

Date: 27th May, 2026

To,

Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Symbol: LANCORHOL

To,

Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 532370.
Scrip Code : 509048

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Receipt of Certified Order from National Company Law Tribunal, Chennai Bench, in relation to the Scheme of Merger of wholly owned subsidiary, Lancor Maintenance & Services Limited with its holding company, Lancor Holdings Limited ('the Company').

In continuation of our earlier intimation on 1st April, 2026, pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to submit a certified copy of the Order passed by the Hon'ble National Company Law Tribunal, Chennai Bench, approving the Scheme of Amalgamation of Lancor Maintenance & Services Limited (a wholly owned subsidiary of the company) with the company i.e Lancor Holdings Limited, under Sections 230-232 with corresponding Rules made thereunder ('the Scheme') which is received by the company on 27th May, 2026 i.e. today. The appointed date for the Scheme is mentioned as 1st April, 2024.

The Scheme shall be deemed as effective the date or last of the dates on which the certified copy of the order of the Tribunal sanctioning this Scheme is filed with the concerned Registrar of Companies by the Transferor Company and the Transferee Company. The company is in the process of filing the certified true copy of the order with the Registrar of Companies, Chennai.

This is for your information and record.

Thanking You,

Yours Faithfully,

For LANCOR HOLDINGS LIMITED

KAUSHANI CHATTERJEE
COMPANY SECRETARY & COMPLIANCE OFFICER

Lancor Holdings Limited

VTN Square, 2nd Floor, No.58, (Old No.104) G.N. Chetty Road,
T. Nagar, Chennai - 600017 +91 44 28345880-83 | www.lancor.in
CIN:- L65921TN1985PLC049092 GSTIN:- 33AAACD2547C1ZA

Annexure I

Disclosure of information pursuant to Regulation 30(6) read with Para A (7) of Part A of Schedule III of the Listing Regulations and SEBI Master Circular No. HO/49/14/14(7)2025CFDPOD2/1/3762/2026 dated January 30, 2026.

S. No.	Particulars	Description of events						
1	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p>Name of Entities forming part of Merger: Lancor Maintenance & Services Limited (a wholly owned subsidiary of the company) -Transferor</p> <p>Lancor Holdings Limited (Holding Company)-Transferee</p> <p>Turnover as on December 31st , 2025 (Based on last audited financial statements)</p> <table border="1"> <thead> <tr> <th>Name of entities</th> <th>Turnover</th> </tr> </thead> <tbody> <tr> <td>Lancor Maintenance & Services Limited</td> <td>NIL</td> </tr> <tr> <td>Lancor Holdings Limited</td> <td>Rs. 1,05,41,96,709</td> </tr> </tbody> </table>	Name of entities	Turnover	Lancor Maintenance & Services Limited	NIL	Lancor Holdings Limited	Rs. 1,05,41,96,709
Name of entities	Turnover							
Lancor Maintenance & Services Limited	NIL							
Lancor Holdings Limited	Rs. 1,05,41,96,709							
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	The scheme involves the amalgamation of wholly-owned subsidiary company with the holding company. Therefore it is exempted under Regulation 23 (5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.						
3	Area of business of the entity(ies);	<p>Lancor Maintenance & Services Limited (a wholly owned subsidiary of the company), transferor company is engaged in the business of Maintenance services</p> <p>Lancor Holdings Limited (Holding Company)- the transferee company is engaged in the business of Real Estate Business - construction and development of land</p>						

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4	Rationale for amalgamation/merger;	<ul style="list-style-type: none"> • The amalgamation will enable consolidation of the business of the two entities into one entity which will facilitate focused growth, operational efficiency, integration synergies and better supervision of the business of the group. • The amalgamation will enable pooling of resources of the Transferor Company with the resources of the Transferee Company to their advantage, resulting in more productive utilization of said resources, and cost and operational efficiency which would be beneficial to all stakeholders. • The amalgamation would facilitate scaling of operations, reduce administrative costs and garner greater visibility in the market. • The amalgamation would reduce shareholding layers and enable the Transferee Company to have direct control of the assets/business of the Transferor Company. • The amalgamation will also enable smoother implementation of policy changes at a higher level from a management perspective and shall also help enhance the efficiency and control of the entities. There is no likelihood that interests of any shareholder or creditor of either the Transferor Company or the Transferee Company would be prejudiced as a result of the Scheme. The Amalgamation will not impose any additional burden on the members of the Transferor Company or the Transferee Company.
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5	In case of cash consideration – amount or otherwise share exchange ratio;	There is no cash consideration or exchange of shares as the merger involves merger of wholly owned subsidiary with holding company. The investment of the holding company in the wholly owned subsidiary (transferor company) equity shares will be cancelled without the issuance or allotment of any new shares of the Company (transferee company).
6	Brief details of change in shareholding pattern (if any) of listed entity.	Being merger of wholly owned subsidiary with its holding company, there is no further issue of shares consequent to the implementation of the scheme and accordingly no change in shareholding pattern.

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IN THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH - I, CHENNAI

CP(CAA)/76(CHE)2025 in CA(CAA)/61/CHE/2025

Under Sections 230 to 232 of the Companies Act, 2013

In the matter of *Scheme of Arrangement (Amalgamation)*

Of

LANCOR MAINTENANCE AND SERVICES LIMITED,
A company incorporated under Companies Act, 1956,
having its registered office at,
Arihant VTN Square II Floor 58 G.N. Chetty Road,
T-Nagar, Chennai- 600017, Tamil Nadu, India.

...Petitioner Company No. 1 / Transferor Company

And

LANCOR HOLDINGS LIMITED,
A company incorporated under Companies Act, 1956,
having its registered office at,
Arihant VTN Square II Floor 58 G.N. Chetty Road,
T-Nagar, Chennai- 600017, Tamil Nadu, India.

... Petitioner Company No. 1 / Transferee Company

And

Their Respective shareholders and creditors

Order Pronounced on 27th April, 2026

CORAM

SANJIV JAIN, MEMBER (JUDICIAL)

VENKATARAMAN SUBRAMANIAM, MEMBER (TECHNICAL)

For Petitioner : Pawan Jabhakh, Advocate

For Regional Director : Avinash Krishnan Ravi, Advocate

For Official Liquidator : Shri. Pola Raghunathan,





Official Liquidator in person
For Income Tax Department : Raj Jhabakh, Advocate

ORDER

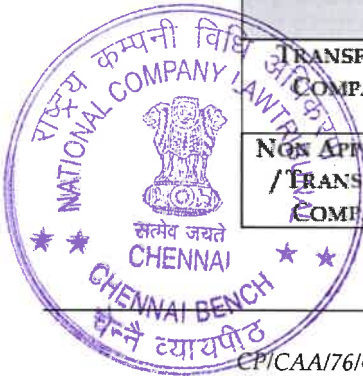
(Heard through –Hybrid mode-)

1. Under consideration is a Joint Company Petition i.e., CP(CAA)/76(CHE)2025 in CA(CAA)/61/CHE/2025 filed by the Petitioners, namely LANCOR MAINTENANCE AND SERVICES LIMITED (hereinafter “Transferor Company”) and LANCOR HOLDINGS LIMITED (hereinafter “Transferee Company”), with its Shareholders under Section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Arrangement (Amalgamation) (hereinafter referred to as the “SCHEME”) proposed by the Petitioners herein with its Shareholders. The Scheme is appended as “Annexure A1” at Page Nos. 24-46 of the Petition typeset.

2. 1ST MOTION APPLICATION – IN BRIEF

2.1. The Petitioners had filed the First Motion Application on 28.07.2025 vide CA(CAA)/61/(CHE)/2025 seeking directions as follows,

	EQUITY SHAREHOLDERS	SECURED CREDITORS	UNSECURED CREDITORS
TRANSFEROR COMPANY	To Dispense with the meeting	To Dispense with the meeting	To Dispense with the meeting
NON APPLICANT / TRANSFEREE COMPANY	To Dispense with the meeting	To Dispense with the meeting	To Dispense with the meeting



CP/CAA/76/CHE/2025 in CA(CAA)/61(CHE)/2025

In the matter of Lancor Maintenance and Services Limited & Anr



2.2. Based on such application moved under Sections 230-232 of the Companies Act, 2013, directions were issued by this Tribunal, vide order dated 11.09.2025 and the meetings of the equity shareholders, secured creditors and unsecured creditors of the Petitioner were dispensed with.

