Pitti Engineering Limited
(Formerly Pitti Laminations Limited)
ISO 9001:2015 ISO 14001:2015
www.pitti.in

PITTI

8th September 2026

To
BSE Ltd
Floor 25, P J Towers, Dalal Street
Mumbai – 400 001
Scrip Code: 513519

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Scrip Code: PITTIENG

Dear Sir,

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

Ref: Scheme of Amalgamation of Pitti Industries Private Limited (formerly Bagadia Chaitra Industries Private Limited) ("PIPL" or the "Amalgamating Company 1"), Dakshin Foundry Private Limited ("DFPL" or the "Amalgamating Company 2") with Pitti Engineering Limited ("PEL" or the "Company" or the "Amalgamated Company") and their respective shareholders and creditors (the "Scheme") under Sections 230 to 232 of the Companies Act, 2013 read with other applicable provisions and the rules framed thereunder ("Scheme") – Order issued by the Hon'ble National Company Law Tribunal, Bench at Hyderabad (NCLT)

This is further to our intimation dated 5th February 2026 and 13th April 2026 made by the Company on the above referred matter, we wish to inform you that the Hon'ble NCLT, vide order dated 8th September 2026 ("Order") has approved the Scheme. A copy of the aforesaid Order as downloaded from the NCLT's website, is enclosed. The certified copy of the Order is awaited. The Order can be accessed from the following link:
https://efiling.nclt.gov.in/nclt/public/order_view.php?path=L0VmaWxlX0RvY3VtZW50L25jbHRkb2MvY2FzZWRvYy8zNjA3MTMwMDEzNDQyMDI2LzA0L09yZGVyLUNoYWxsZW5nZS8wNF9vcmRlci1DaGFsbGFuZ2VfMDA0XzE3ODg4Njk5ODA4MTYxMzY2ODk2YTlmZmQ1Y2RmNTJiLnBkZg%3D%3D

Kindly note that the Scheme would become effective from the appointed date (i.e. 1st April 2026) and it will be made operative upon filing the certified true copy of the Order with the jurisdictional Registrar of Companies, Ministry of Corporate Affairs by the Amalgamating Company 1, Amalgamating Company 2 and the Amalgamated Company.

You are requested to take the above information on record.

Thanking you,
Yours faithfully,
For Pitti Engineering Limited

MARY MONICA BRAGANZA
Digitally signed by MARY MONICA BRAGANZA
Date: 2026.09.08 19:04:22 +05'30'

Mary Monica Braganza
Company Secretary & Chief Compliance Officer
FCS: 5532

CIN: L29253TG1983PLC004141

Registered Office
6-3-648/401, 4th Floor
Padmaja Landmark, Somajiguda
Hyderabad – 500 082
Telangana, India
T: +91 40 2331 2774 / 2331 2770
F: +91 40 2339 3985
info@pitti.in

S.No.01

IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH – II
VC AND PHYSICAL (HYBRID) MODE
ATTENDANCE CUM ORDER SHEET OF THE HEARING HELD ON
08.09.2026 AT 10:30 A.M.

CP (CAA) No.18/230/2026
U/S 230 of Companies Act

IN THE MATTER OF:
Pitti industries Pvt Ltd (Amalgamating Co.1) And Dakshin Foundry Pvt Ltd (Amalgamating Co.2) And Pitti Engineering Limited (Amalgamated Co.)
…Petitioner/s

C O R A M:-
SHRI. RAJEEV BHARDWAJ, HON'BLE MEMBER (JUDICIAL)
SHRI. SANJAY PURI, HON'BLE MEMBER (TECHNICAL)

O R D E R

Present: Ms. Suman Bijaria, Ld. PCS for the Petitioner.

Orders pronounced, recorded vide separate sheets.

In the result, this CP (CAA) No.18/230/2026 is allowed.

Sd/-
MEMBER(T)

Sd/-
MEMBER(J)

IN THE NATIONAL COMPANY LAW TRIBUNAL

HYDERABAD BENCH, HYDERABAD-II

CP (CAA)No.18/230/HDB/2026
Connected with
CA (CAA) NO.12/230/HDB/2026
U/s 230 -232 of the Companies Act, 2013

IN THE MATTER OF
PITTI INDUSTRIES PRIVATE LIMITED
(formerly Bagadia Chaitra Industries Private Limited)
(the 'Petitioner Company 1')
And
DAKSHIN FOUNDRY PRIVATE LIMITED
(the 'Petitioner Company 2')
With
PITTI ENGINEERING LIMITED
(the 'Amalgamated Company')
And
Their respective Shareholders and Creditors

Pitti Industries Private Limited

CIN: U31200TS2006PTC208072

having registered office at

IV th Floor, Padmaja Landmark, 6-3-648/401,

Somajiguda, Hyderabad, Telangana, 500082

Represented by its Company Secretary, Mrs. Nishitha Agarwal

…. The First Petitioner Company/Amalgamating Company 1

And

Dakshin Foundry Private Limited
CIN: U02710TS2004PTC210677
having registered office at
IVth Floor, Padmaja Landmark, 6-3-648/401,
Somajiguda, Hyderabad, Telangana, 500082
Represented by its Chief Financial Officer, Mr. M Pavan Kumar

