



MERCURY EV-TECH LIMITED

DATE: September 19, 2025

To
BSE Ltd.
P. J. Towers
Dalal Street,
Mumbai - 400 001.

BSE Scrip Code: 531357

Sub:- Intimation under Regulation 30 of SEBI (LODR) Regulations, 2015

Ref:- NCLT Order approving the Composite Scheme of Arrangement u/s 230-232 and other applicable provisions of Companies Act, 2013 & Rules made thereunder.

Dear Sir/ Madam,

This is with reference to our letter dated May 03, 2023, in connection with the composite Scheme of Arrangement between *EV Nest Private Limited* (Transferor Company) and *Mercury Ev-Tech Limited* (Transferee Company), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, bearing Company Petition CP (CAA) No. 50 of 2024, the matter was listed before the Hon'ble National Company Law Tribunal (NCLT), Ahmedabad Bench.

In this regard, we wish to inform you that the Hon'ble NCLT has approved the scheme of merger under section 230-232 of the Companies Act, 2013 of *EV Nest Private Limited* (Transferor Company) and *Mercury Ev-Tech Limited* (Transferee Company) on September 18, 2025. The Appointed Date for the Scheme is April 01, 2023. The copy of the said Order is available on the website of the NCLT and is enclosed herewith for your information and records.

The Company is in process of filing e-form INC-28 along with the copy of order & scheme with Registrar of Companies, within 30 days of receipt of order.

FOR, MERCURY EV-TECH LIMITED

JAYESHKUMAR
RAICHANDBHAI THAKKAR

Digitally signed by JAYESHKUMAR
RAICHANDBHAI THAKKAR
Date: 2025.09.19 17:59:55 +05'30'

JAYESH RAICHANDBHAI THAKKAR
CHAIRMAN & MANAGING DIRECTOR
(DIN: 01631093)

IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD
COURT – 2

ITEM No.313

C.P.(CAA)/50(AHM)2024 in CA(CAA)/22(AHM)2024

Proceedings under Section 230 - 232 of Co.Act,2013

IN THE MATTER OF:

EV Nest Private Limited
Mercury EV-Tech Limited

.....Applicant

.....Respondent

Order delivered on: 18/09/2025

Coram:

Mrs. Chitra Hankare, Hon'ble Member(J)
Dr. Velamur G Venkata Chalapathy, Hon'ble Member(T)

ORDER

The case is fixed for pronouncement of order.

The order is pronounced is open court vide separate sheet.

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DR. V. G. VENKATA CHALAPATHY
MEMBER (TECHNICAL)

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CHITRA HANKARE
MEMBER (JUDICIAL)

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

CP(CAA) No.50/(AHM)/2024

IN

CA(CAA) No. 22/(AHM)/2024

[Application under Sections 230-232 and with other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangement and Amalgamations) Rules, 2016].

In the Matter of

Scheme of Arrangement in the nature of merger of

EV Nest Private Limited

(Transferor Company No.1)

With

Mercury EV-Tech Limited

(Transferee Company)

Memo of Parties

EV Nest Private Limited

(CIN: U45209GJ2015PTC083192)

Having its registered office at:

902, Galav Chambers,

Sayajiganj, Baroda,

Vadodara, Gujarat – 390020.

..... Petitioner Company No.1/
Transferor Company

Mercury EV-Tech Limited

(CIN: L27109GJ1986PLC008770)

Having its registered office at:

367-368, GIDC,

Por, Village: Por,

Taluka: Vadodara, Gujarat.

..... Petitioner Company No.2/
Transferee Company

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Order Pronounced on: 18.09.2025

Coram:

Mrs. Chitra Ram Hankare, Member (Judicial)

Dr. Velamur G. Venkata Chalapathy, Member (Technical)

Appearance:

For the Petitioner Companies : Mr. Yuvraj Thakore, Adv.
For the Regional Director : Mr. Shiv Pal Singh
For the Income Tax Department : Proxy Ms. Richa Gupta, Adv. For
Ms. Maithili Mehta, Adv.