2.3. Subsequently, the second motion petition was filed before this Tribunal by the Petitioners on 29.09.2025 for sanction of the Scheme of Arrangement (Amalgamation).

3. RATIONALE OF THE SCHEME

3.1. The rationale of the Scheme as provided in Clause 2 of the Scheme is extracted as under:

"3. RATIONALE FOR THE SCHEME

The Board of directors of the Transferor Company and Transferee Company have decided to amalgamate the Transferor Company with the Transferee Company in order to ensure better management of the Company as a single unit with focused management capabilities. The Board of directors of the Transferor Company and Transferee Company are of the opinion that the proposed amalgamation of the Transferor Company with Transferee Company will be for the benefit of both the Transferor Company and Transferee Company in the following manner:

(i) The amalgamation will enable consolidation of the business of the two entities into one entity which will facilitate focused growth, operational efficiency, integration synergies and better supervision of the business of the group.

(ii) The amalgamation will enable pooling of resources of the Transferor Company with the resources of the Transferee Company to their advantage, resulting in more productive utilization of said resources, and





cost and operational efficiency which would be beneficial to all stakeholders.

(iii) The amalgamation would facilitate scaling of operations, reduce administrative costs and garner greater visibility in the market.

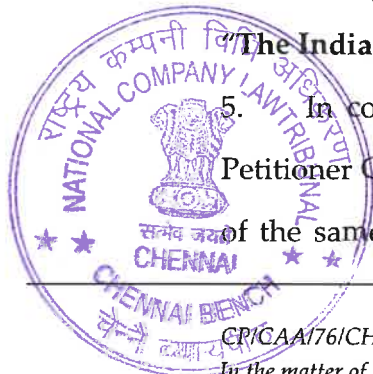
(iv) The amalgamation would reduce shareholding layers and enable the Transferee Company to have direct control of the assets/business of the Transferor Company,

(v) The amalgamation will also enable smoother implementation of policy changes at a higher level from a management perspective and shall also help enhance the efficiency and control of the entities. There is no likelihood that interests of any shareholder or creditor of either the Transferor Company or the Transferee Company would be prejudiced as a result of the Scheme. Amalgamation will not impose any additional burden on the members of the Transferor Company or the Transferee Company.

(vi) The scheme is commercially and economically viable, feasible, fair, and reasonable and is in the interests of the Transferor Company, the Transferee Company, and their respective stakeholders.

4. In the second motion application filed by the Petitioners, this Tribunal vide order dated 15.10.2025 directed the Petitioner Company to issue notice to the Statutory / Regulatory Authorities viz. (i) Regional Director (Southern Region), Chennai (ii) ROC, Chennai, (iii) the Jurisdictional Income Tax Office, (iv) Official Liquidator and other sectoral regulators, who govern the working of the respective companies, as well as for paper publication to be made in "Daily Thanthi" (Tamil) and **The Indian Express - All India Edition" (English).**

5. In compliance to the said directions issued by this Tribunal, the Petitioner Companies filed an affidavit of service on 17.03.2026. A perusal of the same discloses that the Petitioners effected paper publications as





directed by the Tribunal in “The Indian Express - All India Edition” (English) and “Daily Thanthi” (Tamil) in Tamil on 01.11.2025 respectively. It is also seen that notices have been also served to

S.No	Statutory authorities	Date of Notice
1.	Regional Director, Southern Region, Chennai	31.10.2025
2.	Registrar of Companies, Chennai	31.10.2025
3.	Income Tax Department	31.10.2025
4.	Official Liquidator	31.10.2025

6. STATUTORY AUTHORITIES

6.1. Pursuant to the service of notice of the petition, the following statutory authorities have responded as below.

6.2. REGIONAL DIRECTOR

6.2.1. On issuance of notice, the Regional Director, (*hereinafter referred to as 'RD'*) Southern Region, Chennai has filed his report on 29.01.2026 vide S.R.No. 358 and the same is as follows:

Para	Observations
4	Clause 1.3 of Part I of the Scheme provides that “Appointed Date” means the date from which this Scheme shall become operative viz., 1 st April 2024 or any other date as the Tribunal may direct or approve under relevant provisions of the Act.
5	Clause 6.1 of the Scheme provides that all executives, staff, workmen, and other employees in the service of the Transferor Company, immediately before the Appointed Date, under this Scheme shall





become the executives, staff, workmen, and other employees of the Transferee Company, on the basis that:

a) Their services shall be continuous and shall not be interrupted by reason of such transfer as if such transfer is effected under Section 25FF of the Industrial Disputes Act, 1947;

b) The terms and conditions of service applicable to the said staff, workmen, and other employees after such transfer shall not in any way be less favourable to them than those applicable to them immediately before the transfer,

c) In the event of retrenchment or termination of such staff, workmen, or other employees, the Transferee Company shall be liable to pay compensation in accordance with law on the basis that the services of the staff, workmen, or other employees shall have been continuous and shall not have been interrupted by reason of such transfer, and

d) As the Provident Fund, Gratuity, Pension, Superannuation Fund or any other special funds that are applicable to the employees of the Transferee Company and existing in the Transferee Company for the benefit of the staff, workmen and other employees of the Transferee Company, the same shall also be extended to the employees of the Transferor Company upon the Scheme becoming finally effective. The said benefits shall be extended to the employees of the Transferor Company even if such benefits were not available to the employees during their tenure in the Transferor Company, by virtue of non-applicability of the relevant provisions to the Transferor Company. Notwithstanding what is stated herein above in respect of applicability of Employees Provident Fund to the employees of Transferor Company with retrospective effect from a date to be





	<p>determined by the Board of Directors of Transferee company, the extension of benefit to the employees of Transferor Company shall be subject to the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the approvals of the authorities concerned for giving effect to the implementation date. It is the aim and the intent of the Scheme that all the rights, duties, powers and obligations, in whatsoever nature, that are available to the employees of the Transferee Company shall also be available to all the employees of the Transferor Company in relation to Provident Fund, Gratuity and Pension and/or Superannuation Fund or any other special fund, however subject to the provisions of the relevant and applicable statutes.</p>
6	<p>Clause 9 of Part II of the Scheme provides that upon the Scheme becoming fully effective, in consideration of the transfer and vesting of the Undertaking of the Transferor Company in the Transferee Company in terms of the Scheme, the entire issued, subscribed and paid-up equity share capital of the Transferor Company held by the Transferee Company shall stand cancelled without any further act or deed. Upon Amalgamation, there shall be no consideration issued by the Transferee Company, being the wholly owned subsidiary of Transferee Company and there shall be no requirement to comply with the provisions of section 66 of the Companies Act 2013 as the cancellation of the entire issued, subscribed, and paid-up equity share capital of the Transferor Company, is a consequence of the amalgamation.</p> <p>Clause 10 of Part II of the Scheme provides that upon the Scheme becoming fully effective, the authorised share capital of the Transferor</p>





	<p>Company shall stand combined with the authorised share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Company on their respective authorised share capital, shall be deemed to have been so paid by the Transferee Company on the combined authorised share capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased authorised share capital.</p>
8	<p>Clause 11 of Part II of the Scheme provides that with effect from the Appointed Date, the Transferee Company shall account for the amalgamation of Transferor Company in its books of account in accordance with Indian Accounting Standards ("Ind AS") 103 for Business Combinations and/or other applicable Ind AS, as amended from time to time, notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and in accordance with prevailing guidelines and generally accepted accounting principles in India.</p>
9	<p>Clause 14 of Part III of the Scheme provides that subject to an order being made by the Tribunal under Section 232 of the Act, the Transferor Company shall be dissolved without the process of winding up on the Scheme becoming effective in accordance with provisions of the Act and Rules made thereunder</p>
11, 12	<p>ROC Chennai vide report dated 12.01.2026 has stated that Petitioner Companies have filed financial statement and annual return up to 31.03.2024. No Inquiry/ Inspection/ Investigation/ Prosecution/Complaint pending against the petitioner companies. ROC Chennai has further stated that</p> <p>(a) In the Independent Auditor's report on audit of Annual</p>





