14th August, 2026

To,
The Manager
Listing Department
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Scrip code: 533204

To,
The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Symbol: GBGLOBAL

Dear Sir / Madam,

Sub: Intimation regarding the order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench).

This disclosure is being made pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") on 12th August, 2026 and in respect of the Scheme of Merger by Absorption between GB Global Limited (Transferor Company) with Dev Land and Housing Private Limited (Transferee Company).

The Hon'ble NCLT, Mumbai Bench, has pronounced its Order approving the Scheme of Merger by Absorption between GB Global Limited (Transferor Company) and Dev Land and Housing Private Limited (Transferee Company).

The Company has received a copy of the said Order from its Counsel and through email communication from the Hon'ble NCLT on 14th August, 2026.

Kindly take the above on record and oblige.

Thanking you.
Yours faithfully,
For **GB GLOBAL LIMITED**

VIJAY THAKORDAS THAKKAR
Digitally signed by VIJAY THAKORDAS THAKKAR
Date: 2026.08.14 18:08:13 +05'30'

Vijay Thakkar
Chairman & Managing Director
DIN: 00189355

Encl: as above

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH-I

CP (CAA) NO. 6/MB/2026
IN
CA (CAA) NO. 219/MB/2025

In the matter of the Companies Act, 2013;

AND

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

AND

In the matter of Scheme of Amalgamation between

GB GLOBAL LIMITED,

("Petitioner Company No. 1/Transferor Company")

WITH

DEV LAND & HOUSING PRIVATE LIMITED,

("Petitioner Company No. 2/Transferee Company");

GB GLOBAL LIMITED
(CIN: L17120MH1984PLC033553)

…Petitioner Company No. 1/Transferor Company

WITH

DEV LAND & HOUSING PRIVATE LIMITED
(CIN: U70100MH2006PTC161220)

… Petitioner Company No. 2/Transferee Company

(collectively referred to as "Petitioner Companies")

Order pronounced on 12.08.2026

Coram :

Shri Prabhat Kumar	**Shri Sushil Mahadeorao Kochey**
Hon'ble Member (Technical)	Hon'ble Member (Judicial)

Appearances:

For the Petitioner Companies	:	Adv. Rohan Kadam.
For NSE	:	Adv. Nausher Kohli
For BSE	:	Adv. Abay Chauhan
For SEBI	:	Adv. Komal Shah
For RD WR, MCA	:	Adv. Gaurav Jaiswal

ORDER

1. The present Company Scheme Petition has been filed in the matter of the Scheme of Amalgamation between **GB GLOBAL LIMITED** (hereinafter referred to as "***Petitioner Company No. 1/Transferor Company***") with **DEV LAND & HOUSING PRIVATE LIMITED** (hereinafter referred to as the "***Petitioner Company No. 2/Transferee Company***") **[*Petitioner Company No. 1/Transferor Company*** and ***Petitioner Company No. 2/Transferee Company*** are collectively referred as **"Petitioner Companies"]** and their respective shareholders and creditors (hereinafter referred to as **"Scheme"**) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

2. **Petitioner Company No. 1/Transferor Company** bearing CIN: L17120MH1984PLC033553, was incorporated on 25.07.1984 under the provisions of Companies Act 1956 having its registered office address at 10th Floor, Dev Plaza, Opp Andheri Fire Station, S V

Road, Andheri (west), Mumbai, Maharashtra – 400058. It is engaged in the business of real estate development and infrastructure, manufacture of textile and sale of garments.

3. **Petitioner Company No. 2/Transferee Company** bearing CIN: U70100MH2006PTC161220, was incorporated on 19.04.2026 under the provisions of Companies Act, 1956 having its registered office address at 10th Floor, Dev Plaza, Opp Andheri Fire Station, S V Road, Andheri (west), Mumbai, Maharashtra - 400058. It is engaged in the business of real estate activities with own or leased property. The business includes buying, selling, renting and operating of self-owned or leased real estate such as apartment building and dwellings, non-residential buildings, developing and subdividing real estate into lots etc.

4. The registered offices of the Petitioner Companies are situated in Maharashtra and are within the territorial jurisdiction of the Tribunal.

5. The Applicant Companies submits that the Board of Directors of the First Applicant Company and Second Applicant Company have approved the Scheme of Amalgamation by passing board resolution dated 28.02.2025. The Board of Directors of the First Applicant Company and Second Applicant Company had amended the Scheme of Merger in their Board Meeting held on 21.03.2025. Further, the Board of Directors of the First Applicant Company and Second Applicant Company had again amended the Scheme of Merger with or without modifications in their Board Meeting held on 24.07.2025. Further, the Board of Directors of the First Applicant Company and Second Applicant Company had again amended the Scheme of Merger with minor amendments in their Board Meeting held on 14.08.2025. The Learned Counsel for the Applicant Companies submits that the Appointed Date for the Scheme is 01.04.2024.

