Persistent

NSE & BSE / 2025-26 / 007

April 11, 2025

The Manager
Corporate Services
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051

Ref: Symbol: PERSISTENT

The Manager
Corporate Services
BSE Limited
14th Floor, P J Towers, Dalal Street,
Mumbai 400 001

Ref: Scrip Code: 533179

Dear Sir/Madam,

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

Ref.: Our earlier intimation under reference no. NSE & BSE / 2023-24 / 206 dated January 20, 2024

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') read with the disclosure dated February 2, 2024 submitted by Persistent Systems Limited to the Stock Exchanges under Regulation 37(6) of the LODR Regulations, we wish to inform you that the Merger of M/s. Capiot Software Private Limited (Wholly Owned Subsidiary - Transferor Company) into Persistent Systems Limited (Holding Company – Transferee Company) by absorption is sanctioned by the Hon'ble National Company Law Tribunal, Mumbai (the ' Hon'ble NCLT') through its order dated April 9, 2025.

The said order has been received by the Company today i.e., on April 11, 2025.

A copy of the said Order as downloaded from the official website of the Hon'ble NCLT is attached to this letter for your record.

The Company will submit the Certified Copy of the said Order to the Stock Exchanges upon receipt of the same in due course.

This is for your information and record.

Please acknowledge the receipt.

Thanking you,

Yours Sincerely,
For **Persistent Systems Limited**

Amit Murari Atre Digitally signed by Amit Murari Atre Date: 2025.04.11 20:08:42 +05'30'

Amit Atre
Company Secretary
ICSI Membership No.: A20507

Encl.: As Above

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH, COURT V

C.P(CAA)/239 (MB)/2024

IN

C.A. (CAA)/69 (MB)/2024

In the matter of Companies Act, 2013

AND

In the matter of Section 230-232 read with other relevant provisions of the Companies Act, 2013 and other applicable provisions of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016;

AND

In the Matter of Scheme of Merger by Absorption of Capiot Software Private Limited ('Capiot' or 'Transferor Company') with Persistent Systems Limited ('Transferee Company') and their respective shareholders)

Capiot Software Private Limited	)
A Company incorporated under Companies Act,	)
2013 having its registered address at 'Bhageerath',	)
402E Senapati Bapat Road,	)
Gokhalenagar Pune, Maharashtra, India, 411016.	)
CIN: U72200PN2014PTC226352	)
	)… First Petitioner Company / Transferor Company

	)
Persistent Systems Limited	)
A Company incorporated under Companies Act,	)
1956 having its registered address at	)
'Bhageerath', 402 Senapati Bapat Road, Pune,	)
Maharashtra, India, 411016	)
CIN: L72300PN1990PLC056696	)…Second Petitioner Company / Transferee Company

The First Petitioner Company and Second Petitioner Company shall be hereinafter collectively referred to as "Petitioner Companies"

Order dated: 09.04.2025

CORAM:

HON'BLE SHRI. SUSHIL MAHADEORAO KOCHEY, HON'BLE MEMBER (J)
HON'BLE SHRI. CHARANJEET SINGH GULATI, HON'BLE MEMBER (T)

APPEARANCES:

For the Petitioners	**:**	Mr. Hemant Sethi, Ms. Devanshi Sethi, Ms. Tanaya Sethi i/b Hemant Sethi Advocate (PH)
For the Regional Director	**:**	Ms. Rujuta Bankar (VC)

ORDER

1. Heard the learned Counsel for the Petitioners and the representative of the Regional Director Western Region, Ministry of Corporate Affairs, Mumbai. No objector has come before this Tribunal to oppose the Scheme and nor has any party controverted any averments made in the Petition.

2. The sanction of the Tribunal is sought under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, to the Scheme of Merger between Capiot Software Private Limited ("Transferor Company/ First Petitioner Company") and Persistent Systems Limited ("Transferee Company/Second Petitioner Company") and their respective Shareholders

("Scheme").

3. The registered offices of the Petitioner Companies are situated in Pune, Maharashtra and hence the subject matter of the Petition is within the jurisdiction of this Bench.

