



Shilpa Medicare Limited

Corporate & Admin Office:

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Raichur – 584 135, Karnataka, India
Tel: +91-8532-238704, Fax: +91-8532-238876
Email: info@vbshilpa.com, Web: www.vbshilpa.com
CIN: L85110KA1987PLC008739

Date: 28 June, 2025

To,

Corporate Relationship Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051

Stock Code: NSE: SHILPAMED/BSE-530549

Dear Sir/Madam,

Sub: Sanction of the Scheme by the Hon'ble National Company Law Tribunal ("NCLT")

Ref: Scheme of Amalgamation between Shilpa Medicare Limited (SML) and INM Technologies Pvt. Ltd, Wholly Owned Subsidiary of SML and their respective shareholders, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")

In accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Scheme of Amalgamation between Shilpa Medicare Limited (SML) and INM Technologies Pvt. Ltd, a wholly owned subsidiary has received approval from the NCLT, Bengaluru Bench, through an order dated on 18 June, 2025. The final order has been uploaded on the NCLT website, accessible as on 27 June, 2025. A copy of the said Order, as downloaded from the website of the NCLT, is enclosed herewith, for your information.

We are currently in the process of obtaining certified copies of the order from the NCLT and we will notify the Stock Exchanges and make the information available on the Company's website, on receipt of the certified order copy.

The Scheme will come into effect once the above certified copies of order from the NCLT is filed with the Registrar of Companies, Ministry of Corporate Affairs and after fulfilling other conditions as specified in the Scheme.

Kindly take note of the same and acknowledge the receipt.

For SHILPA MEDICARE LIMITED

Ritu Tiwary
Company Secretary & Compliance Officer

IN THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH, BENGALURU
(Through Physical Hearing / VC Mode (Hybrid))

ITEM No.25
C.P. (CAA) No.10/BB/2023

IN THE MATTER OF:

M/s. Shilpa Medicare Ltd. ... Petitioner

Order under Section 230-232 of the Companies Act, 2013

Order delivered on: 18.06.2025

CORAM:

SHRI SUNIL KUMAR AGGARWAL
HON'BLE MEMBER (JUDICIAL)

SHRI RADHAKRISHNA SREEPADA
HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Petitioner : Ms. Tejaswini

ORDER

1. Heard the Ld. Counsel appearing for the Petitioner.
2. Vide common Order of even date the Petition is allowed. A signed copy of the Order has been placed in the file. After necessary compliance file be consigned to record room.

-Sd-
RADHAKRISHNA SREEPADA
MEMBER (TECHNICAL)

-Sd-
SUNIL KUMAR AGGARWAL
MEMBER (JUDICIAL)

Shruthi



IN THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH

C.P. (CAA) No. 10 & C.P.(CAA) No. 11/BB/2023

U/s. 230, 231 & 232 other Applicable provisions of Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules

IN THE MATTER OF:

INM TECHNOLOGIES PRIVATE LIMITED

CIN: U73100KA2015PTC078494

Regd. Office: 13-E/13, 1st Phase,
Kumbalagodu Industrial Area,
Mysore Road, Bengaluru - 560074.

... Transferor Company

SHILPA MEDICARE LIMITED

CIN: L85110KA1987PLC008739

Regd. Office: #12-6-214/A1,
Hyderabad Road, Raichur,
Karnataka - 584135.

... Transferee Company

Last date of hearing: 30.04.2025

Order delivered on: 18.06.2025

**Coram: Hon'ble Shri Sunil Kumar Aggarwal, Member (Judicial)
Hon'ble Shri Radhakrishna Sreepada, Member (Technical)**

O R D E R

1. These two second motion petitions were separately filed on 28.06.2022 by the arrayed Companies, which for brevity will be referred to as mentioned in the array of parties, under Sections 230 - 232 of the Companies Act, 2013 (for short 'the Act') and Rule 3(2) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (for brevity, 'Rules'), seeking the sanction of the Scheme of Amalgamation (for brevity, 'the Scheme') of the Transferor (TR) Company with the Transferee (TE) Company (collectively called as Petitioner Companies) and their respective shareholders.

