



## M M FORGINGS LIMITED

CORPORATE OFFICE: SVK TOWERS, 8<sup>TH</sup> FLOOR,  
A25 INDUSTRIAL ESTATE, GUINDY, CHENNAI - 600032, INDIA.

Date: 30 June 2026

The Deputy General Manager Corporate Relationship Department. Bombay Stock Exchange Limited, Rotunda Building, P.J. Towers, First Floor, New Trading Wing, Dalal Street, MUMBAI -400 001	National Stock Exchange of India Ltd 'Exchange Plaza', Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051
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Dear Sirs,

**Ref.: NSE: security code- MMFL –EQ; BSE: Security Code -522241**

**SUB: Pronouncement of Order by the Honorable National Company Law Tribunal (NCLT), Chennai Bench approving the Scheme of Amalgamation of DVS Industries Private Limited, wholly-Owned Subsidiary with M M Forgings Limited, Holding Company:**

1. In accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that, the Scheme of Amalgamation of DVS Industries Private Limited, Wholly Owned Subsidiary (Transferor Company) with M M Forgings Limited, Holding Company (Transferee Company) and their respective shareholders and creditors under the provisions of Section 230 to 232 read with other applicable provisions of the Companies Act, 2013 and rules made thereunder has received approval from the NCLT, Chennai Bench, through an Order (pronouncement dated 19 June 2026). A copy of the online order uploaded by the NCLT at their website on 29 June 2026 is enclosed herewith for your information.
2. We are currently in the process of obtaining certified copies of the orders from 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.
3. The Scheme will come into effect once the above certified copies of orders from NCLT is filed with the Registrar of Companies, Ministry of Corporate Affairs and after fulfilling other conditions as specified in Clause 3.5 of the Scheme. The Transferor Company shall stand dissolved once the Order Copy is filed with the Registrar of Companies.

You are requested to kindly take note of the same.

Thanking you,  
Yours faithfully,  
For M M FORGINGS LIMITED

Chandrasekar S  
Company Secretary  
Encl: a/a



**CERTIFIED TO IATF 16949:2016 and ISO 9001:2015 STANDARDS**



**NATIONAL COMPANY LAW TRIBUNAL  
DIVISION BENCH, COURT – II  
CHENNAI**

**ATTENDANCE CUM ORDER SHEET OF THE HEARING OF NATIONAL  
COMPANY LAW TRIBUNAL, CHENNAI BENCH, HELD ON 19.06.2026 AT  
10.30 A.M. THROUGH VIDEO CONFERENCING:**

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**CORAM : SHRI. JYOTI KUMAR TRIPATHI, HON'BLE MEMBER (JUDICIAL)  
SHRI. RAVICHANDRAN RAMASAMY, HON'BLE MEMBER (TECHNICAL)**  
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**APPLICATION NUMBER** : --

**PETITION NUMBER** : CP.(CAA)/73(CHE)2025 IN  
C.A.(CAA)/30(CHE)2025

**NAME OF THE PETITIONER** : D V S Industries Pvt Ltd

**NAME OF THE RESPONDENT(S)** : --

**UNDER SECTION** : Sec 230 to 232 of CA, 2013  
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**ORDER**

Vide separate order pronounced in open court, **C.P.(CAA)/73(CHE)2025**  
is Allowed.

**Sd/-  
RAVICHANDRAN RAMASAMY  
Member (Technical)**

**Sd/-  
JYOTI KUMAR TRIPATHI  
Member (Judicial)**



**IN THE NATIONAL COMPANY LAW TRIBUNAL,  
DIVISION BENCH - II, CHENNAI**

**CP (CAA) / 73 (CHE) / 2025**

**In**

**CA (CAA) / 30 (CHE) / 2025**

*(Filed under Sections 230 to 232 of the Companies Act, 2013)*

*In the matter of Scheme of Amalgamation between D V S Industries Private Limited  
(Transferor Company) and MM Forgings Limited (Transferee Company) and their  
respective Shareholders and Creditors*

**D V S INDUSTRIES PRIVATE LIMITED,**

CIN: U74899TN1992PTC135657,

Represented by Mr. Ramnath Nagarajan

Having its Registered Office at

No. A-24 & 25 Thiru-Vi-Ka Industrial Estate,

Guindy, Chennai – 600 032.

*... 1<sup>st</sup> Petitioner / Transferor Company*

**With**

**MM FORGINGS LIMITED,**

CIN: L51102TN1946PLC001473,

Having its Registered Office at

"Svk Tower" A 24/ 25,

Thiru Vi Ka Industrial Estate,

Guindy, Chennai – 600 032.

