

IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT – 1, AHMEDABAD

ITEM No.303

C.P.(CAA)/10(AHM)2026
in C.A.(CAA)/47(AHM)2025

Under Section 230-232 of Co. Act, 2013

IN THE MATTER OF:

IronBond Adhesives Pvt. Ltd
Iron Build Systems Pvt. Ltd

.....Applicants

Order delivered on: 17/06/2026

C O R A M:

MR. SHAMMI KHAN, HON'BLE MEMBER (J)
MR. SANJEEV SHARMA, HON'BLE MEMBER (T)

ORDER
(Hybrid Mode)

The case is fixed for pronouncement of order. The order is pronounced in the open court, vide separate sheet.

SD /-

SANJEEV SHARMA
MEMBER (TECHNICAL)

Sd/-

SHAMMI KHAN
MEMBER (JUDICIAL)

**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT-1, AHMEDABAD**

CP(CAA)/10(AHM)2026

In

CA(CAA)/47(AHM)2025

[Company Petition under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016].

In the matter of Scheme of Amalgamation

Memo of Parties

Ironbond Adhesives Pvt. Ltd.

CIN: U24100GJ2013PTC076760

A company incorporated under the provisions of the Companies Act, 1956, having its registered office at: I-58/59, GIDC Estate, Vithal Udyognagar, Anand, Gujarat-388 121

... Petitioner Company No.1
/Transferor Company

Iron Build Systems Pvt. Ltd.

CIN: U29196GJ2006PTC049095

A company incorporated under the provisions of the Companies Act, 1956, having its registered office at: I-58/59, GIDC Estate, Vithal Udyognagar, Anand, Gujarat-388 121

... Petitioner Company No.2
/Transferee Company

Order Pronounced on 17.06.2026

C O R A M :

MR. SHAMMI KHAN, HON'BLE MEMBER (JUDICIAL)
MR. SANJEEV SHARMA, HON'BLE MEMBER (TECHNICAL)

A P P E A R A N C E:

For the Petitioner Companies : Mr. Kiran Shah, PCA
For the Regional Director : Mr. Shiv Pal Singh, Deputy
Director
For the Income Tax Dept. : Mr. Aman A. Mir, Sr.
Standing Counsel

O R D E R

Per Bench

1. This joint Company Petition viz., **CP(CAA)/10(AHM) 2026** in CA(CAA)/47(AHM)/2025, has been filed by the petitioner companies under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (hereinafter referred to as "Companies (CAA) Rules, 2016"), seeking approval of the proposed Scheme of Amalgamation (Scheme) with effect from **01.04.2025**, being the Appointed Date as mentioned in the Scheme. The said Scheme is annexed as "**Annexure:A-1**" to the Company Petition (Pg. 40 to 60).
2. Affidavits dated 03.01.2026 in support of the Company Petition, were sworn by Sarath Nair, the Authorized Signatory of the petitioner companies, duly authorized vide Board Resolutions dated 31.05.2025 of Petitioner Companies. The aforesaid affidavits and board resolutions are placed on record along with the company petition. The

Board Resolutions dated 31.05.2025 are annexed at **Annexure:A-5 and Annexure:A-9** to the company petition.

3. The proposed Scheme, *inter alia*, provides for Amalgamation of the Transferor Company/Ironbond Adhesives Pvt. Ltd. with the Transferee Company, Iron Build Systems Private Limited, with effect from the Appointed Date i.e. 01.04.2025.

4. Ironbond Adhesives Pvt. Ltd / Transferor Company

It is a private limited company incorporated on 11.09.2013 under the provisions of the Companies Act, 1956 and its registered office is situated at I-58/59, G.I.D.C. Estate, Vithal Udyognagar, Anand-388 121, Gujarat. The authorized share capital of the Transferor Company is Rs.50,00,000/- and the issued, subscribed and paid-up share capital is Rs.35,00,000/-. The financial position of the Transferor Company as on 31.03.2025 and 30.11.2025 is as follows:-

Particulars	(Rs. in Lakhs)	
	Provisional As on 30.11.2025	Audited As on 31.03.2025
Equity & Liabilities		
Equity	35.00	35.00
Reserves and Surplus	(56.56)	(144.13)
Non-current liabilities		
Current liabilities	36.83	124.40
Total	15.27	15.27
Assets		
Non-current Assets	8.68	8.68
Current Assets	6.59	6.59
Total	15.27	15.27

