IN THE NATIONAL COMPANY LAW TRIBUNAL,

NEW DELHI BENCH, COURT-VI

COMPANY APPLICATION NO. (CAA)– 32 (ND)/2026

(Under Section 230-232 read 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:

BETWEEN

NM Automation & Control Private Limited
Registered Office at 326/327, Building No. 2,
Sonal Link Industrial Estate Link Road,
Malad (West), Mumbai, Maharashtra, India, 400064

...Non-Applicant Company/Transferor Company

AND

Sonepar India Private Limited

Registered Office at 507, 5th Floor,
Bhikaiji Cama Bhawan, Bhikaiji Cama Place,
New Delhi, Delhi, India, 110066

...Applicant Company/Transferee Company

Order Pronounced on: 05.11.2026

CORAM:

JUSTICE JYOTSNA SHARMA
HON'BLE MEMBER (JUDICIAL)

SMT.REENA SINHA PURI
HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant : Adv Ashutosh Gupta, Adv Ajitesh Kumar and Adv Kritika Mehrotra

ORDER

1. The present application has been preferred by **Sonepar India Private Limited (Applicant/ Transferee Company)** with **NM Automation & Control Private Limited (Non-Applicant/ Transferor Company),** seeking approval of this Tribunal for the Scheme of Amalgamation under Sections 230 and 232 read with the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 in respect of the Transferee Company.

2. Proposing a Scheme for the amalgamation of **NM Automation & Control Private Limited** with **Sonepar India Private Limited** under Sections 230-232 of the Companies Act, 2013, the application seeks following directions:

   a. *To allow this application and approve & sanction the proposed Scheme of Amalgamation;*

   b. *To pass directions for the dispensation of the meeting of the Equity Shareholders of the Applicant Company/ Transferee Company;*

   c. *To pass directions for the dispensation of the meeting of the Secured Creditors of the Applicant Company/ Transferee Company,*

   d. *To pass directions for the dispensation of the meeting of the Unsecured Creditors of the Applicant Company/ Transferee Company, and/ or*

   e. *Pass such other and further Orders as this Hon'ble Tribunal may deem fit in the facts and circumstances of the case.*[1]

[1] Page No. 29 of the Application.

The Transferor Company/Non-Applicant, **NM Automation & Control Private Limited**, bearing CIN: U74900MH2007PTC171966, was incorporated on 25.06.2007 as a private limited company, pursuant to Certificate of Incorporation issued by the Central Registration Centre, on behalf of the jurisdictional Registrar of Companies. The registered office address of the Transferor Company is situated at 326/327, Building No. 2, Sonal Link Industrial Estate Link Road, Malad (West), Mumbai, Maharashtra, India, 400064. The Authorized Share Capital of the Company is Rs. 50,00,000 and the issued, Subscribed and Paid-up Share Capital of the Company is Rs. 40,00,000.

4. The Transferee Company/Applicant Company, **Sonepar India Private Limited**, bearing CIN: U51109DL2009PTC194818, was incorporated on 01.10.2009 as a private limited company, pursuant to Certificate of Incorporation issued by the Central Registration Centre, on behalf of the jurisdictional Registrar of Companies. The Transferee Company was initially incorporated under the name ESK India Commerce and Trade Private Limited. Pursuant to the approval of the Registrar of Companies, the name of the Transferee Company was changed to Sonepar India Private Limited with effect from 11.09.2019. The registered office address of the Transferee Company is situated at 507, 5th Floor, Bhikaiji Cama Bhawan, Bhikaiji Cama Place, New Delhi, Delhi, India, 110066. The Authorized Share Capital of the Company is Rs. 210,00,00,000 and the issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,99,75,52,000.

5. The registered office of the Transferee Company is situated in Delhi and falls within the territorial jurisdiction of this Bench, whereas the registered office of the Transferor Company/Non-Applicant Company is situated in Mumbai and, accordingly, falls within the territorial jurisdiction of the National Company Law Tribunal, Mumbai Bench.

The Transferee Company have placed on record their Certificates of Incorporation, along with copies of their respective Memorandum and Articles of Association, which, inter alia, set out their object clauses. Copies of the audited financial statements, along with the Auditor's Reports for the financial year ended 31.03.2025 have also been placed on record. Further, the unaudited provisional financial statements for the period ending 31.03.2026 have also been placed on record. It is further noted that the Board of Directors of Transferee Company/Applicant Company, at a meeting held on 11.05.2026, have approved the proposed Scheme of Amalgamation. Copies of the Board Resolution[2] passed by the Transferee Company/Applicant Company are on record and annexed to the application as **Annexure 7**.