*... 2<sup>nd</sup> Petitioner / Transferee Company*

*Order Pronounced on 19<sup>th</sup> June 2026*

**CORAM**

**Shri. JYOTI KUMAR TRIPATHI, MEMBER (JUDICIAL)**

**Shri. RAVICHANDRAN RAMASAMY, MEMBER (TECHNICAL)**

Present: -

*For Petitioner : Mr. I B Harikrishna, Advocates*

*For Income Tax Deepar. : Mr. Raj Jhabakh, Advocate*

*For Official Liquidator : Mr. B. Palani, Advocate*

*For Reginal Director : Mr. Avinash Krishnan Ravi, Advocate*



## ORDER

### *(Hearing Conducted though Hybrid Mode)*

1. This Joint Company Petition has been filed by **D V S INDUSTRIES PRIVATE LIMITED** (*hereinafter referred as 1<sup>st</sup> Petitioner Company / Transferor Company*), and **MM FORGINGS LIMITED** (*hereinafter referred as Petitioner Company / Transferee Company*) under section 230-232 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (for brevity 'the Rules') for approval of the Scheme of Arrangement (*hereinafter referred to as the 'SCHEME'*) proposed between the Petitioners Company.

### 2. **1<sup>ST</sup> MOTION APPLICATION**

The Petitioner Companies had filed First Motion Application vide CA (CAA) / 30 (CHE) / 2025 and sought directions for Dispensation/ Convening the meeting of its Members/ Shareholders and Creditors regarding approval of the proposed Scheme. Based on the submissions, this Tribunal vide Order dated 13.08.2025 and IA (CA) / 164 (CHE) / 2025 has ordered to dispense of the meetings of Equity Shareholders/ Members, Secured Creditors of both Companies and Unsecured Creditors of Transferor Company and to convene the meetings of Unsecured Creditors of Transferee Company.

### 3. **SCHEME SUMMARY**

The Scheme provides for the Arrangement between **D V S INDUSTRIES PRIVATE LIMITED** With **MM FORGINGS LIMITED** their respective Shareholders and Creditors. Both the Petitioner Companies come under the jurisdiction of this Tribunal.



#### 4. RATIONALE OF THE SCHEME

The rationale and benefits of the Scheme are briefed in Preamble of the Scheme as follows titled Rationale and Purpose of the Scheme,

##### *RATIONALE FOR THE SCHEME OF AMALGAMATION:*

- (i) Synergies in operation arising from the consolidation of various projects leading to efficient utilization of resources;*
- (ii) Integration of business operations and achieve a simplified corporate structure;*
- (iii) Garner benefits arising out of economies of large scale and lower operating costs;*
- (iv) Reducing managerial overlaps, enable cost saving and enable effective utilization of valuable resources, which will enhance the management focus, thereby leading to higher operational efficiency;*
- (v) Post the amalgamation of the Transferor Company, the Transferor Company will be dissolved. Consequently, there would be lesser regulatory and legal compliance obligations, including accounting, reporting requirements, statutory and internal audit requirements, tax filings, company law requirements, etc, and therefore a reduction in administrative costs; and*
- (vi) Benefit of operational synergies to the combined entity and greater leverage in operations, planning and process optimization.*
- (vii) The aforesaid consolidation of entities as envisaged in this scheme as per the Appointed Date (as defined hereinafter) is with a view to consolidate at the beginning of the financial year to avoid any duplication of any annual filings, returns etc, subsequent to the approval NCLT order after the due dates of such annual filings/returns."*

It is stated that the Board of Directors of both the Petitioner Companies have proposed the Scheme of Amalgamation. This Scheme provides for various other matters consequential or otherwise integrally connected herewith.

5. In the second motion Petition filed by the Petitioner Companies, this Tribunal vide order dated 15.10.2025 directed the Petitioner Companies to issue notice to the Statutory / Regulatory Authorities concerned as well as directed to issue paper publication.



6. In compliance with the said directions issued by this Tribunal, the Petitioner Companies effected paper publications in "*Business Standard*" in English (All India Edition) and "*Makkal Kural*" in Tamil (Tamil Nadu Edition).

The notices were also served to

- (i) Regional Director, Southern Region, Chennai,
- (ii) Official Liquidator,
- (iii) Income Tax Department and other regulators.
- (iv) Sectoral Regulatory Authorities, if any.

Pursuant to the service of notice of the petitions, the following statutory authorities have responded.

## 8. STATUTORY / REGULATORY AUTHORITIES

### 8.1. REGIONAL DIRECTOR

8.1.1. The Regional Director (RD), Southern Region to whom the notice was served, has filed its report on 21.01.2026 and has expressed its 'Observations' and 'No Objection' to the Scheme as follows,

*"4. That Clause 3.3 of Part I of the Scheme defines the "Appointed Date" as 1st April 2024 or such other date approved by the NCLT.*

*5. That Clause 14 of Part C of the Scheme provides that On the Scheme coming into effect, all staff, workmen and employees (if any, including those on sabbatical / maternity leave) of the Transferor Company in service on the Effective Date shall stand transferred and vested and / or be deemed to have become staff, workmen and employees of the Transferee Company with effect from the Effective Date without any break or interruption in their service and on the terms and conditions not less favorable than those applicable to them with reference to the Transferor Company on the Effective Date. The position, rank and designation of the employees would however be decided by the Transferee Company.*

