

March 22, 2024

The Manager (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400023

Scrip No.534618

Subject: Update on Scheme of Amalgamation between Sangam Rooftop Solar Private Limited (Transferor Company 01), Waaree PV Technologies Private Limited (Transferor Company 02), Waasang Solar Private Limited (Transferor Company 03) with Waaree Renewable Technologies Limited ('Transferee Company') and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 ("Scheme")

Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is in continuation to our earlier communications with respect to the aforesaid Scheme of Amalgamation.

This is to inform you that, the Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT"/"Tribunal") has approved the Scheme of Amalgamation between Sangam Rooftop Solar Private Limited (Transferor Company 01), Waaree PV Technologies Private Limited(Transferor Company 02), Waasang Solar Private Limited (Transferor Company 03) with Waaree Renewable Technologies Limited ('Transferee Company') and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 vide its order dated March 21, 2024 ("Order").

You can view/download the pdf copy of order from the following URL. [Click Here](#)

We are enclosing herewith copy of the said order for your reference and records. Certified copy of the order is still awaited by the Company.

The appointed date for Scheme is April 01, 2022. It may be noted that the appointed date has been inadvertently stated as April 01,2023 instead of April 01, 2022 in the order, as was filed in the scheme of arrangement. The company is in the process of filing a corrigendum application for rectification of the appointment date.

The Scheme shall be effective after the receipt of the certified copy of the order from NCLT and its consequent filing with the Registrar of Companies, Mumbai.

Thanking You,

Yours faithfully,

For Waaree Renewable Technologies Limited

Heema Shah
Company Secretary
ACS 52919
Email id: info@waareertl.com.

Waaree Renewable Technologies Limited

(A subsidiary of Waaree Energies Limited)



IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH, COURT III

C.P.(CAA)/211/MB-III/2023

IN

C.A.(CAA)/41/MB-III/2023

In the matter of

The Companies Act, 2013

AND

In the matter of Sections 230 to 232 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 Amalgamation of Sangam Rooftop Solar Private Limited ('First Petitioner Company' / 'Transferor Company 1'), Waaree PV Technologies Private Limited ('Second Petitioner Company' / 'Transferor Company 2'), Waasang Solar Private Limited ('Third Petitioner Company' / 'Transferor Company 3') With Waaree Renewable Technologies Limited ('Forth Petitioner Company' / 'Transferee Company') and their respective Shareholders ('Scheme').

Sangam Rooftop Solar Private Limited

CIN: U74999MH2016PTC315380

A private limited company incorporated
under the Companies Act, 2013 having its



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Registered Office at 504, Western Edge-I, ... First Petitioner Company/
Off Western Express Highway, Borivali Transferor Company 1
East, Mumbai 400066

Waaree PV Technologies Private Limited

CIN: U40300MH1985PTC333383

A private limited company incorporated ... Second Petitioner
under the Companies Act, 1956 having its Company/ Transferor
Registered Office at 504, Western Edge-I, Company 2
Off Western Express Highway, Borivali
East, Mumbai 400066

Waasang Solar Private Limited

CIN: U40106MH2018PTC312031

A private limited company incorporated ... Third Petitioner
under the Companies Act, 2013 having its Company/ Transferor
Registered Office at 504, Western Edge-I, Company 3
Off Western Express Highway,
Boriwali East, Mumbai 400066

Waaree Renewable Technologies Limited

CIN: L93000MH1999PLC120470

A public listed company incorporated ... Fourth Petitioner
under the Companies Act, 1956 having its Company/ Transferee
Registered Office at 504, Western Edge-I, Company
Off Western Express Highway,
Boriwali East, Mumbai 400066



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Order delivered on **21.03.2024**.