…. The Second Petitioner Company/Amalgamating Company 2

And

Pitti Engineering Limited
CIN: L29253TG1983PLC004141
having registered office at
IVth Floor, Padmaja Landmark, 6-3-648/401
Somajiguda, Hyderabad, Telangana, 500082
Represented by its Company Secretary & Chief Compliance Officer, Ms. Mary Monica Braganza

…. The Third Petitioner Company/Amalgamated Company

DATE OF ORDER: 08.09.2026

CORAM:-

SHRI RAJEEV BHARDWAJ, HON'BLE MEMBER (JUDICIAL)

SHRI SANJAY PURI, HON'BLE MEMBER (TECHNICAL)

COUNSELS / PARTIES PRESENT

For the Petitioners: Ms.Suman Bijarnia, PCS.

For the Respondents: Mr.A.Gokulnath, Deputy Director, from RD
Mr.Prem Prakash, from OL
Ms. Rakshita Reddy, Counsel for Income Tax Department

ORDER

1. This Petition is filed jointly by the Petitioner Companies, under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions *inter alia* seeking for sanction of the Scheme of Amalgamation ("Scheme") between the Petitioner Companies i.e Pitti Industries Private Limited and Dakshin Foundry Private Limited and Pitti Engineering Limited and their respective Shareholders and Creditors with effect from 01.04.2026 (Appointed Date).

2. The averments made in the Petition in brief:

2.1 **Pitti Industries Private Limited** (formerly Bagadia Chaitra Industries Private Limited) (hereinafter referred to as the **"Petitioner Company 1"** or the **"First Petitioner Company"**) is a private limited company, incorporated on 19th January 2006 under the provisions of the Companies Act, 1956, with Corporate Identification Number – U31200TS2006PTC208072. The name of the Company was changed from Bagadia Chaitra Industries Private Limited to Pitti Industries Private Limited and a fresh Certificate of Incorporation dated 17th September 2024 was issued by the Ministry of Corporate Affairs, Office of the Central Processing Centre.

2.2 It is averred that Petitioner Company 1 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Karnataka to the State of Telangana which was confirmed by an order of Ld. Regional Director dated 11th November 2025 and such alteration has been registered vide Certificate of Registration dated 17th December 2025, issued by the Registrar of Companies, Hyderabad. The registered office of the First Petitioner Company is same as mentioned in the cause title.

2.3 The First Petitioner Company is engaged in the business of manufacturing of electrical steel laminations, assemblies, and die-cast rotors. A copy of the Memorandum and Articles of Association of the First Petitioner Company is annexed as **Annexure A** to the petition.

2.4 The First Petitioner Company is a wholly owned subsidiary of Pitti Engineering Limited, the Third Petitioner Company.

2.5 The authorized, issued, subscribed and paid-up share capital of the First Petitioner Company as on December 31, 2025 is as under:

Particulars	**Amount (₹)**
Authorized Share Capital	
50,00,000 Equity Shares of ₹ 10/- each	5,00,00,000
Total	**5,00,00,000**
Issued, Subscribed and Paid-up Capital	
30,94,200 Equity Shares of ₹10/- each	3,09,42,000
Total	**3,09,42,000**

Subsequent to the above date and till the date of filing the Scheme of Amalgamation of Pitti Industries Private Limited and Dakshin Foundry Private Limited with Pitti Engineering Limited and their respective shareholders and creditors ("**Scheme**"), there has been no change in the issued, subscribed and paid-up capital of the First Petitioner Company.

2.6 **Dakshin Foundry Private Limited** (hereinafter referred to as the **"Petitioner Company 2"** or the **"Second Petitioner Company"**) is a private limited company, incorporated on 7th October 2004 under the provisions of the Companies Act, 1956, with Corporate Identification Number – U02710TS2004PTC210677. The Petitioner Company 2 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Karnataka to the State of Telangana which was confirmed by an order of Ld. Regional Director bearing the date 10th November 2025 and such alteration has been registered vide Certificate of Registration dated 3rd February 2026, issued by the Registrar of Companies, Hyderabad. The registered office of the second Petitioner Company is same as mentioned in the cause title.

2.7 The Second Petitioner Company is engaged in manufacturing of high-quality casting in ductile iron, grey iron, low carbon, alloy steel grades and simo iron castings along with value added services like pattern making. A copy of the Memorandum and Articles of Association of the Second Petitioner Company is annexed as **Annexure D** to the petition.

2.8 The authorized, issued, subscribed and paid-up share capital of the Second Petitioner Company as on December 31, 2025 is as under:

Particulars	**Amount (₹)**
Authorized Share Capital	
20,50,000 Equity Shares of ₹100/- each	20,50,00,000
4,50,000 6% Redeemable Non-Cumulative Preference Shares of ₹100/- each	4,50,00,000
Total	**25,00,00,000**
Issued, Subscribed and Paid-up Capital	
17,50,000 Equity Shares of ₹100/- each	17,50,00,000
Total	**17,50,00,000**

Subsequent to the above date and till the date of filing the Scheme, there has been no change in the issued, subscribed and paid-up capital of the Second Petitioner Company.

