

NATIONAL COMPANY LAW TRIBUNAL

COURT-V, MUMBAI BENCH

17.C.P.(CAA)/223(MB)2025, C.A.(CAA)/229(MB)2023

IN THE MATTER OF

Sarg Media Holding Private Limited

U/s 230-232 of the Companies Act, 2013

Order Delivered on 16.10.2026

CORAM:

SH. VINAY GOEL

MEMBER (J)

SH. CHARANJEET SINGH GULATI

MEMBER (T)

Appearance through VC/Physical/Hybrid Mode:

For the Petitioner:

For the Respondent:

ORDER

The above C.P.(CAA)/223(MB)2025 is listed for pronouncement of the order. The same is pronounced in open court, vide a separate order.

Sd/-

VINAY GOEL
Member (Judicial)

//Rahul//

Sd/-

CHARANJEET SINGH GULATI
Member (Technical)

**NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH – COURT - V**

C.P. (CAA) / 223 (MB) / 2025

IN

C.A. (CAA) / 229 (MB) / 2023

In the matter of the Companies Act,
2013

AND

In the matter of Section 230 to Section
232 read with Section 66 and other
applicable provisions of the Companies
Act, 2013 and rules framed thereunder

AND

In the matter of Scheme of Arrangement
(Merger by Absorption) between **SARG
Media Holding Private Limited**
("First Petitioner Company" or
"Transferor Company") and **ARG
Outlier Media Private Limited** (the
"Second Petitioner Company"/
"Transferee Company") and their
respective shareholders (the "Scheme")

SARG Media Holding Private Limited)
a company incorporated under the)
provisions of Companies Act, 2013, having)
registered office at B-1701/1702 Raheja)

Atlantis CHS, Ganpatrao Kadam Marg,)
Lower Parel, Mumbai, Maharashtra, India,)
400013)
CIN: U74999MH2016PTC284385) ... **First Petitioner Company /**
Transferor Company

ARG Outlier Media Private Limited,)
a company incorporated under the)
provisions of Companies Act, 2013, having)
registered office at Unit 326/327, the)
Centrium, Pheonix Market, City Mall, LBS)
Marg, Kurla West, Mumbai, Maharashtra,)
India, 400070) ... **Second Petitioner Company /**
CIN: U74999MH2016PTC284365 **Transferee Company**

*(First Petitioner Company and Second Petitioner Company are hereinafter
together referred to as ‘Petitioner Companies’)*

Order Delivered on: 16.10.2026

Coram:

Sh. Vinay Goel
Member (Judicial)

Sh. Charanjeet Singh Gulati
Hon’ble Member (Technical)

Appearances:

For the Petitioner Companies: Sr. Counsel, Mr. Gaurav Joshi (VC) a/w Adv.
Kunal Mehra, Adv. Neha Naik, Adv. Madhavi
Doshi and Adv. Khushi Bagaria i/b Phoenix
Legal (PH)

For the RD: Mr. Altap Shaikh ICLS, Asstt Director (VC)

C.P. (CAA) / 223 (MB) / 2025

1. Sanction of this Tribunal is sought under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**‘Act’**) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, for the Scheme of Arrangement (Merger by Absorption) of SARG Media Holding Private Limited (the **“First Petitioner Company”** or the **“Transferor Company”**) and ARG Outlier Media Private Limited (the **“Second Petitioner Company”** or the **“Transferee Company”**) and their respective shareholders (**“Scheme”**).
2. Ld. Counsel for the Petitioner Companies submits that the Petitioner Companies have approved the Scheme by passing Board Resolutions at their respective board meetings held on **18.05.2023** and have approached the Tribunal for sanction of the Scheme. The Board Resolutions of the respective Petitioner Companies approving the Scheme is annexed to the Company Scheme Petition as **“Annexure 7A and 7B”** (Pages 258-261 of Volume II).
3. The Appointed Date for the Scheme is **01.04.2026**.
4. It is submitted that the present Company Petition has been filed in consonance with the order dated 09.12.2024 passed by this Tribunal in C.A.(CAA)/229(MB)/2023. Ld. Counsel for the Petitioner Companies states that the Petitioner Companies have complied with all requirements as per directions of the Tribunal. The Scheme was approved by the requisite majority of the respective classes of shareholders and creditors, and the Chairperson submitted his reports dated 09.06.2025 in respect of the meeting held. Moreover, the Petitioner Companies undertake to comply with all the statutory requirements, if any, as required under the Companies Act, 2013, and the Rules & Regulations made there under.

