IN THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH-I

C.P. (CAA) NO. 120/MB/2026

IN

C.A. (CAA) NO. 107/MB/2026

In the matter of the Companies Act, 2013;

AND

In the matter of Section 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016;

AND

In the matter of Scheme of Merger by Absorption of

HINDUJA LEYLAND FINANCE LIMITED,

("Petitioner Company No. 1/Transferor Company")

INTO

NDL VENTURES LIMITED

("Petitioner Company No. 2/Transferee Company");

HINDUJA LEYLAND FINANCE LIMITED

(CIN: U65993MH2008PLC384221)

…Petitioner Company No. 1/Transferor Company

Into

NDL VENTURES LIMITED

(CIN: L65100MH1985PLC036896)

… Petitioner Company No. 2/Transferee Company

Order pronounced on 03.11.2026

Coram :

Shri Prabhat Kumar	**Shri Sushil Mahadeorao Kochey**
Hon'ble Member (Technical)	Hon'ble Member (Judicial)

Appearances:

For the Petitioner Companies	:	Adv. Senior Counsel Gaurav Joshi, Adv. Shamal Tambade i/b M/s. Crawford Bayley & Co.
For Regional Director	:	Mr. Altap Shaikh ICLS, Assistant Director

ORDER

The present Company Scheme Petition has been filed in the matter of the Scheme of Amalgamation between **HINDUJA LEYLAND FINANCE LIMITED** (hereinafter referred to as "***Petitioner Company No. 1/Transferor Company***") into **NDL VENTURES LIMITED** (hereinafter referred to as the "***Petitioner Company No. 2/Transferee Company***") **[*Petitioner Company No. 1/Transferor Company*** and ***Petitioner Company No. 2/Transferee Company*** are collectively referred as **"Petitioner Companies"]** and their respective shareholders and

creditors (hereinafter referred to as **"Scheme"**) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

1. **Petitioner Company No. 1/Transferor Company** bearing CIN: U65993MH2008PLC384221, was incorporated on 12.11.2008 under the provisions of the Companies Act, 1956, having its registered office at Plot No. C-21, Tower C (1-3 Floors), G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051.
2. **Petitioner Company No. 2/Transferee Company** bearing CIN: L65100MH1985PLC036896, was incorporated on 18.07.1985 under the provisions of the Companies Act, 1956, having its registered office address at IN Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai - 400093.
3. The registered offices of the Petitioner Companies are located in Mumbai, Maharashtra, and fall within the territorial jurisdiction of the Tribunal.
4. The Board of Directors of the Transferor and Transferee Companies, in their respective meetings held on 25.11.2025, have approved the Scheme. The Appointed Date fixed under the Scheme is 01.04.2026.
5. The Rationale for the proposed Scheme is as under:

> *"Considering the growth potential in the Non-banking finance sector and with an objective of creating shareholder value, the Transferee Company intends to engage in the business of a Non-Banking Finance Company (NBFC) and accordingly has amended its Memorandum of Association to reflect the same. The Transferee Company believes that the proposed merger by absorption of the Transferor company which is a leading NBFC will give the shareholders of the*

Transferee Company and opportunity to participate in the growing NBFC sector and thereby enhance value.

The Transferor company being a successful NBFC, will need growth capital to accelerate growth and believes that merging with the Transferor company will increase the avenues for raising growth capital both from public and interested investors thereby resulting in value enhancement for its shareholders.

The proposed corporate restructuring mechanism by way of a scheme of merger by absorption is beneficial, advantageous and not prejudicial to the interest of the shareholders, creditors and other stakeholders. The proposed merger of Transferor Company into Transferee Company is in consonance with the global corporate restructuring practices which intends and seeks to achieve flexibility and integration of size, scale and financial strength. Therefore, the management and board of Directors of the Transferor Company and the Transferee Company believe that this scheme shall benefit the respective companies and other stakeholders of respective companies through value creation, inter-alia, on account of the following reasons:

(a) Enable the Transferee Company to grow by providing significant impetus to its growth in the NBFC sector;

(b) Greater efficiency in capital raising by the merged entity, and unfettered access to both cash flow generated by the business and external capital raising which can be deployed more efficiently to fund growth opportunities;

(c) Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances and cost;

(d) Integrated operational strategies, inter-transfer of resources/ costs will result in optimum utilization of assets;

(e) Merger will result in increase in net worth of Transferee Company thereby enhancing its financial strength;

(f) Merger shall result in efficient and focused management control and system and higher level of corporate governance as required by listed entity.