JUDGEMENT

1. The present joint Company Petition is filed by the Petitioner Companies under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromise, Arrangement and Amalgamations) Rules, 2016, seeking approval of the Scheme of Arrangement in the nature of merger by absorption with effect from the Appointed Date, i.e. **01.04.2023**.
2. It is represented that the registered offices of all the applicant companies are situated within the territorial jurisdiction of Registrar of Companies, Ahmedabad, Gujarat, which is falling under the jurisdiction of this Tribunal.
3. The Board of Directors of both the Petitioner Companies have approved the Scheme of Arrangement through their respective Board Resolutions dated **03.05.2023** passed in their respective Board Meetings. Affidavits in support of

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the above joint application are sworn by Mr. Kavir Thakkar (for both Petitioner Companies) being the Authorized Signatory of the Petitioner Companies.

4. Petitioner Companies had filed a joint Company Application before this Tribunal being CA(CAA) No.22 of 2024. Vide order dated 30.07.2025, this Bench had allowed the aforesaid application and meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of both the Petitioner Companies were directed to be 'dispense with' in view of their consent affidavits furnished before this Bench.
5. In compliance of our order dated 30.07.2024, 12.12.2024, the petitioner companies published notice of hearing of the petition in "Financial Express" in English and Gujarati translation thereof in "Financial Express" both in Ahmedabad edition and served the notices to the Regional Director, Registrar of Companies, Official Liquidator, and Jurisdictional Income Tax Authority along with Principal Chief Commissioner of Income Tax.
6. The Petitioner Companies, in compliance with our order dated 30.07.2024 served notice on 17.09.2024 in Form CAA.3 to the Official Liquidator.
7. Observations and Justifications of the Regional Director (NWR)'s Report:

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(a) A report of RD signed by one Mr. Kamal Harjani, Joint Director dated 28.01.2025 is placed on record. It is submitted in the reply that in receipt of a notice from the Petitioners on 24.02.2025 u/s. 230(5) of the Companies Act, 2013 regarding the proposed Scheme of Amalgamation of the present Petitioner Companies. In reply, the RD office stated that there are no complaints, inquiry, inspection, investigation and prosecution is pending against the Petitioner Companies. However, there are some observations of the RoC office about non-filing of e-form BEN-2 by the Transferor Company u/s. 90 of the Companies Act, 2013 as submitted in Annexure-A.

(b) In Para-8 of the observation, it is submitted that upon increasing the Authorised Share Capital, the necessary difference and stamp duty is to be paid as envisaged under the provisions of Section 232(3)(i) of the Companies Act, 2013.

- With respect to Para-8(i) of RD Report, the petitioner companies have undertaken to abide and comply by the terms of Sub Section 3(i) of Section 232 of the Companies Act, 2013. The Transferee Company shall pay the difference of fees and stamp duty, if any on the enhanced authorised share capital subsequent to the Amalgamation.

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(c) It is stated in RD's Report that the Transferee Company, M/s. Mercury EV-Tech Limited is a listed company with the Bombay Stock Exchange. As all the shares of the Transferor Company is held by the Transferee Company, the NOC from the stock exchanges is not required in the matter pursuant to the SEBI Circular No.SEBI/ HO/ CFD/DIL1/CIR/P/2021/0000000665 dated 23.11.2021. However, as per the above circular a draft scheme shall be filed with the stock exchanges for the purpose of disclosures and the Stock Exchange shall disseminate the scheme documents on their website. Hence, the RD(NWR) office has prayed for such a purpose.

- With reference to Para-8(ii) of the RD's Report, the Petitioner Transferee Company has confirmed that the draft scheme of Arrangement has been duly filed with the Bombay Stock Exchange vide email dated 01.06.2023.

(d) It is further observed in Para 8(iii) that the Transferee Company to file an affidavit stating that the Company Application and Company Petition are one and same and there is no discrepancy or no change is made.

- In this regard, in reply Para-7, the Petitioner confirms that the Scheme enclosed in the Company Application filed before the Hon'ble

Tribunal and the present Company Petition are one and the same and there is no discrepancy, or no change is made.

(e) It was further prayed by the RD(NWR) office to direct the Petitioner Companies to file an affidavit stating no CIRP proceedings under the IBC and/or winding up petition is pending against the Petitioner Companies.

- In a justification of Para-8(iv) of the RD's Report, it is submitted that no CIRP proceedings under the Insolvency and Bankruptcy Code, 2016 or winding up petition is pending against the Petitioner Companies.

(f) The RD(NWR) in Para-8(v) has submitted some of the observations with respect to the borrowings of the deposits by the Director, Limited Review Report in F.Y. 22-23, compliance of SEBI (LODR) Regulations, 2015, temperable entries in company in softwares etc.