Nature of Business: -

5. The nature of business of the Petitioner Companies has been submitted as under:

- a. *The First Petitioner Company is inter alia engaged in the business broadcasting, telecasting, transmitting or distributing audio, video or other-programmes or software for television, radio, internet, mobile or any other media and conducting events and other news related programming with the objective of telecast, broadcast reply through any media.*
- b. *The Second Petitioner Company is inter alia engaged in the business of news broadcasting and owns and operates the leading news channels, Republic Bangla, Republic Bharat and Republic TV (collectively referred to as "Republic Media Network"), across the country.*

The entire version main object of the Petitioner Companies is available in the Memorandum of Association which are annexed to the Company Scheme Application as Annexure – ‘**2A**’ (Pages 32-47 of Volume I) and ‘**4A**’ (Pages 69-85 of Volume I).

Rationale of the Scheme as submitted, is as under:

6. The Ld. Counsel for the Petitioner Companies submits that the rationale for Scheme of Arrangement is as under:

- a. *The Transferor Company and the Transferee Company are part of the same group and, pursuant to the Amalgamation by way of merger by absorption, there will be no change in the control or management of the Transferee Company;*
- b. *The Scheme will streamline the group structure by eliminating the promoter holding company and achieving a simple and transparent ownership structure for efficient control and conduct of the business of the Transferee Company and maximisation of Shareholder Value;*

- c. *The Scheme will ensure that the ability of the Transferee Company to conduct its business through subsidiaries is not compromised on account of restrictions on the number of layers of subsidiaries under the Companies (Restrictions on Number of Layers) Rule, 2017;*
- d. *The Scheme will avoid administrative duplication and multiple compliance requirements for two separate companies; and*
- e. *The Scheme will enable pooling of financial, managerial and technical resources of both Companies, resulting in Cost and Operational efficiencies and more productive utilisation of such resources.*

Share Capital

7. The Share Capital of the First Petitioner Company as on 31.03.2023 was as under:

Particulars	Amount in Rs.
Authorized share capital	
3,00,000 equity shares	30,00,000
5,67,000 Preference Share	56,70,00,000
Total	57,00,00,000
Issued, subscribed and fully paid-up share capital	
3,00,000 Equity shares	30,00,000
5,47,500 Preference Shares	54,75,00,000
Total	55,05,00,000

8. The Share Capital of the Second Petitioner Company as on 31.03.2023 was as under:

Particulars	Amount in Rs.
Authorized share capital	
3,73,000 equity shares	37,30,000
1,27,000 Preference Share	12,70,000
Total	50,00,000
Issued, subscribed and fully paid-up share capital	
2,00,000 Equity shares	20,00,000
100 Series A Equity Shares	1,000

28,599 Series A Preference Shares	2,85,990
40,652 Series B Preference Shares	4,06,520
9,910 Series C Preference Shares	99,100
Total	27,92,0610

9. It is submitted by the Petitioner Companies in their Affidavit in Rejoinder dated 28.05.2026 that there has been a change in the authorized share capital and paid up share capital of the Transferee Company after 31.03.2026. Accordingly, as on 01.05.2026 the revised capital structure of the Transferee Company is as follows:

Particulars	Amount in Rs.
Authorized share capital	
3,73,000 equity shares	37,30,000
1,27,000 Preference Share	12,70,000
Total	50,00,000
Issued, subscribed and fully paid-up share capital	
2,00,000 Equity shares	20,00,000
100 Series A Equity Shares	1,000
28,599 Series A Preference Shares	2,85,990
40,652 Series B Preference Shares	4,06,520
19,333 Series C Preference Shares	1,93,330
Total	28,86,840

Consideration

10. The issuance of Equity Shares and Series B1 Preference shares of the Transferee Company as set out in Clause 19.2 of the Scheme of Arrangement is as follows:

“(a) 0.6416 Equity Shares of INR 10 each of the Transferee Company are issued to the shareholders of the Transferor Company for every 1 Equity Share held by such shareholders in the Transferor Company as on the Record Date; and

(b) 0.0870 Series B1 Preference Shares of INR 10 each of the Transferee Company are issued to the shareholders of the Transferor Company for every 1 Preference Share held by

such shareholders in the Transferor Company as on the Record Date ("Share Exchange Ratio")."