2.9 **Pitti Engineering Limited** (hereinafter referred to as the **“Amalgamated Company”** or the **“Third Petitioner Company”**) is a listed company incorporated on 17th September, 1983, as Pitti Laminations Private Limited with Corporate Identification Number L29253TG1983PLC004141. The Company was converted into a public limited company on 29th December 1992. The name of the Company was changed from Pitti Laminations Limited to Pitti Engineering Limited and a fresh Certificate of Incorporation dated 8th May 2018 was issued by the Ministry of Corporate Affairs, Office of Registrar of Companies, Hyderabad**.** The registered office of the third Petitioner Company is same as mentioned in the cause title.

2.10 The Third Petitioner Company is engaged in manufacturing of engineering products of iron and steel including electrical steel laminations, castings, stator and rotor core assemblies, sub-assemblies, pole assemblies, die-cast rotors, press tools and high precision machining of various metal components. A copy of the Memorandum and Articles of Association of the Third Petitioner Company is annexed as **Annexure G** to the Petition.

2.11 The authorized, issued, subscribed and paid-up share capital of the Third Petitioner Company as on December 31, 2025, is as under:

Particulars	**Amount (₹)**
Authorized Share Capital	
33,37,85,000 Equity Shares of ₹5/- each	1,66,89,25,000
Total	**1,66,89,25,000**
Issued, Subscribed and Paid-up Capital	
3,76,53,588 Equity Shares of ₹ 5/-each	18,82,67,940
8,300 Equity Shares forfeited of ₹ 5/- each	41,500
Total	**18,83,09,440**

The equity shares of the Third Petitioner Company are listed on BSE Limited and National Stock Exchange of India Limited (hereinafter collectively referred to as the **"Stock Exchanges"**)
Subsequent to the above date and till the date of filing the Scheme, there has been no change in the issued, subscribed and paid-up capital of the Third Petitioner Company.

BOARD RESOLUTION:

3. Board of Directors of the Petitioner Companies have approved the Scheme at their board meeting held on 5th February 2026. A certified copy of the Board Resolution of the Petitioner Company is annexed and marked as **Annexure J, K,L, respectively** to the petition**.** A copy of the Scheme of Amalgamation as approved by the Board of Directors of the

First Petitioner Company, the Second Petitioner Company and the Third Petitioner Company is annexed and marked as **Annexure M** to the petition.

RATIONALE FOR THE PROPOSED SCHEME

4. Amalgamation of Petitioner Company 1 and Petitioner Company 2 with Amalgamated Company:

The Petitioner Company 1 and Petitioner Company 2 and the Amalgamated Company are engaged in similar businesses. The business of the Petitioner Company 1 and Petitioner Company 2 can be combined and carried on in conjunction with the business of the Amalgamated Company more conveniently and advantageously. Further, this Scheme would also enable to simplify the management, operational and corporate structures of the companies in order to increase efficiencies and generate synergies.

<u>The implementation of this Scheme will result in the following benefits:</u>

1. The amalgamation will integrate the businesses of the Petitioner Company 1 and Petitioner Company 2 with that of the Amalgamated Company, enabling the carrying on the businesses more effectively and beneficially and deriving the utmost value therefrom. Consolidation of business would therefore lead to a more efficient utilization of resources, cashflows and assets of the Petitioner Companies and create stronger base for future growth.
2. The combined businesses of the Amalgamated Company will be carried on more efficiently and economically pursuant to the amalgamation as a result, inter alia, of pooling and more effective utilization of the

combined resources of the said companies, reduction in overheads, costs and expenses, economies of scale, elimination of duplication of work and rationalization and reduction of compliance requirements which will be facilitated by and from the amalgamation.

3. The amalgamation will lead to reduction and rationalization of multiple entities in the group and result in a more simplified corporate structure of the Amalgamated Company and its business, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Amalgamated Company.

5. SCHEME IN BRIEF:

The Scheme provides for the amalgamation of Pitti Industries Private Limited (formerly Bagadia Chaitra Industries Private Limited) (Petitioner Company 1) and Dakshin Foundry Private Limited (Petitioner Company 2) with Pitti Engineering Limited (Amalgamated Company) under Sections 230 to 232 of the Companies Act, 2013. Upon the Scheme becoming effective, the entire undertakings of the Petitioner Companies, including their assets, liabilities, rights, interests, licences, permits and contracts, shall stand transferred to and vest in the Amalgamated Company as a going concern. Since the Petitioner Companies are wholly owned subsidiaries of the Amalgamated Company, no shares shall be issued or allotted by the Amalgamated Company pursuant to the Scheme, and the shares held by the Amalgamated Company and its nominees in the Petitioner Companies shall stand cancelled. The

Scheme further provides for accounting treatment in accordance with the applicable accounting standards and dissolution of the Petitioner Companies without winding up, together with all consequential and incidental matters.

