IN THE NATIONAL COMPANY LAW TRIBUNAL
COURT V, NEW DELHI
DIVISION BENCH

COMPANY PETITION NO. (CAA) 14 (ND)/2026
CONNECTED WITH
COMPANY APPLICATION NO. (CAA) 80 (ND)/2025

Under Section 230-232 and other applicable provisions of the Companies Act, 2013 r/w the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016)

IN THE MATTER OF SCHEME OF AMALGAMATION OF:

MAWANA FOODS PRIVATE LIMITED

...PETITIONER NO.1/TRANSFEROR COMPANY

AND

MAWANA SUGARS LIMITED

...PETITIONER NO.2/TRANSFEREE COMPANY

Order Delivered On: 03.09.2026

CORAM:

SHRI MANNI SANKARIAH SHANMUGA SUNDARAM,
HON'BLE MEMBER (JUDICIAL)

MS. REENA SINHA PURI,
HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant	: Ms. Hita Sharma, Ms. Ria Agarwal, Mr. Akshay Chugh, Mr. Kaustubh Prakash, Mr. Saheb Singh Chadha, Advs.
For Respondent	
For the OL	: Mr. Kartikeya Asthana, Ms. Urvashi Raj, Advs.
For the RD	: Ms. Aruna M. RD (NR)-1
For the SEBI	: Mr. Abhishek Baid, Mr. Mohit Kumar Bafna, Mr. Ravinder Kumar, Mr. Praneet Das, Advs.

ORDER

The captioned Company Petition has been preferred jointly by Mawana Foods Private Limited, (Petitioner Company 1 /Transferor Company), and Mawana Sugars Limited (Petitioner Company 2/ Transferee Company) with their respective shareholders and creditors, under Section 230 - 232 of Companies Act, 2013, read with the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 praying for the sanction of the Scheme of Amalgamation[1]. The Registered offices of the Petitioner Companies being in Delhi, the jurisdiction lies with this Bench. Hereinafter, all the Transferor and Transferee Companies together are called Petitioner Companies.

2. The prayer made in the petition reads thus:

"*Relief sought-*

A. Fix a date of hearing for disposal of this Petition.

B. Direct publication of joint notice of hearing m Delhi editions of newspapers namely, 'Business Standard' (English) and 'Business Standard' (Hindi).

C. Direct Petitioner Companies to jointly serve notice of this Petition to the following authorities in terms of section 230 (5) of the Companies Act, 2013 read with rule 8 and 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 upon:

(i) Regional Director, Northern Region Directorate I, Ministry of Corporate Affairs at B-2 Wing, 2 Floor, Paryawaran Bhavan, CGO Complex, New Delhi-110003 ("Regional Director");

(ii) Registrar of Companies, National Capital Territory of Delhi-II, at 4th floor, IFCI Tower, 61, Nehru Place, New Delhi-110019 ("Registrar of Companies");

(iii) Official Liquidator Hon'ble High Court, New Delhi Ministry of Corporate Affairs, Attached to High Court of Delhi 8th Floor, Lok

[1] Annexure – A of the Application.

Nayak Bhawan, Khan Market, New Delhi-110003 ("Official Liquidator");

(iv) Securities and Exchange Board of India at SEBI Bhavan BKC, Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra ("SEBI");

(v) BSE Limited at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 ("BSE");

(vi) National Stock Exchange oflndia Limited at Exchange Plaza, Cl, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400051 ("NSE");

(vii) Concerned Income-tax authorities having jurisdiction over the Petitioner Companies at:

Petitioner Company	**Jurisdiction**
I	DCIT Circle 16(1), Delhi
II	ACIT(OSD), Delhi,

(viii) Any other sectoral regulators required to be served.

D. Pass necessary directions to the Regional Director, Registrar of Companies, Official Liquidator, SEBI, BSE, NSE, and concerned income tax authorities, to provide their comments, if any, on the Scheme within 30 (thirty) days of receipt of notice.

