

SECRETARIAL DEPARTMENT

Jekegram, Pokhran Road No.1, Thane (W)-400 606
Maharashtra, India
CIN No.: L17117MH1925PLC001208
Tel: (91-22) 4036 7000 / 6152 7000
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RL/SE/25-26/31

July 4, 2025

To

The Department of Corporate Services - CRD
BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400 001
Scrip Code: 500330

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051
Symbol: RAYMOND

Dear Sir/Madam,

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

In continuation of intimations given on November 3, 2023 and May 3, 2024 bearing serial no. RL/SE/23-24/169 and RL/SE/24-25/23 respectively in relation to consolidation of engineering business under a single entity and segregation of the aerospace and defence business in a separate entity by way of Composite Scheme of Arrangement, this is to inform that the Hon'ble National Company Law Tribunal ("NCLT") has passed an Order on July 4, 2025 approving the said Composite Scheme of Arrangement.

The copy of the Order, as available on the website of the NCLT, is enclosed herewith for your information and records.

Thanking you.

Yours faithfully,
For **Raymond Limited**

Rakesh Darji
Company Secretary

Encl: A/a

**REGISTERED OFFICE**

Plot No. 156/H No. 2, Village Zadgeon,
Ratnagiri - 415 612, Maharashtra
Tel: (02352) 232514
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**IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

C.P.(CAA)/03/MB-III/2025

IN

C.A.(CAA)/152/MB-III/2024

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder;

And

In the matter of **Composite Scheme of Arrangement** involving reduction of share capital, demerger and amalgamation between the Petitioner Companies and their respective shareholders ('the Scheme')

JK Files & Engineering Limited, a Company incorporated under the Companies Act, 1956 and having its Registered Office at:
New Hind House, Narottam Morarjee Marg, Ballard Estate, Mumbai- 400001, Maharashtra.
CIN: U27104MH1997PLC105955

*...First Petitioner Company/
Demerged Company 1*

JK Maini Precision Technology Limited (Formerly known as JKFEL Tools and Technologies Limited) a Company incorporated under the Companies Act, 2013 and having its Registered Office at:
C/o Raymond Ltd, Jekegram, Pokharan Road No.1, Jekegram, Thane - 400606, Maharashtra.
CIN: U25933MH2024PLC417852

*... Second Petitioner Company /
Resulting Company 1/ Demerged
Company 2/ Transferee Company*



Ring Plus Aqua Limited

a Company incorporated under the Companies Act,1956 and having its Registered Office at:

D-3,4, Sinnar Taluka Audyogik Vasahat Maryadit Village Musalgaon, Taluka Sinnar, Nashik - 422112, Maharashtra.

CIN: U99999MH1986PLC040885

...Third Petitioner Company /
Transferor Company 1

Maini Precision Products Limited,

a Company incorporated under the Companies Act, 1956 and having its Registered Office at:

c/o Raymond Ltd, Jekegram, Pokharan Road No.1, Jekegram, Thane - 400606, Maharashtra.

CIN: U27201MH1973PLC428717

...Fourth Petitioner Company /
Transferor Company 2

**JK Maini Global Aerospace Limited
(formerly known as Ray Global Consumer
Enterprise Limited)**

a Company incorporated under the Companies Act,2013 and having its Registered Office at:

Pokharan Road No.1, Jekegram, Thane - 400606, Maharashtra.

CIN: U52520MH2021PLC354360

...Fifth Petitioner Company /
Resulting Company 2

(Hereinafter collectively referred to as 'the Petitioner Companies')

Order pronounced on 04.07.2025

**SMT. LAKSHMI GURUNG, HON'BLE MEMBER (JUDICIAL)
SH. HARIHARAN NEELAKANTA IYER, HON'BLE MEMBER (TECHNICAL)**

Appearances:

For the Petitioner Companies Adv. Hemant Sethi, Tanaya Sethi.



For Regional Director:	Mr. Guarav Jaiswal, Company Prosecutor.
For GST Authorities	Adv. Niyati Mankad, Adv. Sara Lad.
For Objector, PCIT-4 Income Tax Department	Adv. Mahesh R Popat, Adv. Akshit Kothari, Adv. Satakshi Ojha.

ORDER

1. Heard Learned Counsel for the Petitioner Companies, and the representative of the Regional Director Western Region, Ministry of Corporate Affairs, Mumbai.
2. The sanction of this Tribunal is sought under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and in the matter of Composite Scheme of Arrangement between JK Files & Engineering Limited (**'First Petitioner Company'**/ **'Demerged Company 1'**) and JK Maini Precision Technology Limited (formerly known as JK FEL Tools and Technologies Limited) (**'Second Petitioner Company'**/ **'Resulting Company 1'**/ **'Transferee Company'**/ **'Demerged Company 2'**) and Ring Plus Aqua Limited (**'Third Petitioner Company'**/ **'Transferor Company 1'**) and Maini Precision Products Limited (**'Fourth Petitioner Company'**/ **'Transferor Company 2'**) and JK Maini Global Aerospace Limited (formerly known as Ray Global Consumer Enterprise Limited) (**'Fifth Petitioner Company'**/ **'Resulting Company 2'**) (**'the Scheme'**) and their respective shareholders.
3. The Applicant has, inter alia, sought the following reliefs:
 - a. *That the proposed Scheme of Arrangement between JK Files & Engineering Limited and JK Maini Precision Technology Limited and Ring Plus Aqua Limited and Maini Precision*



Products limited and JK Maini Global Aerospace Limited and their respective shareholders under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Scheme") being Annexure J to the Petition be sanctioned by this Tribunal and be binding on the Petitioner Companies and all its shareholders, creditors and all concerned persons.

b. For an order that the Petitioner Companies shall within 30 days after the date of receipt of the certified copy of the order to be made herein or within such other period as may be permitted by this Hon'ble Tribunal, cause a certified copy thereof to be filed with the Registrar of Companies, Mumbai and Registrar of Companies, Pune as applicable for registration;

c. That liberty be reserved to the Petitioner Companies to apply to this Tribunal as and when occasion may arise for any direction that may be necessary.

4. The Learned Counsel for the Petitioner Companies has submitted that the First Petitioner Company, Second Petitioner Company and Fifth Petitioner Company are wholly owned subsidiaries of Raymond Limited, and are fellow subsidiaries of each other.
5. It is further submitted that the First Petitioner Company holds 89.07% stake in the Third Petitioner Company and the Third Petitioner Company holds 59.25% stake in the Fourth Petitioner Company. Thus, all Petitioner Companies are group companies of Raymond Group.



Jurisdiction

6. The registered offices of all the Petitioner Companies are situated in the State of Maharashtra and hence the Petition is within the jurisdiction of this Bench.

Approval of Board of Directors

7. The Learned Counsel for the Petitioner Companies has submitted that the Board of Directors of the Petitioner Companies have approved the Scheme at their respective Board Meetings held on 01.05.2024, 02.05.2024 and 03.05.2024. Copies of the Board Resolutions are annexed to the Company Scheme Petition as ***Annexure H1 to H5 (Pg 842- 864)***.

Appointed Date

8. The Appointed date is 1st April, 2024, The Application was filed on 16.07.2024 which is in compliance of the MCA Circular No. F. No. 7/12/2019/CL-I dated 21.08.2019.

9. **Nature of Business of the Petitioner Companies and proposal under the scheme**

9.1 **First Petitioner Company**

- a. It is submitted that the First Petitioner Company is unlisted public company and is engaged in following businesses:
- (i) the engineering business (i.e., manufacturing of steel files, cutting tools, market hands tools and a key supplier in tools and hardware supply chain market;
 - (ii) non-engineering business i.e., cutting oil business; and holds certain investments in various group companies.



- b. The Scheme proposes to:
 - (i) demerge its engineering business into second petitioner company with all its assets and liabilities;
 - (ii) reduction and cancellation of its existing paid up redeemable preference share capital.