6. The Rationale for the proposed Scheme is as under:

3.1. *It is proposed to absorb GB Global into DLH by virtue of the Scheme, as a result of which the following benefits shall, inter alia, accrue to the respective shareholders and stakeholders of the combined entity:*

i. *To reduce administrative and compliance cost and improve corporate governance;*

ii. *To achieve operational and management efficiency by virtue of centralized control;*

iii. *To streamline of organizational structure for eliminating inefficiencies in operations;*

iv. *Improve cash management, and provide access to increased cash flow generated by the combined business which will enable the Transferee Company to fund business opportunities thereby growing into a larger and stronger entity;*

v. *The absorption will result in creation of a single larger unified entity in place of separate entities thus resulting in increased operational efficiencies and fostering effective synergies.*

vi. *Consolidation of the business, leading to synergies of operations and resulting in the expansion and long-term sustainable growth, which will enhance value for various stakeholders of the Transferee Company;*

vii. *Seamless implementation of policy changes, reduction in the multiplicity of legal and regulatory compliances and costs rationalization resulting in improvement in shareholder returns; and*

viii. *Pooling of knowledge and expertise of both the Parties and align with the business plans to meet long-term objectives.*

ix. *To ensure effective revival of the Transferor Company which is marred by various procedural and technical difficulties in the implementation of the resolution plan faced by the company with the stock exchanges and this merger will enable optimization of business of the Transferor Company.*

x. *To give exit to Eligible Member at a fair value.*

xi. *This merger will enable faster revival of the Transferor Company and enhanced cost efficiency.*

xii. *As a result of the absorption, the business's activities will be merged, which will lead to the growth of the combined business and the production of more value for all stakeholders, including shareholders.*

xiii. *Following the scheme's implementation, all employees on contractual and/or permanent basis of the Transferor Company who were employed on the Effective Date will be considered to have joined the Transferee Company, subject to the terms of the provisions hereof without any interruption in their employment and on the basis of continuity of service and, on terms and conditions and shall in no event be less favorable than those applicable to them on which they are engaged by the Transferor Company as on the Effective Date and without any interruption of service as a result of the Merger.*

xiv. *This will enable the Transferee Company to implement better decision-making processes and giving significant exit opportunities to Eligible Member of the Transferor Company.*

3.2. *The absorption will result in consolidation of the business of the companies resulting in the expansion of the consolidated* *business and creation of greater value for shareholders and all other stakeholders.*

3.3. *The Transferor Company is proposed to be merged with the Transferee Company. The Transferor Company is a public listed Company however, its securities Le., equity shares are currently not traded on the stock exchanges. Therefore, pursuant to the proposed scheme of merger, the equity shares of the Transferor Company shall be deemed to be delisted from both the stock exchanges pursuant to the applicable provisions of SEBI (Delisting of Equity Shares) Regulations, 2021.*

7. Consideration for under the scheme is as under: -

   a. *Since the Transferor Company is a subsidiary of the Transferee Company, no consideration shall be payable pursuant to the Merger of the Transferor Company with the Transferee Company and therefore no equity shares of the Transferee Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the Transferor Company (held directly and jointly with the nominee shareholders), and the shares held by the Transferee Company in the Transferor Company shall stand cancelled on the Effective Date without any further act, application or deed.*

   b. *Upon the approval of the Scheme, the Transferee Company will provide an exit opportunity to all the Eligible Members of the Transferor Company, other than the Transferee Company, against the equity shares held by them, as per the Applicable.*

   c. *As per the valuation determined by the Registered Valuer, the value of per Equity Share of the Transferor Company* *is INR 78.94/- (Indian Rupees Seventy-Eight and Ninety - Four Paise Only).*

d. *The Transferee Company shall pay an amount of INR 120/-(Indian Rupees One Hundred and Twenty Only) per equity share against the face value of INR 10/- (Indian Rupees Ten Only) each, held by the Eligible Member of the Transferor Company.*

e. *Further, The Transferee Company shall issue 1 (One) Redeemable Preference Shares ("RPS") at a face value of INR 10/- (Indian Rupees Ten Only) each as fully paid up to the Eligible Members of the Transferor Company except the Transferee Company, against 1 (One) Equity Share at a face value of INR 10/- (Indian Rupees Ten Only) each held by them in the Transferor Company. The said RPS shall carry a dividend at the rate of 0.01% per annum and shall have a tenure of ten years from the date of allotment which shall be redeemable at face value. The terms and conditions of the RPS is attached as "Annexure - A" to this Scheme.*

f. *This open offer, as mentioned above, shall form an integral part of the consideration. The unpaid amount of consideration payable to the shareholders of the Transferor Company to whom this offer is made, shall be treated in accordance with the applicable provisions of the Act, SEBI Regulations and other applicable laws.*

8. The Petitioner Companies have complied with all requirements as per directions of this Tribunal vide order dated 10.10.2025 passed in **C.A.(CAA)/219/MB/2025** and they have filed necessary affidavits of compliance before this Tribunal. Moreover, the Petitioner Companies have undertaken to comply with all the statutory

requirements, if any, as may be required under the Companies Act, 2013 and the Rules made there under.

9. The Petitioner Companies have submitted that

   a. There are no letter of credits or Margin Money Utilities issued by any Petitioner Companies.
   b. There is no material pending litigation against the First Petitioner Company.
   c. There is no material litigation pending against the Second Petitioner Company, save and except the proceedings disclosed in Annexure "EE" to the present Petition.
   d. There is no winding up petition pending against the Petitioner Companies either under the provisions of Companies Act, 1956 or Companies Act, 2013 or under the Insolvency and Bankruptcy Code 2016.
   e. The Directors of the Petitioner Companies may be deemed to be concerned and/or interested in the Scheme to the extent of their shareholding in the Petitioner Companies, or to the extent the said Directors are common Directors in the Transferor Companies and the Transferee Company, or to the extent the said Directors are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold shares in the Transferor Companies and the Transferee Company.
   f. There are no investigation proceedings instituted and/or are pending against them under Sections 210 - 217, 219, 220, 223, 224, 225, 226 & 227 of the Companies Act, 2013.
   g. The net-worth of the Petitioner Companies are positive.
   h. The Petitioner Companies are not a Non-Banking Financial Company.