4. The Counsel for the Petitioner Companies submits the business profile of the First and Second Petitioner Companies as under:

Capiot Software Private Limited

Petitioner Company No. 1 is inter-alia, engaged in developing , improving, designing, analyzing, selling, distributing, importing, exporting, marketing, implementing and or licensing computer software and program packages, setting up computer and communication hardware for use of these technologies, development of innovative software, software applications based on internet technologies, web enabled applications for development over internet, intranet or extranet, and render management and software professional service, including custom application development, consultancy service, advisory service, technical assistance including creation, maintenance and upgradation of websites and web based applications, including selection of personnel, in computer software, provide training, extend coaching programs and to provide complete software solution in all the branches of services including management, commercial, *business, government, statistical, financial, accountancy, information, technology, medical, legal, educational, engineering, data processing, communication and other technical, social or other services and products for maintenance of business process, technology and people to enable good business out-comes.*

Persistent Systems Limited

Petitioner Company No. 2 is engaged in the business of design, develop, manufacture, maintain, market, evaluate, benchmark, advice, consult, buy, sell, distribute, trade, deal in, import, export, lease, hire, educate in India or abroad in computer software, firmware & hardware systems and products for various applications covering mainly commercial, industrial, educational, scientific research, agricultural, medical and defence areas.

5. The Counsel for the Petitioner Companies submits that the proposed Scheme of Merger by Absorption was approved unanimously by the Board of Directors of the respective Petitioner Companies on 20th January, 2024. A certified true copy of Board Resolution of respective Petitioner Companies approving the Scheme are annexed with Company Scheme Petition as '**Annexure E1 to E2'** (Pg. 161-162). The Board of Directors of the respective Petitioner Companies believe that the Scheme is in the best interests of the respective entities and their stakeholders.

6. The Appointed Date for the Scheme of Amalgamation (Merger by Absorption) is

1st day of April 2024.

7. It is submitted that the joint Company Scheme Petition have been filed in consonance with the order dated 14th June, 2024 passed by this Tribunal in the connected Company Scheme Application bearing C.A.(CAA)/69(MB)/2024.

8. It is also stated that the Petitioner Companies have complied with all requirements as per directions of this Tribunal and they have filed necessary Affidavits of compliance as on 30th August 2024 and Affidavits of compliance dated 14th February, 2025 with this Tribunal. Moreover, the Petitioner Companies undertake to comply with all the statutory requirements, if any, as may be required under the Companies Act, 2013 and the Rules made there under. The said undertaking is accepted by the Petitioner Companies.

9. The Learned Counsel for the Petitioner Companies submits the rationale of the scheme as under:

Rationale of the Scheme of Merger by Absorption:

a. With a view to maintain a simple corporate structure, to take effect of synergy gains and eliminate duplicate corporate procedures it is desirable to merge and amalgamate all the undertaking of Transferor Company into Transferee Company. They belong to the same group wherein Transferor Company is a wholly owned subsidiary of the Transferee company. Also, the companies are in similar line of *business hence the same will have an effect of providing benefit of large economies of scale. The amalgamation of all undertaking of Transferor Company into the Transferee Company shall facilitate consolidation of all the undertakings in order to enable effective management and unified control of operations. Further, the amalgamation would create economies in administrative and managerial costs by consolidating operations and would substantially reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances.*

b. Accordingly, this Scheme of Amalgamation ("Scheme") is being presented for amalgamation of the Transferor Company with the Transferee Company and for various other matters consequential, supplemental and/ or otherwise integrally connected therewith pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

10. It is submitted that the First Petitioner Company is a wholly owned subsidiary of the Second Petitioner Company. Upon the coming into effect of this, the Transferor Company being 100% subsidiary of the Transferee Company, the 100% issued Equity Share Capital of Transferor Company, held by the Transferee Company and/or its nominees, stand cancelled and/or extinguished.

11. The Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai

has filed its Report dated 11th March, 2025 inter alia stating that this Tribunal may consider the scheme on merit after receipt of reply of the Transferor and Transferee Company. The Petitioner Companies have filed an Affidavit in rejoinder dated 11th March, 2025 to the report filed by the Regional Director with this Tribunal providing clarification/undertakings to the observations made by the Regional Director.