Coram:

Ms. Lakshmi Gurung : Hon'ble Member (Judicial)
Sh. Charanjeet Singh Gulati : Hon'ble Member (Technical)

Appearances:

For the Petitioner(s):

Mr. Ajit Singh Tawar and Mr. Kushal
Kumar i/b Ajit Singh Tawar & Co.,
Advocates for Petitioner Companies

**For the Regional Director
(WR):**

Mr. Gaurav Agarwal, Company Prosector

Per: Sh. Charanjeet Singh Gulati, Member (Technical)

ORDER

1. Heard the learned Counsel for the Petitioner Companies and the representative of the Regional Director Western Region, Ministry of Corporate Affairs, Mumbai. No objector has come before this Tribunal to oppose the Scheme and nor has any party controverted any averments made in the Petition.
2. The sanction of the Tribunal is sought under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, to the Scheme of Amalgamation of Sangam Rooftop Solar Private Limited (**'Transferor Company 1'**), Waaree PV Technologies Private Limited (**'Transferor Company 2'**), Waasang Solar



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Private Limited (**“Transferor Company 3”**) with Waaree Renewable Technologies Limited (**“Transferee Company”**) and their respective shareholders (**scheme**).

3. The Board of Directors of the Petitioner Companies have approved the said Scheme in their respective Board Meetings held on **19.09.2022** which are annexed to the Company Scheme Petition (**“Petition”**).
4. The Appointed Date is **01.04.2023**.
5. The Learned Counsel for the Petitioner Companies states that the Petition have been filed in consonance with the order dated 23.02.2023 passed by this Tribunal in the connected Company Scheme Application bearing C.A.(CAA)/41/MB-III/2023.
6. The **Nature of Business of Petitioner Companies:**
 - 6.1. The First Petitioner Company is involved in generation of electricity from renewable sources mainly in and around Gujarat, Bengaluru and Mysuru and has entered into power purchase agreements with different parties. It is a 100% subsidiary of the Fourth Petitioner Company.
 - 6.2. The Second Petitioner Company is involved in generation of electricity from renewable sources and it owns and operate solar power plant at Puduchchery. It has entered into power purchase agreement with certain parties. It is a 100% subsidiary of the Fourth Petitioner Company.



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- 6.3. The Third Petitioner Company is involved in production, collection and distribution of electricity, operation and maintenance of Power Stations. It is a 100% subsidiary of the Fourth Petitioner Company.
- 6.4. The Fourth Petitioner Company is a leading renewable energy company that undertakes settling up both on site solar (rooftop and ground-mounted) and off-site solar farms (open access solar plants). It also has a business of operation and maintenance of power plants and power generation.
7. The Learned Counsel for the Petitioner Companies has stated that the Petitioner Companies have complied with all requirements as per the directions of this Tribunal and they have filed necessary affidavits of compliance in this Tribunal. Moreover, the Petitioner Companies undertake to comply with all the statutory requirements, if any, as may be required under the Companies Act, 2013 and the Rules made there under.
8. The registered offices of the Petitioner Companies are situated in Mumbai, Maharashtra and hence the subject matter of the Petition is within the jurisdiction of this Bench.
9. The Learned Counsel submitted the **Rationale for the Scheme** as under:
- a) The Transferor Companies are wholly owned subsidiaries of the Transferee Company. One of the activities of the Transferee Company is generation and utilization of energy/power. Therefore, it would be advantageous to combine the activities and operations of these Companies in a single Company. The*



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amalgamation contemplated in the present scheme will ensure consolidation of business, optimized legal structure, significant cost savings and other administrative benefits, some of which are stated below.