6. ACCOUNTING TREATMENT

The accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013. A copy of the certificate issued thereto by the statutory auditor of the Third Petitioner Company is annexed and marked as **Annexure O** to the petition.

7. CONSIDERATION

Petitioner Company 1 and Petitioner Company 2 are wholly owned subsidiaries of the Amalgamated Company with all shares in the Share Capital of these Companies being held by the Amalgamated Company along with its nominees and the Amalgamated Company, being the holding company, cannot issue or allot any shares to itself, no shares whatsoever shall be issued by the Amalgamated Company in consideration of the amalgamation. Accordingly, all such Shares of the Petitioner Company 1 and Petitioner Company 2 held by the Amalgamated Company along with its nominees and investment of the Amalgamated Company in such Shares as appearing in the books of the Amalgamated Company shall stand cancelled upon the Scheme becoming effective without issue or allotment of any new shares in lieu of such shares of the Petitioner Company 1 and Petitioner Company 2.

8. DECLARATION BY THE PETITIONER COMPANIES:

i. There is no proceeding/investigation pending against the Petitioner Companies under Sections 210 – 217, 219, 220, 223, 224, 225, 226 & 227 of the Companies Act, 2013.

ii. There is no winding up petitions or resolution process under the provisions of Insolvency and Bankruptcy Code, 2016 pending against the First Petitioner Company, Second Petitioner Company and Third Petitioner Company in any Court or the National Company Law Tribunal in India.

9. It was submitted that the Petitioner Company had filed a Company Application vide CA (CAA) No. 12/230/HDB/2026 under section 230 to 232 of The Companies Act, 2013, wherein this Tribunal by an order dated 10.04.2026 dispensed with the convening of meetings of the equity shareholders and unsecured creditors of the Petitioner Companies and further dispensed with meetings of secured creditors of the Third petitioner company. Copy of the order passed by this Tribunal is annexed as **Annexure-P** to the Petition.

10. Subsequent to the filing of the present Petition, this Tribunal by an order dated 22.05.2026 directed the Petitioner Companies to issue notice to all the statutory authorities as per Rule 16 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. Subsequently notices were issued on all the statutory Authorities/Sectoral Regulators. It is further submitted that as per the order of this Tribunal, the Petitioner Companies effected paper publication in the Hyderabad Edition of Business Standard (English) and Nava Telangana (Telugu) Newspapers on 28.05.2026 and filed the Compliance Memo with this Tribunal on 10.06.2026.

11. The Regional Director for the South East Region, Ministry of Corporate Affairs, Hyderabad filed an Affidavit dated 27.07.2026 pointing out certain observations. In response, the Petitioner Companies have filed reply Affidavit dated 03.08.2026. The details are given below:

Observations of Regional Director	**Reply filed by the Petitioner Companies by way of an Affidavit**
Para 3 (i): Petitioner Companies may be directed to ensure statutory compliance of all applicable laws, and that sanction of the Scheme shall not absolve the applicant company of any statutory liability.	The Petitioner Companies undertakes to comply with the same.
Para 5: Reply has not been received from the Income Tax Authorities to the letter dated 04.06.2026 issued to the Addl	The Amalgamated Company undertakes that all lawful tax dues/liabilities of the Amalgamating Companies, if and when crystallized

Commissioner of Income Tax, Hyderabad. Transferee Company may be directed to settle the dues in respect of the dues payable by the Petitioner Company no.1 and Petitioner Company no.2.	or demanded by the Income Tax Authorities in accordance with law, shall be duly discharged by the Amalgamated Company.
Para 6: RBI letter dated 16-06-2026 states that Petitioner Companies must comply with FEMA, 1999 and RBI regulations; Hon'ble Tribunal may hear RBI before approving the Scheme.	It is submitted that both the Amalgamating Companies do not have any FEMA implication arising out of the Scheme. The Amalgamated Company, being a listed entity, is already in compliance with the applicable rules and regulations, including FEMA, 1999. RBI has itself stated that it would not be ethical for it, as regulator, to vet individual cases, since this would preclude it from taking action on contraventions, if any, in future. This confirms that no case-specific examination by RBI is contemplated under the regulatory scheme. In that view, a specific view of RBI in the present matter is

	unwarranted. The Petitioner Companies nonetheless confirm and undertake to comply with FEMA, 1999 and the rules/regulations made thereunder.
Para 7(f) As per Clause 7.1, employees of Amalgamating Companies 1 and 2 shall become employees of the Amalgamated Company without break in service; Amalgamated Company may be directed to furnish an undertaking that interests of the staff and employees of the Petitioner Companies no.1 &2 be protected by Amalgamated Company.	The Amalgamated Company hereby undertakes to comply the same.
Para 7(i) Transferee Company may be directed to comply with the provisions of Section 232(3)(i) of the Companies Act, 2013 and pay the differential fee after setting off the fee already paid by the Amalgamating Companies 1&2. Further the authorized share capital of the Amalgamated Company shall become Rs.196,89,25,000 divided into	The Amalgamated Company undertakes to comply with Section 232(3)(i) of the Companies Act, 2013 and to pay the differential fee, after setting off the fee already paid by Amalgamating Companies 1 and 2, on the enhanced authorised capital of Rs.1,96,89,25,000 divided into 39,37,85,000 equity shares of Rs. 5 each.