i. The Petitioner Companies have not accepted any public deposits and are not in arrears of repayment of any public deposits.

j. The proposed Composite Scheme of Amalgamation does not in any way violate, override or circumscribe any provisions of the Companies Act, 2013 and other relevant provisions of Companies Act, 2013 and the Rules, Regulations and Guidelines made under the said Act.

k. Being listed public limited company, the shares of the First Petitioner Company are listed on the Bombay Stock Exchange and National Stock Exchange however, the trading of the said equity shares is suspended since 03.06.2021

l. Being unlisted private limited company, the shares of the Second Petitioner Company are not listed on any stock exchange in India.

10. The Regional Director, Western Region, Mumbai has filed his Report dated 05.03.2026 making certain observations therein and the Petitioner Companies have filed their affidavit in reply to regional director's report on 26.03.2026 and have submitted/undertaken that-

i. There is no inquiry or inquiry follow up or inspection follow up or investigation follow-up, prosecution, complaint that is pending against the Petitioner Companies.

ii. The Petitioner Companies are in receipt of an objection to the instant scheme made by NSE vide letter ref. PT/KNB/VJ/TD/1043/2025 dated 18.11.2025 and by BSE vide letter dated 24.03.2026. The Petitioner Companies have already submitted their reply to the objection letter received from the NSE and BSE.

iii. The interest of the creditors and Employees will be protected under the Scheme. Further stated that there is no compromise or arrangement with the creditors and

Employees as the scheme is under section 230(1)(b) of the Companies Act, 2013.

iv. The Second Petitioner Company shall comply with the provisions of section 233 (3) (i) of the Companies Act, 2013 regarding set-off of fees paid by the First Petitioner Company against any fees payable by the Second Petitioner Company on increase of its authorized share capital subsequent to the Scheme. Also, the Second Petitioner Company shall pay the balance/difference amount of the fees and stamp duty, as applicable, at the time of increasing the authorized share capital.

v. In addition to compliance of Accounting Standard (AS) - 14 or IND-AS 103, Transferee Company shall pass such accounting entries which are necessary in connection with the Scheme to comply with all applicable Accounting Standards including AS-5 or IND AS-8 etc, to the extent applicable.

vi. The Scheme enclosed to the Company Application and the Company Petition are one and same and there is no discrepancy, and no change is made.

vii. The approval of the Scheme by the Tribunal may not deter concerned/statutory authorities to deal with any of the issues arising after giving effect to the Scheme in accordance with the appropriate applicable law, subject to appropriate remedies available to the Petitioner Companies under the relevant laws.

viii. The Petitioner Companies shall comply with the requirements clarified vide circular No.7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.

ix. The Petitioner companies shall pay applicable capital gain tax or dividend tax as may be applicable and the Petitioner Companies will also make necessary TDS in this regard.

x. The Petitioner Companies shall comply with the directions of the Income Tax Department and the GST Authorities, if any.

xi. The Petitioner Companies shall comply with the directions of the concerned sectoral Regulatory Authority, if any.

xii. The Transferee Company has duly filed Form BEN-2 under the provisions of section 90 of Companies Act, 2013 r/w. Companies (Significant Beneficial Owners) Amendment Rules, 2019.

11. The Official Liquidator, High Court, Bombay has filed his Report dated 24.02.2026 making certain observations therein and the Petitioner Companies have filed their affidavit in reply to Official Liquidator's report on 24.03.2026 and have submitted/undertaken that-

a) The comprehensive measures shall be taken to strengthen their financial controls and record maintenance. Substantial realizations have been made from trade receivables, significant settlements and reconciliations have been effected in respect of trade payables, outstanding advances have been substantially reconciled and adjusted, and necessary measures have been initiated to compile inventory records and strengthen internal controls relating to inventory management.

b) The inter-corporate loan advanced by the Transferor Company to its wholly owned subsidiary (i.e. Flowline Developers Private Limited) was duly authorised by a Special Resolution passed under Section 186 of the Companies Act, 2013, and was granted for legitimate business purposes, and has been duly reflected in the financial statements. Further, the said loan has been appropriately considered in the valuation and the proposed Scheme of Merger and does not prejudice the interests of any stakeholder.

c) The property in question (i.e. factory building situated at Sewri, having value of Rs. 1,475.46 lakhs) was acquired pursuant to the approval of the Resolution Plan under the Corporate Insolvency Resolution Process (CIRP). It is further stated that the property is presently not held in the name of the Transferor Company and is the subject matter of dispute. At the time of handover, the Resolution Professional had confirmed that no title deeds relating to the assets of the Company were available with the Resolution Professional Ms. Charu Desai or her advisory team.

d) The Petitioner Companies shall continue to strengthen its internal control mechanisms and ensure that its financial reporting remains accurate, transparent and compliant with the applicable statutory and regulatory requirements.

e) The Transferor Company had undergone the Corporate Insolvency Resolution Process (CIRP) and that the Resolution Plan was approved by this Tribunal vide order dated 30.11.2018. It is further stated that the Transferor Company is in the process of complying with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, including maintenance of cost records and filing of Cost Audit Reports for the financial years 2021-22 to 2025-26.