There is no adverse effect of Scheme on the directors, key managerial personnel, shareholders, creditors, other security holders and employees of Transferor Company and Transferee Company. However, the Board of the Transferor Company upon merger shall stand dissolved without prejudice to decisions, actions, taken by the Board of the Transferor Company. The Scheme would be in the best interest of all stakeholders

Due to the aforesaid rationale, it is considered desirable and expedient to enter into this Scheme for merger by absorption of Transferor Company with the Transferee Company, and in consideration thereof issue equity shares of the Transferee Company to the shareholders of Transferor Company in accordance with this Scheme."

6. Consideration under the scheme is as under: -

"6.1 Upon coming into effect of this Scheme and in consideration of the merger of Transferor Company in the Transferee Company, the Transferee Company shall, without any further application, act or deed, issue and allot to the shareholders of the Transferor Company whose names are recorded in the register of members as a member of the Transferor Company on the Record Date (or to such of their respective heirs, executors, administrators or other legal

representatives or other successors in title as may be recognised by the Board of the Transferee Company), in the following manner:

"25 equity shares of the face value INR 10 each of NDL shall be issued and allotted as fully paid up for every 10 equity shares of the face value of INR 10 each fully paid up held in HLFL." ("Share Exchange Ratio")

The Transferee Company Shares to be issued by the Transferee Company to shareholders of the Transferor Company in accordance with this Clause 6.1 shall be hereinafter referred to as "New Equity Shares"

7. This Tribunal, vide order dated 17.06.2026, directed the convening of meetings of the Equity Shareholders and Unsecured Creditors of the Petitioner Companies. Accordingly, the Equity Shareholders' meetings of both Petitioner Companies were held through Video Conferencing or Other Audio-Visual Means (VC/OAVM) on 30.07.2026. The Scheme was approved by the Equity Shareholders of the First Petitioner Company, representing 100% in value and number of the shareholders present and voting. In the case of the Second Petitioner Company, the Scheme was approved by shareholders representing 99.99% in value and 97.87% in number of those present and voting.

8. The meeting of the Unsecured Creditors of the First Petitioner Company was also convened on 30.07.2026, at which the Scheme was approved by 99.99% of the total Unsecured Creditors participating in remote e-voting and e-voting. As regards the Second Petitioner Company, it is submitted that its three Unsecured Creditors, with an aggregate outstanding amount of Rs. 8,77,159 as on 31.03.2026, have been paid in the ordinary course of business and

have issued No-Dues Certificates. Accordingly, the meeting of the Unsecured Creditors of the Second Petitioner Company was dispensed with.

9. The Petitioner Companies have complied with all requirements as per the directions of this Tribunal vide order dated 17.06.2026 passed in C.A.(CAA)/107/MB/2026, and have filed the necessary affidavits of compliance before this Tribunal. Moreover, the Petitioner Companies have undertaken to comply with all statutory requirements, if any, as may be required under the Companies Act, 2013 and the Rules made thereunder.

10. The Petitioner Companies have submitted that:

    a. Notices under Section 230(5) of the Companies Act, 2013 were duly served upon the regulatory authorities, as directed by this Adjudicating Authority vide order dated 17.06.2026, and a joint affidavit of service dated 23.07.2026 has been filed on record, evidencing the same.

    b. There are no proceedings or investigations pending against the First Petitioner Company and the Second Petitioner Company under Sections 210-217, 219, 220, 223, 224, 225, 226 and 227 of the Companies Act, 2013.

    c. There are no IBC proceedings or litigation pending against the Petitioner Companies that have a material impact on the proposed Scheme.

11. The Regional Director, Western Region, Mumbai, has filed his Report dated 29.09.2026, making certain observations therein. The Petitioner Companies have filed their joint affidavit in reply to the Regional Director's Report on 29.09.2026 and have submitted/undertaken that –

    i. The Petitioner Companies shall comply with the provisions of Rule 8A(1)(w) of the Companies (Incorporation) Rules, 2014.

ii. The Petitioner Companies shall comply with the provisions of Section 232(3)(i) of the Companies Act, 2013.

iii. The Petitioner Companies shall protect the interests of their creditors and employees.

iv. The Transferee Company shall, in addition to complying with Accounting Standard-14 or Ind AS-103, pass such accounting entries as may be necessary in connection with the Scheme to ensure compliance with other applicable Accounting Standards, including AS-5 or Ind AS-8.

v. The Scheme enclosed with the Company Application and the Company Petition is identical, with no discrepancy or change.

vi. The approval of the Scheme by this Tribunal shall not preclude the concerned authorities from examining any issues arising after the Scheme takes effect, and their decisions shall be binding on the Petitioner Companies.

vii. The Petitioner Companies shall comply with the directions, if any, issued by the concerned sectoral regulatory authorities.

viii. The Petitioner Companies shall comply with the requirements clarified vide Circular No. F. No. 7/12/2019/CL-I dated 21.08.2019, issued by the Ministry of Corporate Affairs.

ix. The Petitioner Companies shall comply with all applicable provisions of the Income-tax Act and the requirements of the GST authorities, as applicable.

x. The Petitioner Companies have stated, without prejudice, that the Transferor Company and the Transferee Company have filed Form BEN-2 with the Registrar of Companies and have complied with the provisions of Section 90 of the Companies Act, 2013, read with Rule 2(1)(h) of the Companies (Significant Beneficial Owners) Rules, 2018.