- With regards to Para-8(v) and 9(i) of the Report, it is submitted that the qualification/ remarks raised by the auditor in the audit report concerning the Petitioner Transferor Company, has been justified in the explanation/compliance vide ROC's notice dated 21.02.2025 and duly filed its reply to

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the said notice. The paragraph is reproduced as under:

- "1. With reference to the contents contained in paragraph 1(i) of the Notice, it is submitted that the Company has not accepted any deposits and loans from its members and in any case have not breached the prescribed threshold for accepting deposits from its members as enumerated in MCA GSR 464(E) notification dated 5th June, 2015. It is submitted that as per the details of the unsecured loan for the Financial Year 2021-22 and 2022-23, as specified in the Notice, the Company has obtained loans from i. Kavit J Thakkar ii. Kavit Trading Private Limited and iii. Mercury EV Tech Limited (as on March 2023). It is submitted that Kavit J Thakkar being the director of the Company has provided loan to the Company from its own funds, and therefore the loan provided by him is not subject to the above threshold. It is submitted that the other two entities are corporate entities, and the loan provided by them qualifies as an Inter-Corporate Deposits in the nature of short-term borrowing repayable on demand. Furthermore, Mercury EV Tech Limited (one of the entities) have not provided loan in its capacity of being a

shareholder/member of the Company. It is submitted therefore, that the Company has not breached the above-mentioned threshold.....

- ...10. With reference to the contents contained in paragraph no.2 of the notice, it is pertinent to clarify that the abovementioned qualification made by the Auditors in the Audit Reports is related to FY 2022-23 and FY 2023-24 and not to FY 2021-22. It is submitted that on perusal of the Financial Statements for the FY 2022-23, it is clear that the abovementioned loans are classified as Short Term Borrowing and the relevant detail of it being a loan from related parties is provided in Note 3 to the Financial Statements as required under Schedule III of the Act. Further, it is submitted that for the FY 2023-24, the abovementioned loans have been regrouped, and the requisite details such as classification as loans from related parties and inter corporate deposits, along with further sub-classification as unsecured loan have been duly provided in Note 8 to the financial statements. In view of the above it is submitted that the Financial Statement for the FY 2022-23 and 2023-24 are in compliance with Section 129 of the Act. A copy of the

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Financial Statement for the FY 2022-23 and 2023-24 is annexed hereto and marked as Annexure-1 (Colly.).”

- Thus, in Para 9 and 10 of the reply, the Petitioner has satisfied the related objections.

(g) The RD(NWR) has prayed this office to furnish compliance indicated in Para-7 and 8 by the RoC's observations.

- The Petitioner Transferee Company in reply has agreed to take necessary measures for the non-compliances if any. The Petitioner Transferee Company further undertook to file adjudication/ compounding applications for certain non-compliances and has provided clarifications in relation to certain queries. The Petitioner Companies assure to take necessary steps pursuant to the observations of the RoC post confirmation of the Scheme.

(h) Further, the prayers made by the RD(NWR) in its report are formal in nature and if satisfied, approve the scheme of Amalgamation of the Petitioner Companies.

8. ROC's Observations and Justifications:

- (a) In the report of the Regional Director (NWR), the Registrar of Companies (RoC) observations are

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annexed as Annexure-A which are dealt separately by the Petitioner Companies as under:

- In Para-1 to 5, are stated to be informative in nature for which, no comments have been submitted.
 - Para-6 of the observation states whether the companies have actually attached the Balance Sheet, Profit & Loss Account, Director's Report and Auditor's Report with the c-form for the last three years.
 - In reply, the Petitioner Transferor Company submits that it filed Annual Returns for FY 2019-20 (SRN N19951722) and FY 2021-22 (SRN N19528686) on 26th and 25th November 2024 respectively, along with the prescribed additional fees. Although the filings were delayed beyond the 60-day period mandated under Section 92(4) of the Act, the Company has now complied. As per Section 454(3), no penalty applies where such default is rectified before or within 30 days of notice issuance. The FY 2019-20 return was filed prior to notice, and no queries were raised for FY 2021-22. Accordingly, all proceedings are deemed concluded, and no penalty is imposable.
- (b) In Para-7 of the RoC's observation, whether any Show Cause Notice is issued in any of the

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Transferor / Transferee/ Demerged/ Resulting Company.