E. The Scheme of amalgamation between Mawana Foods Private Limited and Mawana Sugars Limited and their respective shareholders and creditors as annexed herewith and marked as Annexure-A, may kindly be sanctioned by this Hon'ble Tribunal, with or without modification(s), so as to be binding on the said Petitioner Companies and their respective shareholders and other stakeholders of Petitioner Companies.

F. Pass such other order(s) as this Hon'ble Tribunal may deem fit and proper in the facts and circumstances of the present case."

Mawana Foods Private Limited (Petitioner No. 1/Transferor Company), having Corporate Identity Number (CIN) U74899DL2006PTC144412, is an unlisted Private Limited Company incorporated on 03.01.2006, under the Companies Act, 1956. Its registered office is situated at 5th Floor, Kirti Mahal, 19 Rajendra Place, Central Delhi, New Delhi - 110008. The authorized share capital of Transferor Company is Rs. 25,00,00,000, and its Issued, Subscribed & fully paid up share capital is Rs 20,03,68,510.

4. **Mawana Sugars Limited** (Petitioner No. 2/Transferee Company) having CIN: L74100DL1961PLC003413 is a Public Limited Company, incorporated on 27.03.1961 under the provisions of the Companies Act, 1956. The registered office of the Transferee Company is situated at office at 5th Floor, Kirti Mahal, 19 Rajendra Place, Central Delhi, New Delhi - 110008. The Authorised Share Capital of the Transferee Company is Rs. 175,00,00,000 and its Issued, Subscribed & Paid-Up Share Capital is Rs. 39,11,68,640.

5. The First Motion joint application was filed before this Tribunal vide CA (CAA)-80/ND/2025. Vide order dated 21.01.2025 allowed the First Motion Application wherein this Tribunal has dispensed with the requirement of convening meetings of Equity Shareholders and Unsecured Creditors of the Transferor Company and Secured Creditor of the Transferee Company. Also this Tribunal directed the Transferee Company to convene a meeting of their Equity Shareholders and Unsecured Creditor, at the venue, date, time and mode as decided by the Chairperson. The Chairperson filed its report dated 26.02.2026, wherein it was stated that the meeting of the Equity shareholders and Unsecured Creditor of the Transferee Company was held respectively, and the scheme of Amalgamation was unanimously approved by the Equity shareholders and Unsecured Creditor.

6. The Appointed Date[2] of the Scheme is 01.04.2025 for the Proposed Scheme of Amalgamation.

[2] Annexure-A, Definition Clause 4.4 of the Application.

The Rationale[3] of the Scheme as envisaged under the Scheme of Amalgamation, reads thus:

> **"Rationale of the Scheme**
>
> The Transferee Company is engaged in the business of manufacturing and marketing of sugar, ethanol and cogeneration of power at its units located at Mawana Sugar Works, Distt. Meerut, Uttar Pradesh and Nanglamal Sugars Complex, Nanglamal, Distt. Meerut, Uttar Pradesh whereas the Transferor Company is engaged in the business of trading of sugar under the brand name 'Mawana'. As both the Companies are engaged in similar line of businesses, accordingly, in order to leverage the existing strength and capabilities of group entities engaged in similar businesses, it is proposed to amalgamate the Transferor Company with and into the Transferee Company. Thus, the Amalgamation (as defined hereinafter) would, inter-alia, have the following benefits:
>
> a. The consolidation of business would create synergies between the businesses of the Companies, thereby enabling pooling of financial, marketing, technical, distribution and other resources along with optimum utilization of resources.
>
> b. The Scheme would lead to efficient and economical cost management, cost savings, better alignment, coordination and streamlining of day-to-day operations of the units and will provide a larger and stronger base for potential future growth.
>
> c. The consolidation of business would result in simplification of the existing corporate structure and eliminate administrative duplications, consequently rationalization of administrative expenses/ services as well as reducing multiple legal and regulatory compliances.
>
> d. The consolidation of business would allow for streamlined decision making process, help in better utilization of human resources and providing access to a larger and more diverse talent pool leading to improved expertise, skills and capabilities.