	<p>Consolidated Financial Results and review of Quarterly Consolidated Financial results as on 30.09.2024 of Transferee Company, the auditor under '<i>Emphasis of Matter</i>' draws attention to Note No. 3 regarding pending litigation relating to one of the commercial properties accounted as investment property having carrying value of Rs. 2,871.88 Lakhs.</p> <p>(b) The auditor vide independent Audit Report for the year ended 31.03.2024 under emphasis of matter draws attention to Note No. 4 regarding pending litigation relating to one of the commercial properties accounted investment property having carrying value of Rs. 2,908.35 Lakhs.</p> <p>(c) As per the Independent Auditor's report on audit of Annual Standalone Financial Results and review of Quarterly Standalone financial results as on 31.03.2025 of Transferee Company, the auditor under <i>Emphasis of Matter</i> draws attention to Note No. 4 regarding pending litigation relating to one of the commercial properties accounted as investment property having carrying value of Rs. 2,540.26 Lakhs.</p> <p>Hence, the petitioner companies may be directed to submit the present status of the litigations.</p>
13	<p>Board's report of the Transferor company for the FY 2024-25, stated that the Company has developed and implemented a risk management framework. Simultaneously, it stated that the Company "does not have any Risk Management Policy". These two statements are mutually contradictory and demonstrate non-compliance and misleading disclosure under statutory reporting requirements. The company may be directed to clarify the same.</p>





14	The Petitioner Companies may be directed to undertake to comply with the provisions of Section 240 of the Companies Act, 2013 and provisions of Section 232(3)(i) of the Companies Act, 2013.
15	The Transferee Company may be directed to file amended MoA containing amendment to the Capital Clause for record purposes with the Registrar of Companies, with respect to increase its authorised capital.

6.2.2. It is submitted by the RD that the petition may be disposed of on merits after considering the submissions made in para 12, 13, 14 and 15.

Response to the RD Report:

6.2.3. The Petitioners have filed response to the RD Report vide S.R. No. 1528 dated 06.04.2026. The response to the report of the RD is tabulated hereunder:

Para	Observations
12	The Petitioner Companies submit that the litigation referred hereinabove, is with respect to a real-estate development project contemplated under a Joint Development Agreement (JDA), wherein there was a dispute with respect to an Arbitral Award, which had been pending before the Hon'ble Supreme Court of India, as on the date of filing of the Application/Petition before this Tribunal. However, the Hon'ble Supreme Court of India vide its order dated 31 st October 2025 has decided the dispute in favour of the Transferee Company. The Petitioner Companies submit that the Review Petition filed before the Hon'ble Supreme Court of India against the order dated 31 st October 2025 has also been dismissed by





	<p>the Hon'ble Supreme Court vide an order dated 4th February, 2026 and the adjudication has attained finality. The Petitioner Companies submit that the dispute referred to in Paragraph 12 of the Report has been concluded and the same has been decided in favour of the Transferee Company. (The Copy of the Order of the Supreme Court of India in Civil Appeal Nos. 10074-10075 of 2024 dated 31st October 2025 is marked and annexed as <i>Annexure A1</i>)</p>
13	<p>The Petitioner Companies submit that the Transferor company is not mandated under law to have a formal risk management policy. However, the Petitioner Companies submit that the Transferor Company maintains a basic risk management framework. In the Board's Report of Transferor company, it was stated that it had implemented a risk management framework, however, it does not have a formal Risk Management Policy. Therefore, the statements related to risk management provided in the Board's Report reflect the factual position and may be considered accordingly.</p>
14	<p>It is submitted that the Petitioner Companies undertake to comply with the provisions of Section 240 of the Companies Act, 2013 and provisions of Section 232 (3)(i) of the Companies Act, 2013.</p>
15	<p>It is submitted that the Petitioner Companies undertake to file amended MoA containing amendment to the Capital Clause for record purposes with the Registrar of Companies.</p>



6.3. OFFICIAL LIQUIDATOR

6.3.1. The Official Liquidator, (hereinafter referred to as 'OL') has filed the Report dated 19.01.2026 vide S.R.No. 204. It is stated that, they had

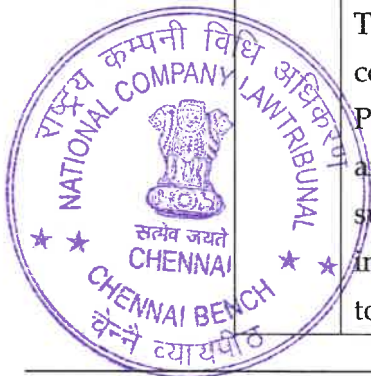


appointed M/s. Karpagam Krishnan & Natarajan, Chartered Accountants firm from the panel maintained by their office to verify into the affairs of the Transferor Company.

6.3.2. The Chartered Accountants appointed by the OL reviewed the books and records of the Transferor Companies for the last 3 financial years before and up to the Appointed Date i.e. F.Y. 2021-2022, F.Y. 2022-2023 and F.Y. 2023-2024.

6.3.3. The observations of the OL based on the scrutiny of the report of the Chartered Accountants are captured below,

Para	Observations
3(i)	Clause 12.5 of the Scheme, 'Consequential matters relating to tax' provides for auto modification of contents of the Scheme, post its sanction by this Tribunal. It is stated that such auto modification of the contents of the Scheme to be in compliance with Income Tax Laws, without the previous specific approval / sanction of this Tribunal will be in violation of section 231(1)(b) of the Companies Act, 2013. Every modification /auto modification of the content of the Scheme requires specific approval from this Tribunal and scheme cannot contain auto modification of content on its own. Hence, this Tribunal may direct the Petitioner to delete / modify Clause 12.5 of the Scheme by way of amendment to the Scheme proposed, so as to ensure that no such auto amendment/modification of the Scheme provided for in the scheme or takes place, post its sanction by this Tribunal or to submit an undertaking to this Tribunal to the effect that such





	<p>auto modification of the content of the scheme will not be operative automatically or be implemented without specific prior approval of this Tribunal received by the companies under section 231(1)(b) of the Companies Act, 2013.</p>
3(ii)	<p>As per para 6(c) of General Circular No.09/2019 dated 21.8.2019 issued by the Ministry of Corporate Affairs, if appointed date (in this case, 01.04.2024) is significantly ante-dated beyond a year from the date of filing the Company Application finally (August 2025 in this case, subject to confirmation by the companies), then the justification for the same has to be specifically brought out in the scheme itself and it should not be against the public interest. However, it is noticed that the scheme finally filed in the month of August, 2025 does not provide for justification for ante dating the appointed date to more than 1 year to 01.04.2024. Further, it is silent as to whether the companies have significantly ante dated the appointed date to more than one year prior to the filing of the scheme in August, 2025, to avoid lapse of any carry forward of losses of Transferor Company or otherwise, in either case may hit the public interest aspect specified in the MCA Circular, <i>ibid.</i> This may be clarified by the companies to this Tribunal.</p>
3(iii)	<p>Rule 37(6) of SEBI (LODR) Regulations provides exemption to obtain NoC from Stock Exchanges / SEBI if Scheme solely provides for merger of Wholly Owned Subsidiary with Holding Company provided, draft scheme shall be filed with Stock Exchanges for the purpose of disclosure. Since Transferee Company is a listed entity, the proof of filing draft scheme with Stock Exchanges needs to be furnished to this Tribunal.</p>