11. When the matter came up for hearing on 07.01.2026, the following order was passed:

***"C.P.(CAA)/223(MB)2025-** Ld. Counsel for the Petitioner Companies submits that there has been some change in the shareholding of the Petitioner Companies in December 2025 on account of buy-back of shares and issuance of preference shares. He further submits that the impact of such change in the shares will have to be considered and further action in respect of the Company Petition has to be taken accordingly, for which he seeks accommodation.*

List this Company Petition for further consideration on 18.03.2026

12. Pursuant to the above order, the Petitioner Companies filed Affidavit in Rejoinder dated 28.05.2026. It is submitted that, consequent upon the revision in the Authorised Share Capital and Paid-up Share Capital of the Transferee Company as on 01.05.2026, the Share Exchange Ratio in respect of the Equity Share Capital of the Company has also been revised. The revised Share Exchange Ratio is as follows:

- (i) 0.6419 fully paid up equity shares of the Transferee Company of INR 10/- each shall be issued and allotted for every 1 fully paid-up equity share held by shareholders of the Transferor Company of INR 10/- each; and*
- (ii) 0.0870 fully paid -up preference shares of the Transferee Company of INR 10/- each shall be issued and allotted for every 1 fully paid-up preference share held by shareholders of the Transferor Company of INR 10/- each.*

The Scheme shall be implemented by the Petitioner companies after giving effect to the aforesaid updated share exchange Ratio.

13. The Central Government through Regional Director (Western Region - I) ('RD'), Ministry of Corporate Affairs, Mumbai has filed its report ('RD Report') dated 18.11.2025, inter alia, stating its observations on the Scheme made in Paragraph b(a) to (k). In response to the observations made by the RD, the Petitioner Companies have filed an Affidavit in Rejoinder dated 28.05.2026 and have given necessary clarification and undertakings which are as under:

Para No. b	Observation/ Requisition in the RD Report	Response/Undertaking of the Petitioner Companies
(a)	ROC Mumbai's report dated 14 th November 2025 confirmed that no inquiry, investigation, prosecution or complaint is pending against the Petitioner Companies and Financial Statements were filed up to 31 st March 2024.	<i>The Petitioner Companies take note of and confirm the same.</i>
(b)(1)	The Authorised and Paid-up Share Capital of the Transferee Company as mentioned in the Scheme does not match with the master data on MCA portal.	<i>The Petitioner Companies inter alia submit that there is no change in the Authorised Share Capital of the Transferee Company. The discrepancy in Paid-up Share Capital arises on account of:</i> <i>(i) buyback of 8,755 Series A CCPPS of the Transferee Company on 24th May 2024; and</i> <i>(ii) allotment of 9,423 Series "C" CCPPS by the Transferee Company on private placement basis on 22nd December 2025.</i> <i>The updated Paid-up Share Capital of the Transferee Company as on 01.05.2026 consists of 2,00,000 Equity Shares, 100 Series A Equity Shares, 28,599 Series A Preference Shares, 40,652 Series B Preference Shares and 19,333 Series C Preference Shares.</i>
(b)(2)	The statutory auditor has reported default in the repayment of	<i>The Petitioner Companies submit that any defaults in repayment of loans have been fully and</i>

	various loans of the Transferor Company as per financials as on 31st March 2024.	<i>transparently disclosed in the notes to accounts forming part of the audited financial statements, which have been duly filed with the Registrar of Companies. The said loans have been received from shareholders or shareholder group companies. Upon the Scheme becoming effective, these loans shall stand transferred to the Transferee Company, which is an operating entity with positive cashflows. The improved financial position of the Transferee Company is expected to enable efficient servicing and repayment of the said loans.</i>
(b)(3)	Clause 18 of the Scheme overrides Section 232(3)(i) of the Companies Act, 2013 relating to set-off of fees paid on Authorised Capital. The Transferee Company may be directed to pay differential fees after setting off fees already paid by the Transferor Company. Further, the Revised Clause V of the MOA of the Transferee Company in the Scheme inadvertently does not reflect the full combined Authorised Share Capital.	<i>Despite the unequivocal intention of the Scheme to consolidate the Authorised Share Capital of the Petitioner Companies, Clause 18.2 of the Scheme and the proposed Clause V of the Memorandum of Association of the Transferee Company inadvertently take into account only the Authorised Share Capital of the Transferee Company. To rectify this inadvertent omission, the following revised Clause V of the Memorandum of Association of the Transferee Company is proposed to be read in place of the original clause:</i> <i>“The Authorised Share Capital of the Company is Rs. 57,50,00,000 (Rupees Fifty-Seven Crores and Fifty Lakhs Only) divided into 3,72,900 Equity Shares of INR 10 each, 100 Series ‘A’ Equity Shares of INR 10 each, 49,000 Series ‘A’ CCPPS of INR 10 each, 5,70,42,000 Series ‘B1’ CCPPS of INR 10 each and 36,000 Series ‘C’ CCPPS of INR 10 each.”</i> <i>The Authorised Share Capital of the Transferor Company shall stand merged into and combined with the Authorised Share Capital of the Transferee Company pursuant to the Scheme without any further act or deed and without</i>