7. The Appointed Date of the Scheme is 01.04.2026, as mentioned in the scheme.

8. The rationale for the proposed Scheme of Amalgamation, as stated by the Applicant Company, is as under:

3. RATIONALE FOR THE SCHEME[3]

NMACPL is the wholly owned subsidiary of the SIPL. Given the synergies in the business operations of NMACPL and SIPL, the merger of NMACPL into SIPL is proposed to enhance operational and financial efficiency. The scheme of amalgamation would benefit the respective businesses inter alia on account of the following reasons:

i. The proposed amalgamation of the Transferor Company with the Transferee Company would enable consolidation of the Company thereby leading to unlocking of values of the consolidated Transferee Company;

ii. Also, the independent operations of Transferor Company and Transferee Company leads to incurrence of significant costs and thus the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving;

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[2] Page Nos. 171-172 of the Application
[3] Page Nos. 333-335 of the Application.

iii. *The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of all the Company thereby accelerating growth, expansion and development of their business;*

iv. *The amalgamation would also provide the Transferee Company a strong and focused base to undertake the business more advantageously;*

v. *The Scheme does not have any adverse effect on either the shareholders or the employees or the creditors of the Transferor Company.*

The other benefits expected to arise from the proposed Scheme of Amalgamation are as follows:

a. *Amalgamating NMACPL with SIPL will give the consolidated company better opportunities, better finances, and adequate resource mobilization to sustain growth;*

b. *Strengthening and consolidating the position of SIPL and enabling it pursuant to the scheme of amalgamation/merger contemplated herein to participate more vigorously and profitably in an increasingly competitive and liberalized market;*

c. *Consolidation of business and enhancement of economic value addition and shareholders' value;*

d. *Enabling better leverage of facilities infrastructure and human resources and for better administration;*

e. *Augmenting and strengthening core business of SIPL resulting in enhancement of shareholders' value of both NMACPL and SIPL;*

f. *Enabling the amalgamated entity to raise funds from the banks, financial institutions on better terms;*

g. *The merger will result in significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out each by NMACPL and SIPL and also to avoid duplication of administrative functions and eliminate multiple record-keeping;*

h. *The merger will inure to the benefit of NMACPL and SIPL, their shareholders, creditors, employees and all concerned and will enable these companies to achieve and fulfil their objectives more efficiently and economically;*



i. NMACPL and SIPL have in principle formulated the present Scheme as it would augur to the benefit of all the stake holders.

9. Affidavits in support of the above Application have been sworn by Mr. Bharat Bhushan Nagpal, (Transferee Company) who has been duly authorized by the Board of Directors of the Transferee Company at the Board Meeting held on 11.05.2026[4] and the same have been duly filed along with the Application.

10. Clause 11 of the Scheme refers to the status of all staff, workmen and employees of the Transferor Company on the Effective date following the proposed amalgamation with and into the Transferee Company.

11.1 Upon the Scheme coming into effect, all staff, workmen, and employees of the Transferor Company who are in service on the Effective Date shall, without any break in service, be deemed to have become staff, workmen, and employees of the Transferee Company with effect from the Effective Date. The terms and conditions of their employment with the Transferee Company shall be no less favorable than those applicable to them under the Transferor Company, and the Transferee Company shall recognize the continuity of their service.

11.2 Subject to the provisions of Clause 11.1 above, upon the Scheme coming into effect and with effect from the Appointed Date, the Transferee Company shall, in all respects, take on the administration, operation, and funding of the following funds or schemes for the benefit of the staff, workmen, and employees of the Transferor Company: provident fund, gratuity fund, superannuation fund, employees' state insurance contributions, leave encashment schemes,staff welfare schemes, or any other special funds created or existing, including any agreements or arrangements with the Life Insurance Corporation of India (if applicable). All rights, benefits, obligations, powers, and duties of the Transferor Company related to these funds shall automatically vest in the Transferee Company upon the coming into effect of this Scheme. The Transferee Company shall assume full responsibility for contributions to

[4] Page No. 171-172 of the Application.

these funds and shall adhere to the terms and conditions of the relevant trust deeds or fund arrangements. The continuity of service for all employees with respect to these funds shall be preserved, and all accrued rights and entitlements of the employees shall remain unaffected.