12. The Income Tax Department, Central Circle 1(4), Mumbai has filed its Report dated 20.11.2025 making certain observations therein and

the Petitioner Companies have filed their affidavit in response to report of Income Tax Department on 24.03.2026 and have submitted/undertaken that-

a) The Transferor Company became a subsidiary of the Transferee Company pursuant to the approved Resolution Plan under the Corporate Insolvency Resolution Process (CIRP), wherein the Transferee Company acquired 99.93% shareholding in the Transferor Company.
b) The proposed Scheme of Amalgamation is a commercial decision undertaken to achieve operational and financial synergies, reduce administrative and compliance costs, streamline the corporate structure, improve governance, enhance cash management and ensure long-term sustainable growth of the merged entity.
c) There is no prohibition under the Income-tax Act, 1961 against the merger of a loss-making company with a profit-making company and that the Transferor Company has substantially improved its financial position after acquisition under CIRP.
d) The proposed Scheme satisfies the conditions prescribed under the Income-tax Act, 1961 relating to amalgamations and carry forward of losses, and that similar schemes have been approved by the NCLT in the past notwithstanding objections raised by the Income Tax Department.
e) Any tax implications arising from the Scheme shall remain subject to examination by the Income Tax Authorities during assessment proceedings and that they shall comply with all applicable provisions of the Income-tax Act, 1961 and abide by the final determination of the competent tax authorities, subject to their statutory right of appeal.

f) The proposed Scheme has not been conceived with any intention of tax evasion or tax avoidance and is a bona fide business restructuring undertaken in the interest of the group and its stakeholders.

13. In the present case, the petitioner No. 1 company is listed with BSE and NSE and Petitioner No. 2 had acquired the said company under the Resolution Process in terms of the Resolution plan approved on the 19.5.2021 by this Tribunal under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC), whereby the Petitioner No. 1 Company's equity shares were to continued to be listed on the stock exchanges after its acquisition by the Petitioner No. 2 and petitioner No. 1 company had 33,143 equity shares held by public after its resolutions and the balanced 5 crores equity shares were held by the Petitioner No. 2.

14. The Bombay Stock Exchange (BSE) has opposed the present scheme on the following grounds:

a) *The scheme is vitiated at the threshold for want of the mandatory no-objection letter/NOC under regulation 37 read with regulation 11 of the LODR regulations.*

b) *MPS compliance is a condition precedent to both the scheme and delisting; its continuing breach cannot be cured - much less circumvented - through the present scheme.*

15. The National Stock Exchange (NSE) has opposed the present scheme on the following grounds:

a) *The captioned Scheme is contrary to the approved Resolution Plan.*

b) *The captioned Scheme results in a "deemed" and/or backdoor delisting, in violation of the extant securities law framework.*

c) *The Applicant Companies consciously chose not to avail recognised mechanisms for achieving Minimum Public Shareholding.*

16. The SEBI has opposed the present scheme on the following grounds:

a) *The Scheme is contrary to the SEBI (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations")*

b) *Scheme of Merger has been filed without taking prior approval/No Objection from the Stock Exchanges under Regulation 37 of LODR, and without obtaining the comments of SEBI, mandated under the LODR r/w SEBI Master Circular on scheme of Arrangements No. SEBI/HO/CFD/POD/-2/P/CIR/2023/93 dated 20.06.2023.*

c) *Violation of Minimum Public Shareholding under Securities Laws.*

17. Thereafter, BSE Limited filed its Written Submissions dated 15.07.2026, objecting to the proposed Scheme on the ground that the Scheme is not maintainable in the absence of the mandatory No Objection Letter (NOC) required under Regulation 37 read with Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is further contended that the First Petitioner Company has failed to comply with the Minimum Public Shareholding (MPS) requirements, and that such non-compliance constitutes a condition precedent for consideration of the Scheme as well as delisting, which cannot be cured or circumvented through the proposed Scheme of Amalgamation.

18. The National Stock Exchange of India Limited (NSE), vide its written submissions dated 15.07.2026, opposed the sanction of the proposed Scheme and contended that the Scheme is contrary to the approved Resolution Plan as it seeks to amalgamate the listed Transferor Company with an unlisted Transferee Company, resulting

in a backdoor delisting without complying with the mandatory provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Delisting of Equity Shares) Regulations, 2021. It is further submitted that, in terms of the proviso to Regulation 19A (5) of the Securities Contracts (Regulation) Rules, 1957, as amended on 18.06.2021, a listed company undergoing implementation of a Resolution Plan was required to maintain a minimum public shareholding of 5% and, where the public shareholding fell below the prescribed threshold, the same was required to be increased within the stipulated period. According to NSE, despite the statutory mandate and despite being made aware of the recognized mechanisms available for restoration of Minimum Public Shareholding (MPS), including the Offer for Sale (OFS) route and other permissible methods under the SEBI Regulations, the Petitioner Companies failed to achieve the prescribed MPS.