[3] Annexure-A of the Application.

e. The Scheme, as envisaged, is in the interest of the shareholders, creditors, employees, and other stakeholders of each of the Companies by pursuing a focused business approach under a single entity, thereby resulting in overall maximization of value creation of all the stakeholders involved.

f. The respective Board of Directors of the Transferor Company and the Transferee Company are of the opinion that the Scheme is not prejudicial to the shareholders, directors, key management personnel, creditors, lenders, employees and other stakeholders of the companies."

8. In the Second Motion application filed by the Petitioner Companies, this Tribunal directed to serve individual notices to the Statutory / Regulatory Authorities viz. Central Government through the Regional Director (Northern Region), Ministry of Corporate Affairs; the Registrar of Companies, NCT of Delhi & Haryana; the Jurisdictional Income Tax authorities; the Official Liquidator, Securities and Exchange Board of India, Bombay Stock Exchange Limited; National Stock Exchange of India; and such other Sectoral Regulatory Authorities, which govern working of the Companies involved in the Scheme, as well as get publication of the Scheme in the Delhi editions of the " Business Standard" (English language) and "Business Standard " (Hindi) newspapers in terms of Rule 7 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016 and thereafter file an affidavit, evidencing proof of service of notices and publication, vide order dated 18.03.2026.

9. In compliance with the aforementioned directions, the Petitioner Companies, filed affidavit of service dated 24.03.2026 confirming the services of notices. The publication of notice issued in terms of the provisions of Section 230(3) and (5) of the Companies Act, 2013 was published in two leading newspapers, one in Business Standard (English edition) and another one in Business Standard (Hindi edition) on 21.03.2026.

Statutory Authority - Registrar of Companies (RoC)/Regional director:

10. The Report of the RoC dated 27.04.2026, besides certain observations, also sought supplemental information from the Petitioner Companies, which were provided on 08.05.2026. The observations made by the RD/ROC and the

clarifications and undertakings given by the Petitioner Companies are summarized in the table below:

S. No.	Observations/ Objections by RD and ROC	Reply by Petitioner Companies
1.	In case of Transferor Company, Auditor has stated in the audit report for the F. Y. ended 31st March 2025, that the company has not paid the certain statutory dues on account of dispute.	In response to this observation, it is hereby submitted that: (i) The statutory dues of the Transferor Company as on the effective date of the proposed Scheme shall be transferred to and vested in the Transferee Company in accordance with Section 232(4) of the Companies Act, 2013 and clause 10 of the proposed Scheme upon its sanction by the Hon'ble Tribunal and effectiveness. (ii) The Transferee Company undertakes to duly pay, settle, and discharge all pending statutory dues of the Transferor Company as and when the same become due and payable, or as and when the demands, if disputed, finality and crystallize, attain amounts accordance with applicable laws. (iii) The interests of all concerned statutory authorities are safeguarded by virtue of the proposed Scheme itself, and the Transferee Company shall not be absolved from any statutory liabilities of the Transferor Company on account of sanction of the proposed Scheme.
2.	In case of Transferor Company, Auditor has stated in the audit report for the F. Y. ended 31st March-2025, that the company has incurred cash losses during the current year and the immediately preceding F.Y. of Rs. 14.36 Lacs and Rs. 70.66 Lacs respectively.	In response to this observation, it is hereby submitted that: i) The cash losses incurred by the Transferor Company are in the ordinary course of business and do not represent any extraordinary or exceptional loss. The losses arose primarily because the sales volumes and gross margins were