Rs.39,37,85,000/-. In this regard, it is stated that Authorized Share capital of the Amalgamating Company 2 consists of equity share capital and preference share capital and the share value is of Rs.100/-. Hence petitioner companies may be directed to explain the method of consolidation of the Authorised share capital arrived by the Amalgamated Company.	Below is a break-up of the consolidation of the authorized capital: a. Authorized capital of amalgamating company 1 comprising of 50,00,000 equity shares of Rs. 10 each will be reclassified into 1,00,00,000 equity shares of Rs. 5 each as part of the Scheme. b. Authorized capital of amalgamating company 2 comprising of 20,50,000 Equity shares of Rs. 100 each will be reclassified into 4,10,00,000 equity shares of Rs. 5 each as part of the Scheme. c. Authorized capital of amalgamating company 2 comprising of 4,50,000 6% Redeemable Non-Cumulative Preference Shares of INR 100/- each will be reclassified into 90,00,000 equity shares of Rs. 5 each as part of the Scheme. d. Authorized capital of amalgamated company comprising of 33,37,85,000 Equity Shares of Rs. 5 each.

Para 7 (j) Amalgamated Company's shares being listed on NSE and BSE. Amalgamated Company may be directed to comply with SEBI LODR Regulations, 2015 and the SEBI Master Circular dated 20-06-2023, and direct to furnish an undertaking.	 The Amalgamated Company hereby undertakes to comply with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable SEBI Master Circular(s), including Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20-06-2023, in relation to the Scheme.
Para 7(l) There are open charges pending against the Amalgamated Company. Petitioner Companies may be directed to furnish NOCs from Charge Holders.	The NOCs from the Secured Creditors/Charge Holders of the Amalgamated Company in respect of the secured creditors/open charges registered against it were duly furnished before this Hon'ble Tribunal at the first stage of the application (CA (CAA) No. 12/230/HDB/2026) and were also filed with the Regional Director along with the Petitioner Companies' respective submissions before the Directorate. No further NOCs are, therefore, required to be furnished.

Para 7(m) Amalgamating Companies 1 and 2 owe MSME dues of Rs.99.80 lakhs and Rs.147.73 lakhs respectively as per Balance Sheet at 31-03-2025. Amalgamated Company owes Rs.350.48 lakhs towards MSME dues. Petitioner companies may be directed to settle the dues if not settled so far.	The amounts referred to in the observation represent MSME dues outstanding as on 31-03-2025, being the balance sheet date, in the ordinary course of business. These dues have since been duly cleared/paid well within the due time prescribed under the Micro, Small and Medium Enterprises Development Act, 2006. No amount towards MSME dues remains outstanding as of date, and no further direction for settlement is, therefore, required.
Para 7(n) Amalgamated Company has NRI/foreign shareholders. Petitioner Companies may be directed to comply with FEMA/RBI Regulations.	The Petitioner Companies hereby undertake to comply with the applicable provisions of FEMA, 1999 and the regulations framed thereunder in relation to the NRI/foreign shareholding of the Amalgamated Company.
Para 7(o)	

Amalgamated Company (Holding Company) granted stock options to eligible employees of Amalgamating Companies 1 and 2 in March 2025 at an exercise price of Rs.736.72 each. Amalgamated Company may be directed to furnish the details of ESOP and its implementation of the Scheme. Further Amalgamated Company may be directed to state whether the employees are extended similar benefits post-amalgamation.	The Amalgamated Company confirms that stock options were granted to eligible employees of Amalgamating Companies 1 and 2 in March 2025 at an exercise price of Rs.736.72 per option, in accordance with its ESOP scheme and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The Amalgamated Company hereby undertakes that, upon the Scheme becoming effective and such employees becoming employees of the Amalgamated Company, they shall continue to be entitled to the stock options already granted to them on the same terms and conditions, including the same exercise price and vesting schedule, without any adverse variation.
Para 7(p) All Petitioner Companies have foreign exchange transactions as per Balance Sheet at 31-03-2025. Petitioner	The Petitioner Companies hereby undertake to comply with all applicable FEMA Regulations in respect of their foreign exchange

Companies are directed to comply with FEMA regulations.	transactions that may be required consequent to the amalgamation.
Para 7(q) As per Point iii(a) of Annexure-A to the Independent Auditors' Report annexed to the Balance Sheet of the Amalgamated Company as at 31-03-2025, Rs.8080 lakhs shown as loans to subsidiaries. In this regard Amalgamated Company may be directed to show the compliance of the provisions of Section 185/186 of the Companies Act, 2013 and furnish an undertaking with regard to the compliance of the above provisions.	The Amalgamated Company hereby confirms and undertakes that the loans of Rs.8080 lakhs extended to its subsidiaries have been made in compliance with the applicable provisions of Sections 185 and 186 of the Companies Act, 2013 and have been duly disclosed in its financial statements.
Para 7 (r) Petitioner Companies have related party transactions during the last two years as per the latest Balance Sheet of the Amalgamated Company. Petitioner Companies may be directed to show the compliance of the provisions of Section 177& 188 of the Companies Act, 2013 and furnish an undertaking to the compliance of the above provisions.	The Petitioner Companies hereby confirm and undertake that all related party transactions entered into during the last two years have been undertaken in compliance with Sections 177 and 188 of the Companies Act, 2013, including approval of the Audit Committee/Board/shareholders, as applicable.