3(iv)	<p>The present scheme is between a Wholly Owned Subsidiary (Transferor Company) with its Holding Company (Transferee Company) and hence, falls under Common Control of Business Combinations as specified in Appendix C to Ind AS 103. Accordingly, it shall be accounted using the Pooling of Interest method only (without any adjustments to carrying values) as per para 8 & 9 of Appendix C of Ind AS 103. However, Clause 11.1 is silent on the Pooling of Interest Method (Appendix C) to be followed in this case. Hence, this Tribunal may direct the companies to submit an undertaking to follow the Pooling of Interest Method in accordance with the Appendix C of the Ind AS 103, and not otherwise.</p>
3(v)	<p>As per MCA master data in respect of Transferee Company, there is open charge in favour of Citi Bank created on 14.06.1992 for Rs.78,00,000/- however, the same is not found in Chartered Accountant's list as on 30.09.2024 vide his certificate dated 28.12.2024. Hence, the same may be clarified by the Petitioner to this Tribunal.</p>
3(vi)	<p>Clause A (Preamble) of the Scheme discloses to the effect that the Transferor Company is engaged in the business of maintenance services and the Scheme accordingly called such business of maintenance services as business of the transferor Company. However, the audited financials of the Transferor Company immediately prior to the Appointed Date revealed that the revenue from operations last earned was in FY 2021-22 that too insignificant amount of Rs 3.19 lakh. Thereafter, the revenue (turnover) from operations remained NIL for 2022-23 and 2023-24. Accordingly, it is a case where Transferor Company is not earning any revenue from its operations thereby</p>





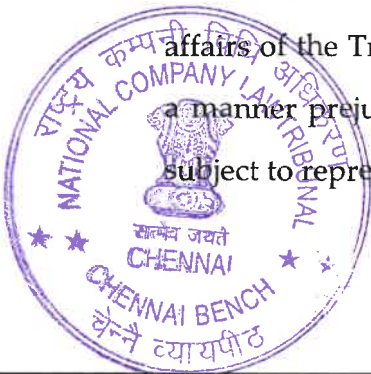
not having any business and hence the disclosure in Clause A, *ibid*, is wrong as it is not engaged in any business, as claimed in the scheme. Further, the figure of Turnover (Gross Sales) disclosed in table under Clause 2.3 of the Scheme of Rs 1,33,999 does not actually represent its gross sales as per audited financial statements for 2023-24 and hence the disclosure in Clause 2.3 is also incorrect disclosure about the gross sales. Accordingly, the disclosure in Clause (C)(i) (Rationale of the Scheme) that the Scheme would facilitate consolidation of businesses of the two companies is incorrect as there is no business in the Transferor Company. Consequently consolidation of non-existent business does not arise. Further the networth of the Transferor Company as shown in Clause 2.3 of the Scheme i.e., Rs 6.60 Crores is mainly represented by the asset shown as advance given for purchase of property to the tune of Rs 7.73 Crores as on 31.03.2024 which was shown as asset for several years, previously. However, the reasons for not acquiring the said property are not on record anywhere in the financials. Accordingly, it may be a case of diversion of earned profits/funds of the Transferor Company to the Transferee Company in the name of advance for purchase of property whereas the sum and substance of the transfer seem to be declaration of dividend by the Transferor Company without complying with the applicable Dividend Rules, under the Companies Act, 2013 and consequent payment of taxes in accordance with the Income Tax Law. Now, the scheme is brought in so that the said balance of Rs 7.73 Cr gets cancelled without complying with the applicable law of declaring dividends etc. Hence, instead of transferring the running business as a going concern through the merger within the meaning of the section 230-232 of the Companies Act, 2013, the merger is brought in to cover up the diversion/ dividend





	payment transaction by way of its cancellation through the scheme as intercompany balances. Hence, this Tribunal may direct the companies to furnish the clarification along with documentary evidence.
3(vii)	As per Note - Share Capital of audited financials of the Transferor Company as at 31.3.2024 (appointed date 1.4.2024), the Transferee Company holds shares to the tune of 99.30 percent only and remaining shares 1,750 nos are held by other individuals and not shown as held as a nominee of the Transferee Company in the audited financials. Accordingly, it requires clarification to be submitted (along with documentary evidence) before this Tribunal, as the scheme does not provide for any payment of consideration against those 1750 number of shares of the Transferor Company instead the Clause A (preamble) discloses that Transferor Company is a wholly owned subsidiary of the Transferee Company.
3(viii)	The schedule to the scheme, discloses the assets of the Transferor Company to include Land and buildings, however, the audited financials of the Transferor Company do not show any value for the land at all, as per its audited financials. This need clarification to be submitted by the companies to this Tribunal.

6.3.4. It is stated that the Official Liquidator is of the opinion that the affairs of the Transferor Company appear to have not been conducted in a manner prejudicial to the interest of its members or to public interest subject to representation in para 3 above.





6.3.5. The Official Liquidator has sought to take on record the report and consider the report of the Chartered Accountant. He has also sought to fix the remuneration payable to the Auditor who has investigated into the affairs of Transferor Company for the minimum 3 years before and up to closing hours of the initially fixed appointed date i.e., 01.04.2024 for FY 2021-22, 2022-23 and 2023-24.

6.3.6. We observe that the Chartered Accountants have verified the books and accounts and other records of the Transferor Company for the period of three years after before 01.04.2025. This Tribunal directs the Transferor Company to pay a sum of **Rs. 90,000/- + GST (Rupees Ninety Thousand Only Plus GST if applicable)** to the Official Liquidator for the payment of fees payable to the Chartered Accountant who has investigated into the affairs of the Transferor Company.

Response of the Petitioner to the OL Report:

6.3.7. In response to the report submitted by the OL, the Petitioner Companies have made the submissions vide S.R. No. 1527 dated 06.04.2026. The submissions made in the Affidavit are extracted

hereunder:



Para

Observations



3(i)	<p>The Petitioner Companies submit that Clause 12.5 of the Scheme has been incorporated in the Scheme only to ensure compliance with applicable provisions of the Income Tax Act, 1961 and other relevant laws, as may be required by statutory authorities from time to time. The said clause is not intended to permit any automatic or unilateral modification of the Scheme without the prior approval or sanction of this Tribunal. The Petitioner Companies undertake that such auto modification of the content of the scheme will not be operative automatically or be implemented without specific prior approval of this Tribunal received by the Petitioner Companies under section 231(1)(b) of the Companies Act, 2013.</p>
3(ii)	<p>The Appointed Date of 1st April 2024 has been fixed considering the commercial, accounting, and operational convenience of the Petitioner Companies, with a view to align the Scheme with the commencement of the relevant financial year. The proposed Appointed Date enables uniformity in accounting treatment, smooth consolidation of financial statements, and avoidance of multiple financial restatements, thereby facilitating efficient implementation of the Scheme. Fixation of the Appointed Date is bona fide and not intended to derive any undue advantage, including avoidance of tax liability, carry forward of losses, or any other benefit prejudicial to public interest and the Scheme does not result in any adverse impact on shareholders, creditors, employees, or any other stakeholders. All statutory dues, regulatory compliances, and disclosures continue to be duly complied with. It is stated that the Scheme has been formulated in compliance with applicable provisions of the Companies Act, 2013 and relevant circulars issued by the Ministry of Corporate Affairs, and the Appointed Date has been chosen in good faith</p>





