pronounced in Open Court, both the applications are disposed of. Meetings are ordered.

**Sd/-**

**(VENKATARAMAN SUBRAMANIAM)**  
MEMBER (TECHNICAL)

MG

**Sd/-**

**(SANJIV JAIN)**  
MEMBER (JUDICIAL)

Date: 16.06.2026

**IN THE NATIONAL COMPANY LAW TRIBUNAL,  
DIVISION BENCH - I, CHENNAI**

**CA(CAA)/31(CHE)/2026**

*Under Sections 230 to 232 of the Companies Act, 2013 and the Companies (Compromises,  
Arrangements and Amalgamations) Rules, 2016*

*In the matter of Scheme of Arrangement between*

**Ford Motor Private Limited,**

CIN: U74120TN1998PTC041070

and having its registered office at

Plot No. 13, 15 and 16, Survey No. 602/3,

ELCOT SEZ Sholinganallur,

Chennai 600119,

Tamil Nadu.

*... First Applicant Company /  
Transferor Company*

*with*

**Ford India Private Limited**

CIN: U34103TN2000PTC045537

and having its registered office at

S P Koil Post , Chengalpattu

Kancheepuram 603204

Tamilnadu India

*... Second Applicant Company/  
Transferee Company*

*and*

*their respective shareholders and creditors*

**Order Pronounced on 16<sup>th</sup> June, 2026**

## CORAM

**SANJIV JAIN, MEMBER (JUDICIAL)**  
**VENKATARAMAN SUBRAMANIAM, MEMBER (TECHNICAL)**

Present:

*For Applicant(s): Ld. Counsels Vinod Kumar, Srinivasan M D of J. Sagar Associates*

## **ORDER**

1. Under consideration is the Company Application filed by **Ford Motor Private Limited (FMPL)** (First Applicant Company/ Transferor Company), and **Ford India Private Limited (FIPL)** (Applicant Company 2 / Transferee Company) for the approval of Scheme of Arrangement (Amalgamation) amongst the Applicant Companies and their respective shareholders and creditors under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Scheme of Arrangement (Amalgamation) (hereinafter referred to as the "SCHEME") proposed by the Applicants is appended as *Annexure 1 at page 32-65* of the application **CA(CAA)/31 (CHE)/2026**.

2. The Applicants in the Company Application have sought for the following reliefs:

	<b>EQUITY SHAREHOLDERS</b>	<b>SECURED CREDITORS</b>	<b>UNSECURED CREDITORS</b>
<b>FIRST APPLICANT COMPANY/ TRASFEROR COMPANY</b>	Dispense with the meeting	Not Applicable	Convene the meeting
<b>SECOND APPLICANT COMPANY/ TRANSFEREE COMPANY</b>	Dispense with the meeting	Not Applicable	Convene the meeting

3. The first applicant company viz. **Ford Motor Private Limited** (Transferor Company) is a private limited company with CIN U74120TN1998PTC041070 incorporated on 2nd September 1998 under the provisions of the Companies Act, 1956 ('1956 Act'). The registered office of Transferor Company is located at Plot No.13, 15 and 16, Survey No. 602/3, ELCOT SEZ Sholinganallur, Kancheepuram, Chennai-600119, Tamil Nadu, India.

3.1. The authorised, subscribed, issued and paid-up share capital of the First Applicant Company as on 31.12.2025 are as follows:

<b>Particulars</b>	<b>Amount in Rupees</b>
<b><u>Authorised share capital</u></b>	
1,00,00,000 equity shares of Rs.10/- each	10,00,00,000
<b>Total</b>	<b>10,00,00,000</b>
<b><u>Issued subscribed and paid up equity share capital</u></b>	
64,34,960 Equity Shares of INR 10 each	6,43,49,600
<b>Total</b>	<b>6,43,49,600</b>

3.2.The summary of the financial position of the First Applicant Company is tabulated below: (Audited BS as on 31<sup>st</sup> March 2025)

<b>Particulars</b>	<b>Amounts ( in Rs. lakhs)</b>
Net worth	39,51,06
Revenue from Operations 31.03.25	43,21,93
Secured Creditors 31.03.25	Nil
Unsecured Creditors 31.03.25	2,62,27.42