9.2 Second Petitioner Company

- a. It is submitted that the Second Petitioner Company is unlisted public company and has been incorporated to deal in tools, hardware and auto component business.
- b. The Scheme proposes:
 - (i) Demerger the aerospace business undertaking of the Second Petitioner Company to the Fifth Petitioner Company with all its assets and liabilities in connection with the aerospace business undertaking;
 - (ii) reduction and cancellation of existing paid up equity share capital;
 - (iii) to acquire the engineering business of the First Petitioner and issue fresh shares to the shareholders of the First Petitioner Company;
 - (iv) merger of Third and Fourth Petitioner Companies into Second Petitioner Company and issue of fresh shares to the shareholders of Third and Fourth Petitioner Companies;

9.3 Third Petitioner Company

- a. It is submitted that the Third Petitioner Company is unlisted public company and is engaged primarily in the business of manufacturing and selling ring gears, flexplates, water pump



bearings, machined components, both for auto component and engineering products.

- b. The Scheme proposes:
 - (i) merger of Third and Fourth Petitioner Companies into Second Petitioner Company with all its assets and liabilities.

9.4 Fourth Petitioner Company

- a. It is submitted that the Fourth Petitioner Company is unlisted public Company and is engaged in the following business:
 - (i) Engineering business i.e., manufacturing, as per customer specific drawings, and supplying, high precision mechanical components, assemblies, and sub-assemblies to the automotive, industrial, defense.
 - (ii) Aerospace Business i.e. Aerospace sectors.
- b. The Scheme proposes:
 - (i) merger of Third and Fourth Petitioner Companies into Second Petitioner Company with all its assets and liabilities.

9.5 Fifth Petitioner Company

- a. It is submitted that the Fifth Petitioner Company is unlisted public Company and is yet to commence its business operations.
- b. The Scheme proposes:
 - (i) Demerge the Aerospace Business Undertaking from Second Petitioner Company into Fifth Petitioner Company with all its assets and liabilities in connection with the aerospace business undertaking.
 - (ii) reduction and cancellation of existing paid up equity



Share capital.

10. **Definitions**

- 10.1 The **Aerospace Business** is defined in Clause 1.3 of the Scheme to mean interalia all the business of the Second Petitioner Company in relation to the aerospace business on a going concern basis and includes without limitation all assets and liabilities in connection with aerospace business.
- 10.2 The **Engineering Business** is defined in clause 1.11 of the Scheme to mean interalia all the business of the First Petitioner Company in relation to the engineering business on a going concern basis and includes all assets and liabilities in connection with the Engineering Business Undertaking.
- 10.3 The **Non-Aerospace business** is defined in clause 1.21 of the Scheme to mean the entire business of the Second Petitioner Company excluding the Aerospace Business Undertaking as defined in Clause 1.3.
- 10.4 The **Non-Engineering business** is defined in clause 1.21 of the Scheme to mean the entire business of the First Petitioner Company excluding the Engineering Business Undertaking as defined in Clause 1.11.
- 10.5 **Remaining Business of the Demerged Company 1" or "Remaining Undertaking of the First Petitioner Company"** means the Non-Engineering Business as defined in Clause 1.22 above carried on by the Demerged Company.
- 10.6 **"Remaining Business of the Demerged Company 2" or "Remaining Undertaking of the Second Petitioner Company"**



means the Non-Aerospace Business as defined in Clause 1.21 above carried on by the Demerged Company.

Rationale of the Scheme:

11. The Counsel for the Petitioner Companies submits that the Proposed scheme would accomplish the following benefits:
 - a. The business presently undertaken by Fourth Petitioner Company comprises of the engineering business and aerospace business, both of which have different requirements and are operated independent of each other as separate business verticals. Each of these business verticals are significantly large and mature and have a distinct attractiveness to divergent set of investors, strategic partners and other stakeholders.
 - b. The engineering business carried on by First Petitioner Company along with its subsidiaries of the Third Petitioner Company and the Second Petitioner Company has grown significantly over the last few decades. Backed with state-of-the-art manufacturing facilities with operations across multiple business segments and wide range of product offerings within precision products for market leaders across industries, acquisition of the Fourth Petitioner Company creates a strong opportunity of scale in the global precision manufacturing and assembly space and the aerospace business and is expected to unlock synergies for First Petitioner Company, the Third Petitioner Company, the Fourth Petitioner Company, Second Petitioner Company and Fifth Petitioner Company.



- c. Acquisition of the business of the Fourth Petitioner Company has been undertaken as under:
- i. With the objective of acquiring the ongoing business operations carried on by The Fourth Petitioner Company and further for providing liquidity, immediate exit to few shareholders of the Fourth Petitioner Company and other commercial reasons, the Third Petitioner Company acquired 59.25% of the equity share capital of the Fourth Petitioner Company from the existing shareholders of the Fourth Petitioner Company.
 - ii. Consolidate the engineering business of Raymond Group in a single entity i.e., Second Petitioner Company, a wholly owned subsidiary of Raymond Limited and segregate the aerospace business in a separate entity i.e., Fifth Petitioner Company, a wholly owned subsidiary of Raymond Limited, in order to achieve various benefits including inter alia, business synergies, market access, unified platform for growth, access to customer base and cost effectiveness.
- d. To unlock the potential value of each business vertical, it is proposed through this Scheme, to: (i) completely demerge the Engineering Business Undertaking of the First Petitioner Company into Second Petitioner Company; (ii) Reduction and cancellation of the existing paid up redeemable preference share capital of First Petitioner Company as of immediately prior to the Effective Date (iii) amalgamate The Third Petitioner Company and The Fourth Petitioner Company into Second Petitioner Company; (iv) Reduction and cancellation of the existing paid up equity share capital of Second Petitioner



Company as of immediately prior to the Effective Date; (v) demerge the Aerospace Business Undertaking from Second Petitioner Company into Fifth Petitioner Company; and (vi) Reduction and cancellation of the existing paid up equity share capital of Fifth Petitioner Company as of immediately prior to Effective Date.

- e. The proposed restructuring results in the following benefits:
- i. The combined engineering business of Raymond Group and the Fourth Petitioner Company and the aerospace business of the Fourth Petitioner Company have both achieved scale and experience to sustain business on the basis of their own strengths. Additionally, both businesses deal with different sets of industry dynamics in the form or nature of risks, competition, challenges, opportunities and business methods. Hence, consolidation of engineering business and segregation of the aerospace business would enable focused managements to explore the potential business opportunities more effectively and efficiently.
 - ii. Creation of a dedicated engineering business vertical and aerospace vertical will augment industry-leading revenue growth and profitability which will further provide diverse strategic options and flexibility arising from cost efficiencies and synergies such as diversified product portfolio, optimization of sales, general and administration costs and reduced business risk.
 - iii. Each business will be able to target and attract new investors with specific knowledge, expertise and risk appetite corresponding to their own businesses. Thus, each



business will have its own set of likeminded investors, thereby providing the necessary funding impetus to the long-term growth strategies of each business.

- iv. The composite scheme will unlock value of both businesses and result in shareholder value maximization.
- v. Strengthened position in both the industries, in terms of the assets base/ revenues, product range, production volumes, integrated supply chain and market share of both the businesses.
- vi. The Companies believe that the financial, managerial and technical resources, personnel, capabilities, skills, expertise and technologies of the Companies pooled in Second Petitioner Company and Fifth Petitioner Company, will lead to optimum use of infrastructure, rationalization of cost in both the areas of business and administrative overheads, thereby maximizing shareholder value of both the companies.
- vii. Greater efficiency in cash management by cost saving for all the Companies as they are capitalizing on each other's core competency and resources which are expected to create a more competitive business, both in scale and operations, cost savings and higher profitability levels for both the businesses.
- viii. Simplified group structure by eliminating multiple companies in similar business, leading to better administration and reduction in costs from more focused operational efforts, rationalization, standardization and



simplification of business processes, elimination of duplication, reduction in multiplicity of legal and regulatory compliances and rationalization of administration expenses.