		insufficient to absorb fixed operating costs. Notably, the losses have progressively reduced over the past three financial years, from Rs. 96 Lacs in FY 2022 23 to Rs. 46 Lacs in FY 2023 24 and further to Rs. 11 Lacs in FY 2024-25, owing to consistent increase revenue from operations. The Transferor Company has since achieved a profit before tax of Rs. 39 Lacs on a provisional basis for FY 2025-26. ii) There are no restrictions under the Companies Act, 2013 or the Income Tax Act, 1961 for merger of a loss making company with a profit-making company. It is humbly submitted that this position has been duly considered by coordinate bench of this Hon'ble Tribunal in CP (CAA) No. 01/BB/2023 and CP (CAA) No. 07/BB/2023, both issued by the Bengaluru Bench of the Hon'ble NCLT, copies of which are annexed herewith and marked as Annexure-C. iii) The Transferor Company is a wholly owned subsidiary of the Transferee Company, and upon the proposed Scheme becoming effective, the Transferor Company shall get dissolved, and all the assets, liabilities, and reserves of the Transferor Company (if any) will be recorded at the carrying values in the consolidated financial statements of the Transferee Company. iv) The proposed merger of Transferor Company with and into the Transferee Company is beneficial as it would enable pooling of financial, marketing, technical, distribution and other resources, efficient and economical cost management, cost savings, streamlining of day to day

		operations, simplification of existing corporate structure, elimination of administrative duplications, and utilization of better human resources. v) The procedure set out in the Companies Act, 2013 has been complied in relation to the proposed Scheme, and the proposed Scheme is not in violation to any provision of law, unconscionable or contrary to public policy.
3.	As per shareholding pattern of the Transferor Company as on 31st March 202s, entire shareholdings of the company are held by the Transferee Company, Thus, Transferor Company is the wholly owned subsidiary of the Transferee Company. Further, it is also stated in the scheme, that the Transferor Company is the wholly owned subsidiary of the Transferee Company. Hence, the Transferor Company may be asked to provide the copy of e-form MGT-6 filed with the RoC.	In response to this observation, it is hereby submitted that: (i) Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, the proposed Scheme does not contemplate any fresh issue or allotment of shares by the Transferee Company to the shareholders of the Transferor Company, being itself, as consideration for the amalgamation. Accordingly, no increase in the authorized share capital Transferee of the Company is required in relation to the proposed Scheme. (ii) Further, the proposed Scheme does not envisage any automatic clubbing or merger of the authorized share capital of the Transferor Company with the authorized share capital of the Transferee Company, and accordingly, there arises no case for payment of stamp duty and other expenses on increase of the authorized share capital of the Transferee Company. (iii) The Transferee Company hereby undertakes to adhere to the applicable provisions of the Companies Act, 2013 and rules made thereunder in relation to the proposed Scheme.

4.	The Transferee Company may kindly be directed to comply with the provisions of Section 232 (3) (i) of the Companies Act, 2013 regarding fee payable of its revised Authorized Share Capital.	In response to this observation, it is hereby submitted that: (i) Form MGT-6, as required under Section 89 of the Companies Act 2013 read with applicable rules made thereunder, has been duly filed by the Transferor Company with the concerned Registrar of Companies within the prescribed timelines. (ii) A copy of the duly filed Form MGT-6, along with its acknowledgement of filling, is annexed to this affidavit and marked as Annexure D.

11. The Regional Director on 13.05.2026 submitted that they are satisfied with the Response given to the observations made by RD and has no further representation in this regard.

Statutory Authority - Income Tax department

12. The ITD has raised few observations in its report dated 08.04.2026, which were responded to by the Transferor Company in their reply dated 12.05.2026. The observations made by the Income Tax department and the clarifications and undertakings given by the Transferor Company are summarized in the table below:

<table>
<tr><th>S. No.</th><th>Observations/ Objections by Income Tax Department</th><th>Reply by Transferor Company</th></tr>
<tr><td>1.</td><td>Further in the case of M/s Mawana Foods Private Limited (PAN: AAJCS7525A), it is stated that, as per ITBA system, the status of pending appeals, assessment proceedings and outstanding demand arc as under:
<table>
<tr><th>S. No.</th><th>Name of the Company</th><th>PAN</th><th>Outstanding Demand</th><th>Pending Proceedings</th></tr>
<tr><td>1</td><td>M/s Mawana Foods Private Limited</td><td>AAJCS7525 A</td><td>Rs. 344/-</td><td>Nil</td></tr>
</table></td><td>In response to this observation, it is hereby submitted that:
(i) The Transferor Company has duly paid the outstanding demand of INR 334/- (Indian Rupees Three Hundred and Fourty Four) to the Income Tax Department on 12th May 2026 vide Challan No. 00033. A</td></tr>
</table>