2. The petitioner companies had filed First Motion Applications bearing **CA (CAA) No. 35/BB/2021** wherein meetings of the Equity Shareholders and Preference Shareholders were dispensed with vide order dated 11.03.2022 & **CA (CAA) No. 36/BB/2021** in which prayer to convene the meeting of the Equity Shareholders, Trade



Creditors and Secured Creditors was granted vide order dated 08.04.2022. Following directions were issued in the present petitions on 09.03.2023:

- “4. The Petition be listed for hearing on 26.04.2023. At least 10 days before the date fixed for final hearing, the Petitioner Companies shall publish the notice of final hearing of the Company Petition in two local newspapers viz. “The Hindu Business Line” in English Edition and translation thereof in “Udayavani” in Kannada Edition, both having circulation in Bangalore as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.*
- 5. Notice be also served upon the Objector(s) or their representative as contemplated under sub-section (4) of Section 230 of the Act who may have made representation and who have desired to be heard in their representation along with a copy of the Petition and the annexures filed therewith at least 15 days before the date fixed for hearing. It is to be specified in the notices that the objections, if any, to the Scheme may be filed within thirty days from the date of the receipt of the notice, failing which it will be considered that there is no objection to the approval of the Scheme on the part of the objectors.*
- 6. In addition to the above public notice, each of the Petitioner Company shall serve the notice of the Petition on the following Authorities namely, (a) Regional Director (South East Region), Hyderabad (b) Registrar of Companies, Karnataka, Bengaluru, (c) Official Liquidator along with the copy of this Petition by speed post immediately and to such other Sectorial Regulator(s) who may govern the working of the respective Companies involved in the Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, with a direction that they may submit their representation, if any, within 30 (thirty) days from the date of receipt of such notice, failing which it will be presumed that the said Authority has no representation to make to the Scheme.*
- 7. The Petitioner Companies shall host notices of final hearing along with the copy of the scheme on their respective websites, if any.*
- 8. The Petitioner Companies shall at least 7 days before the date of hearing of the Petition file an affidavit of service regarding paper publication as well as service of notices on the Authorities specified above including the sectorial regulator as well as the objectors, if any. The Petitioner Companies shall file compliance report with this Tribunal at least 10 (ten) days before the date fixed for final hearing and report to this Tribunal that the directions regarding the service of notices upon regulatory authorities and publication of advertisement of the notice of hearing in the newspapers have been duly complied with.”*



3. Petitioner Companies have complied with the order and filed copies of paper publications and informed that no objections to the scheme were received.
4. The main objects, dates of Incorporation, authorized, issued and paid-up share capital, rationale of the scheme and interest of employees have already been considered in the first motion orders dated 11.03.2022 and 08.04.2022. The Board Resolutions of the Petitioner Companies approving the Scheme are annexed to the Petition. The Certificate of Statutory Auditors of the Transferee Company to the effect that the accounting treatment contained in clause 11 of the Draft Scheme is in compliance with the applicable accounting standards specified under Section 133 of the Act and other generally accepted accounting principles, has been filed. The audited financial statements as on 31.03.2021 and 21.03.2022 of the petitioners are also annexed.
5. “Appointed Date” as defined under the Scheme is **April 1, 2020**.
6. The Regional Director (RD) and the Registrar of Companies (ROC) have filed their Common report in both the petitions making the following observations:
 - i. As per Para 1.4 of Part-1 of the proposed scheme the appointed date has been stated as 01.04.2020. As per Company Master Data both the companies have filed Annual Returns and Balance Sheets for the year ended 31.03.2022. Since The appointed date is ante-dated beyond a year, Tribunal may be pleased to direct the Petitioner Companies to change the appointed date from 01.04.2020 to 01.04.2023 or any other date as deemed fit and proper.
 - ii. The Transferee Company is a listed company. The Tribunal may be pleased to direct the Petitioner Companies to obtain No Objection Certificate from SEBI and the concerned exchanges on which its shares are listed after complying with applicable regulations.
 - iii. The capital structure of the Petitioner Companies as mentioned in the scheme does not match with the MCA Master Data. The Petitioner Companies are required to clarify any changes in the shareholding along with documentary evidence and state as to how their interests have been protected, before the scheme is allowed.
 - iv. As per MCA records, Transferee Company has open charges. The Tribunal may direct the Petitioner Transferee Company to furnish No Objection Certificate from the concerned charge holder's to NCLT before the scheme is allowed.