*6. That Clause 8 of Part B of the Scheme provides that the Transferor Company is the wholly owned subsidiary of the Transferee Company and hence the entire share capital of the company is held by the said Transferee Company. Upon the Scheme becoming finally effective, the entire share capital of the Transferor Company shall get automatically cancelled / extinguished without any further action. The*



*Transferee Company shall not be required to issue and allot any shares as the Transferee Company and its nominee are themselves the only shareholders of the Transferor Company.*

*Upon the Scheme being effective, the investments in the shares of the Transferor Company appearing in the books of account of the Transferee Company of the Transferee Company shall, without any further act, deed or instrument, stand cancelled.*

*7. That as per clause 18 of Part C of the Scheme, upon the Scheme becoming fully effective, the authorised share capital of the Transferor Company i.e., Rs.2,50,00,000/-, divided into 2,50,000 Equity Shares of Rs. 100/- each amounting to Rs. 2,50,00,000/- shall be combined to the Authorized Share Capital of the Transferee Company and the Transferee Company shall accordingly increase its authorized share capital on the effective date, without any further act or deed accordingly Clause V of the Memorandum of Association (MOA) of the Transferee Company ( relating to the authorized capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended.*

*Pursuant immediately to the increase of authorized share capital as envisaged above, the Memorandum of Association of the Transferee Company shall automatically stand amended and altered accordingly.*

*Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to applicable provisions of the Act. The revised capital clause of the Transferee Company shall be as under:*

*The Capital of the Company is Rs. 53,50,00,000/- (Rupees Fifty-Three Crores and Fifty Lakhs) divided into 5,35,00,000 (Five Crores Thirty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees ten) each (with power to increase or reduce such capital as per provisions of the Companies Act, 1956 and to issue the same as Equity Shares).*

*8. That Clause 20 of Part C of the Scheme provides that pursuant to the Effective Date, the Transferor Company shall without any further act or deed, matter or thing stand dissolved without winding up.*

*.....*

*12. That the Petitioners Companies may be directed to undertake to comply with the provisions of Section 230 to Section 232 of the Companies Act, 2013.*

*13. That the Resulting Company / Transferee Company may be directed to file an amended Memorandum of Association containing, amendment to the capital clause for record purposes with the Registrar of Companies.*



14. *The Scheme of Amalgamation filed with the application has been examined and submissions made at para 12 & 13 may please be considered by this Hon'ble Tribunal and the matter may be disposed on merits and pass such order/orders as deemed fit and proper."*

## **8.2. INCOME TAX DEPARTMENT**

8.2.1. The Income Tax Department to whom the notice was served and has filed its report on 09.11.2025 and has expressed its 'Observations' as follows:

*"3. In addition to the above and without prejudice to the objections in the letter attached, it is submitted that the requirement to send the 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. Therefore, it is submitted that this Hon'ble 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 revenue including the right to reopen the assessment. Further it is submitted that by filing of this Memo and the report of the Assessing Officer, the Income Tax Department shall not have deemed to waive its rights to undertake all proceedings under the Income Tax Act, 1961.*

4. *Reliance is placed on the judgment of the Supreme Court in Marshall Sons & Co India Ltd Vs Income Tax Officer (AIR1997SC1763 & MANU/SC/0407/1997), wherein the Hon'ble Court has held in para 17 of its Judgement as under:*

*"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 is ours)*

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

*It is prayed that this Hon'ble Tribunal maybe please to take the memo and the letter on record and consider the same as the representation of the Income Tax Department*



as per Section 230 of Companies Act, 2013 and pass such other order(s) as this Hon'ble Tribunal may think fit in the facts and circumstances of the case."

2. In this connection, it is to submit that out of the above, the jurisdiction of M/s. D V S Industries Pvt. Ltd., (PAN:AAACD1953A), the transferor company, lies with the undersigned.

3. In this regard, it is stated that as per information available on ITD/ITBA/CPC portal of the department, there is no demand and assessment proceedings is pending in respect of the transferor company M/s. D V S Industries Pvt. Ltd. (PAN: AAACD1953A).

4. As per the information available in the ITBA system, the transferor company M/s. D V S Industries Pvt. Ltd. has obtained two PANs. The other PAN of the transferor company is **AABCD7120J**, which therefore needs to be surrendered.

5. In view of the above facts, the department has no objection to the proposed scheme of arrangement to the transferor company M/s. D V S Industries Pvt. Ltd. (PAN: AAACD1953A). Subject to the following condition:

(a). In case of any demand payable by or refundable due to the transferor Company M/s. D V S Industries Pvt. Ltd. Shall be payable by or refundable to

M/s. M M Forgings Ltd. (Transferee Company).

(b). The losses carried out by the aforesaid transferor company, if any will be set off with profit of transferee company Company as per provision of Section 72A of the Income Tax Act, 1961.