		<i>payment of any registration fee, filing fee or stamp duty on such combined Authorised Share Capital, other than payment of differential fees and stamp duty, if any, after setting off the fees already paid by the Transferor Company. The said undertaking is accepted.</i>
(b)(4)	Interest of the Creditors and Employees should be protected.	<i>The interests of creditors and employees are adequately protected under Clause 10 (Transfer of Liabilities) and Clause 14 (Employees) of the Scheme respectively.</i>
(c)	Payment of differential fees and stamp duty and compliance with Section 232(3)(i) of the Companies Act, 2013	<i>The Transferee Company undertakes to comply with Section 232(3)(i) of the Companies Act, 2013 and undertakes to make payment differential fees and stamp duty, if any, after setting off the fees already paid by the Transferor Company.</i>
(d)	In compliance with AS-14 or IND AS-103 (as applicable), the Transferee Company shall pass necessary accounting entries in connection with the Scheme to comply with other applicable Accounting Standards including AS-5 or IND AS-8.	<i>The Transferee Company undertakes that in addition to compliance with AS-14 for accounting treatment, the Transferee Company shall pass such accounting entries as may be necessary in connection with the Scheme to comply with other applicable accounting standards, including AS-5, where applicable. The said undertaking is accepted.</i>
(e)	The Scheme enclosed to the Company Application and the Company Petition must be confirmed to be one and the same with no discrepancy or change.	<i>The Petitioner Companies affirm that the Scheme enclosed to the Company Application and the Company Scheme Petition are one and the same and that there is neither any discrepancy nor any change made thereto. The said statement is accepted.</i>
(f)	The Petitioner Companies, under Section 230(5) of the Act, are required to serve notices on all concerned authorities likely to be affected by the Amalgamation. The approval of the Scheme by the Tribunal shall not deter such authorities from dealing with	<i>The Petitioner Companies confirm that notices have been duly served upon all concerned regulatory and statutory authorities under Section 230(5) of the Companies Act, 2013. The Petitioner Companies further undertake that the decision/directions of such concerned authorities shall remain binding on the Petitioner Companies,</i>

	issues arising after giving effect to the Scheme.	<i>subject to appropriate rights and remedies available to them under applicable law.</i>
(g)	The Appointed Date in the Scheme is 1st April 2023, which is ante-dated vis-à-vis the approval of the Hon'ble Tribunal, and the Petitioners may be required to change the Appointed Date in compliance with the requirements clarified vide MCA Circular No. F. No. 7/12/2019/CL-I dated 21.08.2019.	<i>The Petitioner Companies acknowledge that the Appointed Date Stipulated in the Scheme as 1st April 2023 is ante-dated. The Petitioner Companies bow to the discretion of this Tribunal and propose that the Appointed Date for the purposes of the Scheme be considered as 1st April 2026. The Petitioner Companies further undertake to comply with the requirements as clarified vide circular no. F. No.7/12/2019/CL-1 dated 21.08.2019 issued by the Ministry of Corporate Affairs.</i>
(h)	The Petitioner Companies shall undertake to comply with the directions of the Income Tax Department and GST Authorities, if any.	<i>The Petitioner Companies undertake to comply with the directions of the Income Tax Department and the GST Authorities, if any, subject to the appropriate rights and remedies available to the Petitioner Companies under applicable laws.</i>
(i)	The Petitioner Companies shall undertake to comply with the directions of the concerned sectoral Regulatory Authority.	<i>The Petitioner Companies undertake to comply with the directions of the concerned sectoral regulatory authority, subject to appropriate rights and remedies available to them under applicable laws. In this regard, the Ministry of Information and Broadcasting, vide its letter dated 1st June 2026, has advised the Transferee Company to comply with the extant Policy Guidelines, including as regards any change in shareholding pattern, Board of Directors, and MHA security clearance arising out of the Scheme. The Transferee Company, vide its letter dated 5th June 2026 addressed to the Ministry of Information and Broadcasting, has confirmed that the proposed merger does not result in any change in the ultimate beneficial ownership or effective control of the Transferee Company and has undertaken to comply with all extant Policy Guidelines of the</i>