11. The Board of Directors of the Applicant Company, at the meetings held on 11.05.2026 approved and adopted the Scheme of Amalgamation.

12. The proposed Scheme involves the Amalgamation of the Transferor Company with the Transferee Company, whereby the entire business of the Transferor Company is proposed to be amalgamated with the Transferee Company in the manner set out in the Scheme. The Transferor Company is the wholly owned subsidiary of the Transferee Company/ Applicant Company. Further, the proposed consolidation is intended to streamline the corporate structure by eliminating redundancies and reducing compliance and administrative costs. It is expected to enable optimal utilization of combined assets and resources, consolidation of manpower and operations, and achievement of economies of scale. The Scheme would also facilitate unified accounting and improved cash flow management, resulting in greater operational efficiency and enhanced management control over the combined business.

13. It has been submitted by the Transferee Company/ Applicant Company that under the Scheme, no shares shall be issued as consideration for the merger by the Applicant/ Transferee Company. The equity shares held by the Applicant/Transferee Company in the Transferor Company shall stand cancelled in its entirety.[5]

14. The Applicant submits that, as on 30.04.2026, Applicant Company/ Transferee Company has 02 (Two) Equity Shareholders. A Certificate from the Chartered Accountant certifying the list of Equity Shareholders along with their respective consents by way of affidavits are annexed to the application as Annexure 8[6].

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[5] Affidavit dated 17.06.2026
[6] Page No. 173-210 of the Application

15. It is further represented that the Applicant Company/ Transferee Company has nil secured creditors, and a Certificate from the Chartered Accountant[7] certifying the same is annexed as Annexure-12.

16. It is further represented that the Transferor Company has 896 (Eight Ninety Six) Unsecured creditors for an aggregate value of Rs. 303,44,70,214.67. A Certificate from the Chartered Accountant[8] certifying the list of Unsecured creditors is annexed to the application as Annexure-12. It is submitted that no consent has been obtained from any of the unsecured creditors and the Applicant Company is seeking dispensation of the requirement of convening the meeting of the Unsecured Creditors as the Transferor Company is the wholly owned subsidiary of the Transferee Company/ Applicant Company and the Scheme does not in any manner adversely affect the rights or interests of the Unsecured Creditors of the Applicant/ Transferee Company. However, in the event this Tribunal directs the calling and convening of the meeting of the Unsecured Creditors, the Transferee Company/ Applicant Company undertakes to convene and hold the same in accordance with the directions of this Tribunal.

17. It is submitted that in relation to the secured creditors, Applicant company has nil secured creditor, the requirement for convening of meeting does not arise, and in respect of the Equity Shareholders, 100% have provided their consent; therefore, the requirement of convening meetings of the Equity Shareholders may be dispensed with in terms of Section 230(9) of the Companies Act, 2013. Accordingly, the Applicants pray for dispensation of convening the meetings of Equity Shareholders, along with dispensation of issuance and publication of notices.

18. It is further submitted that in relation to Unsecured Creditors, no consent Affidavits have been obtained, the Transferee Company is seeking dispensation of the requirement of convening the meeting of the Unsecured Creditors as the Transferor Company is the wholly owned subsidiary of the Transferee Company/ Applicant Company and the Scheme does not in any

[7] Page No. 291-328 of the Application.
[8] Page No. 291-328 of the Application.

manner adversely affect the rights or interests of the Unsecured Creditors of the Applicant/ Transferee Company. However, in the event this Tribunal directs the calling and convening of the meeting of the Unsecured Creditors, the Transferee Company/ Applicant Company undertakes to convene and hold the same in accordance with the directions of this Tribunal.

19. The Applicant company has furnished the following documents with the Application:

i. Copy of the Scheme of Amalgamation (Annexure-13)

ii. Copies of Master Data, Certificates of Incorporation, and Memorandum and Articles of Association of the Transferee Company[9] (Annexure-6).

iii. Copies of Audited financial statements[10] of Transferee Company for the financial year ended March 31, 2025, along with unaudited/ provisional financial statements[11] for the period ended on 31.03.2026 (Annexure-10 and Annexure-11).

iv. Certified true copy of the Board Resolution[12] 11.05.2026 dated passed by the Board of the Transferee Company approving the Scheme (Annexure-7)

v. List of Equity Shareholders holders[13] of the Transferee Company along with Chartered Accountant certificates certifying their details as on 30.04.2026, together with affidavits of consent of such shareholders (Annexure-8).