	<p>and for genuine business purposes. It is stated that the ante-dating of the Appointed Date is justified by the aforesaid commercial and administrative considerations and does not contravene public interest in any manner.</p>
3(iii)	<p>The Transferor Company is a wholly owned subsidiary of the Transferee Company, which is a listed entity. The Scheme provides solely for the merger of the wholly owned subsidiary with its holding company and, accordingly, falls within the exemption provided under Regulation 37(6) of the SEBI (LODR) Regulations, 2015, in respect of obtaining, a No Objection Certificate from the Stock Exchanges / SEBI. It is stated that in compliance with the disclosure requirements under the said Regulation, the draft Scheme was submitted to the concerned Stock Exchanges prior to filing of the Scheme before this Tribunal. The Petitioner Companies have complied with all applicable requirements under the SEBI (LODR) Regulations, and the necessary intimation and filing with the Stock Exchanges have been made within the prescribed timelines. The Proof of filing of the draft Scheme with the Stock Exchanges is annexed hereto and marked as Annexure A1.</p>
3(iv)	<p>The Scheme involves amalgamation of a wholly owned subsidiary with its holding company and constitutes a business combination under common control in terms of Appendix C to IND AS 103. Accordingly, it is confirmed that the accounting treatment under the Scheme shall be carried out strictly in accordance with the Pooling of Interest Method, as prescribed under paragraphs 8 and 9 of Appendix C to IND AS 103, without any adjustments to the carrying values of assets and liabilities. It is stated that there is no intention to</p>





	adopt any accounting treatment other than that prescribed under the applicable Accounting Standards.
3(v)	The charge pertains to the Transferee company and is not related to the Transferor company. The charge was created in the year 1992 in connection with financial facilities availed by it from Citi Bank and the said financial facility has since been fully repaid/ settled and no amount is presently outstanding in respect thereof. The statutory auditors of the Company, after verification of the books of accounts and relevant records, have confirmed that no liability subsists in relation to the said charge, as certified in the certificate dated 28.12.2024. Accordingly, there is no subsisting encumbrance on the assets of the Transferee Company in respect of the said charge and that the same does not affect the Scheme in any manner.
3(vi)	The Transferor Company is engaged in the business of providing maintenance and related support services and has been carrying on such business in accordance with its objects. Due to business and market conditions, the operational activities of the Transferor Company during the recent financial years, particularly in FY 2021-22, were minimal, resulting in comparatively low revenue. The absence of revenue in FY 2022-23 and FY 2023-24 is temporary in nature and does not indicate discontinuance of business but is attributable to restructuring of operations and business realignment within the Group. It is stated that Clause A (Preamble) and Clause 2.3 of the Scheme have been made based on the business profile, historical operations, and objects of the Transferor Company and are not intended to misrepresent its activities. It is stated that the rationale mentioned in Clause C(1) of the Scheme refers to operational





integration, administrative consolidation, and optimisation of resources, including shared infrastructure, manpower, and management, and not merely revenue-based consolidation and the Amalgamation of asset-holding or low-activity companies is a recognized and accepted form of restructuring.

It is stated that the figure of Rs. 1,33,999 disclosed as "Turnover (Gross Sales) in the table under Clause 2.3 of the Scheme pertains to other income as reflected in the audited financial statements of the Transferor Company for the financial year 2023-24. The Transferor Company did not have any operating income during the financial year 2023-24 and the said amount does not represent revenue from core business operations. The figure was aggregated under the heading "Turnover (Gross Sales)' solely for the limited purpose of providing summarised financial disclosure in tabular form in the Scheme. The distinction between revenue from operations and other income has been maintained in the audited financial statements. It is stated that notwithstanding the nomenclature used in the table, the financial position of the Transferor Company has been fully, truly, and correctly disclosed in the Scheme and the audited financial statements, and there has been no misrepresentation or suppression of material facts.

The net worth of Rs.6.60 Crore shown in Clause 2.3 is correctly reflected as per the audited financial statements as on 31.03.2024. The advance given towards purchase of property amounting to Rs.7.73 Crore represents a bona fide business transaction entered in the ordinary course of business, and is duly reflected in the books of accounts. The non-completion of the transaction was occasioned by external commercial factors, including regulatory considerations, and was not attributable to any intent to divert funds and the said advance continues to

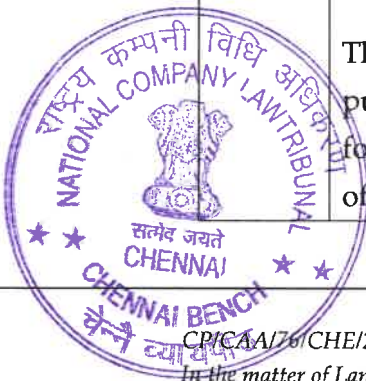




be reflected as an asset in the audited financial statements of the Transferor Company and has neither been written off nor adjusted otherwise than in accordance with the Scheme. The mere non-acquisition of the property does not ipso facto convert the advance into a diversion of funds or a distribution in the nature of dividend. Non-completion of a proposed acquisition cannot, by itself, give rise to any presumption of diversion, particularly when the amount continues to be consistently disclosed as an asset in the audited accounts of the Transferor Company.

The Petitioner Companies submit that Sections 230 to 232 of the Companies Act, 2013 do not mandate that only a company carrying on active operations or generating current operational turnover can be transferred as a going concern. The expression 'going concern', in the context of a scheme of amalgamation, refers to the transfer of the undertaking of the Transferor Company as a whole, including its assets, liabilities, rights, obligations and net worth, and not merely to the existence of operational revenue in the immediately preceding financial years. The amalgamation of companies holding assets, investments, advances or reserves, even in the absence of current operational income, is a well-recognised and judicially accepted form of corporate restructuring. In the present case, the Scheme provides for the transfer of all assets and liabilities of the Transferor Company on a going concern basis, which squarely falls within the ambit of sections 230 to 232 of the Companies Act, 2013.

The cancellation or consolidation of inter-company balances pursuant to a court-sanctioned Scheme operates by statutory force and cannot be equated with the declaration or payment of dividend under the Companies Act, 2013 or the Income-tax



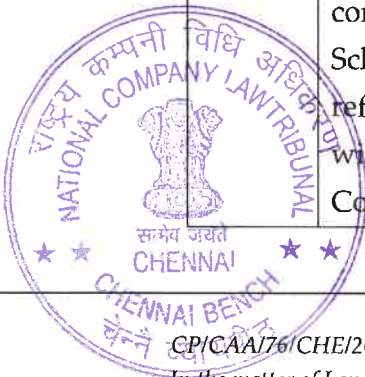


	<p>Act, 1961. It is stated that no amount is distributed to the shareholders, nor is any benefit conferred upon them in the nature of dividend and there has been no diversion of funds. It is stated that all advances, assets and balances of the Transferor Company are duly reflected in its audited financial statements and have been consistently disclosed over the years. The Scheme merely provides for consolidation and elimination of inter-company balances, which is a normal and legitimate consequence of amalgamation and the Scheme is not a colourable device and is not intended to circumvent the provisions relating to dividend or taxation, but is a bona fide corporate restructuring exercise undertaken with the objective of simplification of the group structure, consolidation of net worth and administrative efficiency</p>
3(vii)	<p>As per the audited financial statements of the Transferor Company as on 31.03.2024, the Transferee Company holds 99.30% of the equity share capital of the Transferor Company, and the balance 0.70% shares (1,750 equity shares) are held by certain individuals. The said individuals are holding the aforesaid shares as nominees/trustees of the Transferee Company, in compliance with the requirements of the Companies Act, 2013, and the beneficial ownership of the said shares vests with the Transferee Company. Accordingly, in effect, the Transferor Company is a wholly owned subsidiary of the Transferee Company, and the disclosure made in Clause A (Preamble) of the Scheme is true and correct. It is stated that no consideration is payable in respect of the 1,750 equity shares, as the same are held on behalf of and for the benefit of the Transferee Company. The Consent Affidavit submitted by the shareholders of the Transferor Company along with company application states that they are holding shares in the</p>





	<p>Transferor Company as the nominee of the Transferee Company, which are marked and annexed as Annexure B. The list of shareholders provided along with Annual Return filed by the Transferor Company in (Form MGT 7) in respect of Financial Year 2023-24 consists of seven individual shareholders and mention that the respective shareholders are holding those shares on behalf of the Transferee Company and the same status is reflected in the previous financial years as well subsequent financial year. A certified copy of the E Form MGT 7 issued by the Registrar of Companies (ROC-Chennai) in respect of financial year 2023-24 to clarify the above is marked and annexed as Annexure C.</p>
3(viii)	<p>The Schedule to the Scheme discloses the assets of the Transferor Company, including its rights and interests in land/ undivided share of land and buildings, based on the title documents and contractual / legal entitlements held by the Transferor Company. In accordance with the applicable accounting principles and consistent past practice, the entire value of the immovable property is disclosed under the head 'Building', without assigning of disclosing a separate value for land. Accordingly, absence of a separate land value in the audited financial statements does not imply absence of land entitlement but merely reflects that the land component has not been separately recognised or presented for accounting purposes. The disclosure in the Schedule to the Scheme is descriptive in nature and is intended to explain the nature and composition of the assets proposed to be transferred under the Scheme. The audited financial statements, on the other hand, reflect the accounting presentation of such assets in accordance with applicable accounting standards and Schedule III to the Companies Act, 2013. Accordingly, there is no inconsistency,</p>