		<i>Ministry of Information and Broadcasting post the Effective Date.</i>
(j)	The Petitioner Companies have issued shares at Security Premium and collected significant premium. The Petitioner Companies are directed to clarify regarding the filing of Form-2/PAS-3 with regard to issue of shares at premium, as complete forms are not available on MCA21 Portal. Petitioner Companies shall also comply with Section 68 of the Income Tax Act, 1961.	<i>The Petitioner Companies submit that all returns of allotments have been duly filed with the Registrar of Companies. The Transferor Company has utilized INR 4,410.96 Lakhs from Securities Premium towards Buyback of shares on 18th March 2023. The Petitioner Companies confirm compliance with Section 68 of the Income Tax Act, 1961 for issue of shares at fair value and confirm that no income tax assessments are pending in this regard.</i>
(k)	Form BEN-2 has not been filed by the Petitioner Companies as per MCA21 Portal records. The Petitioner Transferee Company shall comply with Section 90 of the Companies Act, 2013 read with the Companies (Significant Beneficial Owners) Amendment Rules, 2019.	<i>The Transferee Company submits that Form BEN-2 has been duly filed by the Transferee Company vide SRN AB4797433 on 20th June 2025, in compliance with Section 90 of the Companies Act, 2013 read with the Companies (Significant Beneficial Owners) Amendment Rules, 2019.</i>

14. When the matter came up for hearing on 12.08.2026, this Tribunal made certain observations, which are as follows:

“C.P.(CAA)/223(MB)2025-

- 1. The RD, in its report, under the observations in Paragraph (b)(3), has submitted that Part IV and Clause 18 of the Scheme contemplate consolidation of the Authorized Share Capital of the Petitioner Company pursuant to the Scheme, as is common practice and recognized under Section 232(3)(i) of the Companies Act, 2013.*

2. *It is further submitted that, despite the unequivocal intention of the Scheme to consolidate the Authorized Share Capital of the Petitioner Companies, inadvertently, the proposed language of Clause V of the MOA of the Transferee Company, as stipulated in Clause 18.2 of the Scheme, does not clearly specify the same.*
 3. *The Petitioner Companies, in their rejoinder, have submitted that the said clause inadvertently takes into account only the Authorized Share Capital of the Transferee Company and, accordingly, to rectify the inadvertent error, a revised clause is proposed to be deemed to be read in place of the original clause, as mentioned at Para 9, Page 8 of the rejoinder affidavit filed.*
 4. *When it was pointed out that such amended clause proposed to be incorporated in the Scheme would effectively be a change in the Petition behind the backs of the shareholders and the Creditors, Ld. Counsel for the Petitioner Companies seeks time to seek instructions from his clients either to pursue the Petition or to withdraw the same.*
 5. *List this Company Petition accordingly, for further consideration on 19.08.2026 as part-heard.”*
15. In compliance with the above observations of the Tribunal, the Petitioner Companies filed their respective Additional Affidavits dated 18.08.2026. It is submitted that during pendency of the Petition, as pointed out by the RD, an inadvertent error was observed in Clause 18.2 of the Scheme. Part IV, Clause 18 of the Scheme contemplates consolidation of the Authorised Share Capital of the Petitioner Companies pursuant to the Scheme, in accordance with Section 232(3)(i) of the Companies Act, 2013. It is submitted that despite the unequivocal intention of the Scheme to consolidate the Authorised Share Capital of the Petitioner Companies, inadvertently the proposed language of Clause V of the Memorandum of Association of the Transferee Company, as stipulated in Clause 18.2 of the

Scheme does not specify this very clearly and inadvertently only takes into account the Authorised Share Capital of the Transferee Company. Accordingly, to rectify the inadvertent error, the following revised clause is proposed to be deemed to be read in place of the original clause:

“The Authorised Share Capital of the Company is Rs. 57,50,00,000 (Rupees Fifty-Seven Crores and Fifty Lakhs Only) divided into 3,72,900 (Three Lakhs Seventy Two Thousand and Nine Hundred Only) Equity Shares having face value of INR 10 (Rupees Ten each), 100 (Hundred only) Series "A" Equity Shares having face value of INR 10 (Rupees Ten each), 49,000 (Forty-Nine Thousand Only) Series "A" Compulsorily Convertible Participatory Preference Shares i.e. CCPPS having Face value of INR 10 (Rupees Ten each), 5,70,42,000 (Five Crores Seventy Lakhs and Forty-Two Thousand Only) Series "B1" Compulsorily Convertible Participatory Preference Shares i.e. CCPPS having Face value of INR 10 (Rupees Ten each) and 36,000 (Thirty-Six Thousand Only) Series "C" Compulsorily Convertible Participatory Preference Shares i.e. CCPPS having Face value of INR 10 (Rupees Ten each).”

16. It is submitted that consequent to the Scheme becoming effective, and as an integral part of the amalgamation, the Authorised Share Capital of the Transferor Company shall stand merged into and combined with the Authorised Share Capital of the Transferee Company, pursuant to the Scheme without any further act or deed and without payment of any registration fee or filing fee or stamp duty on such combined Authorised Share Capital, other than payment of differential fees and stamp duty, if any, by the Transferee Company, post setting off fees and stamp duty already paid by the Transferor Company.
17. It is further submitted that a considerable period has elapsed since the original approval of the Scheme on 18.05.2023 in the ordinary course of regulatory and statutory proceedings under Sections 230 to 232 of the

Companies Act, 2013. The original Clause 27.1 of the Scheme of Arrangement stated as under:

“27.1 In the event any of the approvals and sanctions under the Scheme are not obtained, completed or forthcoming and/ or this Scheme is not sanctioned by the Tribunal or such other forum or authority and/ or order not being passed as aforesaid within a period of 3 (three) years from the date of filing the Scheme before the Tribunal or such other date as may be mutually agreed upon by respective Board of Directors of the Companies, the Scheme shall stand revoked, cancelled and be of no effect, in that event, no rights and liabilities whatsoever shall accrue to or be incurred inter-se on the Companies or their respective shareholders or creditors or employees or any other person, save and except in respect of any act or deed done prior thereto as contemplated hereunder, or as to any right, liability or obligation which has arisen and accrued pursuant thereto and which shall be preserved or worked out as specifically provided in the Scheme or as may otherwise arise under Applicable Law and in such case, each of the Companies shall bear its own costs unless otherwise mutually agreed.”

The said period of 3 (three) years is set to expire on 31.08.2026. Accordingly, in view of the foregoing in order to ensure that the Scheme of Arrangement remains valid up to date of approval / sanction of the Scheme from this Tribunal, the Board of directors of the Petitioner Companies has approved amending Clause 27.1 to reflect validity of the said Scheme for a period of 4 (four) years.

18. It is submitted that, the Board of Directors of Petitioner Companies, pursuant to powers granted to them under Clause 25 of the Scheme, have duly passed respective Board Resolutions dated 14.08.2026 approving the said amendments to the Scheme, to Clause 18.2 and Clause 27.1. The Board Resolution dated 14.08.2026 is annexed as “**Annexure A**” to the respective Additional Affidavits of the Petitioner Companies, while the

Revised/Amended Scheme of Arrangement is annexed as “**Annexure B**” thereto.

19. On 30.09.2026, the following order was passed by this Tribunal:

*“**C.P.(CAA)/223(MB)2025**- Heard the Ld. Counsel for the Petitioner Companies. Mr. Altap Shaikh appearing for the RD, Western Region, is present on behalf of the Regional Director, Western Region, Mumbai-1 and submits that the rejoinder filed by and on behalf of the Petitioner Companies in respect of their observations are satisfactory and that they have no further observations/objections to the proposed Scheme. Accordingly, the matter is **reserved for orders.**”*

Report of Official Liquidator

20. The Official Liquidator, High Court of Bombay has filed his report dated 16.06.2026 (**‘OL Report’**) wherein it has stated that there are no adverse observations and, in paragraph 5, the Official Liquidator has stated that *“That, the Official Liquidator humbly submits that on perusal of records of the transferor company, it is appears that the affairs of the transferor company have not been conducted in a manner prejudicial to the public interest or interest of creditors.”*

21. No further objections have been received by the Tribunal opposing the Company Scheme Petition nor has any party controverted any averments made in the Company Scheme Petition.