vi. List of secured creditors[14] of the Transferor Company, along with CA certificates certifying their details as on 30.04.2026 (Annexure-12).

vii. List of unsecured creditors[15] of the Transferee Company, along with CA certificates certifying their details as on 30.04.2026 (Annexure-12).

viii. Certificate issued by the Statutory Auditor[16] of the applicant company certifying the accounting treatment proposed in the Scheme

[9] Page 138-170 of the Application.
[10] Page 212-272 of the Application.
[11] Page 273-290 of the Application.
[12] Page No. 171-172 of the Application.
[13] Page No. 173-210 of the Application.
[14] Page No. 291-328 of the Application.
[15] Page No. 291-328 of the Application.
[16] Page No. 372-374 of the Application.

(Annexure-14).

20. The Application and affidavit state the following material facts relating to the Applicant Companies in terms of Section 230(2):

a. no proceedings for inspection, inquiry or investigation under the provisions of the Companies Act, 2013, the Companies Act, 1956, or any other applicable law, are pending against the Applicant Transferee Company; and

b. No proceedings under the Insolvency and Bankruptcy Code, 2016, including corporate insolvency resolution process, liquidation or winding-up, are pending against the Applicant Transferee Company; and

c. No material legal proceedings are pending against the Applicant Transferee Company.

21. We have heard the submissions made by the Ld. Counsel and perused the records/ documents placed on record. The details regarding the number and value of shareholders and creditors of the Transferee Company, along with the status of their consent to the proposed Scheme, are tabulated for ease of reference:

Company	**Particulars**	**Total No.**	**Consent No.**	**Status of Consent**
Applicant Company / Transferee Company	Equity Shareholders	2	2	Consent Affidavits are given by 100% Equity shareholders
	Secured creditors	Nil	Nil	Requirement for convening of meeting does not arise
	Unsecured creditors	896	Nil	No consent Affidavits have been obtained, the Transferee Company is seeking dispensation of the requirement of convening

				the meeting of the Unsecured Creditors as the Transferor Company is the wholly owned subsidiary of the Transferee Company/ Applicant Company and the Scheme does not in any manner adversely affect the rights or interests of the Unsecured Creditors of the Applicant/ Transferee Company. However, in the event this Tribunal directs the calling and convening of the meeting of the Unsecured Creditors, the Transferee Company/ Applicant Company undertakes to convene and hold the same in accordance with the directions of this Tribunal.

22. With regard to the shareholders (equity) of the Transferee Company, since 100% of the shareholders have provided their consent/no-objection to the proposed Scheme by way of affidavits, the petitioner has prayed that the requirement to convene a meeting may be dispensed with.

23. As regards the secured creditors, the Transferee Company has nil secured creditor. Hence, the requirement for convening of meetings does not arise.

24. Regarding unsecured creditors of the Transferee Company, the Transferee Company is seeking dispensation of the requirement of convening the

meeting of the Unsecured Creditors as the Transferor Company is the wholly owned subsidiary of the Transferee Company/ Applicant Company and the Scheme does not in any manner adversely affect the rights or interests of the Unsecured Creditors of the Applicant/ Transferee Company. However, in the event this Tribunal directs the calling and convening of the meeting of the Unsecured Creditors, the Transferee Company/ Applicant Company undertakes to convene and hold the same in accordance with the directions of this Tribunal.

25. In view of the above, we direct the following:

a. The meeting of the equity shareholders of the Transferee Company is dispensed with.

b. The meeting of the secured creditors of the Transferee Company are not required to be held since no secured creditors are reported.

c. In the absence of a consent affidavit from the unsecured creditors, a meeting of the unsecured creditors shall be convened at the venue, date, time, and mode as decided by the Chairperson in consultation with the counsel for the Applicant Company.

d. It is further directed that the meeting shall be convened through video conference with the facility of remote e-voting in compliance of the MCA General Circular dated 08.04.2020 and 05.05.2022, for the purpose of considering the Scheme.

a. The following appointments are made for the purpose of conducting meeting of the Unsecured creditors of the Transferee Company:

Chairperson	:	Ms. Anu Jagmohan Singh, Former NCLT Member Mobile No. 9958499223 Email – anusingh208@yahoo.co.in
Scrutinizer	:	Mr. Himanshu Kaushik, Advocate

b. The Chairperson's fee for the aforementioned meetings shall be Rs. 1,50,000, while fees of the Scrutinizer would be Rs. 75,000 in addition to reimbursement of any incidental expenses. The Chairperson is required to submit his report within two weeks from the conclusion of e-voting and/or the postal ballot. The fees for the Chairperson, and Scrutinizer, along with their out-of-pocket expenses, shall be borne by the Applicant Company.