3.3The brief objects of the First Applicant Company as set out in the Memorandum are as under:

1. (a). *To establish and carry on in India and abroad the business of accounting services including the maintenance of general ledger, accounts payable and accounts receivable functions, fixed assets accounting and maintenance of its records, reconciliation of*

*statements, cost accounting, financial analysis, treasury related operations and accounting functions, designing and Implementing accounting controls through computer related functions and preparation of financial statements and all other business services.*

*(b) To carry on the business in India or abroad of Information Technology (IT), Information Technology Enabled Services (ITES), providing, training, educating, imparting knowledge, including the business of data entry, processing, to carry on the business of the services of call centers, back office, processing, outsourcing including Business Process Outsourcing (BPO), Knowledge Process Outsourcing (KPO) and Legal Process Outsourcing (LPO), Communication & Networking, Web Development related services, or any other related or allied business services directly or indirectly.*

*2. To develop, maintain, support, implement, roll out, co-ordinate, deploy, transfer and deal in information technology solutions and e-business solutions including Enterprise Resource Planning (ERP), Customer Relationship Management (CRM), Supply Chain Management (SCM) solutions on site and offshore for commercial, business, design, manufacturing and engineering applications of company and outside customers.*

*3. To provide information technology and e-business enabled services including call centers for internal and external customers to support products and services including technical support.*

*4. To provide consultancy services in process definition process reengineering, information technology solutions, e-business solutions including ERP and Customer Relationship Management (CRM), Call Centers and SCM and manpower consulting.*

*5. To provide support for information technology and e-business solutions including software release management, data and data base management and system performance enhancement.*

6. *To create, develop and manufacture and acquire intellectual properties, programming, software solution and application, merchandise for Internet, Television, Amusement, Entertainment, Education, Publicity and broadcasting industries.*
- 7 *To provide Internet dial-up, ISDN (Integrated Service Digital Network), Electronic mail, World Wide Web, Video Conferencing, Virtual Private Network (VPN), VSAT (Very Small Aperture Terminal), Voice over network and setting of Internet, Internet and Extranet, related services.*
8. *To provide technical assistance and services in respect of computers, designing of web pages, launching and setting up web pages on sites of Internet. Providing Telecommunication Internet Services, Internet server provider, Virtual private Network and Wide Area Networks.*
9. *To provide technical assistance and services related to the preparation and maintenance of accounting, statistical, scientific or mathematical information and reports, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description, system analysis, and machine services for solving or aiding commercial, industrial scientific and research problems and for all other related business.*
10. *To carry on and undertake the business of manufacturers, buyers, sellers, suppliers, agents, importers, exporters, dealers, distributors, and commission agents in computer hardware, software, components parts, accessories, counselling services in respect of all activities related to computers and programmes.*
11. *To provide consultancy services related to preparation and maintenance of accounting, statistical, scientific or mathematical information data of every kind and description, system analysis,*

*and machine services for solving or aiding commercial industrial scientific and research problems and for all other related business.*

12. Clause III(B) 3 of Memorandum of Association enables the company to enter into the amalgamation as under:

*"To amalgamate either in the whole or in part with any Company or Companies or enter into any partnership with or acquire interest in the business of any other Company, person or firm carrying on or engaged in or about to carry on or engage in any business or transaction or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person firm or Company or to acquire and carry on any other business auxiliary to the business of the Company or connected herewith or which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly, to enhance the value or render more profitable any of the Company's properties and to give or accept by way of consideration for any of the acts or things aforesaid or the property acquired, any money, shares, debentures, debentures stock, loan, stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debentures stock or securities so received."*

4. The second applicant viz **Ford India Private Limited** ("Transferee Company") is a private limited company by shares incorporated under the provisions of the 1956 Act and having the CIN U34103TN2000PTC045537. The registered office of Transferee

Company was originally located in the State of Maharashtra; and was subsequently shifted to the State of Tamil Nadu in terms of order dated 8th March 2000, passed by the Company Law Board, Western Region Bench, Mumbai. The registered office of the Transferee Company is currently located at S.P. Koil Post, Chengalpattu, Kancheepuram, Tamil Nadu - 603204, India.