- v. As per latest Audited Financial Statement, the Transferor Company is a loss-making entity, whereas the Transferee Company is profit-making company. There may be a negative outflow of the tax liability of the Transferee Company once the scheme is approved.
- vi. As per note no.16 and 20 of the Financial Statements for the financial year ending 31.03.2022, Transferor and Transferee Companies have undisputed statutory dues to the tune of Rs.45.04 lakhs and Rs.7.21 crores respectively. The Tribunal may direct the Petitioner Companies to furnish an undertaking to the effect that it will settle the statutory dues immediately, if not settled so far.
- vii. According to note no.19 of the Financial Statements for the year ending 31.03.2022 of the Transferee Company, outstanding dues to Micro and Small Enterprises to the tune of Rs.2.78 crores exist. The Tribunal may direct the Petitioner Company to show as to how it has complied with Micro Small and Medium Enterprises Development Act, 2006 and also to furnish an undertaking to the effect that it will settle the dues as per the said Act Immediately, if not settled so far.
- viii. Clause 10.2 of Part-II of the scheme provides for Clubbing of Authorized Capital wherein it is stated that the authorized share capital of the Transferee Company shall automatically stand increased without any payment of stamp duty and fees. This term in Scheme is not in line with the provisions of section 232(3)(1) of the Companies Act, 2013. In this regard, the Transferee Company shall comply with provisions of the section and pay the difference of fee, after setting off the fee already paid by the Transferor Company on its respective capital. For this purpose, the Transferee Company needs to make a separate request letter to ROC for clubbing of Authorized capital within one month of the order.
- ix. As per Section 240 of the Companies Act, 2013, the liability in respect of offenses committed under the Companies Act by the Officers in default of the Transferor Company prior to merger, amalgamation or acquisition shall continue after such merger, amalgamation or acquisition.
- x. With reference to the letters issued to the Principal Commissioner of Income Tax dated 17.04.2023, the Tribunal may be pleased to direct the Petitioner Transferee Company to furnish an undertaking that if any demand arises from the Income Tax Department in future, Petitioner Transferee Company is ready to pay the said dues as per the Rules. Official Liquidator, Karnataka in his report dated 21.07.2023 filed before the NCLT(BB) with respect to CP(CAA)/No. 10 & 11/88/2023 has pointed out certain observations, the Tribunal may direct the Petitioner Companies to comply with their observations, before



the Scheme is allowed.

- xi. There are no open complaints, prosecutions, technical scrutiny/inquiry inspections and investigations pending in this office against the petitioner companies.
- 7. Petitioner companies have filed their reply affidavit dated 29.04.2025 stating:
 - i. The Appointed Date mentioned in the Scheme is 01.04.2020. However, the Scheme itself provides that the Appointed Date may be changed to any other date as may be directed by the Tribunal. Therefore, the Petitioner Companies have no objection to changing the Appointed Date from 01.04.2020 to 01.04.2024 or any other date as directed by the Tribunal.
 - ii. The Transferor Company, INM Technologies Private Limited, is a wholly owned subsidiary of the Transferee Company, Shilpa Medicare Limited. As per Regulation 37(6) of the SEBI (LODR) Regulations, 2015, for a merger of a wholly owned subsidiary with its holding company, no NOC is required from SEBI or the stock exchanges. It is further stated that in compliance of order dated 09.03.2023, the Petitioner Companies have already served notice of the second motion petition along with the Scheme on SEBI and the requisite Sectoral Regulators.
 - iii. The Capital Structure of the Transferor Company as mentioned in the Scheme matches the Master Data from the MCA website, specifically:

The Authorized Share Capital of the Transferor Company is Rs. 45,00,00,000/-. The Authorized Equity Share Capital is Rs. 1,50,00,000/-, divided into 15,00,000 shares of Rs. 10/- each. The Issued, Subscribed, and Fully Paid-Up Equity Capital is also Rs. 1,50,00,000/-. The Authorized Preference Share Capital is Rs. 43,50,00,000/-, divided into 4,35,00,000 shares of Rs. 10/- each. The Issued, Subscribed, and Fully Paid-Up Preference Share Capital is Rs. 42,46,76,700/-, consisting of 4,24,67,670 shares of Rs. 10/- each.

The Authorized Share Capital of Transferee Company was increased from Rs. 9,50,00,000/- to Rs. 11,00,00,000/- on 29th July, 2023, after following due process. As the petition was filed on 28th June, 2022, the details prevalent at that time were mentioned in the petition. The Authorized Share Capital is divided into 11,00,00,000 shares of Rs. 1/- each.
 - iv. In accordance with Order dated 08.04.2022 in C.A. (CAA) No. 36/BB/2021, the Transferee Company had convened meetings of its Trade and Secured Creditors on 27.05.2022. Creditors representing more than three-fourths, including all Secured Creditors, approved and consented to the Scheme. Consequently, the Second Motion Petition was filed seeking



sanction to the Scheme.