19. In response to the observation of Bombay Stock Exchange (BSE) vide its letter dated 13.11.2025 and 19.02.2026, the Petitioner Companies have filed their affidavit in response to the said letters of the BSE on 24.03.2026 and have submitted/undertaken that-

    a) The Transferor Company had made repeated efforts to obtain the requisite approval from BSE Limited under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by filing applications on 07.03.2025 and 23.08.2025, both of which were rejected by BSE vide its letter dated 16.06.2025 and 13.11.2025 respectively. It is submitted that the Petitioner Companies had diligently pursued the matter by furnishing necessary clarifications and holding meetings with the Stock Exchange, but the approvals could not be obtained for reasons beyond their control. The Petitioner Companies have further submitted that they never intended to bypass the requirement of obtaining observations from SEBI/Stock Exchanges and have undertaken that the proposed Scheme is in compliance with the provisions of the Companies Act, 2013. It is, therefore, submitted that, in order to avoid undue delay and prejudice, the Petitioners were constrained to approach this Tribunal for sanction of the Scheme.

b) The First Petitioner Company was acquired by the Second Petitioner Company pursuant to the Resolution Plan approved by this Tribunal vide order dated 19.05.2021, under the Corporate Insolvency Resolution Process (CIRP), resulting in the Second Petitioner Company holding 99.93% of the equity share capital of the First Petitioner Company. It is further submitted that, despite continuous efforts and repeated applications made before the Stock Exchanges for listing and trading of the shares allotted pursuant to the approved Resolution Plan, the requisite approvals have not been granted. According to the Petitioner Companies, on account of the pending listing approvals, they were unable to achieve the minimum public shareholding requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c) The delay in obtaining the NOC from the Stock Exchanges was on account of procedural and interpretational issues beyond the control of the Petitioner Companies. It is further submitted that the proposed Scheme was duly submitted to the concerned Stock Exchanges for obtaining approval under Regulation 37 of the SEBI (LODR) Regulations, 2015 and that the Scheme has been unanimously approved by the shareholders pursuant to the directions of this Tribunal. The Petitioner Companies shall be in full cooperation to the Stock Exchanges and all regulatory authorities for implementation of the Scheme.

20. In response to the observation of the National Stock Exchange (NSE) vide its letter dated 13.11.2025, 18.11.2025 and 19.02.2026, the Petitioner Companies have filed their affidavit in response to the said letters of the NSE on 24.03.2026 and have submitted/undertaken that-

a) Petitioner Companies have acted bona fide and in compliance with the provisions of the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and other applicable laws, and that the delay in obtaining in-principle approval from the Stock Exchanges arose due to procedural and interpretational issues relating to companies acquired under the Corporate Insolvency Resolution Process (CIRP).

b) Despite continuous efforts over the last four years, including repeated applications, furnishing clarifications, responding to queries and attending meetings with the Stock Exchanges, the First Petitioner Company could not obtain listing and trading approval for the equity shares allotted pursuant to the approved Resolution Plan.

c) The earlier refusal by the National Stock Exchange to grant in-principle approval on the basis of the Indian Bank v. Charu Desai proceedings was misconceived, as the said litigation pertained only to the inter se distribution of the Resolution Plan amount amongst the creditors and had no bearing on the validity or implementation of the proposed Scheme of Amalgamation. It is further stated that upon dismissal of the Civil Appeal No. 6358 of 2022 (Indian Bank v. Charu Desai) by the Hon'ble Supreme Court on 18.08.2025, the Petitioner Companies re-submitted the draft Scheme before NSE on 23.08.2025 for fresh consideration.

d) The present Scheme of Amalgamation has been proposed to rationalise the corporate structure, reduce administrative and compliance costs, improve corporate governance and consolidate business operations, and that the Scheme was duly submitted to the Stock Exchanges under Regulation 37 of the SEBI (LODR) Regulations, 2015 for obtaining in-principle approval.

e) Under the proposed Scheme, the eligible public shareholders of the First Petitioner Company shall be paid a consideration of Rs.120/- per equity share of face value Rs.10/- each, which is higher than the fair value of Rs.78.94/- per share as determined by the Registered Valuer. In addition thereto, the Second Petitioner Company shall also issue one redeemable preference share of Rs.10/- each for every equity share held by such public shareholders, thereby ensuring that the Scheme is fair and beneficial to the minority/public shareholders.

f) The Petitioner Companies shall continue to extending full cooperation to the Stock Exchanges and all regulatory authorities. Further, The Petitioner Companies shall comply with all applicable statutory and regulatory requirements, and to take all necessary steps for effective implementation of the Scheme in accordance with law.

21. Regulation 19A(5) of the Securities Contracts (Regulations) Rules, 1957 (“SCRR”), as on the date of approval of the resolution plan, provided that –

(5) Where the public shareholding in a listed company falls below twenty- five per cent, as a result of implementation of the

resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016 (31 of 2016), such company shall bring the public shareholding to twenty-five per cent within a maximum period of three years from the date of such fall, in the manner specified by the Securities and Exchange Board of India:

Provided that, if the public shareholding falls below ten per cent, the same shall be increased to at least ten per cent, within a maximum period of eighteen months from the date of such fall, in the manner specified by the Securities and Exchange Board of India.

22. Subsequently the aforesaid provision of SCRR was amended by insertion of the second proviso thereto w.e.f. from 18.06.2021, which reads as "*Provided further that, every listed company shall maintain public shareholding of at least five percent as a result of implementation of the resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016.*" Since this provision came into effect after the approval of the resolution plan, the condition of 5% did not become applicable to the Petitioner No. 1 Company, as the said amendment could not over-ride the approved resolution plan which, in terms of the extant law in this relation, did not contain 5% MSP consequent to implementation of the scheme. Nonetheless, it remained under obligation to comply with the condition of 25% MPS within three years and 10% MPS within 18 months (which was shortened to 12 months w.e.f. 18.06.2021).