(c). Any proceeding pending in the name of transferor Company Shall be continued and taken care by the transferee Company.

6. Submitted for kind information and necessary action at your end.

3. In this regard, it is stated that as per the information available in the portal, there is no assessment proceeding is pending in respect of the assessee M/s. M M Forgings Limited - PAN: AAACM2164L. However, it is to intimate that there is an outstanding demand of Rs. 2,58,81,260/- and the details of demands are given below:

S.No	AY	Demand U/s	Demand Raised	Remarks
1	2014-15	154	21,36,320/-	-
2	2023-24	154	2,23,68,534/-	-
3	2024-25	143(1)	13,76,407/-	The assessee has filed an Appeal before the Hon'ble CIT(A).



4. This office conveys no objection to the scheme of amalgamation with regard to the resulting entity M/s. M M Forgings Limited - PAN: AAACM2164L subject to the conditions that the scheme of Amalgamation should not flout any provisions of Income Tax Act, 1961 and any rules under Income Tax Rule 1962 and subject to fulfilment of conditions 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.

5. The same is dependent on the date of approval of the scheme by the Hon'ble National Company Law Tribunal. The respective transferor/ transferee/ amalgamating/ amalgamated companies will bring it to the notice of the department as and when the scheme is approved by the Hon'ble Tribunal. 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. The refund of tax which has already been determined but not issued either to the transferor company/amalgamating company or to the amalgamated company will be issued in the name of respective companies only, as per the extant technical limitations of the system. The amalgamated company shall ensure that no technical glitches arise due to any name mismatch by changing the name of the account or closure of the 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.

7. Any credit in respect of which tax at source was deducted/collected on inter- company 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.

8. It is submitted that the transferee/transferor company shall not transfer any of the assets as part of the scheme of the amalgamation without express approval of the assessing officer as per the provisions of section 281 of the Act.

8.2.3. It is stated that in the present scheme of Amalgamation even though the Transferor Company gets dissolved, the liabilities of the same will be delved upon this Petitioner Company/ Transferee Company and therefore the Income Tax Department can proceed with their proceedings if any and approval of this Scheme does not cause any prejudice.

### 8.3. OFFICIAL LIQUIDATOR

8.3.1. The Official Liquidator to whom the notice was served, has filed its report on 08.12.2025 and has expressed its 'Observations' and 'No Objection' to the Scheme as follows,

*"2. It is submitted that the said Chartered Accountant firm has verified the books and accounts and other records of the Transferor Company for the period of 3 years from 2021-22, 2022-23 & 2023-24 and submitted their report dated 21/11/2025 received by this office on 25/11/2025. Copy of the report of the Chartered Accountant is enclosed herewith and marked as Annexure-7 for kind perusal of this Hon'ble Tribunal. The Chartered Accountant submitted an additional report (2 pages) on*



5/12/2025 incorporating financial information for 3 years (2021-22 to 2023-24). Copy of the additional report is enclosed and marked as Annexure-6 for kind perusal of this Hon'ble Tribunal.

3. That in accordance with the basis of notice served on 24/10/2025 to the Official Liquidator by the Transferor Company and also considering the conclusion made by the Chartered Accountants in their report date 21/11/2025 and additional report received on 5/12/2025 as detailed above in para 2 of the report, the specific representation of Official Liquidator in respect of Transferor Company and connected issues in the scheme is humbly submitted as follows:

(i)Employee protection undertaking:

That, the clause 3.11(g) read with clause 14.1 of the Scheme seeks to protect the employees of the Transferor Company only if they are in service on effective date, and hence, this Hon'ble Tribunal may be pleased to direct the companies to submit an undertaking to this Hon'ble Tribunal to the effect that there would be no retrenchment of any employee who were in service as on Appointed Date (1.4.2024) as well except in the event of their resignation on their own before the Effective Date.

(ii)Undertaking not to adopt auto modification of content of scheme, post its sanction, without prior consent of Tribunal:

That, the clause 11.1 of Part C (compliance with tax laws & tax credits) of the Scheme providing for auto modification of content of the scheme, post its sanction by this Hon'ble Tribunal, it is submitted that such auto modification of the content of the scheme to be in compliance with Income Tax Law etc., without the previous specific approval / sanction of this Hon'ble Tribunal will be in violation of section 231(1)(b) of the Companies Act, 2013 as every modification / auto modification of the content of the Scheme requires specific approval by this Hon'ble Tribunal and scheme cannot contain auto modification of content on its own. Hence, this Hon'ble Tribunal may be pleased to direct the companies to delete / modify the clause 11.1 of Part C 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 Hon'ble Tribunal or to submit an undertaking to this Hon'ble Tribunal to the effect that such auto modification of the content of the scheme will not be operative automatically or be implemented without specific prior approval of this Hon'ble Tribunal received by the companies under section 231(1)(b) of the Companies Act, 2013.