- No Show cause notice has been issued to any of the Petitioner Companies.
- (c) Para-8 to 13 of RoC's observations as to whether any violation of Companies Act or auditor's comment having relevance to the scheme, any prosecution filed, technical scrutiny conducted etc.
- With reference to the representation para-8 to 13, the Petitioner replied in its para20(e) making clear that no prosecution, complaint with reference to the scheme, inspection or investigation related to the Petitioner Companies has been pending.
- (d) The observation of RoC in Para-14(1), as submitted by the Petitioner is already been dealt above.
- (e) The observation at Para-14(2) that whether the company, upon increasing the equity shares has filed the prescribed e-form PAS-3 vide SRN AA6131552 on 11.10.2023 is already on record via STP mode. Hence, no justification is needed.
- (f) The Observation at Para-14(3) that no BEN-2 filed by the Transferor Company.
- It is submitted that the Form No.BEN-2 for the declaration of the Petitioner Transferee Company as a significant beneficial owner,

has been filed and also paid the requisite additional fees for the delay in filing.

(g) The observation at Para-14(4) of the RoC report praying to direct the Applicant Transferee Company to place on record all the relevant facts regarding due compliance of the provisions of Section 77 of the Companies Act, 2013 r.w. Rule 3 of the Companies (Register of Charges) Rules, 2014.

- With reference to para 14(4) of the ROC report, it is submitted that as on the date of filing Company Application No. 22 of 2024 before the Hon'ble NCLT (i.e., 30.03.2024), the Petitioner Transferor Company had borrowed ₹7,59,29,462/- from secured creditors. Subsequently, the charge in favour of AU Small Finance Bank was modified to ₹15,44,34,000/-. The Petitioner Company has complied with Section 77 of the Companies Act and Rule 3 of the Companies (Register of Charges) Rules, 2014 by filing Form CHG-1 (SRN: AA9435976) on 24.07.2024 within the prescribed 30-day period. A copy of the said form and receipt is also placed on record.

(h) It is stated by the Petitioner Companies that the observation of RoC's Report, para-14(4) and 14(5) are already been dealt and complied.

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- (i) The observation at Para-14(7) to direct the Petitioner Companies to file annual return and Balance Sheet for the Financial Years 2023-24 before the implementation of the Scheme.
- In reference to para 14(7) of the ROC report, the Financial Statements are annexed as Annexures B and D. The Petitioner Transferee Company undertakes to file its Annual Return for FY 2023-24 prior to implementation of the Scheme. The Annual Return of the Transferor Company, along with receipt, is available on record.
- (j) The Observation in Para-14(8) that as per Section 240 of the Companies Act, 2013, the liability of offences committed under the Companies Act by the Officers in default, of the transferor company prior to merger shall continue after such merger.
- In reference to para 14(8) of the ROC report, the Petitioner Companies undertake that any liability for offences committed under the Act by officers in default of the Transferor Company prior to amalgamation shall continue to remain with such officers post-amalgamation.
- (k) As stated in reply petition, the observations of ROC as contained in paragraph nos. 14(9) to 14(12), have already been dealt hereinabove. It is further stated that no observations are made in

the RD's report and RoC report, which may adversely affect the sanctioning of the present Scheme.

9. Observations of the Official Liquidator:

Pursuant to the notice served by the Transferor Company, the Official Liquidator has submitted its representation dated 25.11.2024 with following observations:

- (a) The Transferor Company furnished requisite information and documents to the Official Liquidator vide reply dated 10.10.2024. It is further noted that the Transferor Company has filed its audited financial statements up to 31.03.2023 with the Registrar of Companies.
- (b) The Transferor Company, incorporated on 13.05.2015 under the Companies Act, 2013, is a company limited by shares. Its Memorandum of Association permits amalgamation. The Company has not accepted deposits under Section 73, is not required to maintain cost records, and is not registered as an NBFC. No income tax assessments are pending. The Statutory Auditor has certified that the accounting treatment under the Scheme conforms to applicable SEBI regulations and Indian Accounting Standards.
- (c) The Board of Directors of the Transferor Company approved the Scheme of Amalgamation in its meeting held on 03.05.2023.