23. Indubitably, the Petitioner No. 1 had approached the BSE and NSE for their NOC which was declined by them and BSE and NSE. Ld. Counsel for NSE, BSE and SEBI argued the matter before us objecting to the scheme on the ground of non compliance with the applicable regulations, primarily relating to MSP and bypass to the

statutory framework in relation to delisting as well as denial of NOC by the stock exchanges, which was based on the earlier two grounds.

24. The reliance was also placed on the coordinate bench of Jaipur's order dated 22.01.2026 passed in *CP(CAA) No. 14/230-232/JPR/2022* to contend that the scheme of arrangement in the absence of NOC from stock exchanges cannot be approved. On perusal of the said order, it is noted that the coordinate bench observed that *neither the transferee nor transferor company have approached BSE*, and consequently held that "*Otherwise also the present scheme being against the provisions of law which requires prior approval of stock exchange before approaching the Adjudicating Authority for approval of the scheme*". It follows therefrom that the coordinate bench had no occasion to consider the reasons of rejection of approval, as the stock exchanges was not approached at all. In the present case the refusal to grant NOC was primarily on account of failure of Petitioner No.1 Company to achieve MPS in terms of Regulation 19A(5) of SCRR and bypass to SEBI Delisting Regulations by proposing to merge Petitioner No.1 Company, a listed entity, with Petitioner No.2 Company, an unlisted entity. It is also noteworthy that the intent and purport of SEBI Delisting Regulations is to safeguard the interest of public shareholder so as to ensure the fair value consideration to them in case the shares of listed entity stand delisted. In our considered view, the compliance with the Delisting Regulations has to be understood in the context of its objective and a purposive approach is required to be adopted for ensuring compliance thereto. Accordingly, the facts of this case are distinguishable as this Tribunal has to examine whether the proposed scheme, in the spirit, bypass the framework of Delisting Regulations.

25. At this juncture, it is also relevant to note that the penal consequences arising from failure to achieve MPS in terms of Regulation 19A(5) of SCRR and bypass to SEBI Delisting Regulations do not get obliterated by the proposed merger, and these consequences are adequately protected requiring the successor company i.e. Petitioner No.2 to defend those consequences. In this reference, It is relevant to refer to the following clauses of the scheme:

"3.3. The Transferor Company is proposed to be merged with the Transferee Company. The Transferor Company is a public listed Company however, its securities i.e., equity shares are currently not traded on the stock exchanges. Therefore, pursuant to the proposed scheme of merger, the equity shares of the Transferor Company shall be deemed to be delisted from both the stock exchanges pursuant to the applicable provisions of SEBI (Delisting of Equity Shares) Regulations, 2021.

9.1. Upon the coming into effect of the Scheme and with effect from the Appointed Date all liabilities relating to and comprised in the Undertaking including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor Company of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized for its business activities and operations (herein referred to as the "Liabilities"), shall, pursuant to the sanction of the Scheme by the NCLT under and in accordance with the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, along with any charge, encumbrance, lien *or security thereon, and the same shall be assumed by the Transferee Company to the extent they are outstanding as on the Effective Date so as to become as and from the Appointed Date the liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this clause.*

22. DISSOLUTION

22.1 Upon the coming into effect of the Scheme, the Transferor Company shall stand dissolved without being wound up on such terms and the jurisdictional NCLT and/or any other appropriate/competent authority for sanctioning the Scheme may direct or determine.

22.2 Upon the coming into effect of the Scheme, the Transferor Company shall be struck off from the records of the respective Registrar of Companies and shall also be removed from both the stock exchanges pursuant to the Applicable Laws and the Scheme shall be deemed to be the consent/ approval for the same.

22.3 Further, the Transferor Company shall comply with all the procedural requirements and steps specified under the Delisting Regulations, including those under Chapter IV thereof, and shall submit all necessary documents, declarations and confirmations as may be required by the Securities and Exchange Board of India, the Stock Exchanges and any other competent authority in connection with the proposed delisting. Further, the complete checklist required for obtaining the in-principle approval for the proposed delisting of *the Equity Shares of the Transferor Company, as prescribed by the Stock Exchanges shall be complied with and upon completion of the entire process of delisting with the stock Exchanges, the equity shares of the Transferor company shall stand cancelled, delisted and shall be exchanged for RPS as specified in clause 18 above.*

22.4 Further, the Transferor Company has no intend to circumvent any of the provisions of SEBI Delisting Regulations and shall comply with all its relevant provisions.

26. Indubitably, the listed entities are required to seek NOC from the Stock exchanges, however, it cannot be said that the rejection of NOC shall exclude the jurisdiction of this Tribunal to consider the proposed scheme on the touchstone of the scheme being against the public policy or contrary to law.

27. It is noted that the Petitioner No.1 had approached the BSE & NSE in the year 2021 for reduction of its share capital and listing of 33,143 shares held by the public and BSE & NSE had granted in principle approval for commencement of trading of 33,143 equity shares on 21.12.2022 and 22.12.2022 respectively. Thereafter, Petitioner No.1 Company filed an Application with BSE & NSE for listing / trading of 5,00,00,000 equity shares issued preferentially pursuant to the approved resolution plan, however, that Application could not be proceeded by BSE in view of the status quo order on the implementation of the approved resolution plan, being in force at relevant time. Thereafter the Petitioner Company again applied in the year 2023, however, the trading approval of even 33,143 equity shares is still pending besides the approval for listing of 5,00,00,000 equity shares issued preferentially. Further, after nod of Hon'ble Supreme Court to the approved resolution plan on 18.08.2025 the Petitioner No.1 Company filed an Application on 23.08.2025 for NOC. Indubitably, there is no approval in place in view of failure of

Petitioner No.1 Company to comply with MPS requirement under Regulation 19A(5) of SCRR. Accordingly, the shares of Petitioner No.1 Company are still not capable of being traded on either of the stock exchange(s). Though, the equity shares of Petitioner No.1 Company are technically listed as it had not sought delisting of its shares in terms of SEBI Delisting Regulations, however, the public holder of these shares are also not in a position to trade in those shares thereby effectively denying them any opportunity to exit from the Petitioner No.1 Company even if they wish to.