(iii)Appointed date is ante dated beyond one year:

That, 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, 1.4.2024) is



significantly ante-dated beyond a year from the date of filing the Company Application finally (April, 2025 in this case, subject to confirmation by the companies), then the justification for the same would have to be specifically brought out in the scheme itself and it should not be against public interest. However, it is noticed that the scheme finally filed in the month of April, 2025 do not provide for justification for ante dating the appointed date to more than 1 year to 1.4.2024. 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 April, 2025, to avoid lapse of any carry forward of losses of transferor company or otherwise, in either case may hit public interest aspect specified in the MCA Circular, *ibid*. This may be clarified by the companies to this Hon'ble Tribunal. The copy of the MCA Circular dated 21.8.2019 is enclosed as Annexure-1.

(iv) Pending charge shown in MCA Master Data:

That, as per master data downloaded from the RoC / MCA website on 5/12/2025 in respect of Transferee Company, it is noticed that there are open charges in favour of various banks, which include a open charge created in favour of City Union Bank Limited on 10/9/2004 for an amount of Rs.7.45 Cr. Further, the financials of Transferee Company for 2023-24 (Appointed Date 1/4/2024) disclosed the City Union bank as secured creditor. However, the copy of the consent from the said City Union Bank is not furnished to the Official Liquidator. This may be clarified by the Companies to this Hon'ble Tribunal. The copy of the master data of Transferee Company is enclosed as Annexure-2.

(v) Filing draft scheme with Stock Exchanges:

That Rule 37(6) of SEBI (LODR) Regulations provide 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. Hence the proof of filing draft scheme with Stock Exchanges need be furnished to this Hon'ble Tribunal, since Transferee Company is a listed entity.

(vi) Dividend paid or not:

That the Note No. 13 of Audited financial statements of Transferor Company for 2023-24 (Appointed Date 1/4/2024) disclose that dividends proposed @ Rs 8 per share, however, value was not disclosed therein, and the same need clarification. Copy of note No.13 is enclosed herewith as Annexure-3.

(vii) Details of Investment into Transferor Company were not disclosed in the audited financials of the transferee company (a listed entity):



That the note no. 4 (Non-Current Investments) of audited financial statements of Transferee Company as at 31/03/2024 (Appointed Date 1/4/2024) disclose investment in its wholly owned subsidiary of Rs.40.34 lakh, however, the disclosure as mandated by law (Companies Act, 2013-Schedule III, Division II, Part I, Note 6A.VI) were not made therein vis-a-vis names of subsidiary, amount of investment in such subsidiary is not disclosed therein, hence Official Liquidator could not cross check the veracity of holding and wholly owned subsidiary status between 2 companies in the scheme as on the appointed date 1.4.2024. Further, the said investment into the transferor company was shown at reduced value at Rs 21.34 lakh in the audited financials of the transferee company as at next year 31.3.2025 subsequent to the appointed date. It is not known whether the shareholding is divested by the transferee company subsequently or any diminution is provided however, the same is not reflected in the financials. Copies of Note No.4 as at 31.3.2024 (appointed date) and 31.3.2025 are enclosed herewith as Annexure-4 & 5 respectively.

(viii) Pooling of Interest Method only need be followed for accounting:

That the present scheme is between a Wholly Owned Subsidiary (Transferor Company) with its Holding Company (Transferee Company) and accordingly it 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 of Appendix C of Ind AS 103. However, the clause 9.1.1 and 9.1.2 of the scheme provide for acquisition method of accounting (i.e. fair values) which is in violation of Ind AS 103 (Appendix C). Since the clause 9.2 of the scheme provide correctly, the contrary clauses 9.1.1 & 9.1.2 of the scheme need be deleted in toto.

(ix) Inter se Investments as on appointed date only shall be cancelled and not subsequent acquisitions:

That the clause 9.5 of the scheme provide for cancellation of inter se investments. In this regard it is submitted that such inter se investments as existed as on appointed date (1.4.2024) only gets cancelled and not subsequent acquisitions. Hence, Hon'ble NCLT may be pleased to direct the companies to amend the clause 9.5 of the scheme accordingly or to submit an undertaking to the effect that inter se balances as existed as on appointed date only would be cancelled.

4. Therefore, it is submitted that the Official Liquidator is of the humble 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 at para 3 above, and subject to verification of various details of information/clarifications etc. pending to be received as detailed in para 3 above.



5. In view of the above, the Official Liquidator humbly submits that the above facts for consideration of this Hon'ble Tribunal and prays for the following orders :-

- a. To take this Official Liquidator's report on record along with the report of M/s. Srihari & Co. Chartered Accountants and issue directions to the Transferor and Transferee Companies, as deem fit;
- b. To fix remuneration payable to the auditor who has scrutinized the affairs of the Transferor Company for the period of 3 years upto Appointed Date i.e. 1/4/2024 (2021-22, 2022-23 and 2023-24);
- c. To direct the Petitioner Companies to deposit such remuneration / fee within the stipulated period as may be prescribed by this Hon'ble Tribunal,
- d. And pass such order/orders as this Hon'ble Tribunal may deem fit and proper in the facts and circumstances of the case."