12. **Detailed Table of Arrangement:**

12.1 **Part B of the Scheme:**

Demerger of Engineering Business Undertaking from First Petitioner Company into Second Petitioner Company:

Petitioner Company	Name of the Company	Pre-Demerger Business	Post Demerger Business
First Petitioner Company/ Demerged Company 1	JK Files & Engineering Limited	<u>Engineering business</u> Manufacturing of steel files, cutting tools, market hands tools and a key supplier in tools and hardware supply chain market <u>Non-Engineering business</u> Cutting oil business and holds certain investments in various group companies	<u>Non-Engineering Business</u> Cutting oil business and holds certain investments in various group companies



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Second Petitioner Company/ Resulting Company 1	JK Maini Precision Technology Limited	Incorporated to deal in tools, hardware and auto component business	<u>Engineering business</u> Manufacturing of steel files, cutting tools, market hands tools and a key supplier inn tools and hardware supply chain market;
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12.2 Part C of the Scheme

Reduction and cancellation of its existing paid up redeemable preference share capital of the First Petitioner Company.

12.3 Part D of the Scheme

Amalgamation of the Third Petitioner Company and Fourth Petitioner Company with the Second Petitioner Company.

Petitioner Company	Name of the Company	Pre-Demerger Business (Post Demerger under Part B)	Post Demerger Business (Post Demerger under Part B)
Third Petitioner Company/ Transferor Company 1	Ring Plus Aqua Limited	Engineering Business - Business of manufacturing and selling ring gears, flexplates, water pump bearings, machined components, both for auto component and engineering products.	Not Applicable as company will cease to exist
Fourth Petitioner Company/ Transferor Company	Maini Precision Products Limited	Engineering business and Aerospace Business i.e., manufacturing, as per customer specific drawings, and supplying, high precision	Not Applicable as company will cease to exist



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2		mechanical components, assemblies, and sub-assemblies to the automotive, industrial, (Engineering Business) defense and. Aerospace sectors. (Aerospace Business)	
Second Petitioner Company/ Transferee Company	JK Maini Precision Technology Limited	Engineering Business- Manufacturing of steel files, cutting tools, market hands tools and a key supplier in tool dans hardware supply chain market;	<p>i. Engineering Business Manufacturing of steel files, cutting tools, market hands tools and a key supplier in tool dans hardware supply chain market;</p> <p>ii. Engineering Business- Business of manufacturing and selling ring gears, flex plates, water pump bearings, machined components, both for auto component and engineering products; and</p> <p>iii. Engineering and aerospace business i.e, the business of manufacturing as per customer specific drawings and supplying high precision mechanical components, assemblies, and sub-assemblies to the automotive, industrial (Engineering Business), defense and aerospace sectors</p>



			(Aerospace business)
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12.4 Part E of the Scheme

Reduction and cancellation of existing paid up equity share capital of the Second Petitioner Company.

12.5 Part F of the Scheme

Demerger of Aerospace Business Undertaking from Second Petitioner Company into Fifth Petitioner Company.

Petitioner Company	Name of the Company	Pre-Demerger Business (Post Demerger and Merger under Part B and D)	Post Demerger Business (Post Demerger and Merger under Part B and D)
Second Petitioner Company/ Demerged Company 2	JK Maini Precision Technology Limited	<p>i. Engineering Business-</p> <p>Manufacturing of steel files, cutting tools, market hands tools and a key supplier in tool dans hardware supply chain market;</p> <p>ii. Engineering business-</p> <p>Business of manufacturing and selling ring gears, flexplates, water pump bearings, machined components, both for auto component and engineering products; and</p> <p>Engineering and aerospace business i.e,</p>	<p>i. Engineering Business-</p> <p>Manufacturing of steel files, cutting tools, market hands tools and a key supplier in tool dans hardware supply chain market;</p> <p>ii. Engineering business-</p> <p>Business of manufacturing and selling ring gears, flexplates, water pump bearings, machined components, both for auto and engineering products; and</p> <p>Engineering and aerospace business i.e,</p>



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		the business of manufacturing as per customer specific drawings and supplying high precision mechanical components, assemblies, and sub-assemblies to the automotive, industrial (Engineering Business) , defense and aerospace sectors (Aerospace business)	the business of manufacturing as per customer specific drawings and supplying high precision mechanical components, assemblies, and sub-assemblies to the automotive, industrial (Engineering Business) , defense and aerospace sectors (Aerospace business)
Fifth Petitioner Company/ Resulting Company 2	JK Maini Global Aerospace Limited	Yet to commence business operations	Aerospace business i.e the business of manufacturing as per customer specific drawings, and supplying, high precision mechanical components, assemblies, and sub-assemblies to the defense and aerospace sectors (Aerospace Business)

12.6 Part G of the Scheme

Reduction and cancellation of existing paid up equity share capital of the Fifth Petitioner Company.

13. Share Capital of the Petitioner Companies:

The Learned Counsel for the Petitioner Companies have submitted that the Authorized, Issued, Subscribed and Paid-up Share Capital of Petitioner Companies as on 31.03.2024 is as follows:



13.1 **First Petitioner Company**

Particulars	Amount in Rs
Authorized Share Capital	
8,50,00,000 Equity Shares of INR 2 each	17,00,00,000
60,00,000 Non-Convertible Redeemable 0.01% Preference Shares of INR 100 each	60,00,00,000
Total	77,00,00,000
Issued, subscribed and fully paid-up capital	
5,24,43,948 Equity Shares of INR 2 each	10,48,87,896
50,00,000 Non-Convertible Redeemable 0.01% Preference Shares of INR 100 each	50,00,00,000
Total	60,48,87,896

13.2 **Second Petitioner Company**

Particulars	Amount in Rs
Authorized Share Capital	
10,000 Equity Shares of INR 10 each	1,00,000
Total	1,00,000
Issued, subscribed and fully paid-up capital	
10,000 Equity Shares of INR 10 each	1,00,000
Total	1,00,000

13.3 **Third Petitioner Company**

Particulars	Amount in Rs
Authorized Share Capital	
3,00,00,000 Equity Shares of INR 10 each	30,00,00,000
Total	30,00,00,000
Issued, subscribed and fully paid-up capital	
77,56,671 Equity Shares of Rs. 10 each	7,75,66,710
Total	7,75,66,710



13.4 **Fourth Petitioner Company**

Particulars	Amount in Rs
Authorized Share Capital	
6,00,00,000 Equity Shares of Rs.2 each	12,00,00,000
2,85,00,000 Compulsory Convertible Preference Shares of INR 10 each	28,50,00,000
Total	40,50,00,000
Issued, subscribed and fully paid-up capital	
52,438,440 Equity Shares of INR 2 each	10,48,76,880
Total	10,48,76,880

13.5 **Fifth Petitioner Company**

Particulars	Amount in Rs
Authorized Share Capital	
50,000 Equity Shares of INR 10 each	5,00,000
Total	5,00,000
Issued, subscribed and fully paid-up capital	
50,000 Equity Shares of INR 10 each	5,00,000
Total	5,00,000

14. **Consideration:**

14.1 **For Equity Shareholders of the First Petitioner Company**

Upon the Scheme becoming effective and upon vesting of the Engineering Business Undertaking of the Demerged Company 1 into the Resulting Company 1, the Resulting Company 1 shall, without any further application or deed, issue and allot to the shareholders of the Demerged Company 1 whose name appears in the register of members or BENPOS statement of the Demerged Company 1 as on the Effective Date or to their respective heirs, executors, administrators, legal representatives or the successors in



title, as the case may be as may be recognized by the Board of Directors of the Resulting Company 1, in the following proportion:

“One Hundred and Twenty-Five (125 Only) equity shares of the Second Petitioner Company of INR 10/- each fully paid up for every Thousand (1000 Only) equity shares of the First Petitioner Company of INR 2/- each fully paid up.”