12. The observations made by the Regional Director and the clarifications/undertakings given by the Petitioner Companies are summarized in the table below:

Para (2)	RD Report/Observations dated 11th March 2025	Response of the Petitioner Companies dated 11th March, 2025.
(a)	*In compliance of AS-14 (IND AS-103), the Petitioner Companies shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5(IND AS-8)*	In so far as the observations made in in Paragraph 2(a) is concerned, the Petitioner Companies hereby submit that the Transferee Company undertakes that in addition to compliance of Accounting Standard (AS) – 14 (IND AS 103), the Petitioner

	etc.	Company shall pass such accounting entries which are necessary in connection with the Scheme to comply with all applicable Accounting Standards including AS-5 (IND AS 8), to the extent applicable.
(b)	*As per Definition of the Scheme,* *1.3"**Appointed Date**" means 1st April, 2024 or such other date as may be approved by the Tribunal.* *1.4 "**Effective Date**" means the last of the dates on which certified copies of order of the Hon'ble National Company Law Tribunal, Mumbai ('NCLT') are filed with the Registrar of Companies, (ROC) Pune.* *In this regard, it is submitted that Section 230 to 232 of the*	In so far as the observations made in Paragraph 2(b) is concerned, the Petitioner Companies hereby confirm that the Appointed Date for the purpose of this Scheme is 1st April 2024 which is in compliance with Section 232(6) of the Companies Act, 2013 and the Scheme shall take effect from such Appointed Date. Further, the Petitioner Companies undertakes to comply with the requirements clarified vide circular No.7/12/2019/CL-I dated 21st

	Companies Act, 2013 states that the scheme under this section shall clearly indicate an appointed date from which it shall be effective and the scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. However, this aspect may be decided by the Hon'ble Tribunal taking into account its inherent powers. *The Transferor company and Transferee company may be directed to comply with the requirements as clarified vide general circular no. 09/2019 having F.No.7112/2019/CL -1 dated 21.08.2019 issued by the Ministry of Corporate Affairs.*	August 2019 issued by the Ministry of Corporate Affairs.

(c)	*The Transferor company and Transferee company have to undertake to comply with sections 230 to 232 of Companies Act, 2013, where the Transferor company is dissolved, the fee and stamp duty paid by the Transferor company on its authorised capital shall be set-off against fees and stamp duty payable by the Transferee company on its authorised capital subsequent to the merger and therefore, petitioners to undertake that the Transferee company shall pay the difference of fees and stamp duty.*	As regards the observation made in Paragraph 2 (c) of the said Report is concerned, the Transferee Company undertakes to pay the remaining fee, if any after setting-off the fees already paid by the transferor company on the increased authorized capital subsequent to the amalgamation.
(d)	*The Hon 'ble Tribunal may kindly seek the undertaking from the Transferor company and Transferee company that this Scheme is approved by the*	As regards the observation made in Paragraph 2 (d) of the said Report is concerned the Petitioner Companies submit that the proposed scheme of is a merger of a Wholly owned

	requisite majority of members and creditors as per Section 230(6) of the Act in meetings duly held in terms of Section 230(1) read with 7 subsection (3) to (5) of Section 230 of the Act and the Minutes thereof are duly placed before the Tribunal.	subsidiary and its Holding Company, the Hon'ble Tribunal vide order dated 14th June, 2024 was pleased to dispense with the meetings of the Equity Shareholders and Creditors of the Petitioner Companies on the basis of consent obtained from the Equity Shareholders and Unsecured Creditors of the First Petitioner Company. The meetings of the Equity Shareholders of the Second Petitioner Company were dispensed with on the basis that the entire share capital of the First Petitioner Company is held by the Second Petitioner Company, therefore the rights of the Equity Shareholder of the Second Petitioner Company are unaffected. The meeting of the Unsecured Creditors of the Second Petitioner Company were dispensed with on the basis that the merger is of