#### 8.4. REPLY TO THE STATUTORY OBJECTIONS

The Petitioner companies have filed their response to the statutory objections in their reply 13.08.2025 and the same is extracted below:

"Reply to the Regional Director:

#### AFFIDAVIT OF UNDERTAKING

We,

- (i) Ramnath Nagarajan, son of Shri. Nagarajan, aged 59 years, residing at No. 9, Sivasundar Avenue, Thiruvannamiyur, Chennai – 600041, Authorised Representative / Director of D V S Industries Private Limited ("First Petitioner Company" or "the Transferor Company") and
- (ii) Chandrasekar S, son of Shri. R. Suriyanarayanan, aged 35 years, residing at Saigopala, AS-1, No. 23, 2nd Street, Sabapathy Nagar, Moovarasampet, Chennai – 600091, Authorised Representative / Director of M M Forgings Limited ("Second Petitioner Company" or "the Transferee Company"),

do hereby solemnly affirm and state as follows:

1. We are well acquainted with the facts and circumstances of the case. We are duly authorised by the respective Petitioner Companies to swear to and execute this Affidavit on their behalf. The statements made herein are true to our knowledge and based on official records of the Companies.
2. We state that this Affidavit is being filed pursuant to the directions of this Hon'ble Tribunal and for the purpose of furnishing the undertakings required in response to the observations made by the Regional Director in his Report filed in connection with the Scheme of Amalgamation of M/s. DVS Industries Private Limited (Transferor Company) with M/s. M M Forgings Limited (Transferee Company), under Sections 230–232 of the Companies Act, 2013.
3. We state that in Paragraph 12 & 13 of the Report dated 21<sup>st</sup> January 2026, issued by the Regional Director (hereinafter referred to as the "Report"), certain observations have been made in relation to the proposed Scheme of Amalgamation requiring specific undertakings from the Petitioner Companies. The following paragraphs are therefore being submitted to place on record the undertakings of the Petitioner Companies in compliance with the said observations.

 For DVS Industries Private Ltd  
DIRECTOR

 For MM FORGINGS LIMITED  
COMPANY SECRETARY



(i) **Undertaking to Comply with Sections 230 to 232 of the Companies Act, 2013**

Pursuant to the direction issued, the Petitioner Companies respectfully submit that they undertake to comply with all the applicable provisions of Sections 230 to 232 of the Companies Act, 2013, and the rules made thereunder, in relation to the proposed Scheme of Amalgamation, including compliance with all statutory requirements, procedural formalities, and directions of this Hon'ble Tribunal.

(ii) **Filing of Amended Memorandum of Association**

The Petitioner Companies further submit that, in compliance with the said direction, they shall file the amended Memorandum of Association, incorporating the revised capital clause / amended authorised share capital, as approved under the Scheme, within the prescribed time and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

Based on the submissions made hereinabove, with regard to the Scheme of Amalgamation of M/s. D V S Industries Private Limited ("First Petitioner Company" or "Transferor Company") and M/s. M M Forgings Limited ("Second Petitioner Company" or "Transferee Company"), it is prayed that this Hon'ble Tribunal may be pleased to take on record this affidavit of undertaking submitted by the Petitioner Companies and pass such order or orders as this Hon'ble Tribunal may deem fit and proper in the circumstances of the case and render justice.

For DVS Industries Private Ltd  
  
 DIRECTOR

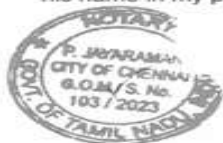
For MM FORGINGS LIMITED  
  
 COMPANY SECRETARY

Solemnly affirmed at Chennai on this

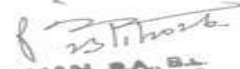
BEFORE ME

23 day of Jan-2024 and signed

his name in my presence



ADVOCATE, CHENNAI

  
 = JAYARAMAN, B.A., B.L.  
 ADVOCATE & NOTARY PUBLIC  
 EDMORE COURT ADVOCATES  
 ASSOCIATION, CH-800 028,  
 ONE 84440 11705

Reply to the Official Liquidator:

**3. Observation on Employee Protection:**

The Petitioner Companies state that they accept the observation of the Learned Official Liquidator and agree to furnish an undertaking confirming that all employees who were in service of the Transferor Company as on the Appointed Date shall continue in service upon the Scheme becoming effective.

An undertaking to this effect shall be filed separately as Annexure A.

**4. Observation on Automatic Modification of the Scheme**

The Petitioner Companies respectfully state that they accept the said observation. The Petitioner Companies undertake that no auto-modification, amendment, or variation of the Scheme shall be effected or acted upon without the prior approval of this Hon'ble Tribunal in accordance with Section 231 of the Companies Act, 2013.