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- (d) The rationale for the Scheme is noted. The Transferor Company is a wholly owned subsidiary of the Transferee Company. The amalgamation is intended to achieve operational efficiency, business synergies, and stakeholder value consolidation.
- (e) The entire share capital of the Transferor Company is held by the Transferee Company (directly or through nominees). Upon the Scheme becoming effective, the share capital of the Transferor Company shall stand cancelled, and no shares shall be issued by the Transferee Company.
- (f) Clause 6 of the Scheme provides for continuity of employment. All employees of the Transferor Company shall be engaged by the Transferee Company on terms not less favourable, without interruption of service. This is in compliance with Section 232(3)(g) of the Act.
- (g) Clause 15 of the Scheme provides that the authorized share capital of the Transferor Company shall be added to that of the Transferee Company upon the Scheme becoming effective.
- (h) Transferor Company to preserve its books of account and records in accordance with Section 239 of the Act and ensure compliance with all applicable statutory obligations. The sanction of the Scheme shall not absolve the Transferor Company of any existing liabilities.

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- (i) The Transferor Company may be dissolved without winding-up under Section 232(3)(d) of the Act. Any fee paid on its authorized share capital shall be set off against fees payable by the Transferee Company under Section 232(3)(i).
- (j) The Transferee Company to pay ₹20,000/- towards the cost of proceedings and report preparation to the Office of the Official Liquidator, by way of Demand Draft or Banker's Cheque payable at Ahmedabad.
- (k) The Petitioner Companies shall lodge a certified copy of the order and Scheme with the concerned Superintendent of Stamps for adjudication of stamp duty, if any, and file the certified copy of the order with the Registrar of Companies within 30 days of its passing, in compliance with Section 232(5) of the Act.
- (l) Subject to compliance with the above directions, the Official Liquidator has no further observations or objections to the proposed Scheme of Amalgamation.
 - From the report of the Official Liquidator, there is no such observation in the report that may adversely affect the sanctioning of the present Scheme.

10. Observations of the Income Tax Department:

In response to the notice of hearing served upon the **Income Tax Department**, a representation was filed on 12.12.2024 by the Standing Counsel of the Department of Income Tax with a letter dated 08.10.2024 issued by the

Dy. Commissioner of Income Tax, Circle-2(1)(1),
Ahmedabad with following observations.

(a) It is stated in Para-1 as under:

"In this regard, it is submitted that as per the records available with this office and details available on ITBA Portal of the Income Tax Department, a demand of Rs. 1880/- was outstanding. Further no assessment proceeding is pending in the case of Mercury EV Tech Limited (AABCM2887P) xxxxxx

... Accordingly, response regarding claim of the department during the proposed scheme u/s. 230 to 232 of the Companies Act, 2013 may kindly be filed before the Hon'ble NCLT."

- In reply, the Petitioner ascertained that due to an inadvertent error, the Petitioner Transferee Company failed to pay the requisite amount related to the assessment year 2023-24. It is assumed that the Petitioner Transferee Company has duly paid the Corporate Tax of INR. 1880/- with an interest of Rs.270/- on 15.03.2025. A copy of payment of such amount is placed on record.
- Further, there is no adverse remark from the Income Tax Department.

11. Despite service of notice and paper publication, no representation from any other sectorial/regulatory authorities has been received.

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12. The Statutory Auditors have certified that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act.
13. We have heard Counsel for the petitioner companies and representative of the Office of the Regional Director, counsel for Income Tax Department and Deputy Registrar of Companies and also gone through the documents available on record.
14. The counsel appearing for the petitioner companies submitted that the petitioner companies have complied with all statutory requirements as per the directions of this Tribunal and filed the necessary affidavits. The petitioner companies also undertake to comply with statutory/regulatory requirements under the Companies Act, 2013 and the Rules made thereunder, as may be applicable.
15. On the basis of above facts and submissions made by the Learned Counsel representing the petitioner companies, representative of the Regional Director, Ld. Counsel for the Income Tax Authorities, the Deputy Registrar of Companies, OL and by considering the entire facts and circumstances of the aforesaid company petition and on perusal of the Scheme and the proceedings, it appears

that the requirements of the provisions of Sections 230 and 232 are satisfied by the petitioner companies. We are of the considered view that the proposed Scheme of Merger is bona fide and in the interest of the shareholders and creditors. In the result, Company Petition No. CP(CAA)/50(AHM)2024 in CA(CAA)/22(AHM)2024 can be allowed. The Scheme of arrangement envisages Merger of EV Nest Private Limited (Transferor Company) into Mercury EV Tech Limited (Transferee Company) and their respective shareholders and creditors.

16. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this Tribunal to the scheme will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.
17. While approving the Scheme as above, based on the declaration and reply submitted we further clarify that this order should not be construed as an order in granting any exemption from payment of stamp duty, taxes including Income Tax, GST, etc. or any other charges, if any, and payment in accordance with law or in respect of any permission/compliance with any of the regulatory authorities and with any other requirement which may be specifically required under any law.

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18. This Tribunal orders as under;

ORDER

- i. Company Petition i.e. CP (CAA)50 of 2024 in CA (CAA)22 of 2024, is allowed.
- ii. The Scheme of Arrangement in the nature of merger annexed as “**Annexure – F**” is hereby sanctioned and it is declared that the same shall be binding on the Petitioner Companies and their Shareholders and Creditors and all concerned under the Scheme.
- iii. The Appointed Date for the Scheme shall be **01.04.2023**.
- iv. The Petitioner Companies are directed to comply with the statutory filing requirements sought by the RD/RoC in their report/representation. This would include complying with any provisions that may be needed on account sanction of this scheme to any other regulatory authorities and any other pending proceedings for non-compliance.
- v. Income Tax Department will be free to examine the aspect of any tax payable as a result of the sanction of the Scheme and if it is found that the Scheme of Arrangement ultimately results in tax avoidance or is not in accordance with the applicable provisions of Income Tax Act, then the Income Tax Department shall be at liberty to initiate appropriate course of action as per law. Any sanction of

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the Scheme of Arrangement under Sections 230-232 of the Companies Act, 2013 shall not adversely affect the rights of Income Tax Department or any past, present or future proceedings and the sanction of the scheme shall not come in its way for the appropriate course of action as per law for the tax liabilities, if any. The petitioner companies will ensure that the necessary compliance to charge created are complied on implementation of the scheme and the compliance to the regulatory authorities is fully complied and no relief is granted.

- vi. It is declared that the Transferor Companies shall be dissolved without winding up on compliance of this order.
- vii. All the property rights and powers of the Transferor Companies and all the other property, rights and powers of the Transferor Company be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to Section 232 of the Act, be transferred to and vested in the Transferee Company for all the estates and interest of the Transferor Company.
- viii. All the liabilities and duties of the Transferor Company be transferred to the Transferee Company as provided under the Scheme and accordingly the same shall pursuant to Section 232 of the Companies Act, 2013 become the liabilities and duties of the Transferee Company.

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- ix. The workers/employees of the Transferor Company shall be deemed to have become the workers/ employees of the Resulting Company with effect from the Appointed Date without any break, discontinuance or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Company as on the Effective Date.
- x. All proceedings, if any, now pending against the Transferor Companies be continued by or against the Transferee Company.
- xi. The Petitioner Companies within thirty days of the date of receipt of this order, cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the entire undertaking of the Transferor Company shall stand transferred to the Transferee Company and the Registrar of Companies shall place all documents relating the Transferor Companies and to the files kept by him in relation to the Transferee Company and the files relating to the said companies shall be treated accordingly.
- xii. All concerned Authorities to act on copy of this order along with the Scheme authenticated by the Registrar of this

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Tribunal shall issue the certified copy of this order along with the Scheme.

- xiii. The Petitioner Companies are directed to lodge a copy of this Order and the approved Scheme and Schedule of Assets duly authenticated by the Registrar of this Tribunal, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty, if any, within 60 days from the date of the Order.
- xiv. The Petitioner Companies are further directed to file a copy of this order along with the copy of the Scheme with the concerned the Registrar of Companies, electronically, along with e-form INC-28 in addition to physical copy within 30 days from the date of issuance of the certified copy of the Order by the Registry as per relevant provisions of the Act.
- xv. The legal fees and expenses of the office of the Regional Director are quantified at Rs.25,000/- each in respect of the Petitioner Companies. The said fees to the Regional Director shall be paid by the Transferee Company.
- xvi. The legal fees and expenses of the office of the Official Liquidator are quantified at Rs.20,000/- in respect of the Transferor Company. The said fees of the Official Liquidator shall be paid by the Transferee Company.

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- xvii. Any person aggrieved shall be at liberty to apply to the Tribunal in the above matter for any direction that may be necessary.
- xviii. Company Petition, i.e. CP(CAA) No.50(AHM)2024 in CA(CAA)No.22(AHM)2024, is disposed of.

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DR. V. G. VENKATA CHALAPATHY
MEMBER (TECHNICAL)

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CHITRA HANKARE
MEMBER (JUDICIAL)

AT/PH