- b) The amalgamation will result in consolidation of generation of power business, economies of scale, reduction in overheads, administrative and other expenditure, efficiency, and optimal utilization of various resources.*
- c) The amalgamation will result in better leveraging of facilities, infrastructure, and resources.*
- d) Duplication of administrative functions together with multiple record keeping will be eliminated, resulting in overall reduction in expenditure.*
- e) The amalgamation will also result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by Transferor Companies as well as Transferee Company.*
- f) The amalgamation will enable the senior management to carry on the business more efficiently and advantageously and enable effective cash management of the amalgamated entity which can be deployed to accelerate growth opportunities.*

10. The Learned Counsel for the Petitioner Companies state that as the Transferor Companies are wholly-owned subsidiaries of the Transferee Company, hence



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no consideration shall be payable pursuant to the Amalgamation of the Transferor Companies with the Transferee Company, and the shares held by the Transferee Company in the Transferor Companies shall stand cancelled without any further act, application or deed.

11. The Tribunal vide Order dated **23.02.2023** admitted the Company Scheme Application bearing no. CA(CAA)/41/MB/2023 and inter-alia, gave the following order/directions:

- a) Dispensation of convening the meetings of equity shareholders of the Petitioner Companies;
- b) Dispensation of convening the meetings of secured creditors of the Petitioner Companies with a direction to issue notices to all the secured creditors subject to procuring of consent affidavit/no objection certificate of the secured creditors before the final sanction of the scheme.
- c) Dispensation of convening the meetings of unsecured creditors of the Petitioner Companies with a direction to issue notices to all unsecured creditors of all the Petitioner Companies subject to procuring of consent affidavit/no objection certificate of the unsecured creditors before the final sanction of the scheme.

12. In compliance of the directions vide order dated 23.02.2023, the Petitioner companies have issued notices upon the creditors i.e. secured / unsecured creditors as well as sectoral/regulatory authorities. The details of the consent affidavits/NOC obtained and filed in respect of the creditors are as under:



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- 12.1. The Petitioner Company-1 has no secured creditors. Therefore, question of procuring consent affidavit does not arise.
- 12.2. The petitioner Company-1 has 8 unsecured creditors amounting to Rs. 18,92,20,455. Out of 8 unsecured creditors, 3 unsecured creditors amounting to Rs. 48,46,779/- have paid off by the time of filing the company scheme application. The petitioner company-1 has procured consent affidavit of remaining unsecured creditors amounting to Rs. 18,41,19,273 (97.30% in value of unsecured creditors) which are annexed to the petition at page no. 436.
- 12.3. The Petitioner Company-2 has 1 secured creditor i.e. Indian Renewable Energy Development Agency Limited amounting to Rs. 34,99,25,000/-. Petitioner company-2 has obtained No objection certificate (NOC) from the secured creditor which is annexed to the petition at page no. 458.
- 12.4. The petitioner Company-2 has 8 unsecured creditors amount to Rs. 25,76,71,094/-. Out of 8 unsecured creditors, 5 unsecured creditors amounting to Rs. 75,18,096/- have paid off by the time of filing the company scheme application. The petitioner company-2 has procured consent affidavit of remaining unsecured creditors amounting to Rs. 19,59,19,161/- and 4,72,00,000/- (total Rs. 24,50,78,322/-, 94.35% of the value of unsecured credits) which are annexed to the petition at Page Nos. 461 to 465.



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12.5. The Petitioner Company-3 has no secured creditors as on 30.09.2022. Therefore, question of procuring consent affidavit does not arise.

12.6. The petitioner Company-3 has 3 unsecured creditors amounting to Rs. 11,09,129/- Out of 3 unsecured creditors, 2 unsecured creditors amounting to Rs. 65,100/- have paid off by the time of filing the company scheme application. The petitioner company-3 has procured consent affidavit of remaining unsecured creditor amounting to Rs. 10,44,029/- (94.13% of the value of unsecured credits) which are annexed to the petition at Page No.488.