	The NCLT is requested to consider the above and protect the interest of revenue before passing any order. In view of the above, it is stated that this office has No Objection regarding proposed scheme of arrangements in respect of arrangement.	copy of the Challan No. 00033 dated 12th May, 2026 certifying the payment of INR 344/- to the Income Tax Department is annexed herewith and marked as Annexure-C. (ii) Any future income tax demand pertaining to the Transferor Company shall be transferred to the Transferee Company with effect from the effective date upon sanction of the Scheme, in accordance with Clause 10 of the Scheme read with section 232(4) of the Companies Act, 2013. (iii) The Transferee Company undertakes to duly pay, settle, and discharge all pending statutory dues of the Transferor Company as and when the same become due and payable, or as and when the demands, if disputed, attain finality and the amounts crystallize, in accordance with applicable Laws. (iv) The interests of the Income Tax Department are safeguarded by virtue of the Scheme itself, and the Transferee Company shall not liabilities be absolved from any statutory of the Transferor Company on account of sanction of the Scheme.

3. The ITD has also raised observations in its report dated 08.04.2026, which were responded to by the Transferee Company in their reply dated 12.05.2026. The observations made by the Income Tax department and the clarifications and undertakings given by the Transferee Company are summarized in the table below:

S No.	Observations by Income Tax Department Having Jurisdiction Over Transferee Company	Reply by Transferee Company
1	3. In this regard, it is submitted that as per the information available on the Income Tax Portal, there is demand of Rs. 5,21,03,245/- against the Transferee Company i.e., Mawana Sugars Limited, PAN: AAACS4902Q and no assessment proceedings are currently pending in its case. 4. Further, it is understood that in respect of any proceedings that may be pending or may arise in future under the Income-Tax Act, 1961, against the Merging Entity the responsibility for compliance shall vest with the Merged Entity in accordance with the provisions of the Act. 5. In view of the above, this office has no objection to the proposed merger of M/s Mawana Foods Private Limited (Transferor Company) and Mawana Sugars Limited (Transferee Company), as per the scheme of merger. 6. This certificate is being issued based on the facts and information available as on date and without prejudice to any action that may be initiated by the	In response to these observations, it is hereby submitted that: (i) Pursuant to the Scheme becoming effective upon its sanction by this Hon'ble Tribunal, the Transferee Company shall remain in existence and will continue to be in force. (ii) The Transferee Company undertakes to duly pay, settle, and discharge all of its pending statutory as and when the same become due and payable, or as and when the demands, if disputed, attain finality and the amounts crystallize, in accordance with applicable laws. (iii) Any demand future income pertaining to tax the Transferor Company shall be transferred to the Transferee Company with effect from the effective date upon sanction of the Scheme, in accordance with Clause 10 of the Scheme read with section 232(4) Companies Act, 2013. (iv) The interests of the Income Tax Department are safeguarded by virtue of the Scheme itself, and the Transferee Company

	Department under the provisions of the Income-tax Act, 1961, if it is subsequently found that any material facts were concealed or misinterpreted."	shall not be absolved from any of its statutory liabilities or the statutory liabilities of the Transferor Company on account of sanction of the Scheme.

14. Subsequently, vide order dated 13.05.2026 directed the Transferee Company to file an affidavit regarding status of the appeal filed against the pending income tax demand order. The Transferee company filed an Affidavit dated 03.07.2026 in compliance with the order, stating that they have filed two Appeal with the CIT Appeals vide Appeal No. CIT (A), Delhi -22/10486/2019-20 against the demand for the AY 2017-18 and Appeal No. NFAC/2017-18/10050537 against the demand for the AY 2018-19.