An undertaking to this effect shall be filed separately as Annexure A.



**5. Observation regarding the Appointed Date being ante-dated beyond one year**

The Petitioner Companies submit that the proposal for amalgamation was internally initiated and approved at the Board Meeting held on 26<sup>th</sup> October 2024 and subsequently amended scheme was approved at the Board Meeting held on 03<sup>rd</sup> February 2025, and the Appointed Date of 1<sup>st</sup> April 2024 was consciously adopted to accord economic and accounting effect to the business combination from the commencement of the financial year.

The Petition was presented before this Hon'ble Tribunal on 8<sup>th</sup> April 2025 only after completion of the statutory and procedural requirements under Sections 230–232 of the Companies Act, 2013 with respect to intimation to stock exchange on 07<sup>th</sup> November 2025 and 05<sup>th</sup> February 2025 as Transferee Company being listed Company, and the intervening period is attributable solely to such administrative formalities in obtaining relevant certificates from Chartered Accountants and stakeholders.

The amalgamation being between a wholly owned subsidiary and its holding company, no public shareholders or external stakeholders are affected, and no prejudice will be caused to creditors or employees and it is justified where supported by commercial rationale and where no public interest is adversely affected. Accordingly, the Appointed Date of 1 April 2024 stands duly justified for the above reasons.

**6. Observation on Pending Charge Status in MCA Master Data**

The Petitioner Companies submit that, out of nine secured creditors, eight secured creditors representing 99.73% in value have already provided their written consents to the Scheme. This fact was duly placed on record and specifically taken note of by this Hon'ble Tribunal in its order dated 13 August 2025 in CA(CAA)/30(CHE)/2025, whereby the meeting of secured creditors was dispensed with.

In this context, the reference in the MCA Master Data to a "pending charge update" is merely technical in nature and does not affect creditor approval, solvency, or the implementation of the Scheme. The secured creditor position has been fully adjudicated by this Hon'ble Tribunal.

**7. Observation regarding Dividend Disclosure**

The Petitioner Companies respectfully state that the reference to a dividend of Rs. 8 per share in the audited financial statements is a presentation / typographical error. No dividend was declared by the shareholders, and no liability exists in the books. The said error has no bearing on the Scheme and stands duly clarified and the Company shall ensure such inadvertent error will not be repeated in future.



**8. Observation on Disclosure of Investment in Transferee Company**

The Petitioner Companies submit that the remark of the Learned Official Liquidator arises from a presentation error in the notes to accounts. The underlying investment position is duly recorded in the books and there is no omission or concealment of any material fact. The typographical discrepancy will be rectified in the subsequent reporting period. The same has no impact on the financial position of the Company or the Scheme and the Company shall ensure such inadvertent error will not be repeated in future.

**9. Observation on Submission of SEBI / Stock Exchange Approval**

The Petitioner Companies respectfully submit that the Scheme has already been filed with and intimated to BSE Limited and the National Stock Exchange of India Limited in terms of Regulation 37 of the SEBI (LODR) Regulations, 2015.

The copies of the acknowledgment evidencing filing of the scheme with Stock Exchanges are enclosed herewith as Annexure - B

**10. Observation on Pooling of Interest Method and Inter-Company Balances**

The Petitioner Companies accept the observation and confirm that the clause 9.1.1 and 9.1.2 in the Scheme giving rise to ambiguity shall be deleted. The amalgamation will be accounted for strictly in accordance with Appendix C of Ind AS 103 (Pooling of Interest Method), and all reciprocal balances, mutual receivables and payables, and inter-company outstanding amounts as on the Appointed Date shall stand eliminated upon the Scheme becoming effective.

An undertaking to this effect shall be filed separately as Annexure A.

**11. Observation on Inter-se Investments to be Cancelled Only as on the Appointed Date**

The Petitioner Companies accept the observation and will furnish an undertaking confirming that cancellation of inter-se investments shall be restricted solely to the shareholding held by the Transferee Company in the Transferor Company as on the Appointed Date (1 April 2024), and shall not extend to any shares, if any, acquired after the Appointed Date.

An undertaking to this effect shall be filed separately as Annexure A.



Reply to the Income Tax Department:

- (ii) **Memo of the Income Tax Department for the Transferee Company**  
With reference to the Memo filed by the learned counsel for the Income-tax Department dated 24.11.2025, along with the letter issued by the Department dated 19.11.2025, the Transferee Companies respectfully submit that the Department has, vide Paragraph 3 of the said letter, conveyed its No Objection to the proposed Scheme of Amalgamation.

We further submit that the Scheme expressly provides that any tax demands, liabilities, obligations, refunds, or pending tax proceedings pertaining to the Transferor Company shall, upon the Scheme becoming effective, stand transferred to and be assumed by the Transferee Company. The Transferee Companies further submit that the Scheme is structured to comply with the provisions of the Income-tax Act, 1961 and the rules made thereunder, including all applicable statutory requirements.