4.1. The Authorised, Subscribed, Issued and Paid-up Share Capital of the Second Applicant Company as on 31.12.2025 are as follows:

<b>Particulars</b>	<b>Amount in Rupees</b>
<b><u>Authorised share capital</u></b>	
2,20,00,00,000 equity shares of INR 100/- each	2,20,00,00,00,000
25,00,00,00,000 Preference Shares of Rs. 100 each	25,00,00,00,000
<b>Total</b>	<b>2,45,00,00,00,000</b>
<b><u>Issued subscribed and paid up equity share capital</u></b>	
1,48,23,00,00,000 Equity Shares of INR 100 each	1,48,23,00,00,000
<b>Total</b>	<b>1,48,23,00,00,000</b>

4.2. The summary of the financial position of the Second Applicant Company is tabulated below: (Audited BS as on 31<sup>st</sup> March 2025)

<b>Particulars</b>	<b>Amounts ( Rs. in lakhs)</b>
Net worth	31,01,53
Revenue from Operations	49,95,45
Secured Creditors 31.03.25	Nil
Unsecured Creditors 31.03.25	10,37,33.25

4.3. The brief objects of the Second Applicant Company as set out in the Memorandum are as under:

1. *"To carry on the business of assemblers and manufacturers of, dealers in, hirers, repairers, cleaners, storers and warehouseers of motor-cars, motor-cycles, cyclecars, motors, scooters, cycles and carriages, launches, boats, vans and vehicles and other conveyances of all descriptions (all hereinafter comprised in the term " motors"), whether propelled or assisted by means of petrol, diesel spirit, machinery, appliances, component parts, accessories and fittings of all kinds for motors and other things, steam, gas, electrical, animal or other power, and of engines, chassis, bodies and other things used for, in, or in connection with motors and other things and to buy, sell, let on hire, repair, alter and deal in, or capable of being used in connection with the manufacture, maintenance and working of motors.*

2. To carry on the business of buying, selling, importing, exporting and dealing in or in any manner facilitating the purchase, sale, or dealing in automobiles of every nature, kind and description, assemblies, sub- assemblies, components, parts, equipments, systems, accessories, tools, dies, jigs, fixtures, implements, goods and materials related thereto.

3. To undertake the business of scientific research and development in the area of product development for the manufacture of all types of industrial products and in particular for products of the automotive industry by providing designing, engineering, reengineering and reverse engineering, prototyping, testing, packaging, certification, validation, product data management, and allied services including in the areas of style, quality, functional deployment, development of aggregates, supplier selection and development, quality assurance , self- certification etc.

4. To provide services, in India and elsewhere, of developing, operating, maintaining e-commerce portals, platforms (physical, digital or electronic), software applications for internet, mobile and other telecommunication devices, desktops, tablets and other devices for facilitating buying, selling and trading in all types of automobiles, whether new or used/second hand, all kinds of automobile products, tools, spare parts, accessories (through auctions and other price formats) and to provide consultancy, facilitation services and coordination services to suppliers, dealers and customers. "

5. Clause III(B) 3 of Memorandum of Association enables the transferee company to enter into the amalgamation as under:

*"To amalgamate either in the whole or in part with any Company or Companies or enter into any partnership with or acquire interest in the business of any other Company, person or firm carrying on or engaged in or about to carry on or engage in any business or transaction or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person firm or Company or to acquire and carry on any other business auxiliary to the business of the Company or connected herewith or which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly, to enhance the value or render more profitable any of the Company's properties and to give or accept by way of consideration for any of the acts or things aforesaid or the property acquired, any money, shares, debentures, debentures stock, loan, stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debentures stock or securities so received."*

5. The Board of Directors of Applicant Companies have approved the Scheme at their respective Board meetings held on 5th March 2026 (for the Transferor Company); and on 10th March 2026 (for the Transferee Company). The scheme involves the merger of the

Transferor Company into the Transferee Company along with all assets, undertakings, liabilities, contracts, employees, etc., for such consideration as stated in the Scheme. Certified copies of respective board resolutions of Applicant Companies are enclosed as ANNEXURE A- 10 (for the Transferor Company) and ANNEXURE A-11 (for the Transferee Company).