14.2 For Equity Shareholders of the Second Petitioner Company

Upon the Scheme becoming effective and upon vesting of the Aerospace Business Undertaking of the Demerged Company 2 into the Resulting Company 2 in accordance with this Scheme, the Resulting Company 2 shall, without any further application or deed, issue and allot to the shareholders of the Demerged Company 2 whose name appears in the register of members or BENPOS Statement of the Demerged Company 2 immediately after effectiveness of Demerger 1 and Amalgamation, or to their respective heirs, executors, administrators, legal representatives or the successors in title, as the case may be as may be recognized by the Board of Directors of the Resulting Company 2, in the following proportion:

“One (1 Only) equity share of Fifth Petitioner Company of INR 10/- each fully paid up for every One (1 Only) equity share of the Second Petitioner Company of INR 10/- each fully paid up.”

“One (1 Only) CCPS Series A and One (1 Only) CCPS Series B of the Petitioner Company of INR 100/- each fully paid up for every One (1 Only) CCPS Series A and One (1 Only) CCPS Series B respectively of the Second Petitioner Company of INR 100/- each fully paid up.”



14.3 **For Equity Shareholders of the Third and Fourth Petitioner Company**

Upon this Scheme becoming effective and upon amalgamation of the Transferor Companies into the Transferee Company in terms of this Scheme, the Transferee Company shall, without any application, act or deed, issue and allot equity shares and compulsorily convertible preference shares, credited as fully paid up, to the extent and in the manner indicated below, to the members of Transferor Companies (other than the Transferee Company and Transferor Company 1) holding fully paid-up equity shares of Transferor Companies and whose names appear in the register of members or the BENPOS statement of the Transferor Companies upon effectiveness and operationalization of the Demerger 1, or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferor Companies/ Transferee Company in the following proportion:

On amalgamation of Third Petitioner Company into Second Petitioner Company

“Six Hundred and Seven (607 Only) equity shares of the Second Petitioner Company of INR 10/- each fully paid up for every Thousand (1000 Only) equity shares of the Third Petitioner Company of INR 10/- each fully paid up.”

On amalgamation of Fourth Petitioner Company into Second Petitioner Company

“One Hundred and Thirty-Two (132 Only) equity shares of the Second Petitioner Company of INR 10/- each fully paid up for



every Thousand (1000 Only) equity shares of the Fourth Petitioner Company of INR 2/- each fully paid up.”

“One Lakh Forty Thousand (1,40,000 Only) CCPS Series A of the Second Petitioner Company of INR 100/- fully paid up shall be issued and allotted as fully paid up to the promoters of the Fourth Petitioner Company.”

“One Lakh Forty-Five Thousand (1,45,000 Only) CCPS Series B of the Second Petitioner Company of INR 100/- fully paid up shall be issued and allotted as fully paid up to the promoters of the Fourth Petitioner Company.

Valuation Report

15. The Valuation report dated 01.05.2024 issued by KPMG Valuation Services LLP, Registered Valuers is attached to the Company Scheme Petition as **Annexure K**.
- 15.1 The valuer in the valuation Report has given the following observation which is reproduced as under:

“RATIO

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above, we recommend the following Equity Share Exchange Ratio for proposed Transaction:

Equity Share Exchange Ratio 1:

Two Hundred Seven (207 Only) equity share of NewCo1 of INR 10/- each fully paid up for every ten (10 Only) equity shares of JK Files & Engineering Limited of INR 21- each fully paid up.

Equity Share Exchange Ratio 2:

Nine Hundred Ninety-nine (999 Only) equity share of NewCo1 of INR 10/- each fully paid up for every Ten (10 Only) equity shares of Ring Plus Aqua Limited of INR 10/- each fully paid up.



Equity Share Exchange Ratio 3:

Two Hundred Twenty-Nine (229 Only) equity share of NewCo1 of INR 10/- each fully paid up for every Ten (10 Only) equity shares of Maini Precision Products Limited of INR 2/- each fully paid up.

Equity Share Exchange Ratio 4:

One (1 Only) equity share of NewCo2 of INR 10/- each fully paid up for every One (1 Only) equity shares of NewCo1 of INR 10/- each fully paid up.

One (1 Only) CCPS- Series A and One (1 Only) CCPS- Series B of NewCo2 of INR 100/- each fully paid up for every One (1 Only) CCPS- Series A and One (1 Only) CCPS- Series B respectively of NewCo1 of INR 100/- each fully paid up.

We understand from the Management that the authorized share capital of the NewCo1 will be Ninety-nine lakhs equity shares of face value of INR 10/- each. As part of the demerger, the existing shareholding of the NewCo1 will be cancelled and only the new shares issued will remain in the company. Further, as the authorized capital is lower than the total number of shares to be issued, number of shares to be issued to the above shareholders will be reduced in proportion such that the total share capital of NewCo1 remains as Ninety-nine lakh equity shares and the shareholding remains unchanged. Basis the above, the implied share exchange ratio are presented below:

Equity Share Exchange Ratio 1:

One Hundred Twenty-five (125 Only) equity share of NewCo1 of INR 10/- each fully paid up for every Thousand (1000 Only) equity shares of JK Files & Engineering Limited of INR 2/- each fully paid up.

Equity Share Exchange Ratio 2:

Six Hundred Seven (607 Only) equity share of NewCo1 of INR 10/- each fully paid up for every Thousand (1000 Only) equity shares of Ring Plus Aqua Limited of INR 10/- each fully paid up.

Equity Share Exchange Ratio 3:

One Hundred Thirty-Two (132 Only) equity share of NewCo1 of INR 10/- each fully paid up for every Thousand (1000 Only)



equity shares of Maini Precision Products Limited of INR 2/- each fully paid up.

In addition to the above, NewCo1 will also issue 140,000 CCPS- Series A and 145,000 CCS- Series B to the Eligible Shareholders of MPPL in lieu of part of the equity shares.

Equity Share Exchange Ratio 4:

One (1 Only) equity share of NewCo2 of INR 10/- each fully paid up for every One (1 Only) equity shares of NewCo1 of INR 10/- each fully paid up.

One (1 Only) CCPS- Series A and One (1 Only) CCPS- Series B of NewCo2 of INR 100/- each fully paid up for every One (1 Only) CCPS- Series A and One (1 Only) CCPS- Series B respectively of NewCo1 of INR 100/- each fully paid up.

Our Valuation report and Equity Share Exchange Ratio is based on the existing equity share capital structure of the JKFEI, RPAL and MPPL and proposed equity share capital structure of NewCo1 and NewCo2 as mentioned earlier in this report. Any variation in the equity capital of the Companies may have material impact on the Equity Share Exchange Ratio.”

Reduction of Capital

16. Cancellation and Reduction of Paid-up Redeemable Preference share Capital of the First Petitioner Company.

16.1 The Cancellation and Reduction of Paid-up Redeemable Preference Share Capital of the Demerged Company 1/ First Petitioner Company is elucidated in Clause 15.1 to 15.3 of the Scheme which is reproduced herein under:

“15.1 Upon the Scheme becoming effective, the existing paid up redeemable preference Share capital of the Demerged Company 1 as of immediately prior to the Effective Date shall stand cancelled without any further act or deed immediately and without any consideration and accordingly, the existing paid up redeemable preference share capital of the Demerged



Company 1 shall stand reduced to the extent of face value of such redeemable preference shares cancelled.

15.2 *The amount of paid-up redeemable preference share capital of the Demerged Company 1 cancelled as per Clause 15.1 above shall be credited to the capital reserve account in the books of the Demerged Company 1.*

15.3 *The cancellation and reduction in existing paid up redeemable preference share capital of the Demerged Company 1 shall be effected as an integral part of the Scheme in accordance with the provisions of Sections 230 to 232 read with Section 66 of the Act and any other applicable provisions of the Act. The reduction would not involve either a diminution in liability in respect of the unpaid share capital, it being clarified that the procedure under Section 66 of the Act shall not be applicable in view of the Explanation to Section 230(12) of the Act. Notwithstanding the reduction in the redeemable preference share capital of Demerged Company 1, the Demerged Company 1 shall not be required to add "And Reduced" as suffix to its name.*

17. **Cancellation and Reduction of Paid-up Share Capital of the Second Petitioner Company.**

17.1 The Cancellation and Reduction of Paid-up Share Capital of the Resulting Company 1/ Second Petitioner Company is elucidated in Clause 30.1 to 30.3 of the Scheme which is reproduced herein under:

“30.1 Upon the Scheme becoming effective and upon the allotment of New Equity Shares by the Resulting Company 1 to the shareholders of the Demerged Company 1 and allotment of New Equity Shares 2, New Equity Shares 3, New CCPS 1 and



New CCPS 2 to the Shareholders of the Transferor Companies (Other than Transferor Company 1 and Transferee Company) in accordance with the provisions of Clause 11 and Clause 22 above, the existing paid-up equity share capital of the Resulting Company 1 as of immediately prior to the Effective Date shall stand cancelled without any further act or deed immediately and without any consideration and accordingly, the paid up share capital of the Resulting Company 1 shall stand reduced to the extent of face value of such equity shares cancelled.