28. It is further noted that non adherence to the MPS requirement may lead to delisting of the securities from the stock exchange in terms of Regulation 21(f) of SCRR on account of failure to comply with MPS requirement. Further Regulation 21(2) of SCRR provides that if the securities are delisted "*the company, promoter and director of the company shall be jointly and severally liable to purchase the outstanding securities from those holders who wish to sell them at a fair price determined in accordance with regulations made by Securities and Exchange Board of India, under the Act; and the said securities shall be delisted from all recognized stock exchanges.*"

29. It is noted that Regulation 21(3) provides that the Company can also apply for Delisting of its securities from the stock exchange if the shares of such Company were listed for a minimum period of 3 years and such delisting is approved by 2/3 of public shareholders with additional condition similar to Regulation 21(2) regarding purchase of outstanding securities. On perusal of the Chairman and Scrutinizer's report of the meeting held on 03.12.2025 for approval of the scheme, it is noted that 16 public shareholders holding 7440 equity shares out of total public shareholding of 33,143 voted in favor of the scheme and the remaining public shareholders did not participate in the process. Accordingly, it does not fulfil the

condition of approval by 2/3rd public shareholders if delisting is sought. However, Regulation 21(3) is general in nature, and does not pertain to delisting arising from non-adherence to MSP requirement.

30. Indubitably, the consequential delisting of Petitioner No. 1's shares shall arise from implementation of the proposed scheme on approval, as Petitioner No.1 Company is merging into an unlisted entity as is provided in clause 3.3 of the scheme which reads as *"The Transferor Company is proposed to be merged with the Transferee Company. The Transferor Company is a public listed Company however, its securities i.e., equity shares are currently not traded on the stock exchanges. Therefore, pursuant to the proposed scheme of merger, the equity shares of the Transferor Company shall be deemed to be delisted from both the stock exchanges pursuant to the applicable provisions of SEBI (Delisting of Equity Shares) Regulations, 2021"*.

31. As noted above, Regulation 21 vests the power with stock exchange(s) to delist a company's securities on account of failure to meet MSP norm, and said power ought to have been exercised by Stock Exchange(s). In the present case, on the one hand, the Stock exchange(s) are not allowing the request for trading of Petitioner Company's existing equity shares on account of non-adherence to MSP norm contending that the Petitioner Company could have comply with the said norm by offering its existing capital in 'Offer for Sale', and on the other, the stock exchanges have refrained from delisting in terms of specific power vested with them under Regulation 29(f) without prejudicing their right to take any other action under SEBI Act or any other law in relation to violations committed thereunder. This situation has placed the public shareholder, whose benefactor is SEBI, whereby they have no option but to remain investment in the Petitioner No.1 Company without

they having any recourse to the exit route on account of inaction on the part of stock exchange(s) in the past. If we consider the proposed scheme in this context, this scheme offers a window to public shareholders to exit from the Company at a price of Rs.120 per share in addition to one Redeemable Preferential share of the Petitioner No.2 Company for each share of Petitioner Company held by them.

32. It is relevant to refer clause 22.2 & 22.3 of the scheme, which reads as under :

> *22.2 Upon the coming into effect of the Scheme, the Transferor Company shall be struck off from the records of the respective Registrar of Companies and shall also be removed from both the stock exchanges pursuant to the Applicable Laws and the Scheme shall be deemed to be the consent/ approval for the same.*
>
> *22.3 Further, the Transferor Company shall comply with all the procedural requirements and steps specified under the Delisting Regulations, including those under Chapter IV thereof, and shall submit all necessary documents, declarations and confirmations as may be required by the Securities and Exchange Board of India, the Stock Exchanges and any other competent authority in connection with the proposed delisting. Further, the complete checklist required for obtaining the in-principle approval for the proposed delisting of the Equity Shares of the Transferor Company, as prescribed by the Stock Exchanges shall be complied with and upon completion of the entire process of delisting with the Stock Exchanges, the equity shares of the Transferor Company shall stand cancelled, delisted and shall be exchanged for RPS as specified in Clause 18 above.*

18.2.1. As per the valuation determined by the Registered Valuer, the value of per Equity of the Transferor Company is INR 78.94/- (Indian Rupees Seventy-Eight and Ninety-Four Paise Only).

33. Further, it is clarified by the Petitioners in their written submissions as well as during course of verbal arguments that "*It is expressly clarified that the aforementioned proposed price is a floor price. The Petitioners will first apply for delisting and undertake the process under the SEBI Delisting Regulations,2021 including the Reverse Book Building Mechanism as prescribed under Chapter IV [Delisting Regulations]. The Transferor Company will then pay the higher of the price for the shares arrived during the 2021 Delisting Regulations 2021 or the aforementioned floor price*."