- v. the Transferee Company is financially sound and capable of taking over all assets and liabilities of the Transferor Company. The Petitioner Companies undertake to comply with applicable tax laws upon the Scheme coming into effect. The Transferee Company undertakes to settle the undisputed statutory dues upon the Scheme coming into effect.
 - vi. The Transferee Company undertakes to settle the undisputed MSME dues as per the MSME Act. Further, being a going concern, the Transferee Company shall continue to discharge all legitimate liabilities towards vendors and customers.
 - vii. The Transferee Company undertakes to pay the difference in stamp duty fee after setting off the fee already paid by the Transferor Company, in accordance with the Companies Act, 2013. It is further stated that the Transferee Company will make a separate request to the RoC for clubbing of the Authorized Capital within one month of the Scheme's approval or as otherwise directed by the Tribunal.
 - viii. The Transferor Company is not liable for any offences committed under the Companies Act, 2013.
 - ix. The Transferee Company shall pay and comply with any demands arising from the Income Tax Department as per applicable laws.
 - x. The Petitioner Companies undertake to comply with the observations made by the Official Liquidator in its report prior to the approval of the Scheme.
8. The Official Liquidator (OL) has filed his report dated 21.07.2023 stating the following:
- i. Both TR company and TE Company are registered in the state of Karnataka. This report is in respect of the TR company only.
 - ii. Authorized and paid-up capital of Transferor Company as on 31.3.2022 is Rs.4500 lakhs consisting of equity capital of Rs. 1.50 Crore and non-convertible preference shares of Rs.42.47 crores. It Is Rs.950 lakhs and Rs. 868.01 lakhs respectively in respect of TE Company.
 - iii. The Board of TR company approved the scheme on 9.9.2020 and 25.4.2022.
 - iv. The appointed date proposed is 01.04.2020 being old and outdated, the scheme may be allowed from 01.04.2023 or any other alternative date as may be deemed fit. It may be noted that the TR company has already filed its latest Balance sheets as at 31.03.2022 with the ROC.
 - v. In TR Company there are no charges pending as per charge register/master data maintained



by MCA/ROC. The NCLT vide order dated 11.3.2022 recorded that there are no secured, unsecured and trade creditors in the TR company, there is nothing to convene the meeting. Further, the NCLT had dispensed with the meeting of equity shareholders and preference shareholders of the TR company.

- vi. The TR company is a wholly owned subsidiary of the TE company. Hence no fresh shares will be issued to the shareholders of TR company. Further the TR company has a subsidiary in the name of *INM Nuvent Paints Pvt Ltd* and TR company holds 75,000 Equity shares in the said company.
- vii. As per the scheme, the entire nominal and paid-up capital of TR company will be automatically merged with TE company. The TE company has to pay difference in Registration and stamp duty to the ROC by applying separately for the same.
- viii. The TR company though it is a wholly owned subsidiary having huge accumulated losses, the merger of the company with a highly profit making company may adversely impact on the Tax out flow after setting off losses as per the scheme proposed.
- ix. The TR company has one subsidiary company by name *INM Nuvent Paints (P) Ltd*. However, the scheme is silent on whether this company will be merged with TE company or the shares will be transferred by TR company in the name of TE company of this ultimate subsidiary.
- x. The paid-up capital of the TR company is Rs. 45 Crores consisting of non-convertible preference shares. Considering the same, the company should have appointed a whole-time Company Secretary. However, it was noticed that the Company secretary has been appointed only from 02.01.2023. The company needs to file an adjudication application for the violations committed u/s 383A read with 203 of the Companies Act, 2013.
- xi. No Employees/workmen of TR company to be retrenched/terminated in the terms of amalgamation of TR company with TE company. The Tribunal may see that TR or TE will not retrench Swap the staff or employees of TR Company in the guise of surplus staff on account of merger. Need to give a separate undertaking by the TE Company in this regard.
- xii. For scrutiny of the books of accounts and records of TR Company, the Official Liquidator has engaged *Shri. T S Shiva Shankar & Co, Chartered Accountants* from the panel approved by the Hon'ble High Court of Karnataka having office at 39/2, Kapini Ganga, 3" Floor, Sannidhi Road, Basavangudi, Bengaluru 560 004 being a subsidiary of listed company. The said Chartered Accountant, has submitted a report on TR Company with the Official Liquidator on 23.6.2023. The Chartered Accountant's reports regarding TR



Company may be treated as part and parcel of this report.