		wholly owned subsidiary with holding company and that the present scheme is an arrangement between the Second Petitioner Company/Transferee Company and its shareholders as contemplated under section 230(1)(b) of the Companies Act 2013 and not in accordance with the provisions of section 230(1)(a) of the Companies Act 2013 as there is no compromise of arrangement with any class of Creditors.
(e)	*The Transferee Company shall be in compliance with provisions of Section 2(lB) of the Income Tax Act, 1961. In this regard, the Transferor company and Transferee company shall ensure compliance of all the provisions of Income Tax Act and Rules thereunder;*	In so far as the observations made in Paragraph 2(e) is concerned, the Petitioner Companies hereby state that it shall comply with provisions of Section 2(1B) of Income Tax Act, 1961 and all other provisions of Income-tax Act, 1961 and Income-tax Rules, 1962, to the extent they are applicable to the Petitioner Companies

		in relation to the Scheme. Further, the approval of the Scheme by this Hon’ble Tribunal may not deter the Income-tax authorities to deal with Income-tax related issues arising after giving effect to the Scheme.
(f)	*The Hon'ble Tribunal may kindly direct the Transferor Company and Transferee Company to file an affidavit to the extent that the Scheme enclosed to the Company Application and the Company Petition are one and the same and there is no discrepancy, or no change is made.*	In so far as the observations made in in Paragraph 2(f) is concerned, the Petitioner Companies hereby confirm that the Scheme enclosed in the Company Application and Company Petition are one and the same and there is no discrepancy, or no change is made.

(g)	*The Transferor company and Transferee company shall be directed u/ s 230 (5) of CA, 2013 to serve notices to concerned Authorities which are likely to be affected by the present amalgamation or arrangement. Further the approval of the scheme by the Hon'ble Tribunal may not deter such authorities to deal with any of the issues arising after giving effect to the scheme and the decision of such authorities shall be binding on the Applicant Companies.*	In so far as the observations made in Paragraph 2(g) is concerned, the Petitioner Companies submit that they have served noticed to all concerned regulatory authorities by way of Registered Post under section 230(5) of the Companies Act, 2013 as directed by order dated 14th June, 2024 and order dated 8th January, 2025. The proof of service of notices are attached to affidavits dated 20th August, 2024 and 14th February, 2025 filed by the Petitioner Companies.

(h)	*The Transferor Company and Transferee Company shall undertake to comply with the directions of the concerned sectoral Regulatory, if so required.*	In so far as the observation made in Paragraph 2(h) is concerned the Petitioner Companies submit that there are no sectoral Regulatory authority, applicable to the Petitioners.
(i)	*The Transferor Company and Transferee Company shall undertake to comply with the directions of the LT. Department and GST Department, if any.*	So far as the observation in paragraph 2(i) of the Report of the Regional Director is concerned, the Petitioner Companies submits that the Petitioner Companies undertake to comply with the directions of Income tax department or GST department if any and any issue arising thereunder will be met and answered in accordance with law.

(j)	*The shares of the Transferee Companies are listed with Bombay Stock Exchange (BSE) & National Stock Exchange (NSE) and the petitioners have vide their letter dated 26.07.2024 (Annexed as* ***Annexure A-1 Colly****.) submitted clarification that "Since the proposed scheme is for the merger of Wholly Owned Subsidiary with its Holding Company, approval from stock exchanges i.e., BSE and NSE is not applicable. The Disclosure to the stock exchanges under Regulation 37(6) of the SEBI LODR Regulations, 2015 given by Persistent Systems Limited'.*	In so far as the observations made in in Paragraph 2(j) is concerned, the Petitioner Companies as state it is factual in nature. The Petitioner Companies submit that the proposed scheme is for the merger of wholly owned subsidiary with its Holding Company, the Petitioner Companies confirm that they have intimated Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) as applicable under Regulation 37 of the SEBI LODR Regulations, 2015 and which exempts prior approval from SEBI. A copy of the relevant extract of master circular dated 20th June, 2023 issued by SEBI is annexed and marked as Annexure A to the Affidavit in Reply.