6. It is stated that the Scheme inter-alia provides for amalgamation of transferor company with transferee company by way of a merger by absorption and dissolution of Transferor Company without winding up ("**Amalgamation**"); and matters incidental, consequential or otherwise integrally connected with the above.
7. It is stated that the Transferor Company and Transferee Company are part of the same group i.e. "Ford Group" and have the same shareholders, i.e., FMC and Ford International Services LLC, USA ("FIS") with identical shareholding percentage of 90% being held by FMC and 10% being held by FIS in both the entities respectively. The management of the Ford Group proposes to consolidate the business operations being undertaken by the Transferor Company and the Transferee Company to realize the benefits of greater business

synergies and reduced administrative and other costs. More particularly, the proposed Amalgamation is expected to have the **following benefits:** -

- (i) The proposed Amalgamation will result in financial resources of the Applicant Companies being efficiently pooled, leading to centralized and efficient management of the funds, greater economies of scale and a bigger and stronger resource base for undertaking the business of export of goods and services.
- (ii) The proposed Amalgamation would help in achieving simplified organizational and corporate structure within the Ford Group and streamline business operations and decision-making process. Further, it would improve the earnings and cash flow as generated by the Transferee Company.
- (iii) The proposed Amalgamation will enable creation of a larger unified entity and will result in strengthening the financial position and sustainability of the Transferee Company by a wider and strong capital base and effective utilization of

funds in India. This will also reduce the Transferee Company's dependency on the global office of Ford Group for capital and other financial support and thus, will be able to give better security to stakeholders in India.

- (iv) The proposed Amalgamation will result in administrative and operational rationalization, organizational efficiencies, consolidation and improvement in internal systems, procedures and control, reduction in overheads costs, and other expenses and optimal utilization of various resources. Additionally, the proposed Amalgamation will help in better utilization of human resources.
- (v) The proposed amalgamation will simplify the working, reduce the compliances.

## **8. Salient features of the Scheme**

- i) The Scheme inter-alia provides for amalgamation of transferor company with transferee company as a going concern by way of a merger by absorption and dissolution of Transferor Company without winding up ("**Amalgamation**").

- ii) The **Appointed Date** of the Scheme is 01<sup>st</sup> April 2026 or such other date as may be fixed by the tribunal.
- iii) As per Clause 14.1 of the scheme, upon the Scheme finally coming into effect and in **consideration** of the transfer and vesting of all the said assets and liabilities of the Transferor Company to the Transferee Company in terms of the Scheme, the Transferee Company shall issue and allot equity shares to the shareholders of the Transferor Company, whose names appear in the register of members as on the Record Date, in the following ratio:
- "1 fully paid-up equity share of the Transferee Company of INR 100 each shall be issued for every 1 fully paid-up equity share of INR 10 each held in the Transferor Company".
- iv) **Accounting Treatment:** Clause 22.1 of the scheme states that notwithstanding anything to the contrary contained herein, the Transferee Company shall give effect to the amalgamation of the Transferor Company in its separate financial statements in accordance with the '**pooling of**

**interest method'** as laid down in the **Appendix C to Ind AS 103, 'Business combinations'** notified under **Section 133 of the Act** read with the rules issued there under and on the date determined as determined under Ind AS. The certificate to this effect by statutory auditors are enclosed as Annexure A 13.

9. **Valuation report** for the amalgamation is given by *Samarth Valuation Advisory LLP* vides its report dated 17<sup>th</sup> March 2026. *Fair Share Exchange Ratio* is proposed as below:

*Considering Ford Motor Company, USA and Ford International Services LLC, USA are the shareholders in the Specified Companies and hold identical shares in percentage terms i.e., Ford Motor Company, USA holds 90% stake in Specified Companies and Ford International Services LLC, USA holds 10% stake in Specified Companies, thus any share exchange ratio for the proposed amalgamation can be considered as the fair share exchange ratio.*

**Thus, we propose a share exchange ratio of 1:1 i.e., 1 share of FIPL to be issued for every 1 share held by the shareholders of FMPL.**

10. It is stated that the Applicant Companies are unlisted private limited companies and there is no need to issue notice to Stock Exchanges , SEBI or sectoral regulators from whom prior approvals are required.