9. The petitioners have submitted an affidavit of undertaking dated 20.04.2025 in respect of the material observations stating:
 - i. The Appointed Date mentioned in the Scheme is 01.04.2020. Further, the Scheme itself provides that the Appointed Date may be changed to any other date as may be directed by the Tribunal. Therefore, the Petitioner Companies have no objection to changing the Appointed Date from 01.04.2020 to 01.04.2024 or any other date as directed by the Tribunal.
 - ii. The Transferee Company undertakes to pay the difference in stamp duty fee after setting off the fee already paid by the Transferor Company on its representative capital. It is further stated that the Transferee Company undertakes to make a separate request letter to the RoC for clubbing of the Authorized Capital within one month of the Order passed by the Tribunal.
 - iii. The Transferee Company is financially sound and has the capacity to take over all assets and liabilities of the Transferor Company. The Petitioner Companies undertake to comply with applicable tax laws upon the Scheme coming into effect.
 - iv. *INM Nuvent Paints (P) Ltd* is a subsidiary of the Transferor Company and since the Transferor Company is a wholly owned subsidiary of the Transferee Company, the shares held by the Transferor Company in *INM Nuvent Paints (P) Ltd* will be transferred to the Transferee Company and *INM Nuvent Paints (P) Ltd* will become a wholly owned subsidiary of the Transferee Company.
 - v. The Transferor Company had earlier appointed Mr. V V Krishna Chaitanya as the Company Secretary, who resigned on 03.03.2022 after learning that the Transferor Company had filed C.A. (CAA) 36 / BB / 2021. Subsequently, Ms. Sangeeta Laxmi was appointed on 02.01.2023 to carry out compliance requirements of the Transferor Company. However, during the said periods, the Transferee Company was overseeing and managing the necessary compliances of the Transferor Company.
 - vi. In accordance with Clause 7.1 of the Scheme of Amalgamation, the employees and workmen of the Transferor Company shall automatically become the employees of the Transferee Company without any interruption in service. The same has been extracted as follows:



"Upon coming into effect of this Scheme, all staff, workmen and employees of the Transferor Company in service as on the Effective Date, shall become the staff, workmen and employees of the Transferee Company and on the terms and conditions not less favourable than those on which they are engaged by the Transferor Company and without any break or interruption in service as a result of amalgamation of the Transferor Company with the Transferee Company and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to the Transferor Company on the Effective Date."

- vii. Therefore, the Transferee Company undertakes that there would be no retrenchment or swapping of employees of any sort, and confirms that it will adhere to the above-mentioned clause.
- 10. The Income Tax Department (IT) has filed its report dated 24.05.2024 for Transferee Company, wherein it has been stated:
 - i. That assessment proceedings under Section 143(3) of the Income Tax Act and penalty proceedings under Section 270A for the Assessment Year (AY) 2021–22 are currently pending against the company.
 - ii. Further, a tax demand of ₹19,08,96,465/- has been raised for AY 2021–22 under Section 143(3). However, it has been clarified that this demand is not collectible, as it arose due to a mismatch in TDS/TCS credits. Additionally, the report notes that the company is under scrutiny for specified domestic and international transactions and that the matter has been referred to the Transfer Pricing Officer for AY 2022–23.
- 11. The petitioner submitted an affidavit of undertaking vide Diary No. 2234 dated 20.04.2025 stating:
 - i. The Petitioners state that the Transferee Company undertakes to comply with Section 170A of the Income Tax Act, 1961 and further to file the requisite documents as prescribed under the said section.
 - ii. The Petitioner stated that the Transferee Company undertakes to surrender the PAN of the Transferor Company within one month or any other date as may be directed by the Tribunal.
 - iii. The Applicant has stated that any pending proceedings against the Transferor Company shall be deemed to have been transferred to the Transferee Company. The Transferee Company undertakes the liability and responsibility for such pending proceedings upon approval of the Scheme of Amalgamation in accordance with law.