Para 7(s) Amalgamating Companies 1 and 2 owe statutory dues. Amalgamated Company may be directed to undertake to pay such dues. Amalgamated Company also owes certain disputed statutory dues towards central excise, CGST, Income Tax etc. Amalgamated Company may be directed to settle the dues as and when the same are crystalized and demand is made by the statutory authorities.	The Amalgamated Company undertakes, and has no objection to this Hon'ble Tribunal directing, that all statutory dues, if any, payable by the Amalgamating Companies 1 and 2 shall be discharged by the Amalgamated Company as also mentioned in the Scheme, and that any disputed statutory dues towards central excise, CGST, Income Tax and other statutory authorities shall be settled by the Amalgamated Company as and when the same are finally crystallized and demanded in accordance with law, without prejudice to its right to contest such demands on merits.
Para 7 (t) Direct the Petitioner Companies to comply with Rule 17(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, i.e., filing of the confirmation order in e-Form INC-28 with the RoC.	The Petitioner Companies undertake to comply with Rule 17(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and to file the order sanctioning the Scheme in e-Form INC-28 with the

	concerned Registrar of Companies within the time prescribed.
Para 7(u) In terms of Section 240 of the Companies Act, 2013, liability for offences committed under the Act by officers-in-default/directors of, or persons connected with, the Amalgamating Companies prior to the merger shall continue post-amalgamation.	The Petitioner Companies do not seek, and the Scheme does not provide for, any dilution of the liability of officers-in-default or any other person under Section 240 of the Companies Act, 2013, and such liability shall continue to subsist notwithstanding the sanction of the Scheme.

12. The Regional Director for the South East Region, Ministry of Corporate Affairs, Hyderabad filed final reply vide Affidavit dated 19.08.2026 stating that with regard to the observation at Para No.3(h), (i), 5, and 7 (c), (f), (i), (j), (n), (p), (s), (t), petitioner companies have undertaken to comply with the same. With regard to the other observations, it is stated that Tribunal may kindly consider the reply filed by the petitioner companies and pass such other orders as deemed fit and proper in the matter.

Sl.No	Observation of the Official Liquidator	Reply / Response of the Petitioner Companies	Final observation by the Official Liquidator
1	[Para 22(1)] Petitioner Companies may be directed to submit an undertaking to the effect that there would be no retrenchment of any employee who were in service as on Appointed Date (i.e. 01-04-2026) as well.	Petitioner Companies hereby undertake that there would be no retrenchment of any employee who was in service as on Appointed Date (i.e. 01-04-2026) and that the interests of the employees shall be fully protected.	Complied
2	[Para 22(2)] That Clause 13.1(d) of Part — II of the Scheme speaks that: *"for the avoidance of doubts and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of the bank accounts of the Amalgamating Company 1 and Amalgamating Company 2 have been replaced with that of the Amalgamated Company, the Amalgamated Company shall be entitled to operate the bank account of the Amalgamating Company 1 and Amalgamating Company 2 in the name of the Amalgamating Company 1 and Amalgamating Company 2 in so far as may be necessary……"*	It is submitted that - in Clause 13.1 (d) of Part- II of the Scheme, dealing with Conduct of Business, the Petitioner Companies undertake that after approval of this Scheme by this Tribunal and by giving effect of the Scheme on post approval, the bank accounts of the Amalgamating Companies shall not be operated in their names.	Complied

Sl.No	Observation of the Official Liquidator	Reply / Response of the Petitioner Companies	Final observation by the Official Liquidator
	The above Clause of the Scheme speaks that after Effective Date, operation of bank accounts of the Amalgamating Companies shall be made by the Amalgamated Company in the name of the Amalgamating Companies, which statement is not correct since after approval of this Scheme by the Hon'ble Tribunal and by giving effect of the Scheme on post approval, the Corporate Life of the Amalgamating Companies will come to end and hence, the company will lost their perpetual succession, thereby the bank accounts of the Amalgamating Companies shall not be operated in their names. In view of the above, this Tribunal may direct the Petitioner Companies to delete such para from the Scheme.		

Sl.No	Observation of the Official Liquidator	Reply / Response of the Petitioner Companies	Final observation by the Official Liquidator
4	[Para 22(4)] That Clause 22 of Part-II of the Scheme speaks that: *"Notwithstanding anything contained in this Scheme, on or after Effective Date, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom pertaining to the business of the Amalgamating Company 1 and Amalgamating Company 2, are transferred, vested, recorded, effected and / or perfected, in the records of any appropriate authority, regulatory bodies or otherwise, in favour of the Amalgamated Company, as the case maybe, such company is deemed to be authorized to enjoy the property, assets or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till entry is made in the records of the appropriate authorities and till such time as may be mutually agreed by the relevant Parties, the*	It is submitted that – in Clause 22 of Part III of the Scheme, Petitioner Companies undertake that after approval of this Scheme by the Tribunal and by giving effect of the Scheme on post approval, the Amalgamated Company shall not carry on business in the name and style of the Amalgamating Companies.	Complied.