30.2 *The amount of paid-up equity share capital of the Resulting Company I cancelled as per Clause 30.1 above shall be credited to the capital reserve account in the books of the Resulting Company 1.*

30.3 *The cancellation and reduction in paid up share capital of the Resulting Company 1 shall be effected as an integral part of the Scheme in accordance with the provisions of Sections 230 to 232 read with Section 66 of the Act and any other applicable provisions of the Act. The reduction would not involve either a diminution in liability in respect of the unpaid share capital, it being clarified that the procedure under Section 66 of the Act shall not be applicable in view of the Explanation to Section 230(12) of the Act. Notwithstanding the reduction in the equity share capital of the Resulting Company 1, the Resulting Company 1 shall not be required to add "And Reduced" as suffix to its name."*



18. **Cancellation and Reduction of Paid-up Share Capital of the Fifth Petitioner Company.**

18.1 The Cancellation and Reduction of Paid-up Share Capital of the Resulting Company 2/ Fifth Petitioner Company is elucidated in Clause 42.1 to 42.3 of the Scheme which is reproduced herein under:

“42.1 Upon the Scheme becoming effective and upon the allotment of New Equity Shares 4 by the Resulting Company 2 to the shareholders of the Demerged Company 2 and allotment of New CCPS 3 and New CCPS 4 to the shareholders of the Demerged Company 2 in accordance with the provisions of Clause 36 above the existing paid-up equity share capital of the Resulting Company 2 as of immediately prior to the Effective Date shall stand cancelled without any further act or deed immediately and without any consideration and accordingly, the paid up share of the Resulting Company 2 shall stand reduced to the extent of face value of such equity shares cancelled.

42.2 The amount of paid-up equity share capital of the Resulting Company 2 cancelled as per Clause 42.1 above shall be credited to the capital reserve account in the books of the Resulting Company 2.

42.3 The cancellation and reduction in paid up share capital of the Resulting Company 2 shall be effected as an integral part of the Scheme in accordance with the provisions of Sections 230 to 232 read with Section 66 of the Act and any other applicable provisions of the Act. The reduction would not involve either a diminution in liability in respect of the unpaid share capital, it being clarified that the procedure under Section 66 of the Act shall not be applicable in view of the Explanation to Section 230(12) of the Act. Notwithstanding the reduction in the equity share capital of the



Resulting Company 2, the Resulting Company 2 shall not be required to add "And Reduced" as suffix to its name.

19. List of Assets and Liabilities transferred from First Petitioner Company to Second Petitioner Company

19.1 It is submitted that the list of Assets and Liabilities transferred from the Demerged Company 1/ First Petitioner Company to Resulting Company 1/ Second Petitioner Company for carrying on the business of engineering division, as on the Appointed Date are as follows:

INR in Lakhs

Particulars	INR
Assets	
Non - current assets	
a) Property, plant and equipment	4,035.93
b) Right of use assets	1,082.87
c) Capital work - in - progress	64.97
d) Goodwill	79.41
e) Other Intangible assets	31.90
f) Financial assets	
i. Investment in subsidiaries	3,552.99
ii. Loans	40,100.00
iii. Other Financial Asset	298.35
g) Income tax assets (net)	252.77
h) Other non - current assets	38.48



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Total Non-Current Assets	49,537.67
Current assets	
a) Inventories	7,445.14
b) Trade receivables	5,830.18
c) Cash and Cash Equivalents	166.30
d) Other financial asset	276.20
e) Income tax assets (net)- current	132.33
f) Other current assets	1,505.33
Total Current Assets	15,355.48
Total Assets	64,893.15
Liabilities	
Other Equity	19,015.87
Non-current liabilities	
a) Financial liabilities	
i. Borrowings	32,312.64
ii. Lease liabilities	1,023.20
b) Deferred tax liabilities	680.63
Total Non Current Liabilities	34,016.47
Current liabilities	
a) Financial liabilities	



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i. Borrowings	3,077.86
ii. Lease liabilities	219.71
iii. Trade Payables	5,418.41
iv. Other financial liabilities	1,496.84
b) Provisions	280.25
c) Other current liabilities	1,367.74
Total Current Liabilities	11,860.81
Total Liabilities	45,877.28

19.2 The list of Assets and Liabilities transferred from the Demerged Company 2 / Second Petitioner Company to Resulting Company 2 / Fifth Petitioner Company as on the Appointed Date is as follows:

INR in Lakhs

Particulars	INR
Assets	
Non – current assets	
a) Property, plant and equipment	7,212.06
b) Right of use assets	733.26
c) Capital work - in - progress	20.94
d) Intangible assets	35.70
e) Financial assets	
i. Loans	21.57



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ii. Other Financial Asset	168.45
f) Income tax assets (net)	368.87
g) Other non - current assets	481.97
Total Non-Current Assets	9,042.82
Current assets	
a) Inventories	11,120.95
b) Trade receivables	6,108.79
c) Cash and Cash Equivalentents	530.60
d) Bank balances other than (c) above	57.51
e) Loan	8.52
f) Other current assets	3,244.42
Total Current Assets	21,070.79
Total Assets	30,113.62
Liabilities	
Other equity	10,708.28
Non-current liabilities	
a) Financial liabilities	
i. Borrowings	1,053.21
ii. Lease liabilities	744.89
b) Deferred tax liabilities	462.18



c) Provisions	561.53
Total Non-Current Liabilities	2,821.81
Current liabilities	
a) Financial liabilities	
i. Borrowings	10,632.95
ii. Lease liabilities	261.51
iii. Trade Payables	4,250.13
iv. Other financial liabilities	560.45
b) Provisions	164.21
c) Income tax liabilities	35.73
d) Other current liabilities	154.18
Total Current Liabilities	16,059.15
Total Liabilities	18,880.96

Compliance of Order dated 24.10.2024

20. The Tribunal vide Order dated 24.10.2024 admitted the Company Scheme Application bearing no. CA(CAA)/152/MB/2024 and inter-alia, gave the following order/directions:

- a) To convene and hold meetings of the Equity Shareholders of the of the Third Petitioner Company, Secured Creditors and Unsecured Creditors of First, Third and Fourth Petitioner Companies.
- b) Allowed Dispensation of the Meetings of the Equity Shareholders of First, Second, Fourth and Fifth Petitioner Company.



- c) Allowed the Dispensation of the Meeting of the Unsecured Creditors of the Fifth Petitioner Company.
 - d) Issuance of notice to the Equity Shareholders of Third Applicant Company, Secured Creditors and Unsecured Creditors of the First, Third and Fourth Petitioner Companies for conducting meeting.
 - e) Issuance of notice by the Petitioner Companies to various relevant statutory authorities in terms of Section 230(5) of the Companies Act,2013.
21. As there were no Secured Creditors in the Second and Fifth Petitioner Company and no Unsecured Creditors in the Second Petitioner Company the question to issue notices did not arise. The Petitioner Companies have complied with all the requirements as directed by this Tribunal.
22. Further, Petitioner Companies have served notices by email and hand delivery upon various relevant statutory authorities in terms of Section 230(5) of the Companies Act, 2013, as per the directions vide the Order dated 24.10.2024.