34. Regulation 12 of SEBI (Delisting Of Equity Shares) Regulations 2021 provides that the recognised stock exchange shall not unfairly withhold an application for delisting, but may require the company to satisfy or inform it as regards

(a) compliance with regulations 10 and 11 of these regulations;

(b) resolution of investor grievances by the company;

(c) payment of listing fees due to the recognised stock exchange;

(d) compliance with any provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, that has a material bearing on the interests of its equity shareholders;

(e) any litigation or action pending against the company pertaining to its activities in the securities market or any other

matter having a material bearing on the interests of its equity shareholders;

(f) any other relevant matter as it may deem fit.

35. Regulation 10 of Delisting Regulation provides for approval by the Board of Directors and Regulation 11 provides for approval by shareholder. Regulation 11(4) provides that "*the special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are at least two times the number of votes cast by the public shareholders against it.*" As noted at para 28 above, the proposed scheme was voted by 16 shareholders holding 7440 equity shares and none of them voted against it, implying that the conditions prescribed under Regulation 11(4) are met. In relation to condition stated at sub-clause (b) to (e) of Regulation 12, the Petitioner Company had already undertaken to deal with those aspects.

36. As clarified by the Petitioners, that the price of Rs.120 to be paid to the public shareholders of Petitioner No.1 Company be taken as a floor price in terms of Regulation 19A and they shall follow the procedure prescribed in Regulation 19 & 20 of the Delisting Regulations.

37. As regards violation of approved resolution plan in view of proposal to delist Petitioner No.1 Company, it is relevant to note that it was the Petitioner No.1 Company who had proposed to continue its security listed, however, the shares of Petitioner No.1 Company remained technically listed only as in the absence of trading approval from the stock exchange(s), the shares of Petitioner No.1 Company remained untradeable on the stock exchange platform. Accordingly, it cannot be said that delisting of the Petitioner No.1 Company shall result into violation of terms of the approved resolution plan, more so, it is always open to the acquirer of Corporate Debtor to reorganize

the affairs of the Corporate Debtor later on after implementation of the approved resolution plan in accordance with the applicable law in the manner as is considered beneficial in the interest of Companies.

38. In view the aforesaid, we are of considered view that adequate mechanism has been put in place to safeguard the interest of the public shareholders under the aegis of Delisting Regulations, accordingly, the proposed scheme can be proceeded with as the exit route contemplated in the proposed scheme safeguards their interest, which is the major bone of contention of the SEBI and stock exchange(s). As clarified by the Petitioners, the successor of Petitioner No.1 Company and the Directors or concerned Officers of Petitioner No.1 Company (after its winding up pursuant to implementation of the proposed scheme), shall remain liable and responsible for any violation or default committed by Petitioner No.1 Company prior to its merger.

39. No other objection has been received from any other statutory or regulatory authority. Accordingly, the Scheme is deemed to be unopposed.

40. We have carefully considered/dealt with the submissions advanced on behalf of the Petitioner Companies and have also perused the Reports filed by the Regional Director, Western Region, the Official Liquidator, the Income Tax Department, the National Stock Exchange of India Limited (NSE) and BSE Limited, together with the affidavits in reply filed by the Petitioner Companies thereto. The Petitioner Companies have undertaken to comply with all the undertakings made in their reply filed in response to the observations raised by the respective authorities.

41. 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 considering that no objection has so far been received from any other authority or creditors or members or any other stakeholders.

42. Since all the requisite statutory compliances have been fulfilled, Company Petition bearing **CP(CAA)/6/MB/2026 in CA(CAA)/219/(MB)/2025** is made absolute in terms of the prayer clauses of the said Company Scheme Petition. It shall be binding on the Petitioner Companies and all concerned, including their respective Shareholders, Creditors, Employees and/or any other stakeholders concerned.

43. The Transferor Company is dissolved without winding up.

44. The Income Tax Department will be at liberty to examine the aspects in relation to any tax payable as a result of this scheme and in case it is found that the scheme ultimately results in tax avoidance under the provisions of Income Tax Act, it shall be open to the Income Tax authorities to take necessary action as possible under the Income Tax Law.

45. SEBI as well as Stock Exchange(s) shall be at liberty to proceed against them if required in relation to such acts of omission or commission. Public shareholders of Petitioner No. 1 company shall be provided exit in accordance with Regulation 19 & 20 of SEBI (Delisting of Equity Shares) Regulations, 2021, however, the compliance of such Regulations shall be deemed to be made, if such Regulations are complied with substantively in its spirit and purport.

46. Needless to say, all liabilities accruing in the transferor company shall be transferred to the Transferee Company, however, the liabilities in respect of offences committed under this act by the officers in default, of the transferor company prior to its merger, amalgamation or acquisition shall continue after such merger,

amalgamation or acquisition as provided in Section 240 of the Companies Act, 2013.

47. The Petitioner Companies are directed to file a copy of this Order along with a copy of the Scheme of Arrangement with the concerned Registrar of Companies, electronically in E-Form INC-28, within 30 days from the date of receipt of the Order by the Petitioner Companies.

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

49. 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 within 60 days from the receipt of the Order, if any.

50. The present Company Scheme Petition i.e. **C.P.(CAA)/6/MB/2026** in **C.A.(CAA)/219/MB/2025** is **allowed and disposed of**, ordered accordingly.

SD/-	***SD/-***
Prabhat Kumar	**Sushil Mahadeorao Kochey**
Member (Technical)	Member (Judicial)

Vipul Ghate