a. The Scrutinizer's report will contain his findings on the directions issued in this order.

b. It is further directed that notice of the said meetings shall be sent by the Transferee Company to its unsecured creditors 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 and time as aforesaid, together with a copy of the Scheme, copy of the explanatory statement with Share Exchange Ratio which is required to be sent under the Companies Act, 2013 and the applicable Rules and any other documents as may be prescribed under the Act shall also be duly sent with the notice.

c. It is further directed that along with the notice, the Transferee Company shall also send, a statement explaining the effect of the scheme on the creditors, key managerial personnel, promoters and non-promoter members, etc. along with the effect of the Scheme of Arrangement on any material interests of the Directors of the Company, if any, as provided under sub-section (3) of Section 230 of the Act.

d. It is also directed that the Provisional Financial Statements of Applicant Company not older than 6 months prior to the date of the

meeting be also circulated for the aforesaid meeting(s) in terms of Section 232(2)(e) of the Act.

e. The Transferee Company shall publish an advertisement with a gap of at least 30 clear days before the aforesaid meeting, indicating the day, date and time of the meeting as aforesaid, to be published in Business Standard" (English, Delhi Edition) and in "Business Standard" (Hindi, Delhi Edition). The publication shall indicate the time within which copies of the Scheme of Arrangement shall be made available to the concerned persons, free of charge from the registered office of the Transferee Company. The publication shall also indicate that the explanatory statement required to be furnished pursuant to Sections 230 & 232 read with Section 102 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Transferee Company in accordance with the second proviso to sub-section (3) of Section 230 and Rule 7 of the Companies (CAA) Rules, 2016. The Transferee Company shall also publish the notice of the meeting on its website, if any.

f. Voting shall be allowed on the "Scheme" through electronic means which will remain open for a period as mandated under Clause 8.3 of Secretarial Standards on General Meetings to the Transferee Company under the Act and the Rules framed thereunder.

g. The Chairperson shall be responsible for reporting the results of the meeting to the Tribunal in Form No. CAA-4, as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 within 7 (seven) days of the conclusion of the meeting. The Chairperson would be fully assisted by the authorized representative/ Company Secretary of the Applicant Company and the Scrutinizer, who will assist the Hon'ble Chairperson in preparing and finalizing the report.

h. The Applicant Company shall individually and in compliance of sub-section (5) of Section 230 of the Act read with Rule 8 of Companies

(Compromises, Arrangements and Amalgamations) Rules, 2016 send notices in Form No. CAA-3 along with a copy of the Scheme, Explanatory Statement and the disclosures mentioned in Rule 6 of the Rules to the following authorities:

a. Central Government through the Regional Director (Northern Region);

b. Registrar of Companies, NCT of Delhi & Haryana;

c. Official Liquidator, High Court of Delhi;

d. Jurisdictional Income Tax Department, New Delhi & Chief Commissioner of Income Tax, New Delhi;

e. Such other Sectoral Regulator(s) governing the business of the Applicant Companies, if any;

stating that report on the same, if any, shall be sent to this Tribunal within a period of 30 days from the date of receipt of such notice and copy of such report shall be simultaneously sent to the Applicant Company, failing which it shall be presumed that they have no objection to the proposed Scheme.

i. The Applicant Company shall furnish a copy of the Scheme free of charge within one day of any requisition for the Scheme made by any person entitled to attend the meeting as aforesaid.

j. The authorized representative of the Applicant Company shall furnish an affidavit of service of notice of meeting and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meeting.

k. On completion of the exercise as above, the Applicant Company shall be entitled to move an appropriate application.

26. All the aforesaid directions are to be complied with strictly in accordance with the applicable laws, including forms and formats contained in the Rules, as well as the provisions of the Companies Act, 2013 by the Applicant Company.



7. The Court Officer/Registry is directed to send a copy of this order to the Applicant Company for necessary steps to be taken at their end.

The **Application is disposed of in aforesaid terms.**

Sd/-	**Sd/-**
(REENA SINHA PURI)	**(JYOTSNA SHARMA)**
MEMBER (TECHNICAL)	**MEMBER (JUDICIAL)**