15. The Income Tax Department has filed its report stating that while demands are outstanding, it has no objections to the proposed Scheme, subject to fulfilment of the conditions specified therein. The Transferee Company shall remain in existence, and interest of the Income tax Department will be protected by virtue of the Scheme. Further, it is submitted that all debts, dues, liabilities, duties, and obligations of the Transferor Company, whether or not provided for in the books of accounts, shall be assumed and discharged by the Transferee Company, and that any demands raised by the Income Tax Department shall not be affected by the Amalgamation.

Statutory Authority: Official Liquidator (OL)

16. The OL filed the Report in form of an affidavit dated 29.04.2026. Further, the Counsel for OL submitted on 13.05.2026 that the OL has no objection to the prayer made in the application.

Statutory Authority: Securities and Exchange Board of India

17. The SEBI filed their reply dated 07.07.2026 in compliance of order dated 13.08.2025 stating that SEBI has no objection to the approval of the scheme, subject to compliance with the conditions mentioned in the reply. The Transferee Company has filed an Affidavit dated 03.07.2026 stating that no prior approval required from SEBI as the scheme envisages the amalgamation of a wholly owned subsidiary with its parent company. Requisite disclosure

to BSE and NSE has been made by the Transferee Company on 13.05.2026. The NSE supported the reply filed by the SEBI as recorded in order dated 08.07.2026.

Analysis and Finding

18. We have heard the learned counsel appearing for the parties and have perused the records.

19. After examining the Scheme in detail, and in the absence of any further objections having been placed on record before this Tribunal, and it being satisfied that all requisite statutory compliances have been duly fulfilled, this Tribunal is of the considered view that the Scheme of arrangement proposed amongst the Petitioner Companies does not appear to be prejudicial to the interests of the equity shareholders or creditors of the Transferor Company and the Transferee Company. The Scheme appears to be fair and reasonable and beneficial to the said companies and their stakeholders. Accordingly, the Scheme stands sanctioned.

20. Notwithstanding the sanction granted to the Scheme, if any deficiency is found or any violation of any enactment, statutory rule or regulation is detected, such sanction shall not preclude any action being taken in accordance with law against the concerned persons, directors or officials of the Transferor Company and the Transferee Company.

21. It is made clear that if at any stage the undertakings or commitments made in respect of the observations of the Regional Director are found not to have been complied with, or are found to be incorrect, the present order shall be liable to be recalled.

22. It is further directed that any term contained in the Scheme which is contrary to the provisions of Section 6 of the Companies Act, 2013 shall be treated as *non est*.

23. It is also clarified that this Order shall not be construed as granting any exemption from payment of stamp duty, taxes or any other statutory charges payable in accordance with law, nor shall it be construed as dispensing with any permission, approval or compliance required under any applicable law.

24. It is clarified that the present Order shall not affect or come in the way of any pending investigation, proceedings or inquiry in relation to the Applicant Companies or their promoters, directors, key managerial personnel or any other persons associated with the affairs of the companies.

25. It is further clarified that any pending proceedings before any statutory or regulatory authority shall remain unaffected by the approval of the Scheme of Amalgamation and shall continue in accordance with law, without prejudice to the powers of the concerned authorities. Any liability that may arise pursuant to such proceedings, including those crystallizing after the Effective Date, shall be borne and discharged by the Transferee Company. The Transferee Company shall extend full cooperation and assistance to the concerned authorities, and this Order shall not be construed as impeding or prejudicing any investigation, inspection or other proceedings.

26. It is, made clear that the rights of the Income Tax Department shall not in any manner be affected by the sanction of the present Scheme. In the event any demand arises in respect of the Transferor Company, the same shall be borne and discharged by the Transferee Company.

27. Additionally, any proceedings initiated or continued by the Income Tax Department against the Transferor Company shall, upon the Scheme becoming effective, be deemed to have been initiated or continued against the Transferee Company, which shall step into the shoes of the Transferor Company for such purposes and shall be liable to respond and comply in accordance with law.

28. It is further clarified that any revision of financial statements, income tax returns, GST returns or other statutory filings shall be carried out strictly in accordance with law and without contravening Sections 130 or 131 of the Companies Act, 2013 or any other applicable statutory provision, and without causing prejudice to the interests of stakeholders. If any party is aggrieved by any such revision or action undertaken pursuant to the Scheme in violation of law, such party shall be at liberty to seek appropriate remedies in accordance with law against the Transferee Company.