13. The Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai has filed its Report dated 13.09.2023 *inter alia* stating therein the observations on the scheme as stated in paragraph 2 (a) to (i) of the said Report. In response to the observations made by the Regional Director, the Petitioner Companies have filed reply to affidavit cum rejoinder on **01.11.2023** and have given necessary clarifications and undertakings. The observations made by the Regional Director and the clarifications and undertakings given by the Petitioner Companies are summarized in the table below:

RD Report / Observations	Response of the Petitioner Companies
a) In compliance of AS-14 or (IND-AS 103), the Petitioner Companies shall pass such accounting entries which are necessary in connection with the	As far as the observation made in paragraph 2(a) of the Report is concerned, I state that the Petitioner Companies shall pass



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<p>scheme to comply with other applicable Accounting Standard including AS-5 or IND AS-8 etc.</p>	<p>necessary accounting entries in connection with the Scheme as per applicable AS-14 or IND-AS 103 as well as comply with other applicable Accounting Standards including AS-5 or IND-AS 8, to the extent applicable.</p>
<p>b) "Appointed Date" for the purpose of this scheme means the opening of the business hours as on 1st April, 2022 or if the Board of Directors of the Transferor Companies and the Transferee Company require any other date or the Central Government or other competent authority modifies the appointed date to such other date, then the same shall be the appointed date; And</p> <p>"Effective Date" shall mean the day on which the order passed by NCLT sanctioning the proposed Scheme after obtaining the relevant approvals, is filed with the Registrar of Companies, Mumbai. Any references in this Scheme to the date of "coming</p>	<p>In so far as observations made in paragraph 2(b) of the Report is confirm and and clarify as under:</p> <p>As per clause 5.1.(ii) Part I of the Scheme, "Appointed Date" means the opening of the business hours as on 1st April, 2022 or if the Board of Directors of the Transferor Companies and the Transferee Company require any other date or the Central Government or other competent authority modifies the appointed date to such other date, then the same shall be the appointed date</p>



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<p>into effect of this Scheme" or "effectiveness of this Scheme" or "Scheme taking effect" or "upon the scheme becoming effective" shall mean the Effective Date;</p> <p>In this regard, it is submitted that Section 232 (6) of the Companies Act, 2013 states that the scheme under this section shall clearly indicate an appointed date from which it shall be effective, and the scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. However, this aspect may be decided by the Hon'ble Tribunal taking into account its inherent powers.</p> <p>The Petitioners may be asked 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.</p>	<p>As per clause 5.1.(vii) Part I of the Scheme, "Effective Date" shall mean the day on which the order passed by NCLT sanctioning the proposed Scheme after obtaining the relevant approvals, is filed with the Registrar of Companies, Mumbai. Any references in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "Scheme taking effect" or "upon the scheme becoming effective" shall mean the Effective Date;</p> <p>The Petitioner Companies state that the Scheme was presented before this Tribunal on 15th day of February 2023 by mentioning the Appointed Date as 1st day of April, 2022. As per circular no. F. No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs, the Scheme was filed/ presented before this Hon'ble NCLT within one year of the</p>
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	Appointed Date. i.e., 1st Day of April, 2022, hence they are in compliance with the requirements of the Circular no. F. No. 7/12/2019/CL-1 dated 21.08.2019 issued by the Ministry of Corporate Affairs.
c) Transferor Companies 1, 2, 3 & Transferee Company have to undertake to comply with Section 232(3)(i) Of the Companies Act, 2013, where the transferor company is dissolved, the fee and stamp duty paid by the transferor company on its authorized capital shall be set-off against fee and stamp duty payable by the transferee company on its authorized capital subsequent to the amalgamation and therefore, petitioners to undertake that the transferee company shall pay the difference of fees and stamp duty.	In so far as observations made in paragraph 2(c) of the Report is concerned, Petitioner Companies undertake that, it shall comply with the provisions of Section 232(3)(i) of the Companies Act, 2013 and the Transferee Company shall pay the difference of fees and stamp duty for increase of share capital on account of merger of Transferor Companies, if any, after set-off of fees and stamp duty paid by Transferor companies on its authorized share capital.
d) The Hon'ble Tribunal may kindly seek the undertaking that this Scheme is approved by the requisite majority of members and creditors as per Section	In so far as the observations made in paragraph 2(d) of the Report is concerned, the Petitioner Companies states