5. **Iron Build Systems Pvt. Ltd./Transferee Company**

It is a private limited company and incorporated on 19.09.2006, under the provisions of the Companies Act, 1956 and its registered office is situated at I-58/59, G.I.D.C. Estate, Vithal Udyognagar, Anand-388 121, Gujarat. The authorized share capital of the Transferee Company is Rs.1,00,00,000/- and the issued, subscribed and paid-up share capital is Rs.96,00,000/-. The financial position of the Transferee Company as on 31.03.2025 and 30.11.2025 is as follows:-

Particulars	(Rs. in Lakhs)	
	Provisional As on 30.11.2025	Audited As on 31.03.2025
<u>Equity & Liabilities</u>		
Equity	96.00	96.00
Reserves and Surplus	204.32	202.24
Non-current liabilities	-	-
Current liabilities	1310.60	1029.31
Total	1610.92	1327.55
<u>Assets</u>		
Non-current Assets	256.10	223.35
Current Assets	1354.82	1104.20
Total	1610.92	1327.55

6. The Petitioner Companies had filed a joint Company Application before this Tribunal, being CA(CAA)/47(AHM)2025 on 08.09.2025. The said company application was allowed by this Tribunal vide order dated 15.09.2025 and dispensed with the meetings of the equity shareholders of the petitioner companies, dispensed with the meetings of the secured and unsecured creditors of petitioner company no.2. There were no secured and unsecured creditors in petitioner company no.1 as well as

there were no preference shareholders in the petitioner companies. Further, vide order dated 15.09.2025, this Tribunal directed for issuance of notice to Central Government through the Regional Director, to the Registrar of Companies, Gujarat, to the Official Liquidator (for Transferor Company) and to the concerned Income Tax Department and copy to the Principal Chief Commissioner of Income Tax Office as well as other Sectorial Regulators, if applicable, who may have significant bearing on the operation of the petitioner companies.

7. In compliance with the order dated 15.09.2025 passed by this Tribunal in CA(CAA)/47(AHM)2025, the Applicant Companies filed affidavit of service of notice on 12.11.2025, vide Inward No. D7528, regarding service of notice upon Statutory/Regulatory Authorities
8. Further, this Tribunal, vide order dated 15.09.2025, also directed the petitioner companies to file audited accounts for F.Y. 2024-2025 along with the Second Motion Petition. In compliance with the aforesaid direction, the petitioner companies filed Audited Financial Statement along with the Company Petition.

9. **RATIONALE OF THE SCHEME:**

The Application states the following regarding the rationale of the Scheme: -

- a) *Reduction of administrative costs and operative and overhead expenses which would further lead to greater and effective*

executive control, cost efficiency, synergy of operations, pooling of resources and optimum utilization of the available resources.

- b) Consolidation of investments and other assets into one company.*
- c) Reduction in multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Company and the Transferee Company.*

The Board of Directors of both the companies are of the opinion that the amalgamation of the companies to the Scheme would result in benefit to all concerned stakeholders and the Scheme shall not in any manner be prejudicial or adversely affecting the interest of concerned shareholders or Directors or creditors of the companies or general public at large and in no manner adverse to public interest.

- 10.** After complying with all the directions given in the order dated 15.09.2025 passed in CA(CAA)/47(AHM)2025, by this Tribunal, the Second Motion Petition, i.e. CP(CAA)10(AHM)2026, was filed by the Petitioner Companies on 21.01.2026 (e-filed on 20.01.2026), vide Inward Diary No. E00235, seeking sanction of the proposed Scheme.
- 11.** This Tribunal vide order dated 19.02.2026, passed in CP(CAA)/10(AHM)2026, directed the petitioner companies for issuance of notice to the Statutory/Regulatory Authorities namely (i) Central Government through the Regional Director (North-Western Region), (ii) Registrar of Companies, Gujarat, (iii) the Official Liquidator and (iv) to the concerned Income Tax Authorities, as well as to the concerned Statutory Regulators / Sectorial Regulators, if

applicable. Further, directed to publish the notice in two newspapers i.e. in “Financial Express” in English and in Gujarati.

12. In compliance of order dated 19.02.2026, passed in CP(CAA)/10(AHM)2026, the petitioner companies filed affidavit of service on 26.03.2026, vide inward no.D2705 in respect of service of notice upon the aforesaid statutory/regulatory authorities along with proof of service as well as proof of publications of notice of hearing of the petition in “Financial Express”, in English and in Gujarati on 14.03.2026.
13. Pursuant to the service of notice upon the statutory/regulatory authorities, following authorities have responded: -

**STATUTORY/REGULATORY AUTHORITIES
OBSERVATION & RESPONSE THEREOF**

A. Regional Director and ROC

In response to the notice served upon the Regional Director (RD), a representation/report dated 30.03.2026 was filed by the RD, North-Western Region, on 01.04.2026, vide Inward Diary No. R255, along with report of the Registrar of Companies (RoC) dated 31.12.2025. They have made some observations in their reports. The petitioner companies filed an affidavit in reply on 04.05.2026, vide inward no. D3836 to the representation/reports of RD and RoC.