- (iii) **Memo of the Income Tax Department for the Transferor Company**  
With reference to the Memo filed by the learned counsel for the Income-tax Department dated 19.11.2025, along with the letter issued by the Department dated 14.11.2025, the Petitioner Company 1 / Transferor

Company respectfully submit that the Department has, vide Para 5 of the said letter, conveyed its no objection to the proposed Scheme of Arrangement.

The Petitioner Companies further submit that the conditions stipulated in sub-paragraphs (a) to (c) thereof, inter alia, relating to the assumption of tax liabilities and refunds, treatment of carried-forward losses in accordance with Section 72A of the Income-tax Act, 1961, and continuation of pending proceedings, are already expressly provided for and adequately covered under Clause 11 of PART - C of the Scheme. Accordingly, no separate modification or additional undertaking is required in this regard.

We respectfully submit that, vide Para 4 of the said letter, the Income-tax Department has directed the Company to surrender the duplicate Permanent Account Number (PAN). In compliance with the said direction, the Transferor Company has filed an application with the Income-tax Department for surrender of the duplicate PAN. The acknowledgement evidencing submission of the said application is enclosed herewith to this Memo and marked as Annexure – B.

## 9. ACCOUNTING TREATMENT

It is stated that the certificates issued by the Statutory Auditors certifying the Accounting Treatment of the petitioner companies are in compliance with Section 133 of the Companies Act, 2013 are placed on record.



## 10. VALUATION

In Part – B of the Scheme of the application titled Consideration, it is stated that upon the Scheme becoming effective, Transferee Company shall, without any further application or deed, but subject to necessary approvals, if any, is extracted as follows:

*“The Transferor Company is the wholly owned subsidiary of the Transferee Company and hence the entire share capital of the company is held by the said Transferee company. Upon the Scheme becoming finally effective, the entire share capital of the Transferor Company shall get automatically cancelled / extinguished without any further action. The Transferee Company shall not be required to issue and allot any shares as the Transferee Company and its nominee are themselves the only shareholders of the Transferor Company.”*

## 11. OBSERVATIONS OF THIS TRIBUNAL

11.1. This Tribunal is of the view that the scheme as contemplated by the Petitioner companies seems to be *prima facie* not, in any way detrimental to the interest of the members of the Companies. In view of the absence of any material objections from any statutory authorities and since all the requisite statutory compliances have been fulfilled, this Tribunal sanctions the Scheme of Amalgamation as well as the prayer made therein.

11.2. Notwithstanding the above, if there is any deficiency found or, the 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 the law, against the concerned persons, directors and officials of the petitioners.

11.3. 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.

## 12. THIS TRIBUNAL DO FURTHER ORDER

- (i) That all properties, rights and interests of the Transferor Companies shall, pursuant to Section 232(3) 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 Resulting Company in terms of the Scheme.
- (ii) That all the liabilities, powers, engagements, obligations and duties of the Transferor Companies shall pursuant to Section 232(3) 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 Resulting Company in terms of the Scheme.
- (iii) That the 'Appointed Date' for the Scheme shall be **01.04.2024** for the Amalgamation as mentioned in Part - A, Clause 3.3 of the Scheme.
- (iv) That the 'Effective Date' shall be defined as per the Part - A, Clause 3.5 of the scheme., which is extracted as follows:

*“Effective Date’ means the date or last of the dates on which the certified / authenticated copy of the order of the National Company Law Tribunal, Chennai (‘NCLT’) sanctioning this Scheme is filed with the Registrar of Companies, Chennai by the Transferor Company and the Transferee Company.”*
- (v) That the 'Record Date' for the Scheme shall be defined as per the Scheme.
- (vi) That all proceedings now pending by or against the Petitioner Companies shall be continued by the Resultant Company.



- (vii) That all the employees/workmen of the Petitioner Companies in service on the date immediately preceding the date on which the Scheme finally takes effect shall become the employees of the Resultant Company without any break or interruption in their service with all the benefits.
- (viii) That the Resultant Company shall file the revised Memorandum and Articles of Association with the Registrar of Companies, concerned and further make the requisite payments of the differential fee (if any) for the enhancement of authorized capital of the Resultant Company after setting off the fees paid by the Petitioner Companies.
- (ix) That the Petitioner Companies, 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 and on such certified copy being so delivered, the Registrar of Companies shall place all documents relating to the 1<sup>st</sup> Petitioner Company registered with him on the file kept by him in relation to 2<sup>nd</sup> Petitioner Company shall be consolidated accordingly.
- (x) That any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary.

13. Accordingly, the Company Petition **CP (CAA) / 73 (CHE) / 2025** stands **Allowed** on the aforementioned terms and is disposed of.

-Sd-

**RAVICHANDRAN RAMASAMY**  
MEMBER (TECHNICAL)

-Sd-

**JYOTI KUMAR TRIPATHI**  
MEMBER (JUDICIAL)