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<p>230(6) of the Act in meetings duly held in terms of Section 230(6) of the Act in meetings duly held in terms of Section 230(1) read with 7 subsection (3) to (5) of Section 230 of the Act and the Minutes thereof are duly placed before the Tribunal.</p>	<p>that in pursuance of the directions contained in order delivered on 23rd day of February, 2023, passed by this Tribunal in C.A.(CAA)/41/MB-III/2023, the meeting of Equity shareholders and Creditors of all the Petitioner Companies were dispensed with and hence there was no requirement of conducting a meeting and placing of minutes thereof before this Tribunal.</p>
<p>e) The Transferee Company shall comply with the provisions of Section 2(1B) of the Income Tax Act, 1961. In this regard, the Transferee Company shall ensure compliance of all the provisions of Income Tax and Rules thereunder;</p>	<p>In so far as the observations made in paragraph 2(e) of the Report is concerned, Petitioner Companies undertake to comply with the provisions of Section 2(1B) of the Income Tax Act, 1961 and compliance of all the provisions of the Income Tax Act and Rules thereunder.</p>
<p>f) The Hon'ble Tribunal may kindly direct the Transferor Companies 1, 2, 3 & Transferee Company to file an affidavit to the extent that the Scheme enclosed to the Company Application</p>	<p>In so far as the observations made in paragraph 2(f) of the Report is concerned, the Petitioner Companies confirm and undertake through this</p>



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<p>and the Company Petition are one and the same and there is no discrepancy, or no change is made.</p>	<p>affidavit that the Scheme enclosed with the Company Scheme Application and Scheme enclosed with the Company Scheme Petition are one and the same and there is no discrepancy, or no change is made</p>
<p>g) The Transferor Companies 1, 2, 3 & Transferee Company shall undertake to comply with the directions of the concerned sectoral Regulators, if so required.</p>	<p>In so far as the observations made in paragraph 2(g) of the Report is concerned, the Petitioner Companies undertake to comply with the directions of sectoral regulatory, if any.</p>
<p>h) That the Transferee Company is a listed company The Hon'ble Tribunal may kindly direct the Transferee company to comply with the SEBI (LODR) regulations issued from time to time.</p>	<p>In so far as the observations made in paragraph 2(h) of the Report is concerned, the Transferee Company undertakes to comply with the SEBI (LODR) Regulations issued from time to time.</p>



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i) It is observed from latest MGT-7 for the year ending 31.03.2022 filed by the Transferor Companies 1, 2, 3 & Transferee Company that The Transferor Companies 1, 2, 3 & Transferee Company has following corporate body shareholders having more than 10% shareholding, but form Ben-2 has not been filed: -

In so far as the observations made in paragraph 2(i) of the Report is concerned, the Petitioner Companies state that the provisions of Section 90 of the Companies Act, 2013 read with the Companies (Significant Beneficial Owners) Amendment Rules, 2019 i.e., to file Form BEN-2 declaring the name of the significant beneficial owner with the concerned ROC is not applicable to the Petitioner Companies. A Note analyzing the applicability of the provisions of Section 90 of the Companies Act, 2013 read with the Companies (Significant Beneficial Owners) Amendment Rules, 2019 on the Transferor Companies & Transferee Company is attached to the Rejoinder to Regional Directors Report and marked as **“Annexure A1 to A4”**.