Regional Director Report

23. The Regional Director has filed his Report dated 30.01.2025 (**'RD Report'**). In response to the observations made by the Regional Director, the Petitioner Companies have given clarifications and undertakings vide their (**'Affidavit in Rejoinder'**) 06.02.2025. The observations made by the Regional Director and the clarifications and undertakings given by the Petitioner Companies are summarized in the table below:



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Para	Observation by the Regional Director vide report dated 30.01.2025	Undertaking of the Petitioner Company vide Rejoinder dated 06.02.2025
2(a)	<p><i>In compliance of AS-14 (IND AS-103), the Demerged Company, Transferor Companies and Resulting/Second Petitioner Company 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) etc</i></p>	<p>So far as the observation in paragraph 2(a) of the Report of the Regional Director is concerned, the Petitioner Companies submits that the Demerged Company, Resulting Company/ Second Petitioner Company and Transferor Company undertakes that in addition to compliance of IND-AS 103 for accounting treatment, the Petitioner Companies shall pass such accounting entries as may be necessary in connection with the Scheme to comply with other applicable accounting standards such as IND-AS 8, as applicable.</p>
2(b)	<p>As per Definition of the Scheme,</p> <p>1.5 “Appointed Date” means 1 April 2024, or any other date as may be determined by the Appropriate Authority, being the date from which this Scheme shall be deemed to be effective, in the manner described in the Clause 4 of this Scheme.</p> <p><u>Clause 4 of the scheme:</u></p> <p><u>4. DATE OF TAKING EFFECT AND OPERATIVE DATE</u></p> <p><i>Each part of the Scheme set out herein</i></p>	<p>So far as the observation in paragraph 2(b) of the Report of the Regional Director is concerned, the Petitioner Companies submits that the Appointed Date is 1 April 2024 in accordance with the Scheme. The Petitioner Companies further submits that the Petitioner Companies will comply with the requirements as to Appointed Date and Effective Date, as clarified vide circular no. F. No.7/12/2019/CL-1 dated 21.08.2019 issued by the Ministry of Corporate Affairs.</p>



in its present form or with any modifications(s) in accordance with Clause 46 of the Scheme shall, unless otherwise specified, be effective from the Appointed Date but operative from the Effective Date

1.8 “Effective Date” means the last of the dates on which the certified copies of the Order(s) of the NCLT sanctioning the Composite Scheme of Arrangement (“Order(s)”) is filed with the respective Registrar of Companies by the Demerged Company, the Resulting Company/ Second Petitioner Company and the Transferor Company. All the references in this Scheme to the words “Scheme taking effect” or “upon the Scheme becoming effective” shall be with reference to the Effective Date.

In this regard, it is submitted that Section 232 (6) of the 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



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	<p><i>Tribunal taking into account its inherent powers.</i></p> <p><i>The Petitioners may be asked to comply with the requirements as clarified vide circular no. F. No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.</i></p>	
2(c)	<p><i>The Demerged Company, Transferor Companies and Resulting/ Second Petitioner Company have to undertake to comply with section 232(3)(i) 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 amalgamation and therefore, petitioners to undertake that the transferee company shall pay the difference of fees and stamp duty.</i></p>	<p>So far as the observation in paragraph 2(c) of the Report of the Regional Director is concerned, the Petitioner Companies submits that the setting off of fees paid by the Transferor Company on its Authorised Share Capital shall be accordance with provisions of section 232(3)(i) of the Companies Act, 2013 and that the Second Petitioner Company shall pay the difference of ROC fees and stamp duty, if any applicable in this regard.</p>
2(d)	<p><i>The Hon'ble Tribunal may kindly seek the undertaking that this Scheme is approved by the 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</i></p>	<p>So far as the observation in paragraph 2(d) of the Report of the Regional Director is concerned, the Petitioner Companies submits that the Scheme is approved by the requisite majority of members and creditors as per Section 230(6) of the Companies Act, 2013 in meetings duly held in terms of Section 230(1) read with subsection (3) to (5) of Section 230 of the Companies Act, 2013 and the minutes thereof are duly placed before the Tribunal.</p>
2(e)	<p><i>It is submitted that the Petitioners has vide letter dated 09.12.2024 has</i></p>	<p>So far as the observation in paragraph 2(e) of the Report of the</p>



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	<i>submitted list of assets & liabilities of Demerged Company no. 1 to be transferred to Second Petitioner Company as Annexure E1 and First Petitioner Company to be transferred to Fifth Petitioner Company as Annexure E2 (Copy annexed as Annexure A-1) and the same is submitted for kind consideration please. However, both Petitioners shall undertake to protect the interests of creditors.</i>	Regional Director is concerned, the Petitioner Companies submit that interest of creditors shall be protected. Further the Petitioner Companies states and submits that the Scheme does not envisage any compromise or arrangement with any of the creditors of any of the Petitioner companies.
2(f)	<i>The Demerged Company, Resulting/Second Petitioner Company and Transferor Company shall be in compliance with the provisions of Section 2(1B) of the Income Tax Act, 1961. In this regard, the Demerged Company, Resulting Company and Transferor Company shall ensure compliance of all the provisions of Income Tax Act and Rules thereunder;</i>	So far as the observation in paragraph 2(f) of the Report of the Regional Director is concerned, the Petitioner Companies submits that the Scheme shall be in compliance with the provisions of Section 2(1B) of the Income-tax Act, 1961 and all other provisions of Income-tax Act, 1961 and Rules thereunder.
2(g)	<i>The Demerged Company, Transferor Companies and Resulting/Second Petitioner Company shall undertake to comply with the directions of the I.T. Department and GST Department, if any.</i>	So far as the observation in paragraph 2(g) of the Report of the Regional Director is concerned, the Petitioner Companies submits that the Petitioner Companies shall be in compliance with the directions, if any, given by Income-tax department and GST department.
2(h)	<i>The Demerged Company, Resulting/Second Petitioner Company and the Transferor Company shall undertake to comply with the directions of the concerned sectoral Regulator, if any.</i>	So far as the observation in paragraph 2(h) of the Report of the Regional Director is concerned, the Petitioner Companies submits that the Petitioner Companies shall be in compliance with the directions, if any, given by concerned sectoral regulators.
2(i)	<i>It is observed from the documents given by the Petitioners that the Transferor</i>	So far as the observation in paragraph 2(i) of the Report of the



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	<p><i>Company no. 1. has non-resident/foreign shareholders hence the Transferee company may be directed to undertake compliance of rules made in this regard under RBI, FEMA/ FERA Act..</i></p>	<p>Regional Director is concerned, the Second Petitioner Company hereby undertakes to comply with the directions made under RBI, FEMA/FERA Act with respect to the non-resident/ foreign shareholders.</p>
2(j)	<p><i>That on examination of the report of the Registrar of Companies, Mumbai dated 19.11.2024 that the Demerged Company, Transferor Companies and Resulting/ Second Petitioner Company fall within the jurisdiction of ROC, Mumbai. It is submitted that no complaint and /or representation regarding the proposed scheme of Amalgamation has been received against the Demerged Company, Transferor Companies and Resulting/ Second Petitioner Company. Further, the Demerged Company, Transferor Companies and Resulting/ Second Petitioner Company has filed Financial Statements up to 31.03.2024. Further observations in ROC report are as under: -</i></p> <p><i>i) That the ROC Mumbai in his report dated 19.11.2024 has stated that no Inquiry, inspection, investigation & prosecution is pending against the Demerged Companies, Transferor Companies and Resulting/ Second Petitioner Company.</i></p>	<p>So far as the observation in paragraph 2(j) of the Regional Director is concerned, the petitioner company state that:</p> <p>i) As per report of the Registrar of Companies, Mumbai dated 19 November 2024, no inquiry, inspection, investigation & prosecution is pending against the Petitioner Companies.</p>