	However, the Hon'ble Tribunal may decide the matter on merits after hearing the petitioners. *Accordingly, the above fact/ clarification for not issuing notice/producing NoC by BSE and NSE as submitted by the petitioners is brought to the kind attention of this Hon'ble* *Tribunal for consideration and passing of appropriate order as may deems think fit.*	
(k)	*That on examination of the report of the Registrar of Companies, Mumbai dated 12.02.2025* ***(Annexed as Annexure- A-2)*** *that all the Transferor and Transferee company fall within the*	

	jurisdiction of ROC, Pune. It is submitted that no complaint and /or representation regarding the proposed scheme of Merger by absorption has been received against the Transferor and Transferee Company. Further, the Transferor and Transferee company have filed Financial Statements up to 31.03.2024, further observations in ROC report are as under: -	
	i. That the ROC Pune in his report dated 12.02.2025 has stated that no Inquiry, inspection, investigation & prosecution and complaint under CA, 2013 has been pending against the Petitioner Companies.	In so far as the observations made in in Paragraph 2(k)(i) is concerned, the Petitioner Companies submit that the observation raised is merely factual in nature.
	ii. That as per the MCA21	

		records it has been observed that the transferor Company held its AGM for the year FY 2022-23 on 14.06.2023 and AGM for the year 2023-24 on 18.09.2024. It has been observed that AGM for the FY 2023-24 has elapsed more than 15 months from the AGM for FY 2022-23 as per Section 96 (1) of Companies Act, 2013	In so far as the observations made in in Paragraph 2(k)(ii) is concerned, the Petitioner Companies submit that there was an inadvertent four-day delay in conducting the AGM for FY 2023-24, in any event the Transferee Company undertakes to file necessary compounding application. The sanctioning of the scheme will not dilute any legal proceedings. Copy of the order passed by Bombay High Court (S.C Dharmadhikari, J) in CP. No 350 of 2008 is hereto annexed and marked as Annexure-B to the Affidavit in Reply.
	ii.	*That as per para 17 of NCLT order vide CA(CAA)69/MB/2024 dated 14.06.2024 it*	In so far as the observations made in in Paragraph 2(k)(iii) is

	is stated that there are no secured creditors in Applicant Company No. 2. However, it has been observed that as per MCA21 records charge amount of Rs. 215 Cr pending against the Company. (Master data is enclosed herewith).	concerned the Petitioner Companies submit that charges were created in favour of secured creditors by Transferee Company but have not been availed of any loan facility from the bank and therefore no amount is outstanding.

13. This is the Company Petition filed under Section 230-232 of the Companies Act, for approval/sanction of the scheme. The RD has raised their observations against which affidavit in reply has been filed. There has been a query regarding the prospective appointed date in respect of which the Ld. counsel has placed reliance on decision of Hon’ble Bombay High Court in Company Petition No. 122 of 1991, on the decision of NCLT, Mumbai Bench in the case of Atlas Copco (India) Limited and Epiroc Mining India Limited in CSP No. 976 of 2027 In CSA No. 815 of 2017 and have further placed reliance on the decision of Hon’ble NCLAT

in Company Appeal (AT) No. 15 of 2021.

14. In respect of the delay of 4 days in conducting meeting by the Transferor Company which is the wholly owned subsidiary of the Transferee Company, Ld. counsel for the Petitioner submits that post-merger they would file compounding application for the same in accordance with law, however, Ms. Rujuta Bankar A.D. on behalf of the R.D. submits that this is the proceeding which is criminal in nature and have to be done qua the Transferor Company and such proceedings cannot be compounded in the hands of the Transferee Company. She in turn refers to the decision of Hon'ble Bombay High Court in the Company Petition No.351 of 2008 dated 07.07.2008 and more specifically argues on para-5 of the observations made therein. She further submits that based on her oral argument as briefly stated hereinabove, the Petition may be decided.