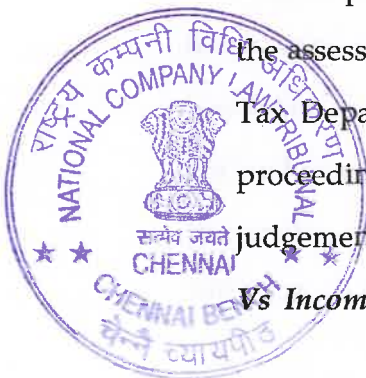
	discrepancy, or misrepresentation between the disclosures made in the Schedule to the Scheme and those contained in the audited financial statements of the Transferor Company.
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6.4. DEPARTMENT OF INCOME TAX

6.4.1. On service of notice, the Commissioner of Income Tax, CC-1(3) entered appearance and submitted his observations by a Memo dated 03.02.2026 vide S.R. No.473.

6.4.2. It is stated that the present report be treated as the representations/objections of the Income Tax Department for the purpose of Section 230(5) of the Companies Act, 2013.

6.4.3. It is stated that without prejudice to the objections in the letter attached, the requirement to send notice to the concerned department is a procedural requirement and as such does not impact the right of the Department to proceed in accordance with the provisions of the Income Tax Act, 1961. It is stated that this Tribunal may take the objections on record, without prejudice to the rights of the Department to take all appropriate proceedings under the provisions of the Income Tax Act, 1961 to protect the interest of the government including right to reopen the assessment. Therefore, by filing this memo and the report, the Income Tax Department has not deemed to waive its rights to undertake all proceedings under the Income Tax Act, 1961. Reliance is placed on the judgement of Hon'ble Supreme Court in *Marshall Sons & Co India Ltd Vs Income Tax Officer* (AIR 1997SC1763 & MANU/SC/0407/1997). It is





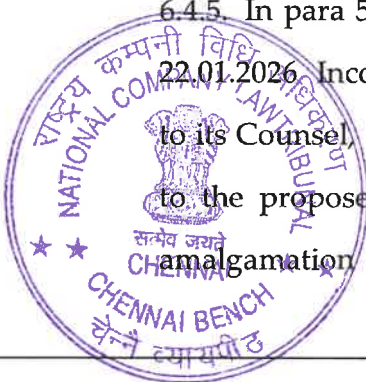
stated that the Income Tax Department reserves its right to proceed against the Petitioner Companies through independent proceedings under the provisions of the Income Tax Act, 1961 and pass orders in accordance with law. Para 17 of the Judgement is extracted as under:

"17. We, however, make it clear that we have not expressed any opinion on the plea of the learned Counsel for the Revenue that the amalgamation itself is a device designed to evade the taxes legitimately payable by the subsidiary company. If the Income Tax authorities think that, they are entitled to raise this question in the proceedings under the Income Tax Act, it is open to them to do so by way of a separate proceeding according to law."

(emphasis supplied)

6.4.4. In line with the judgment of Hon'ble Supreme Court, it is stated that the Income Tax Department reserves its right to proceed against the Petitioner Companies through independent proceedings under the provisions of the Income Tax. It is reiterated that filing of the present memo shall not in any manner amount to waiving off its rights to proceed against the Petitioner Companies and pass orders in accordance with law.

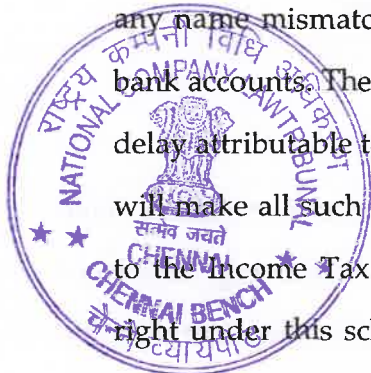
6.4.5. In para 5 of the objections to the Scheme made in the letter dated 22.01.2026, Income Tax Officer, Corporate Ward 4(3), Chennai addressed to its Counsel, the Income Tax Department has conveyed its no objection to the proposed scheme subject to the condition that the scheme of amalgamation should not flout any provision of Income Tax Act, 1961





and any rules under Income Tax Rule 1962 and subject to fulfilment of condition specified in scheme of amalgamation. If any part of the scheme is found to be repugnant to the Income tax Act 1961 and Income Tax Rule 1962, the same is to be treated as *void ab initio*. It is stated that the Transferee Company shall discharge all responsibilities and liabilities emanating in respect of the proceedings pending/completed/likely to arise in respect of Amalgamation. The continuation of the proceedings of assessment or recovery or any other statutory action will be subject to the provisions of the Income Tax Act and the Assessee Companies will not quote the approved scheme as a ground to oppose such continuation of proceedings. In the event of the failure of the Assessee to notify the Department of the approval of the scheme, the same will preclude the Assessee Companies from raising any technical grounds on the validity of the proceedings.

6.4.6. It is stated that refund of tax which has already been determined but not issued either to the Transferor Company or to the Transferee Company will be issued in the name of respective companies only, as per the extant technical limitations of the system. The amalgamated / demerged company shall ensure that no technical glitches arise due to any name mismatch by changing the name of the account or closure of bank accounts. The Department is not liable to pay any interest due to the delay attributable to the assessee in informing such changes. The assessee will make all such claims in respect of grant of refund/interest on refund to the Income Tax Authorities only. The petitioners will not claim any right under this scheme in respect of calculation of any period of delay





attributable to the assessee while granting interest u/s.244A of the Act. Any credit in respect of which tax at source was deducted/ collected on intercompany transactions will be dealt with under the extant provisions of the Income Tax Act depending on the date of remittance of such TDS/TCS remitted into the government account.

6.4.7. In para 9 of the letter, it is stated that the Transferee Company is having outstanding demand of Rs. 2,51,90,580/- as per the demand portal of Income tax Department as on 21.01.2026 as under;

Sl. No.	Assessment year	Proceedings	Demand Outstanding (Rs.)
1.	2015-16	143(3)	43,49,820
2.	2016-17	143(3)	93,80,420
3.	2016-17	143(3)	1,14,60,340
		Total	2,51,90,580

6.4.8. Moreover, the following proceedings are pending in the case of the Transferee Company:

Sl. No.	Assessment year	Proceedings under Income Tax Act	Status
1	2018-19	250	Pending
2	2024-25	143(3)	Pending

7. ACCOUNTING TREATMENT

7.1. The Petitioners have stated that the Statutory Auditors have examined the Scheme and certified that the Accounting Treatment contained in the proposed Scheme of Arrangement is compliant with the





Applicable Indian Accounting Standards. The Certificate issued by the Statutory Auditors certifying the Accounting Treatment of the Petitioner Companies is placed at *Annexure A13* of the typed set.

8. OBSERVATIONS OF THIS TRIBUNAL

8.1. REGIONAL DIRECTOR

8.1.1. In respect of the observations made by the Regional Director (RD) in paras 11 and 12 of the Report regarding pending litigation pertaining to the commercial property of the Transferee Company, it is observed that the Hon'ble Supreme Court, vide order dated 31.10.2025 in *Civil Appeal Nos. 10074–10075 of 2024*, has adjudicated the matter in favour of the Transferee Company. Accordingly, the concerns of the RD in this regard stand addressed.

8.1.2. With regard to the observations of the RD in para 13 of the Report concerning the alleged contradictory statements in the Board's Report of the Transferor Company on the existence of a risk management framework, the Petitioners have clarified that the Transferor Company has in place a basic risk management framework. In view thereof, the explanation furnished by the Petitioners is accepted.