Sr . No	Name of Company	Name of Shareholder	% of shares holding	Status of Ben - 2
1	Sangam Rooftop Solar Private Limited (Transferor Company-1)	Waaree Renewable Technologies Limited	100%	Not Filed



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2	Waaree PV Technol ogies Private Limited (Transfe ror Compan y- 2)	Waaree Renewab le Technolo gies Limited	100%	Not File d	
3	Waasan g Solar Private Limited (Transfe ror Compan y - 3)	Waaree Renewab le Technolo gies Limited	100%	Not File d	
4	Waaree Renewa ble Technol ogies Limited	Waaree Energies Limited	54.28 %	Not File d	



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<p>(Transferee Company)</p>	
<p>Therefore, The Transferor Companies 1, 2, 3 and the Transferee Company may be directed to clarify on compliance in terms of Section 90 of the Companies Act, 2013 r.w. Companies (Significant Beneficial Owners) Rules, 2018.</p>	
<p>j) That on examination of the report of the Registrar of Companies, Mumbai dated 14.06.2023 for Petitioner Companies (Annexed as Annexure A-1) that the Petitioner Companies falls within the jurisdiction of ROC, Mumbai. It is submitted that no representation regarding the proposed scheme of Arrangement has been received against the Petitioner Companies. Further, the Petitioner Companies has filed Financial Statements up to 31.03.2022.</p>	<p>In so far as observations made in paragraph 2(a) of the Report is concerned, the Petitioner Companies herein below reply to the observation of the Registrar of Companies, Maharashtra, Mumbai, as stated in the Report of the Regional Director, Western Region Mumbai:</p> <p><u>Response to observation in paragraph 2(j)(i):</u> The Petitioner Companies state that the observation of Registrar of Companies, Maharashtra</p>



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<p>The ROC has further submitted that in his report dated 14.06.2023 which are as under:-</p> <p>i. That the ROC Mumbai in his report dated 14.06.2023 has stated that no Inquiry, Inspection, Investigations, Prosecution is pending against the subject applicant Companies.</p> <p>ii. The Transferee Company have two charges open.</p> <p>iii. The 2nd Transferor Company have one charge open.</p> <p>iv. Necessary Stamp Duty on transfer of property/Assets is to be paid to the respective Authorities upon implementation of scheme.</p> <p>v. The Authorized capital & paid capital is Rs. 21,00,00,000/- and 20,81,48,000/- respectively as per the master data does not matched</p>	<p>Mumbai is self-explanatory and clarifies that no Inquiry, inspection, investigation, prosecution & compliant under Companies Act, 2013 is pending against the Petitioner Companies.</p> <p><u>Response to observation in paragraph 2(j)(ii):</u> The Petitioner Companies state that the comment of the Registrar of Companies, Mumbai is self-explanatory, and it has no comments to offer.</p> <p><u>Response to observation in paragraph 2(j)(iii):</u> The Petitioner Companies state that the open charges against the Transferor Company 2 for which charge is created on assets of the Company shall be transferred to the Transferee Company.</p>
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<p>with the data mentioned in the para 7.4 of the Scheme.</p> <p>vi. Interest of the Creditors should be protected.</p> <p>vii. May be decided on merits.</p> <p>Hence, the Petitioner Companies shall undertake to submit detail reply against observations mentioned above.</p>	<p><u>Response to observation in paragraph 2(a)(iv):</u> The Petitioner Companies state that the stamp duty on transfer of property and other assets would be paid by the company in the due course as per the provisions of the Scheme applicability and under the process of Stamp Duty Adjudication post the filing of the NCLT approved Scheme with Registrar of Companies vide Form INC-28.</p> <p><u>Response to observation in paragraph 2(a)(v):</u> The Petitioner Companies state that the difference in the amount of paid-up share capital of the Transferee Company is due to issue of Employee Stock Ownership Plan (ESOP) which is post filing of the proposed scheme of Amalgamation. Attached herewith and marked as “ANNEXURE B” is the filed</p>
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	form and challan with Registrar of Companies. <u>Response to observation in paragraph 2(a)(ii)(5):</u> The Transferee Company undertakes to protect the interest of the Creditors.
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14. Mr. Gaurav Jaiswal, representing the Regional Director's Office, submitted that the explanations and undertakings given by the Petitioner Companies are found satisfactory and that the Regional Director has no further objections to the Scheme. However, it is made clear that mere sanctioning of this Scheme will not prevent the Registrar of Companies from taking any action against the Transferee Company, in accordance with applicable law.
15. The Official Liquidator has filed his report on 13.09.2023, inter alia stating therein that the affairs of the Transferor Companies have been conducted in a proper manner Therefore, the representation of the Official Liquidator may be taken on record by this Tribunal.
16. The Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this scheme and it shall be open to the Income Tax Authorities to take necessary action to deal with, in relation to tax or any other kind of obligations of Transferor Companies against the Transferee Company, as permissible under the Income Tax Laws.
17. It has been submitted that no investigation proceedings are pending against