11. It is stated that: **(i)** the Company Application discloses all material facts under Section 230(2)(a) of the 2013 Act relating to each of the Applicant Companies; **(ii)** there are no investigation or other legal proceedings pending against either of the Applicant Companies which have a material bearing on the aspect of sanction of the Scheme by this Tribunal as contemplated by Section 230(2)(a) of the 2013 Act; and **(iii)** the Scheme does not provide for any corporate debt restructuring under Section 230(2)(c) of the 2013 Act of either of the Applicant Companies. Hence, a creditors' responsibility statement and other requirements under Section 230(2)(c) of the Companies Act are not applicable.

12. It is stated that in the present case, notification of the Scheme to the Competition Commission of India is exempted under Rule 10 of the Competition (Criteria for Exemption of Combinations) Rules, 2024.

13. **IA CA 150 CHE 2026** has been filed by the applicants seeking the following relief:-

*“(a) Fix the place of physical meeting of unsecured creditors of the Transferee Company at Plot No. 13, 15 and 16, Survey No. 602/3, ELCOT SEZ Sholinganallur, Chennai 600119, Tamil Nadu, India, instead of the registered office of the Transferee Company, while considering and passing orders in the company application CA(CAA)/31(CHE)/2026.”*

14. We have taken into consideration the applications filed by the Applicants, the documents filed, the submissions made, as well as the position of law. Based on the above this Tribunal issues the following directions: -

**A. Ford Motor Private Limited** – (First Applicant Company / Transferor Company)

## **I. EQUITY SHAREHOLDERS**

(i) It is stated that the Transferor Company has two equity shareholders as on 31.03.2025. The Certificate issued by the independent chartered accountant certifying the list of Equity Shareholders is placed as *Annexure A14* of the application.

(ii) Both the shareholders have given written consent / NOC by way of an affidavit and the same are marked as Annexure A the transferor company has sought for dispensation of the meeting of shareholders.

iii) Since it is represented that both the **Equity** Shareholders of the Company have consented by way of affidavits forming 100% value of shareholding and the same are placed on record, convening and holding a meeting for equity shareholders is *dispensed with*.

## **II. SECURED CREDITORS**

(i) There are no Secured Creditors in the First Applicant Company. The independent Chartered Accountant Certificate certifying that there are no Secured Creditors as on 31.12.2025 is placed as **Annexure A 16** of the typed set.

(ii) Since it is represented by the Applicant Company that there are no secured creditors, there is no necessity for convening a meeting of secured creditors.

### **III. UNSECURED CREDITORS**

(i) As on 31.12.2025, there are 468 (Four hundred and sixty eight) Unsecured Creditors for Rs. 128.06 crores for first applicant company. The Certificate issued by the Independent Chartered Accountant certifying the list of Unsecured Creditors is placed as *Annexure A17*.

ii) Since it is represented by the Applicant Company that meeting of the unsecured Creditors may be held, this tribunal directs to convene a meeting of unsecured Creditors on 25<sup>th</sup> July 2026 at 10.30 AM. at registered office of transferor company at Plot No. 13, 15 and 16, Survey No. 602/3, ELCOT SEZ Sholinganallur, Chennai 600119, Tamil Nadu, India.

**B. Ford India Private Limited – (Second Applicant Company / Transferee Company)**

## **I. EQUITY SHAREHOLDERS**

(i) It is stated that the Transferee Company has two equity shareholders as on 31.03.2025. The Certificate issued by the independent chartered accountant certifying the list of Equity Shareholders is placed as **Annexure A18** of the application.

(ii) Since it is represented by the second Applicant Company that both the shareholders have given written consent / NOC by way of an affidavit and the same are marked as **Annexure A19**, the convening and holding a meeting for equity shareholders is *dispensed with*.

## **II. SECURED CREDITORS**

(i) There are no Secured Creditors in the Second Applicant Company. The independent Chartered Accountant Certificate certifying that there are no Secured Creditors as on 31.12.2025 is placed as **Annexure A 20** of the typed set.

(ii) Since it is represented by the Applicant Company that there are no secured creditors there is no necessity for convening a meeting of secured creditors.