Sl.No	Observation of the Official Liquidator	Reply / Response of the Petitioner Companies	Final observation by the Official Liquidator
	Amalgamating Company 1 and Amalgamating Company 2 will continue to hold the property and / or asset, license, permission, approval, contract or agreement and rights and benefits arising therefrom, as the case may be, in trust for and on behalf of the Amalgamated Company." The above Clause of the Scheme speaks that until ny property, asset, license, approval, permission, etc., are transferred, vested, recorded effected and / or perfected, in the records of any appropriate authority, regulatory bodies or otherwise, in favour of the Amalgamated Company, the Amalgamated Company is authorized to carry on business in the name and style of the Amalgamating Companies, which statement is not correct since after approval of this Scheme by the Hon'ble Tribunal and by giving effect of the Scheme on post		

Sl.No	Observation of the Official Liquidator	Reply / Response of the Petitioner Companies	Final observation by the Official Liquidator
	approval, the Corporate Life of the Amalgamating Companies will come to end and hence, the company will lost their perpetual succession, hence the Amalgamated Company is not authorized to carry on business in the name and style of the Amalgamating Companies. In view of the above, this Tribunal may direct the Petitioner Companies to delete such para from the Scheme.		
5	[Para 22(5)] That, as per the information submitted by the Amalgamating Companies and Amalgamated Company vide letter dated 22/05/2026, there are no pending litigations or prosecutions under IBC/ Companies Act, 2013 against the directors of Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company.	The Petitioner Companies hereby confirms that there are no pending litigations or prosecutions under IBC/Companies Act, 2013 against the directors of Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company.	Hence Tribunal may consider the reply and pass necessary orders in this regard.

Sl.No	Observation of the Official Liquidator	Reply / Response of the Petitioner Companies	Final observation by the Official Liquidator
6	[Para 22(6)] That, Clause 12.6 of Part-II of the Scheme speaks as under: *"The difference arising between the net assets recorded in the books of Amalgamated Company as mentioned in Clause 12.2 and cancellation of investments, inter-company loans advances and deposits as mentioned in Clause 12.3 and 12.4 shall be adjusted against the capital reserves of Amalgamated Company"*. The above clause is not in consistent with Clause 12.2 of the Scheme. Hence, the above Clause needs to be modified as under: *"The difference arising between the net assets and <u>Reserves</u> recorded in the books of Amalgamated Company as mentioned in Clause 12.2 and cancellation of investments, inter-company loans advances and deposits as mentioned in Clause 12.3 and 12.4 shall be adjusted against the capital reserves of Amalgamated Company"*. In view of the above, this Tribunal may direct the Petitioner Companies to modify the Scheme as stated	The Petitioner Companies take cognizance of the typological error in Clause 12.6 as mentioned in the observations by the Official Liquidator. The Petitioner Companies undertake to give effect to Clause 12.6 as mentioned below *"The difference arising between the net assets and reserves recorded in the books of Amalgamated Company as mentioned in Clause 12.2 and cancellation of investments, inter-company loans advances and deposits as mentioned in Clause 12.3 and 12.4 shall be adjusted against the capital reserves of Amalgamated Company"*	In view of the reply filed by the Transferee Company it is stated that there is error in the Scheme and has replied about amendment of the Scheme by incorporating new contents thereto. On examination of the same, it is found that the same is in line with the provisions of IND AS-103 of the Act. Tribunal may pass orders in this regard by incorporating the same amendment in lieu of Clause 12.2 of the Scheme.

Sl.No	Observation of the Official Liquidator	Reply / Response of the Petitioner Companies	Final observation by the Official Liquidator
	above by inserting the word "and reserves" in the Scheme		
7	[Para 22(7)] That, as per the Scheme the Appointed Date is shown as 01/04/2026. Hence, the Transferor Company -1 & Transferor Company -2 are required to comply with the statutory requirements stipulated under Section 92 and 137 of the Companies Act, 2013 for the Financial Year ended on 31/03/2026 (filing of Financial Statements & Annual Returns for the Financial Year ended on 31/03/2026) with MCA before sanction of the Scheme by the Tribunal.	The Petitioner Companies undertake, and confirm that the Transferor Company -1 & Transferor Company -2 will comply with the statutory requirements stipulated under the Section 92 and 137 of the Companies Act, 2013 by filing the Financial Statements and Annual Returns for the Financial Year ended 31/03/2026 with the MCA within the statutory due date prescribed under the Companies Act, 2013.	Tribunal may direct the Petitioner Companies to comply the same before approval of the Scheme with the ROC.