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the Petitioner Companies under the Companies Act.

18. The lists of litigations by and against the Petitioner Companies pending under various laws, other than the Companies Act, 2013, are annexed to the Petition.
19. The Statutory Auditors of the Transferee Company have examined the Scheme in terms of provisions of Sections 230-232 and certified that the accounting treatment contained in the Scheme is in compliance with the applicable accounting standards notified by the Central Government under the Companies Act, 2013.
20. The shareholders and Creditors of the Petitioner Companies are the best judges of their interest. Their decision should not be ordinarily interfered with by the Tribunal as per the decision of Hon'ble Supreme Court in **Miheer H. Mafatlal vs. Mafatlal Industries Ltd [JT 1996 (8) 205]** wherein it was held as follows:

“It is the commercial wisdom of the parties to the scheme who have taken an informed decision about the usefulness and propriety of the scheme by supporting it by the usefulness and propriety of the scheme by supporting it by the requisite majority vote.”
21. From the material on record, the Scheme to the Company Scheme Petition appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy.
22. In view of the foregoing, upon considering the approval accorded by the members and creditors of the Petitioner Companies to the proposed Scheme, and the affidavits filed by the Regional Director, the rejoinder and undertakings of the Petitioner Companies and the report of the Official



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Liquidator, there appears to be no impediment in sanctioning the present Scheme.

23. Consequently, sanction is hereby **granted** to the Scheme under Sections 230 to 232 of the Companies Act, 2013 with the following directions:

- a) All the Transferor Companies/ First Petitioner Company, Second Petitioner Company and third Petitioner Company shall be dissolved without winding up.
- b) While approving the 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.
- c) All the employees of the Transferor Companies 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.
- d) Any proceedings now pending by or against the Transferor Companies be continued by or against the Transferee Company.



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- e) All the properties, rights, liabilities, duties and powers of the Transferor Companies, 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.
- f) The Income Tax Department will be at liberty to examine the aspect of any tax payable because of this scheme and it shall be open to the income tax authorities to take necessary action as permissible under the Income Tax Law.
- g) The Registrar of Companies is entitled to proceed against the Transferee Company for violation/offences committed by Transferor Companies, if any.
- h) The Petitioner Companies are directed to file a copy of this Order along with a copy of the Scheme of Amalgamation with the concerned Registrar of Companies, electronically, along with E-Form INC-28, in addition to physical copy, within 30 days from the date of receipt of the Certified copy of the Order from the Registry.
- i) Certified copy of this Order be also submitted to all statutory authorities.
- j) 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



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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.

- k) All authorities concerned to act on a copy of this Order along with Scheme duly authenticated by the Deputy Director or Assistant Registrar, National Company Law Tribunal, Mumbai.
- l) Any person interested shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.
- m) Any concerned authorities are at liberty to approach this Tribunal for any further clarification as may be necessary.
- n) Accordingly, Company Scheme Petition No. C.P.(CAA)/211/MB-III/2023 connected with CA(CAA)/41/MB-III/2023 is allowed and disposed of

“To be consigned to records”

Ss/-

CHARANJEET SINGH GULATI
Member (Technical)

Sd/-

LAKSHMI GURUNG
Member (Judicial)