12. The learned Authorized Representative for the Regional Director (RD) appeared on 01.10.2026 and conveyed that they have no objection if the scheme is considered for approval.

13. The Official Liquidator, High Court, Bombay, in his Report dated 17.09.2026, raised observations on the Transferor Company's overdue loan portfolio, substantial near-term repayment obligations, and the valuation of certain loan assets classified as Fair Value through Other Comprehensive Income (FVTOCI). In response, the First Petitioner Company, vide Affidavit in Reply dated 17.09.2026, clarified that the Expected Credit Loss (ECL) provisions as at 31.03.2026 are adequate, that the loan assets, net of such provisions, fairly represent their realisable value, and that the Company is well-positioned to meet its repayment obligations. It further submitted that the valuation methodology complies with Ind AS 113 and that an independent valuer has been engaged to determine the fair value of identified loan assets. Subject to these observations, the Official Liquidator stated that the affairs of the Transferor Company had not been conducted in a manner prejudicial to the interests of its creditors or the public interest.

14. The Assistant Commissioner of Income Tax (Central)-2(3), Mumbai, filed a Report dated 12.08.2026. In response, the Petitioner Companies, vide joint Affidavit in Reply dated 03.09.2026, clarified that the Scheme is proposed for bona fide commercial reasons and that its tax implications shall be governed by the applicable provisions of the Income-tax Act, 1961/2025. They further undertook that the sanction of the Scheme shall not prejudice the rights of the Income Tax Department to initiate or continue any present or future proceedings, or to take appropriate action in accordance with law in the event of any tax avoidance or violation of the Income-tax laws.

15. No other objection has been received from any statutory or regulatory authority. Accordingly, the Scheme is deemed unopposed unless otherwise stated.
16. We have perused the submissions made by the Petitioner Companies and the reports submitted by the Regional Director (RD), the Income Tax Department (IT Dept.), and the Official Liquidator (OL). The Petitioner Companies have undertaken to comply with all undertakings given in their reply to the observations of the RD, IT Dept., and OL.
17. From the material on record, the Scheme appears to be fair and reasonable, does not violate any provisions of law, and is not contrary to public policy, as no objection has so far been received from any other authority, creditors, members, or any other stakeholders.
18. Since all the requisite statutory compliances have been fulfilled, the Company Petition bearing CP(CAA)/120/MB/2026 in CA(CAA)/107/(MB)/2026 is made absolute in terms of the prayer clauses of the said Company Scheme Petition. It shall be binding on the Petitioner Companies and all concerned, including their respective Shareholders, Creditors, Employees and/or any other stakeholders.
19. The Transferor Company is dissolved without winding up.
20. The Income Tax Department will be at liberty to examine the aspects relating to any tax payable as a result of this scheme. If it is found that the scheme ultimately results in tax avoidance under the provisions of the Income Tax Act, it shall be open to the Income Tax authorities to take such necessary action as may be possible under the Income Tax Law.
21. Needless to say, all liabilities accruing in the transferor company shall be transferred to the Transferee Company; however, the

liabilities in respect of offences committed under this Act by the officers in default of the transferor company prior to its merger, amalgamation or acquisition shall continue after such merger, amalgamation or acquisition as provided in Section 240 of the Companies Act, 2013.

22. The Petitioner Companies are directed to file a copy of this Order and a copy of the Scheme of Arrangement with the concerned Registrar of Companies electronically in E-Form INC-28 within 30 days of the date of receipt of the Order by the Petitioner Companies.

23. 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 Companies on the said date.

24. The Petitioner Companies shall 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 within 60 days from the receipt of the Order, if any.

25. The present Company Scheme Petition i.e. **C.P.(CAA)/120/MB/2026** in **C.A.(CAA)/107/MB/2026** is **allowed and disposed of**, Ordered accordingly.

Sd/-	**Sd/-**
Prabhat Kumar	**Sushil Mahadeorao Kochey**
Member (Technical)	Member (Judicial)

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