Order

22. From the material on record, it is evident that the error in Clause 18.2 (Consolidation of Share Capital and Amendment to Memorandum of Association of Transferee Company) of the original Scheme was inadvertent, as it took into account only the Authorised Share Capital of the Transferee Company instead of the combined Authorised Share Capital

of the Transferor and Transferee Companies. The error has been rectified in terms provisions of Clause 25 of the Scheme, which provides for modification/amendment. By resolutions dated 14.08.2026, the Boards of Directors of the Petitioner Companies have approved the amendment to Clause 18.2 (Combined Authorised Share Capital) and Clause 27.1 (Revocation/Cancellation Timeline), and the Revised/Amended Scheme was placed on record by Additional Affidavit dated 18.08.2026. The said amendment does not amount to a modification of the Scheme being inadvertent in nature and does not prejudice the rights or interests of any creditor or stakeholder of the Petitioner Companies. The Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy. Since all the requisite statutory compliances have been fulfilled, the Company Scheme Petition bearing No. **C.P.(CAA)/ 223(MB)/2025** along with Additional Affidavit dated 18.08.2026 is **approved**. Consequently, sanction is hereby granted to the Scheme under Sections 230 to 232 of the Companies Act, 2013, with the following directions:

- a. The Appointed Date for the Scheme is **01.04.2026**.
- b. The Transferor Company shall be dissolved without winding up.
- c. 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.
- d. While approving the revised/amended Scheme, we clarify that this Order should not, in any way, be construed as an order granting exemption from payment of stamp duty, taxes or other charges, if

any, and payment in accordance with law or in respect of any permission or compliance with other requirements which may be specifically required under any law.

- e. The Income Tax Department will be at liberty to examine the aspect of any tax payable by the Petitioner Companies. It shall be open to the Income Tax Authorities to take necessary action as permissible under the Income Tax Act. The decision of Income Tax Department shall be binding on the Transferee Company even for the concerns relating to Transferor Companies.
- f. All the duties, direct and indirect taxes (including any advance taxes), GST liabilities, liabilities under the erstwhile provisions of the VAT Act, Sales Tax Act, customs duty, excise duty and any other tax obligations or litigations thereunder for any tax laws for the Transferor Company shall be transferred to the Transferee Company, as a result of the revised/amended Scheme.
- g. The Petitioner Companies are directed to file a certified copy of this Order along with the revised/amended Scheme duly authenticated/certified by the Deputy Registrar or the Joint Registrar or the Assistant Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned Registrar of Companies, electronically in e-form INC-28 within 30 (thirty) days from the date of receipt of the certified copy of this Order along with the revised/amended Scheme.
- h. Certified copy of this Order along with the revised/amended Scheme be also submitted to all the concerned Statutory Authorities.
- i. Any proceedings now pending by or against the Transferor Company be continued by or against the Transferee Company.

- j. All the properties, rights, liabilities, duties and powers of the Transferor Company, be transferred without further act or deed, to the Transferee Company and accordingly the same shall, pursuant to Section 232 of the Companies Act, 2013, be transferred to and vest in the Transferee Company.
- k. The Petitioner Companies to lodge a copy of this Order and the Scheme duly authenticated by the Deputy Registrar or Assistant Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, within 60 days from the date of receipt of the Certified copy of the Order from the Registry.
- l. All the employees of the Transferor Company in service, on the date immediately preceding the date on which the Scheme takes effect i.e. the Effective Date, shall become the employees of the Transferee Company on such date, without any break or interruption in service and upon terms and conditions not less favourable than those subsisting in the concerned Transferor Company on the said date.
- m. Any person interested shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.
- n. Any concerned authorities are at liberty to approach this Tribunal for any further clarification as may be necessary.
- o. All concerned regulatory authorities to act on a copy of this Order duly certified by the Registry of this Tribunal, along with a copy of the revised/amended Scheme.

23. Ordered accordingly. The Company Scheme Petition with **C.P.(CAA)/223(MB)/2025 in C.A. (CAA) / 229 (MB) / 2023** stands **disposed of**.

24. File be consigned to record storage (current).

Sd/-

Vinay Goel

Member (Judicial)

Saumya, LRA

Sd/-

Charanjeet Singh Gulati

Member (Technical)