15. For ease of reference, the above stated Para 5 of the decision of Hon'ble Bombay High Court in the Company Petition No.351 of 2008 dated 07.07.2008 is reproduced below:

> *"5. It is clarified that sanctioning of the Scheme will not dilute the proposed penal action to be taken by the Ministry/ROC against the transferee company and the Directors of the Transferor and Transferee*

> *companies. My attention has been invited by Official Liquidator to the remarks of the Chartered Accountant/Auditor and he has contended that the report is qualified.”*

16. Taking into account Ms. Rujuta Bankar’s (Assistant Director on behalf of RD) submission with respect to 4 days delay in conducting AGM of Transferor Company, and consequent action or dealing with the compounding of offence in respect of Transferor Company, it is stated that compounding application, even if, filed by the Transferee Company can be proceeded with in accordance with law. Further, Hon’ble High Court, in its above judgement, have clearly observed that sanctioning of scheme will not dilute any action that may be contemplated by Ministry/ROC against the Directors of the Transferor Company.

17. Furthermore, effectiveness of this Scheme shall not deter any regulatory authorities to initiate action, proceedings, prosecution, investigation or any regulatory action against the Petitioner Companies and the second petitioner company undertakes that all such proceedings shall continue in its own name.

18. The Official Liquidator has filed his report on 13th February, 2025, inter alia stating their observations. The Transferor Company has filed an Affidavit in rejoinder to the report filed by the Official Liquidator with this Tribunal on 11th

March, 2025 providing clarification/undertakings to the observations made by the Official Liquidator. The clarifications and undertakings given by the Transferor Companies are accepted.

19. The observations made by the Official Liquidator and the clarifications/undertakings given by the Transferor Companies are summarized in the table below:

Para	**OL Report/Observations dated 13th February, 2025**	**Responses of the Transferor Companies dated 11th March, 2025**
5.	*There is no revenue from operations during year ending 31st March 2023, However Management is evaluating business opportunities based on which the company is considered as a Going Concern.*	In so far as the observation made in paragraph 5 is concerned, the First Petitioner Company submits that the observation raised is merely factual in nature.

	The Hon'ble Tribunal may be pleased to consider the facts on its merits and as deem fit and proper	
6.	*The details in respect of the bad debts/ advance written off by the Transferor Company are as follows:* *a) The amount written off during the Financial Year 2020-21 is Rs.7,95,37,865.21 whereas the revenue of the company is Rs.38,59,38,295/-.It is found that company has written off Bad Debts/ Advance to the tune of Rs. 7,95,37,865.21 which is more than 1% of turnover.*	In so far as the observation made in paragraph 6 is concerned, the Petitioner Company submits that that they have written off Rs.7,95,37,865.21/- in the Financial year 2020-2021 and Rs.43,66,000/- in the Financial Year 2021-22 which was receivable from Cox & Kings Limited ("Company"). The petitioner Company submits that it was a service provider to the Company since 2015 and had rendered services relating to software design and development. Several invoices remained due and

	b) The amount written off during the Financial Year 2021-22 is Rs.43,66,000/- whereas the revenue of company is Rs.2,05,15,800/-. It is found that company has written off Bad Debts/ Advance to the tune of Rs. 43,66,000/- which is more than 1% of turnover. *Transferor Company has failed to take legal steps for recovery of the said amount. Hon'ble Tribunal may be pleased to direct the company to clarify in this respect.*	payable by the Company that are undisputed at any point of time. The First Petitioner Company submits that they have made honest attempts of recovering their dues, a demand notice dated 10th September, 2019, sent to the Company. Copy of the demand notice sent is marked and annexed as Annexure A to the Affidavit in Reply. The First Petitioner Company also submitted its claim as an operational creditor to IRP under the application filed under Section 7 of IBC, 2016 by the Financial Creditors of the Company. The Hon'ble NCLT has directed the liquidation of the Company vide order dated 16th December 2021, hence the First Petitioner Company had to write off

		the dues receivable from the Company. Copy of order dated 16th December, 2021 is marked and annexed as Annexure B to the Affidavit in Reply.

20. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy. Upon effectiveness of the Scheme all the assets and properties comprised in the First Petitioner Company of whatsoever nature and where so ever situated, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in the Second Petitioner Company or be deemed to be transferred to and vested in Second Petitioner Company as a going concern so as to become the assets and properties of Second Petitioner Company.

21. The Professional for the Petitioner Companies submits that there is no inquiry, investigation or proceedings instituted or pending under the Companies Act, 1956 / Companies Act, 2013 against the Petitioner Companies or by any other regulatory authorities. Further, there are no winding-up petitions or petitions under the

Insolvency and Bankruptcy Code, 2016 admitted against any of the Petitioner Companies.