8.1.3. In response to the observations of the RD in para 14 of the Report, the Petitioners have undertaken to comply with the provisions of Section 240 and Section 232(3)(i) of the Companies Act, 2013.

8.1.4. With respect to the observations in para 15 of the RD Report, the Petitioners have undertaken to file the amended Memorandum of





Association, incorporating the necessary changes to the Capital Clause, with the Registrar of Companies for record purposes.

8.1.5. During the hearing held on 18.03.2026, the RD has submitted that he has no further objections.

8.2. OFFICIAL LIQUIDATOR

8.2.1. This Tribunal now analyses the observations made by the Official Liquidator (hereinafter, OL) and the submissions made by the Petitioner.

Auto-modification of the Scheme

8.2.2. With regard to the observations pertaining to auto modification of the Scheme, the Petitioners have undertaken that no modification shall be effected to the Scheme without prior approval of this Tribunal in terms of Section 231(1)(b) of the Companies Act, 2013.

Ante Dated Appointed Date

8.2.3. The OL has objected to Clause 1.3 of the Scheme which defines 'Appointed Date' as 01.04.2024 on the grounds of non-compliance with para 6(c) of General Circular No.09/2019 dated 21.8.2019.

8.2.4. It is noted that Clause 1.3 stipulates the Appointed Date as 01.04.2024, whereas the application in CA(CAA)/61(CHE)/2025 came to be filed before this Tribunal on 28.07.2025. Thus, the Appointed Date precedes the date of filing of the application under Sections 230–232 of the Companies Act, 2013 by more than one year. In this context, reference is made to paragraph 6(c) of the Circular, which provides that where the Appointed Date is significantly ante-dated beyond one year, the reasons





for such ante-dating must be adequately disclosed in the Scheme and should not be contrary to public interest.

8.2.5. In the present case, although the Scheme does not expressly set out the reasons for such ante-dating, but the Petitioners, in their reply to the RD Report, have submitted that the Appointed Date has been fixed considering the commercial, accounting, and operational convenience of the Petitioner Companies and not to derive any tax benefits and is not against public interest.

8.2.6. It is observed that the Transferor Company is a public unlisted company engaged in the business of maintenance services. The Transferee Company is a public listed company engaged in the business of real estate. The Transferor Company is a wholly owned subsidiary of the Transferee Company. The Scheme has been undertaken with the object of consolidation of operations. In view of the holding–subsidiary relationship between the Companies, there is nothing on record to suggest that the ante-dated Appointed Date is prejudicial to public interest.

8.2.7. It is also observed that the ante-dating of the Appointed Date is not so significant as to warrant interference. **The Appointed Date shall remain as 01.04.2024, as specified in Clause 1.3 of the Scheme. The explanation furnished by the Petitioners for the ante-dated appointed date shall form part of the Scheme. Accordingly, the objection of the OL stands addressed.**





Compliance with SEBI (LODR) Regulations

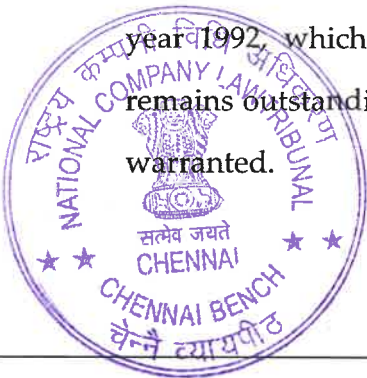
8.2.8. OL has sought proof of compliance with Rule 37(6) of the SEBI (LODR) Regulations with respect to filing of the draft Scheme with the Stock Exchanges. In response, the Petitioners have submitted the proof of filing the draft Scheme with the BSE vide letter dated 01.03.2024 prior to filing the Scheme before this Tribunal and the same has been annexed as *Annexure A1* of the Common Response Typeset. In view of the same, the requirement stands complied with.

8.2.9. Accounting Treatment

8.2.10. The observations of the OL regarding adopting of Pooling of Interest Method as prescribed in Appendix C of Ind AS 103 has been accepted by the Petitioners who have confirmed that the Pooling of Interest Method shall be adopted.

Pending Charges

8.2.11. The OL has pointed out existence of an open charge in favour of Citi Bank created on 14.06.1992 for an amount of Rs. 78,00,000/-, which was not disclosed before this Tribunal. In response, the Petitioners have submitted that the charge pertains to financial facilities availed in the year 1992, which have been fully repaid and settled, and no amount remains outstanding. In view of the said clarification, no further action is warranted.





Compliance with Section 232(1)(b)

8.2.12. The OL has observed that the figure of Rs. 1,33,999/- reflected as turnover in the Scheme does not correspond to the 'gross sales' disclosed in the audited financial statements for the financial year 2023-24. The Petitioners have clarified that the said figure does not represent revenue from operations and was included only for the limited purpose of summarised financial disclosure.

8.2.13. We find the above explanation to be reasonable.

8.2.14. With regard to the advance of Rs. 7.73 crores extended to the Transferee Company and reflected as an asset towards purchase of land, OL has raised concerns that cancellation of such inter-company balance pursuant to the Scheme amounts to diversion of funds in the nature of dividend. The Petitioners have submitted that the non-completion of the transaction was due to commercial and regulatory factors.

8.2.15. Transactions between a wholly owned subsidiary and its holding company are not impermissible, provided they comply with applicable legal and accounting principles and are at arm's length transactions. The cancellation of the said advance pursuant to the Scheme is by operation

of law and cannot be equated with declaration or payment of dividend under the Companies Act, 2013. In the absence of any material to substantiate diversion of funds or illegality, the objection does not survive.

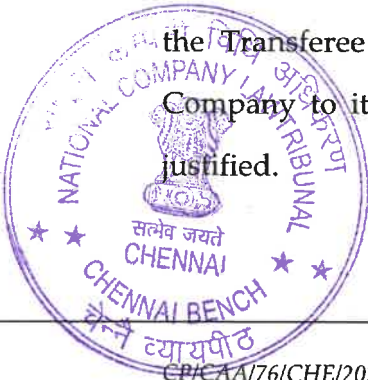




8.2.16. The OL has contended, based on the revenue from operations disclosed in the financial statements, that the Transferor Company has not carried on substantial business operations in the financial years preceding the Appointed Date and, therefore, the Scheme does not result in consolidation of business as envisaged in Clause (C)(i) of the Rationale. The Petitioners have submitted that the reduction and absence of revenue in the said years is temporary, attributable to prevailing market conditions, and does not indicate discontinuance of business.

8.2.17. A perusal of the financial statements shows that, as on 31.03.2024, the Transferor Company has non-current assets of Rs. 95.23 lakhs, current assets of Rs. 84.38 lakhs (excluding the land advance towards the Transferee of Rs. 773.22 lakhs forming part of the total current assets of Rs. 857.60 lakhs), and current liabilities of Rs. 292.34 lakhs.

8.2.18. In light of the above, we are satisfied that the Scheme contemplates transfer of the undertaking, property, and liabilities of the Transferor Company to the Transferee Company, thereby meeting the requirements of Section 232(1)(b) of the Companies Act, 2013. The statutory requirement of transfer of the whole or part of the undertaking, property, or liabilities of the transferor company to the transferee company stands fulfilled. Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, no shares can be issued by the Transferee Company to itself; consequently, the absence of share consideration is justified.





8.2.19. It would, therefore, be incorrect to construe the Scheme as a device for distribution of dividend or diversion of funds when it clearly envisages a statutory transfer within the meaning of Section 232(1)(b) of the Act. Any investigation into the commercial viability of the Scheme beyond the compliance with criteria envisaged under Section 232(1)(b) would be outside the scope of the Tribunal since the same lies within the domain of the shareholders. We are, therefore, satisfied that the Scheme is in compliance with its stated objectives.