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<p>ii) <i>4th Demerged Company has four open charges</i></p> <p>iii) <i>1st Transferor/ Demerged Company has Two open Charges</i></p> <p>iv) <i>2nd Transferor/ Demerged Company has Eight open Charges</i></p> <p>v) <i>Necessary Stamp duty on transferor of property/ Assets is to be paid to the respective Authorities before implementation of the Scheme</i></p> <p>vi) <i>It is submitted that as per the</i></p>	<p>ii) All the open charges of the Demerged Company 1 will be transferred to Resulting Company 1 pursuant to Clause 5.2 of the Composite Scheme of Arrangement.</p> <p>iii) All the open charges of the Transferor Company 1 will be transferred to the Transferee Company pursuant to Clause 16.2 of the Composite Scheme of Arrangement.</p> <p>iv) All the open charges of the Transferor Company 2 will be transferred to the Transferee Company pursuant to Clause 16.2 of the Composite Scheme of Arrangement.</p> <p>v) The Petitioner Companies hereby undertake to file for adjudication of stamp duty in accordance with applicable provisions of the respective State Stamp Acts on the Composite Scheme of Arrangement. Further, the Petitioner Companies undertake to pay requisite stamp duty on the Order of the Hon'ble Tribunal along with Scheme by the State stamp authorities in compliance with applicable provisions of the law, subject to rights and remedies available to the Petitioner Companies.</p> <p>vi) As discussed in point no. 5(c)</p>
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<p><i>provisions of Section 232(3)(i) of the Companies Act, 2013, where the transferor Company dissolved, the fee, if any, paid by the transferor Company on its authorized capital shall be set -off against any fees payable by the Transferee company on its authorized capital subsequent to amalgamation. Therefore, remaining fee, if any after setting-off the fees already paid by the transferor company on its authorized capital, has to be paid by the transferee company on the increased authorized capital subsequent to amalgamation.</i></p> <p><i>vii) Interest of the creditors should be protected.</i></p> <p><i>viii) May be decided on its merits.</i></p>	<p>above, the setting off of fees paid by the Transferor Companies on its Authorised Share Capital shall be accordance with provisions of section 232(3)(i) of the Companies Act, 2013 and that the Transferee Company shall pay the difference of RoC fees and stamp duty, if any applicable in this regard.</p> <p>As discussed in point no. 5(e) above, the interest of the creditors shall be protected. Further, the Petitioner Companies states and submits that the Scheme does not envisage any compromise or arrangement with any of the creditors of any of the Petitioner Companies.</p>
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24. The representative of the Regional Director, Western Region has submitted that it has no further observations to the Scheme and the Tribunal to decide on merits.

25. In relation to the open charges against the Third Petitioner Company and Fourth Petitioner Company above, the said Petitioner Companies have conducted meeting of Secured Creditors (includes



charge holders) where the Scheme was passed by requisite Secured Creditors. Further, it is clarified, upon the Scheme becoming effective, the said open charges will be transferred in the name of the Second Petitioner Company and hence, their interest is safeguarded. However, it is made clear that mere sanctioning of this Scheme will not prevent the Registrar of Companies from taking any action against the Petitioner Companies, in accordance with applicable law.

Official Liquidator Report

26. The Official liquidator has filed a report on dated 19.12.2024 (**“OL Report”**). In response to the observation made by the Official Liquidator, Petitioner Companies have filed Affidavit in Reply dated 10.01.2025 (**“OL Reply”**) providing necessary Clarifications. In its report the OL has interalia made the following submissions which are reproduced herein under:

Observations as per the report of the Official Liquidator dated 19.12.2024	Response of the Petitioner Companies
Para 5	
<i>It is found that there are several litigations pending before various forums including Supreme Court of India and High Court under the provisions of Income tax Act. Hon’ble Tribunal may consider the facts on its merit as deem fit and proper</i>	The Petitioner Companies submits that: Clause 18 of Composite Scheme of Arrangement states: <i>18. All legal proceedings, including arbitration proceedings, of whatsoever nature by or against the Transferor Companies pending and/ or arising at or after the Appointed Date, as and from the Effective Date shall not abate or be</i>



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	<p><i>discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Second Petitioner Company in the manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies.</i></p> <p><i>19. Immediately after the Effective Date, the Second Petitioner Company shall ensure to have all legal or other proceedings initiated by or against the Transferor Companies referred to in Clause 18.1 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Second Petitioner Company after the Effective Date.</i></p> <p>With reference to the above-mentioned paragraphs, pursuant to the Scheme becoming effective, all the litigations pending before various forums including litigations pending before the Supreme Court of India and High Court under the Income Tax Act 1961, shall stand transferred into the name of the Transferee Company. In the event any issues are raised after the sanction of the Scheme, the said litigations of Transferor Companies shall be dealt by the Transferee Company in accordance with the law.</p>
Para 6	



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<p><i>With reference to Clause No. 26.1 of the scheme it is stated that such clause overrides the provisions of Companies Act, 2013 namely Section 232(3)(i) which inter - alia provides that, if companies are dissolved, the fees paid by such company on its authorised Capital. Hon'ble Tribunal may be pleased to direct Second Petitioner Company to pay differential amount, if any, after setting off fees already paid by the Transferor Companies</i></p>	<p>The Demerged Company 1, Resulting Company 1/Demerged Company 2/ Transferee Company, Resulting Company 2, Transferor Company 1 and Transferor Company 2 hereby undertake to comply with section 232(3)(i) of Companies Act, 2013, where the Transferor Company 1 and Transferor Company 2 are dissolved, the fee and stamp duty paid by Transferor Company 1 and Transferor Company 2 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 amalgamation and therefore, the Transferor Companies hereby undertake that the Transferee Company shall pay the difference of fees and stamp duty.</p>
<p>Para 7</p>	
<p><i>It has been noticed from the Financial Statement as at 31.03.2024 & 31.03.2023 of Maini Precision Products Limited (Second Transferor Company) that the company owes Rs. 1232.81 Lakhs and Rs. 986 Lakhs respectively to MSME. In respect it is stated that under MSMED Act, 2006 the buyer is to make payment within 45 days of it becoming due. In case of failure to pay to the MSME supplier, the company is liable to pay compound</i></p>	<p>The pending dues beyond 45 days to MSME vendors of Maini Precision Products Limited (i.e., the Fourth Petitioner Company) of INR 986 Lakhs as on 31 March 2023 and of INR 1,232.81 Lakhs as on 31 March 2024 were paid along with the interest. There is only one dispute with a vendor which is pending before the MSME Facilitation Council. The Form MSME-1 for the said dues is attached herewith as Annexure B1 and B2 for FY 2022-2023 and FY 2023-2024 respectively.</p>



<p><i>interest rate. Hon'ble Tribunal may be require the Transferor Company to clarify whether they have paid the said amount to MSME creditor or whether there is any dispute with respect to payment of such amount. In case of failure to pay to the MSME supplier, the company is liable to pay compound interest rate. Hon'ble Tribunal may be require the Transferor Company to clarify whether they have paid the said amount to MSME creditor or whether there is any dispute with respect to payment of such amount. In case of dispute with regard to amount due whether the reference has been made to MSME facilitation council constituted by the respective Government or not. Company may also be required to produce form MSME-1 filed with the ROC for the above said dues."</i></p>	
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Letter from Income Tax Department

27. The First Petitioner Company and the Third Petitioner Company have received letters dated 26.11.2024 from Income-tax Department, for furnishing of various details/information in relation to scheme. The First Petitioner Company and the Third Petitioner Company have filed responses vide letter dated 24.12.2024. The Petitioner Companies have filed the copy of said



letter and response thereof with this Tribunal by way of an Additional Affidavit on 26.02.2025.

28. It is hereby clarified that any income tax related issue arising out of this scheme will be met and answered in accordance with law and that the rights of the Income-tax Department should remain intact to take out appropriate proceedings regarding raising of any tax demand against the Petitioners at any future date and these rights should not be adversely affected in view of the sanctioning of scheme. Additionally, pursuant to Scheme becoming effective, it is clarified that the pending income tax assessment proceedings under section 143(3) of the Income-tax Act, 1961 against the Third Petitioner Company for AY 23-24 shall stand transferred to the Second Petitioner Company and any income tax related issue arising thereon shall be met and answered in accordance with law by the Second Petitioner Company.