12. It is observed that the paid-up share capital of the Transferee Company is ₹45 Crores, comprising Non-Convertible Preference Shares. Accordingly, as per the mandate under Section 203 of the Companies Act, 2013, the Company was required to appoint a Whole-Time Company Secretary. However, it is noted from the records that such appointment was made only on 02.01.2023, resulting in a period of non-compliance. Taking into consideration a grace period of six months from the date the threshold under Section 203 was attracted, the residual period of non-compliance has been determined accordingly.
13. The Learned Counsel appearing for the Petitioner made an oral submission that the Company and its Directors are willing to accept the non-compliance and prayed that the Tribunal may treat the matter as compounded and impose an appropriate penalty under Section 203(4) in the present proceedings.
14. Considering the facts of the case, the oral submission made by the Counsel, and in the interest of ensuring procedural compliance while approving the Scheme of Amalgamation, this Tribunal deems it appropriate to impose a penalty under Section 203(4) for the residual period of non-compliance. Accordingly, a penalty of ₹1,00,000/- is imposed on the Transferee Company, and ₹50,000/- each is imposed on the Directors who were in office and responsible during the relevant period of default. The said amount shall be remitted within four weeks from the date of this Order and proof of such remittance shall be filed on record.
15. In view of the above deliberations between the petitioner companies and the statutory authorities, perceivably there is no impediment to the acceptance/approval of the Scheme.
16. The Petitioner has filed an Affidavit of Undertaking dated 20.04.2025 in furtherance of the report of Official Liquidator's stating that the Appointed Date mentioned in the Scheme is 01.04.2020; however, the Scheme itself provides that the Appointed Date may be changed to any other date as may be directed by this Tribunal. Accordingly, the Petitioner Companies have no objection to changing the Appointed Date from 01.04.2020 to 01.04.2024 or any other date as may be directed by this Tribunal. In view thereof **the Scheme is hereby approved with Appointed Date as April 01st, 2024**. It shall be binding on all the Shareholders and Creditors of the Petitioner Companies. While approving the Scheme, it is clarified that this order should not be construed in anyway granting exemption from payment of any stamp duty, taxes, or any other charges, if any, and payment in



accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law. With the sanction of the Scheme, the Transferor Company shall stand dissolved without being wound-up, without any further act or deed.

AND THIS TRIBUNAL DOTH FURTHER ORDER:

- (i) Various undertakings given by and on behalf of the petitioner companies for compliance with the observations made in ROC/RD, OL & IT reports are hereby accepted. They shall remain bound by terms thereof in particular and to observe the prescribed statutory timelines in general.
- (ii) The Petitioners shall within 30 days of this Order, cause a certified copy of this Order to be delivered to the Registrar of Companies, Karnataka for registration; and
- (iii) That the Petitioner Transferee Company shall deposit an amount of **Rs. 1,00,000/- (Rupees One Lakh only)** with the Pay & Accounts Officer, Chennai in favour of Regional Director, South East Region, Ministry of Corporate Affairs, Hyderabad and **Rs. 25,000/- (Rupees Twenty Five Thousand only)** in favor of The Prime Minister's National Relief Fund, within a period of four weeks of this Order and submit proof thereof.
- (iv) That the petitioners are directed to comply with the provisions of Section 170A of the Income Tax Act, 1961 within the stipulated period of time.
- (v) That any person interested shall be at liberty to apply this Tribunal in the above matter for any directions that may be necessary.
- (vi) That the approval/sanctioning of the Scheme shall neither be construed as an exemption from any of the provisions under the Income Tax Act, 1961, the Companies Act, 2013 or other applicable statutes nor from ongoing or potential prosecutions and the Authorities constituted therein are at liberty to continue/take appropriate action, in accordance with law.
- (vii) The Transferor Company shall surrender its PAN and GSTIN to concerned Authorities within one month. Its Registration with ROC shall stand cancelled on subsuming with the Transferee Company.

Accordingly, **C.P. (CAA) No. 10 & 11/BB/2023 is allowed.** A copy of this order be communicated to the Ld. Counsel for Petitioners.

As a corollary, formal orders in Form No. CAA-7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, be issued to the Transferee Company on



submission of the Schedule of (i) freehold properties of the Transferor Company and (ii) leasehold properties of Transferor Company along with their valuation and payment proof of Stamp Duty, by way of an Affidavit.

The Transferee Petitioner Company is directed to serve a copy of this Order to all the Statutory Authorities within ten days of receipt of copy of this order.

-Sd-

RADHAKRISHNA SREEPADA
MEMBER (TECHNICAL)

-Sd-

SUNIL KUMAR AGGARWAL
MEMBER (JUDICIAL)