29. The Transferor Company and the Transferee Company shall remain bound to comply with the provisions of the Companies Act, 2013, the rules and regulations framed thereunder, and all other applicable laws for the time being in force.

30. In compliance with the requirement of Section 232(7) of the Act, the Transferee Company shall until the full implementation of the Scheme of Amalgamation file a statement every year in Form CAA 8 along with the required fee with the Registrar of Companies as prescribed in the Companies (Registration offices and fees) Rules 2014 within 210 days from the end of each financial year.

31. It is further clarified that the sanction of the Scheme shall in no manner affect the tax treatment of the transactions contemplated therein under the provisions of the Income Tax Act, 1961, and shall not operate as any exemption or defense in respect of any tax liability arising under the said Act and the rules made thereunder.

32. It is clarified that the Amalgamated Company shall not be entitled to claim any refund, credit of advance tax or withholding tax, or any immunity from demand of income tax, except in accordance with the provisions of the Income Tax Act, 1961 and the rules made thereunder.

33. It is further directed:

(i) That the Transferor Company shall stand dissolved without following the process of winding-up; and

(ii) That all the property, rights and entitlement of the Transferor Company pertaining to the Business be transferred, without further act or deed, to the Resulting Company and accordingly, the same shall pursuant to Sections 230 to 232 of the Companies Act, 2013, be transferred to and vested in the Resulting Company for all the estate and interest of the Companies but subject nevertheless to all charges now affecting the same;

(iii) That all the liabilities and duties of the Transferor Company pertaining to the Business be transferred, without further act or deed, to the

Transferee Company and accordingly the same shall pursuant to Sections 230 to 232 of the Companies Act, 2013, would transferred to and become the liabilities and duties of the Resulting Company;

(iv) All the employees of the Transferor Companies shall be deemed to have become the employees and the staff of the Transferee Company with effect from the Appointed Date, and shall stand transferred to the Transferee Company without any interruption of service and on the terms and conditions no less favourable than those on which they are engaged by the Transferor Company, as on the Effective Date, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans and any other retirement benefits.

(v) All contracts of the Transferor Companies, which are subsisting or having effect immediately before the Effective Date, 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 it as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obliged thereto.

(vi) The Income Tax Department shall have the liberty to determine the tax implications of amalgamation under the Act, which shall prevail over the scheme, and even in case of liabilities arising against transferor companies, the transferee company shall be responsible/liable.

(vii) The Transferee Company is directed to comply with the provisions of S.232 (3)(i) of the Companies Act and would pay the fee payable on its revised authorized share capital.

(viii) All proceedings now pending by or against the Transferor Companies be continued by or against the Transferee Company.

(ix) The Appointed Date for the scheme shall be 01.04.2026 as appointed by this Adjudicating Authority;

(x) The Petitioner Companies shall, within 30 days after the date of receipt of this order, cause a certified copy of this order to be delivered to the Registrar of Companies for registration in the prescribed form.

(xi) Any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary;

(xii) As per the aforesaid directions, formal orders in Form No. CAA-7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 be issued after the filing of the Schedule of Properties within three weeks from the date of receiving a certified copy of this order by the petitioners.

34. All the concerned Regulatory Authorities are to act on this order. However, it is made clear that the present order would not entitle the Transferee Company to any exemption from requirement of obtaining license/ permit/ registration/ quota/ clearance/ concessions/ grants, needed by it from Central Government, State Government, Local authority, Sectoral regulator or any other authority constituted under any other law for the time being in force.

35. Accordingly, the **Scheme stands sanctioned** and **CP(CAA)/14/ND/2026** stands disposed on the above terms.

Sd/-
(REENA SINHA PURI)
MEMBER (TECHNICAL)

Sd/-
(MANNI SANKARIAH SHANMUGA SUNDARAM)
MEMBER (JUDICIAL)