Letter from Assistant Commissioner of CGST & Central Excise, Howrah GST Commissionerate,

29. The First Petitioner Company received a letter dated 26.02.2025 from Assistant Commissioner of CGST & Central Excise, Howrah GST Commissionerate, Range III, Dankuni Division, Fatakgora, Chandannagar, Hoogly – 712136 (W.B.) (GST Authorities), for pending dues on account of ongoing litigation. The First Petitioner Company has filed the copy of said letter and response thereof with this Tribunal by way of an Additional Affidavit on 11.03.2025.

Reply from the First Petitioner Company to letter dated 11.03.2025 received from CGST & Central Excise, Howrah GST Commissionerate is reproduced herein under:

“Pursuant to the Scheme becoming effective, all the outstanding tax liabilities and litigations. pending before various forums including



the outstanding tax liabilities and pending litigation with the GST Authority - Howrah shall stand transferred into the name of JK Maini Precision Technology Limited (formerly known as JK FEL Tools and Technologies Limited), the Second Petitioner Company/Transferee Company and shall not abate solely as a result of the Arrangement under the present Scheme. In the event any issues are raised after the sanction of the Scheme, the said litigations of the First Petitioner Company shall be dealt by the Second Petitioner Company/Transferee Company in accordance with the law. Further, the Second Petitioner Company/Transferee Company shall intimate regarding the proposed Scheme and file copy of the order of the Hon' ble NCLT along with the Scheme with the parties in the instant matter so as to ensure that no prejudice is caused to, any parties, as a result of the Scheme.”

30. It is hereby clarified that any goods and service tax related issue arising out of this scheme pertaining to the Engineering Business undertaking of the First Petitioner Company will be met and answered in accordance with law by the Second Petitioner Company and that the rights of the GST Authorities should remain intact to take out appropriate proceedings regarding raising of any tax demand for the Engineering Business Undertaking against the Second Petitioner Company at any future date and these rights should not be adversely affected in view of the sanctioning of scheme.

Letter from Deputy Commissioner of State Tax

31. The Third Petitioner Company has received letter dated 24.02.2025 from Deputy Commissioner of State Tax, NAS-NOD-E-0002/(AMBAD_502), Room No. 207, 1st Floor, GST Bhavan, Pathardi Phata, Nashik – 422010, in relation to the pending dues on account



of ongoing litigation. The Third Petitioner Company has filed the copy of said letter and response thereof with this Tribunal by way of an Additional Affidavit on 11.03.2025.

Reply from the Third Petitioner Company to letter dated 24.02.2025 from Deputy Commissioner of State Tax is reproduced as under:

“Pursuant to the Scheme becoming effective, all the outstanding tax liabilities and litigations pending before various forms including the outstanding tax liabilities and pending litigation with the GST Authority Nashik shall stand transferred into the name of JK Maini Precision Technology Limited (formerly known as JK FEL Tools and Technologies Limited), the Second Petitioner Company/Transferee Company and shall not abate solely as a result of the Arrangement under the present Scheme. In the event any issues are raised after the sanction of the Scheme, the said litigations of the Third Petitioner Company shall be dealt by the Second Petitioner Company/Transferee Company in accordance with the law. Further, the Second Petitioner Company/Transferee Company shall intimate regarding the proposed Scheme and file copy of the order of the Hon'ble NCLT along with the Scheme with the parties in the instant matter so as to ensure that no prejudice is caused to any parties, as a result of the Scheme.”

32. It is hereby clarified that any goods and service tax related issue arising out of this scheme pertaining to the Third Petitioner Company will be met and answered in accordance with law by the Second Petitioner Company and that the rights of the GST Authorities should remain intact to take out appropriate proceedings regarding raising of any tax demand for the Third



Petitioner Company against the Second Petitioner Company at any future date and these rights should not be adversely affected in view of the sanctioning of scheme.

33. From the material on record, the Scheme appears to be fair and reasonable and is not in violation of any provisions of law and is not contrary to public policy.
34. No objection has been received by the Tribunal opposing the Company Scheme Petition and nor has any party controverted any averments made in the Company Scheme Petition.
35. The shareholders and Creditors of the Petitioner Companies are the best judges of their interest. Their decision should not be ordinarily interfered with, by the Tribunal as per the decision of Hon'ble Supreme Court in **Miheer H. Mafatlal vs. Mafatlal Industries Ltd [JT 1996 (8) 205]** wherein it was held as follows:

“It is the commercial wisdom of the parties to the scheme who have taken an informed decision about the usefulness and propriety of the scheme by supporting it by the requisite majority vote that has to be kept in view by the Court.”
36. In view of the foregoing, upon considering the approval accorded by the members of the Petitioner Companies to the proposed Scheme, and the affidavit filed by the Regional Director, the report of the Official Liquidator and the rejoinder and undertakings of the Petitioner Companies, there is no apparent impediment in granting sanction to the instant Composite Scheme of Arrangement.
37. The effectiveness of this Scheme shall not deter any regulatory authorities to initiate action, proceedings, prosecution, investigation or any regulatory action against the Transferor Company and



Second Petitioner Company undertakes all such proceedings shall continue in its own name.

38. From the material on record, the Scheme annexed to the Company Scheme Petition appears to be fair and reasonable and is not violative of any provisions of law subject to section 203 and is not contrary to public policy
39. No objection has been received by the Tribunal opposing the Company Scheme Petition and nor has any party controverted any averments made in the Company Scheme Petition.
40. The Statutory Auditors of the First Petitioner Company, Second Petitioner Company and the Fifth Petitioner Company have examined the Scheme in terms of provisions of Section 230-232 read with section 66 of the Companies Act and certified that the accounting treatment contained in the Scheme is in compliance with the applicable accounting standard specified under section 133 of the Companies Act.
41. The Scheme annexed to the Company Scheme Petition is hereby sanctioned, and the Appointed Date of the Scheme is **1st April, 2024**. 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

42. Consequently, sanction is hereby **granted** to the Composite Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 read



with Companies (Compromise, Arrangements and Amalgamation) Rules, 2016 with the following directions:

- a. The clarifications and undertakings given by the Petitioner Companies shall form an integral part of the Scheme and the Petitioner Companies shall be bound by such undertakings.
- b. Post the approval of the Scheme the following companies will exist:

Petitioner Number	Name of the Company	Post-Merger/ Demerger business verticals
Petitioner Company 1	JK Files & Engineering Limited	Non-Engineering business
Petitioner Company 2	JK Maini Precision Technology Limited	Engineering Business
Petitioner Company 5	JK Maini Global Aerospace Limited	Aerospace Business

- c. Consequent to the Scheme Petitioner Company 3 i.e. Ring Plus Aqua Limited and Petitioner Company 4 i.e. Maini Precision Products Limited will cease to exist.
- d. 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 Petitioner Companies.
- e. 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;

- f. 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.
- g. The Certified copy of this Order along with the Scheme be also submitted to all the concerned Statutory Authorities;
- h. 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;
- i. All authorities concerned to act on a copy of this Order along with Scheme duly authenticated by the Deputy Registrar or Assistant Registrar, National Company Law Tribunal, Mumbai.
- j. Any person interested shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.
- k. Any concerned authorities are at liberty to approach this Tribunal for any further clarification as may be necessary.
- l. 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.



C.P.(CAA)/03/MB-III/2025
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C.A.(CAA)/152/MB-III/2024

- m. Since all the requisite statutory compliances have been fulfilled, Company Petition bearing **C.P.(CAA)/03/MB-III/2025**. filed by the Petitioner Companies is made absolute in terms of prayers clause of the said Company Scheme Petition.
- n. 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.
43. Ordered Accordingly, the present Company Petition is **allowed** in the above terms and **disposed of**.
44. File be consigned to record storage (current).

SD/-

Shri. Hariharan Neelakanta Iyer
Member (Technical)

(LRA Apurva)

SD/-

Ms. Lakshmi Gurung
Member (Judicial)