22. The Professional for the Petitioner Companies submits that there is no inquiry, investigation or proceedings instituted or pending under the Companies Act, 1956 / Companies Act, 2013 against the Petitioner Companies or by any other regulatory authorities. Further, there are no winding-up petitions or petitions under the Insolvency and Bankruptcy Code, 2016 admitted against any of the Petitioner Companies.

23. The Appointed Date proposed under the Scheme is opening business hours of 1st April 2024.

24. The Scheme annexed to the Company Scheme Petition is hereby sanctioned. It shall be binding on the Petitioner Companies involved in the Scheme and all concerned including their respective shareholders, secured creditors, unsecured creditors / trade creditors, employees and / or any other stakeholders concerned.

ORDER

The Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 and other applicable provision of Companies Act, 2013 read with Companies (Compromise, Arrangements and Amalgamation) Rules, 2016, as submitted is sanctioned with the following directions:

a. The Transferor Company shall be dissolved without winding up;

b. 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 Transferor Company and Transferee Company;;

c. While approving the Scheme, we clarify that this Order should not, in any way, be construed as an Order granting exemption from payment of stamp duty, taxes or other charges, if any, and payment in accordance with law or in respect of any permission or compliance with other requirements which may be specifically required under any law;

d. The Income Tax Department will be at liberty to examine the aspect of any tax payable by the Companies or by the Shareholders of the Transferor Company. It shall be open to the Income Tax Authorities to take necessary action as permissible under the Income Tax Law; The decision of the Income Tax Department shall be binding on the Transferee Company even in respect of concerns relating to Transferor Company.

e. The Petitioner Companies are directed to file a certified copy of this Order along with the Scheme duly authenticated/certified by the Deputy Registrar or the Joint

Registrar or the Assistant Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned Registrar of Companies, electronically in e-form INC-28 within 30 (thirty) days from the date of receipt of the certified copy of this Order along with the Scheme.

f. The Petitioner Companies to lodge a copy of this Order and the Scheme duly authenticated by the Deputy Registrar or Assistant Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, within 60 days from the date of receipt of the Certified copy of the Order from the Registry;

g. All the employees of the Transferor Company in service, on the date immediately preceding the date on which the Scheme takes effect i.e. the Effective Date, shall become the employees of the Transferee Company on such date, without any break or interruption in service and upon terms and conditions not less favourable than those subsisting in the concerned Transferor Company on the said date.

h. Any proceedings now pending by or against the Transferor Company be continued by or against the Transferee Company;

i. All the properties, rights, liabilities, duties and powers of the Transferor Company, be transferred without further act or deed, to the Transferee Company and accordingly the same shall, pursuant to Section 232 of the Companies Act, 2013, be transferred to and vest in the Transferee Company;

j. The Petitioner Companies shall be bound by the undertaking given by them to the Regional Director and Official liquidator and form integral part of this order.

k. The Registrar of Companies is entitled to proceed against the Transferee Company for violation/ offences committed by Transferor Company, if any.

l. The Regional Director may take necessary action against the petitioner companies with respect to 4 days delay in conducting AGM of Transferor company, in accordance with law.

m. Since all the requisite statutory compliances have been fulfilled, the present Company Petition bearing C.P.(CAA)/239/MB/2024 filed by the Petitioner Companies is made absolute in terms of prayers clause of the said Company Scheme Petition; and

n. Any person interested shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary. Any concerned authorities are at liberty to approach this Tribunal for any further clarification as may be necessary.

All concerned regulatory authorities to act on a copy of this Order duly certified by the Registry of this Tribunal, along with a copy of the Scheme.

The **Company Petition C.P. (CAA) / 239 (MB) / 2024 is allowed** in the above terms and is disposed of. Ordered

Accordingly, File be consigned to record storage (current).

Sd/-	Sd/-
Charanjeet Singh Gulati	**Sushil Mahadeorao Kochey**
Member (Technical)	Member (Judicial)

//vlm//