13. OBSERVATONS OF INCOME TAX DEPARTMENT

The Income Tax Department has sought clarification from the petitioner companies vide letter dated 16.07.2026. Petitioner Companies filed its reply vide Affidavit dated 13.08.2026 stating that the petitioner companies undertakes to comply with all the applicable statutory and regulatory requirements and to file such further undertakings/documents as the Tribunal may direct.

14. OBSERVATION

We have heard the Learned PCS appearing for the Petitioner Company and perused the material papers on record.

15. As regards to the observations pointed out by the Regional Director and compliance filed by the petitioner companies, the Petitioner Companies are directed to comply the necessary observations whenever required. The Official liquidator had also raised certain observations, we hereby direct the petitioner companies to comply with the observations whenever required. With regard to the Income Tax Department, Petitioner Companies undertakes to comply the observations made by the Income Tax Department. The Petitioner Companies shall remain liable for any future tax liabilities, if any, in accordance with law.

16. After going through the record, we are of the view that there are no tenable observations which will come in the way of Scheme. Scheme is not opposed to public interest and the proposed Scheme is in the interests of the Transferor Companies, the Transferee Company and their respective shareholders, employees, creditors and all persons concerned. Hence the scheme can be approved with appointed date as 01.04.2026. All the statutory compliances have been made under Section 230 to 232 of the Companies Act, 2013. After hearing the

Counsel for the Petitioner Companies and after considering the material on record, this Tribunal passed the following order:

(i). The Scheme of Amalgamation is hereby sanctioned with appointed date as 01.04.2026 and shall be binding on all the members, employees, creditors and all other stakeholders of the Petitioner Companies.

(ii). While Approving the Scheme, it is made clear that this order should not be construed as an order in anyway granting exemption from payment of Stamp Duty, taxes or any other charges, if any, payable in accordance with law or in respect of any permission/compliance with any other requirement which may be specially required under any law.

(iii). The whole of the assets, property, rights and Liabilities of the Transferor Company 1 and Transferor Company 2 shall be transferred without the requirement of any further act or deed to the Transferee Company.

(iv). We direct the Petitioner Companies to comply with all the observations pointed out by the statutory authorities including RD and OL.

(v). The Clause 12.6 of the Scheme shall be read as ″The difference arising between the net assets and reserves recorded in the books of Amalgamated Company as mentioned in Clause 12.2 and cancellation of investments, inter-company loans advances and deposits as mentioned in Clause 12.3 and 12.4 shall be adjusted against the capital reserves of Amalgamated Company"as directed by the OL.

(vi). We direct the Petitioner Companies to preserve the books of accounts and papers and records and the same shall not be disposed of without the prior permission of the Central Government in terms of provisions of Section 239 of the Companies Act, 2013.

(vii). We direct the Petitioner Companies to ensure statutory compliance of all applicable laws and also on sanctioning of the present Scheme the Petitioner Companies shall not be absolved for any of their statutory liability in any manner.

(viii). All the legal proceedings pending by or against the Transferor Company 1 and Transferor Company 2 shall be continued by or against the Transferee Company.

(ix). We direct the Petitioner Companies to comply with the observations made by the Income Tax Department. If any adverse tax liability arises in future, the Amalgamated Company shall be liable.

(x). The Petitioner Company is directed to strictly comply with the Accounting Treatment Standards prescribed under Section 133 of the Companies Act, 2013.

(xi). The sanction of the Scheme by this Tribunal shall not forbid the revenue authority from taking appropriate recourse for recovering the existing and previous tax liabilities of the Transferor and Transferee Companies.

(xii). We direct the Transferee Company to comply with the provisions of Section 2 (41) of the Companies Act, 2013, if applicable.

(xiii). The Transferor Company 1 and Transferor Company 2 shall be dissolved without going through the process of winding up.

(xiv). The Petitioner Company shall until the completion of the Scheme of Amalgamation, file a statement in such form and within such time as prescribed with the Registrar every year duly certified by a Chartered Accountant or a Cost Accountant or a Company Secretary to the effect that the Scheme of Amalgamation is being complied with in accordance with the orders of the Tribunal as required under Section 232 (7) of the Companies Act, 2013.

(xv). We direct the Petitioner Company involved in the Scheme to comply with Rule 17 (2) of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2013. The Petitioner Companies within 30 days after the date of receipt of certified copy of the order, shall cause certified copy to be delivered in Form INC-28 to the Registrar of Companies concerned for registration and on such certified copy being delivered, Registrar of Companies concerned shall take all necessary consequential action in respect of the Petitioner Companies.

(xvi). The Petitioner Company is further directed to take all consequential and statutory steps required in pursuance of the approved Scheme of merger under the provisions of the Companies Act, 2013 and submit necessary compliance and undertaking relating to the objections raised by the Regional Director (SER), MCA, GoI, Hyderabad.

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

(xviii). Accordingly, the Company Petition C.P. (CAA) No. 18/230/HDB/2026 is allowed and the same is disposed.

-SD-	-SD-
SANJAY PURI	**RAJEEV BHARDWAJ**
MEMBER (TECHNICAL)	**MEMBER (JUDICIAL)**

Pavani