### **III. UNSECURED CREDITORS**

(i) As on 31.12.2025, there are 544 (Five hundred and forty four) Unsecured Creditors for Rs.676.16 crores for second applicant company. The Certificate issued by the Independent Chartered Accountant certifying the list of Unsecured Creditors is placed as *Annexure A21*.

ii) Since it is represented by the Applicant transferee Company that meeting of the unsecured Creditors has to be held, this tribunal directs to convene a meeting of unsecured Creditors on **25<sup>th</sup> July 2026 at 12.00 PM.** at registered office of transferor company at Plot No. 13, 15 and 16, Survey No. 602/3, ELCOT SEZ Sholinganallur, Chennai 600119, Tamil Nadu, India.

The quorum for the meeting of the Applicant Company shall be as follows:

#### **(a) Transferor Company**

<b>SL NO</b>	<b>Class</b>	<b>Quorum</b>
1	Unsecured Creditors	47

## b) Transferee Company

SL NO	Class	Quorum
1	Unsecured Creditors	55

(i) The Chairperson appointed for the aforesaid meeting shall be *Mr. Raj Singh (Mobile No. 9779067077)*. The Fee of the Chairperson for the said meeting shall be *Rs.1,00,000/- (Rupees One Lakh only)* in addition to meeting his incidental expenses. The Chairperson(s) will file the reports of the meeting within a week from the date of holding of the above said meetings.

(ii) *Mr. Kishore P (Mobile No. 9362959697)* is appointed as a Scrutinizer and would be entitled to a fee of *Rs. 50,000/- (Rupees Fifty Thousand only)* for services in addition to meeting his incidental expenses.

(iii) In case the quorum as noted above, for the above meetings of the Applicant Companies is not present at the meeting, then the meetings shall be adjourned by half an hour, and thereafter the person(s) present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the

proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the applicant companies at least 48 hours before the meeting. The Chairperson appointed herein along with Scrutinizer shall ensure that the proxy registers are properly maintained. However, every endeavour should be made by the applicant companies to attain at least the quorum fixed, if not more in relation to approval of the scheme.

(iv) The meetings shall be conducted as per applicable procedure prescribed under MCA Circular MCA General Circular Nos. (i) 20/2020 dated 5th May 2020 (AGM Circular), (ii) 14/2020, dated 08.04.2020 (EGM Circular-I) and (iii) 17/2020 dated 13.04.2020 (EGM Circular-II);

(v) That individual notices of the above said meetings shall be sent by the Applicant Company through registered post or speed post or through courier or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, the place and the time as aforesaid, together with a copy of scheme, copy of explanatory statement, required to be sent under the Companies Act, 2013 and the prescribed form of proxy shall also be sent along and in addition to the

above any other documents as may be prescribed under the Act or rules may also be duly sent with the notice.

(vi) That the applicant company shall publish advertisement with a gap of at least 30 clear days before the aforesaid meetings, indicating the day, date and the place and time as aforesaid, to be published in the English Daily "Economic Times" (All India Edition), and "Dina Thanthi" Tamil (Tamil Nadu Edition) in Vernacular stating that the copies of Scheme, the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and the form of proxy shall be provided free of charge at the registered office of the respective Applicant companies.

(vii) The Chairperson shall as aforesaid be responsible to report the result of the meeting within a period of 3 days of the conclusion of the meeting with details of voting on the proposed scheme.

(viii) The company shall individually send notice to the Regional Director concerned, MCA, Registrar of Companies, Official Liquidator and the Income Tax Authorities as well as other Sectoral regulators who may have significant bearing on the operation of the applicant

companies or the Scheme *per se* along with copy of required documents and disclosures required under the provisions of Companies Act, 2013 read with Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.

(ix) The applicant company shall further copy of the Scheme free of charge within 1 days of any requisition for the Scheme made by every creditor or member of the applicant companies entitled to attend the meetings as aforesaid.

(x) The authorized Representative of the Applicant Company shall furnish an affidavit of service of notice of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meetings.

(xi) All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.

15. Accordingly, the Applications **CA(CAA)/31(CHE)/2026** and **IA(CA)/150(CHE)/2026** stand **allowed** on the aforesaid terms and are **disposed of**.

**-Sd-**

**VENKATARAMAN SUBRAMANIAN**  
MEMBER (TECHNICAL)

**-Sd-**

**SANJIV JAIN**  
MEMBER(JUDICIAL)