Shareholding Pattern of the Transferor Company

8.2.20. The OL has observed that the Transferee Company holds 99.30% of the shareholding of the Transferor Company and has sought clarification regarding the shareholding details pertaining to the remaining shares. The Petitioners have submitted that the balance shares are held by individual shareholders as nominees on behalf of the Transferee Company

8.2.21. On perusal of the Form MGT-7 for the financial years 2021–2022, 2023–2024, and 2024–2025 of the Transferor Company, we find that the Transferee Company is disclosed as the 100% holding company. Further, certified copy of the list of shareholders obtained from the RoC shows that apart from the Transferee Company, seven individual shareholders hold shares as nominees on its behalf. The certified list of shareholders is extracted as under:





First Name	Middle Name	Last Name	Folio Number	DP ID-Client Id/Account Number	Number of Shares held	Class of Shares
LANCOR HOLDINGS LIM TEO				IN301080 22822152	2,50,000	Equity share
CHANDRA SEKAR J M *				IN300476 40297494	250	Equity share
V JAYARAMAN*				IN304295 18731030	250	Equity share
JAYARAMAN DURGARAMAN*				IN304295 19523437	250	Equity share
R ANANDHAN*				IN304295 51423618	250	Equity share
P VIVEK*				IN304295 73208692	250	Equity share
PARAMASIVAM ASHOK*				IN304295 73489420	250	Equity share
KANDASAMY*			00000013		250	Equity share
TOTAL					2,51,750	Equity share

Share held on behalf of Company*

(A certified copy of the E Form MGT 7 issued by the Registrar of Companies (ROC-Chennai) in respect of financial year 2023-24 to clarify the above is marked and annexed as *Annexure C.*)

8.2.22. In view of the disclosures placed on record, this Tribunal is satisfied that the Transferor is a wholly owned subsidiary of the Transferee Company.

Disclosure of existence of Land

8.2.23. The OL has pointed out that the Schedule to the Scheme discloses ownership of land and buildings by the Transferor Company, however, there is no mention of such land holding in the audited financial statements of the Transferor Company. In response, the Petitioners have submitted that the Scheme provides a descriptive disclosure of assets, whereas the financial statements are prepared in accordance with applicable accounting standards and Schedule III to the Companies Act, 2013. In view of the clarification furnished, and in the absence of any material inconsistency, the explanation is satisfactory and no further adjudication is required.





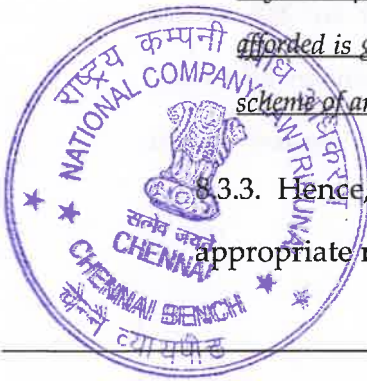
8.3. DEPARTMENT OF INCOME TAX

8.3.1. It is seen that Clause 12 of the Scheme provides that all taxes payable by the Transferor Company from the Appointed Date shall, for be treated as the tax/ cess/ duty, liabilities or refunds, claims and accumulated losses and unabsorbed depreciation of the Transferee Company.

8.3.2. Further, in the Company Petition CAA-284/ND/2018 Order dated 12.11.2018, the NCLT New Delhi has made the following observations with regard to the right of the IT Department in the Scheme of Amalgamation,

“taking into consideration the clauses contained in the Scheme in relation to liability to tax and also as insisted upon by the Income Tax and in terms of the decision in RE: Vodafone Essar Gujarat Limited v. Department of Income Tax (2013)353 ITR 222 (Guj) and the same being also affirmed by the Hon’ble Supreme Court and as reported in (2016) 66 taxmann.com.374(SC) from which it is seen that at the time of declining the SLPs filed by the revenue, however stating to the following effect vide its order dated April 15,2015 that the Department is entitled to take out appropriate proceedings for recovery of any statutory dues from the transferor or transferee or any other person who is liable for payment of such tax dues, the said protection be afforded is granted. With the above observations, the petition stands allowed and the scheme of amalgamation is sanctioned.”

8.3.3. Hence, the Income tax Department is at liberty to undertake appropriate recovery proceedings in accordance with law.





8.4. After analyzing the Scheme in detail, this Tribunal is of the view that the Scheme as contemplated amongst the Petitioner Companies seems beneficial to the Companies and will not be in any way detrimental to the interest of the shareholders of the Companies. In the absence of any other objections having been placed on record, this Tribunal sanctions the Scheme as well as the prayer made therein.

8.5. Notwithstanding the above, if there is any deficiency found or violation committed qua any enactment, statutory rule or regulation, the sanction granted by this Tribunal will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

8.6. While approving the Scheme as above, it is clarified that this order should not be construed as an order in any way granting exemption from payment of stamp duty, taxes or any other charges, if any, payment is due or required in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law.

9. THIS TRIBUNAL DO FURTHER ORDER:

(i) That the entire business and undertaking of the Transferor Company shall, under the provisions of Section 230 to 232 of the Companies Act, 2013, without further act or deed, be transferred to and vest in or be deemed to have been transferred and vested in the Transferee Company.





(ii) That all the assets of the Transferor Company shall be transferred to the Transferee Company, without further deed or instrument of conveyance and accordingly the same become the property of the Transferee Company.

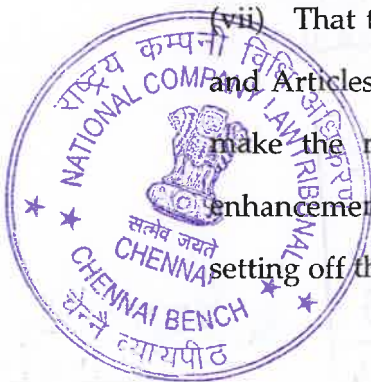
(iii) That all the debts, liabilities, duties and obligations of the Transferor Company shall be transferred to the Transferee Company and accordingly the same become the liabilities and duties of the Transferee Company.

(iv) That the Appointed date for the Scheme shall be **01.04.2024** as mentioned in Clause 1.3 of the Scheme.

(v) That all proceedings now pending by or against the Transferor Companies be continued by or against the Transferee Company.

(vi) That all the employees of the Transferor Companies in service from the Appointed Date till the date on which the Scheme finally takes effect, shall become the employees of the Transferee Company without any break or interruption in their service.

(vii) That the Transferee Company shall file the revised Memorandum and Articles of Association with the Registrar of Companies and further make the requisite payments of the differential fee (if any) for the enhancement of authorized capital of the Transferee Company after setting off the fees paid by the Transferor Companies.





(viii) That the Transferor Companies and the Transferee Company, shall within thirty days of the date of receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration. That as per *Clause 14* of the Scheme, on such certified copy being so delivered, the Transferor Companies shall be dissolved without the process of winding up and the Registrar of Companies shall place all documents relating to the Transferor Company registered with him on the file kept by him in relation to the Transferee Company and the files relating to the said company shall be consolidated accordingly.

(ix) That any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary.

10. The Scheme is **approved** subject to the directions issued above.

11. Company Petition *CP(CAA)/76(CHE)2025* in *CA(CAA)/61(CHE)2025* accordingly, stands **disposed** of on the aforementioned terms.

Certified to be True Copy



-Sd-

VENKATARAMAN SUBRAMANIAM
MEMBER (TECHNICAL)

-Sd-

SANJIV JAIN
MEMBER (JUDICIAL)

NATIONAL COMPANY LAW TRIBUNAL
CHENNAI
Order No. / Date : CP/CAA/76/2025
Certified Copy made Available on : 12 MAY 2026
Applied for Certified Copy (Applicant / Respondent) : 17 MAY 2026
Certified Copy issued on : 25-05-2026

R. Srinivas
12/05/2026

C.A Applicant Pawan Shekhar
CP/CAA/76/CHE/2025 in CA(CAA)/61(CHE)/2025
In the matter of Lancor Maintenance and Services Limited & Anr

(For-Petitioner)

JOINT REGISTRAR
NATIONAL COMPANY LAW TRIBUNAL
CHENNAI
CORPORATE BHAVAN, 3rd FLOOR,
29, RAJAJI SALAI, CHENNAI-600 001.