RD's Observation

- i) Paragraph-7(i), as per the Scheme, the authorized share capital of the Transferor Company amounting to Rs.50,00,000/- will be added to the authorized share capital of the Transferee Company and the consolidated authorized share capital of the Transferee Company post-merger will be Rs.1,50,00,000/-. The Transferee Company shall pay the differential fees and stamp duty, if any, on the authorized share capital after set-off the fee/stamp duty paid by the Transferor Company on its authorized capital prior to amalgamation in compliance of provisions of Section 232(3)(i) of the Companies Act, 2013.

Response of the petitioner companies: It is submitted that the Transferee Company shall pay the differential fees and stamp duty, if any, on enhanced authorised share capital after set-off the fees/stamp duty paid by the Transferor Company on its authorized share capital prior to amalgamation in compliance of provisions of Section 232(3)(1) of the Companies Act. 2013.

- ii) Paragraph-7(ii), it is mentioned at clause 3.12(f) of the scheme as under:-

*"The financial information in the financial statements of the transferee company in respect of **prior periods** should be restated as if the business combination had occurred from the beginning of the **preceding period** in the financial statements irrespective of the actual date of the combination."*

In this regard, it is observed from aforesaid para that the "prior periods" and "preceding period" not calculated/disclosed in the said para. Therefore, restatement in financial statements of the transferee company in respect of prior to appointed date i.e. 01.04.2025 may not be allowed.

Therefore, this Tribunal may please to direct the petitioner companies to disclose and place on record the relevant facts of the matter.

Response of the petitioner companies: The petitioner companies confirmed and undertaken that restatement in the financial statements of the Transferee Company in respect of prior periods shall not be effected prior to the appointed date i.e 01.04.2025.

- iii) In Paragraph-7(iii), according to clause 4.4 of the scheme, the main object of the transferor company shall be inserted with main object clause of transferee company.

In this regard, the applicant Transferee Company is required to be filed applicable relevant eform with applicable fee before concern ROC in compliance of Sections 13 and 14 of the Companies Act, 2013.

Reply of the petitioner companies: The petitioner transferee company undertakes to file applicable relevant e-form with applicable fees before concerned ROC in compliance of Sections 13 and 14 of the Companies Act. 2013.

- iv) Para-7(iv), this Tribunal to direct the petitioner companies to file an affidavit to the extent that the Scheme enclosed to the Company Application and Company Petition are one and same and there is no discrepancy, or no change is made.

Response of the petitioner companies: The petitioner companies confirmed that the Scheme enclosed to the company application and the company petition are one and same and there is no discrepancy or any change is made.

- v) Para-7(v), this Tribunal may kindly direct the Petitioner Companies to file an affidavit to the extent that no CIRP proceeding under IBC and/ or winding up petition against applicant companies are pending.

Response of the petitioner companies: The petitioner companies submitted that there are no CIRP proceedings under IBC and/or winding up petition filed against the petitioner companies.

The RD in the representation further submitted that this Tribunal may be pleased to direct the Petitioner Companies;

- (i) To preserve its books of accounts, papers and records and shall not be disposed of without prior permission of Central Government as per the provisions of Section 239 of the Companies Act, 2013.

Response of the petitioner companies: The petitioner companies undertake to maintain the books of accounts, papers and records and the same shall not be disposed of without prior permission of Central Government as per Section 239 of the Companies Act, 2013

- (ii) To ensure statutory compliance of all applicable laws and on sanctioning of the present scheme, the petitioner companies shall not be absolved from any of its statutory liabilities, in any manner.

Response of the petitioner companies: The petitioner companies undertake to ensure statutory compliance of all the applicable laws and on sanctioning of the present Scheme, the petitioner companies shall not be absolved from any of its statutory liabilities, in any manner.

- (iii) Necessary Stamp Duty on transfer of property/assets, if any, is to be paid to the respective authorities before implementation of the Scheme.

Response of the petitioner companies: The petitioner companies undertake to pay the necessary Stamp Duty on transfer of property/assets, if any, to the respective authorities on implementation of the Scheme.

- (iv) The petitioner companies involved in the Scheme to comply with the provisions of Section 232(5) of the Companies Act, 2013 with respect to filing of the certified copy of the order sanctioning the scheme with

Registrar of Companies within 30 days from the date of passing order.

Response of the petitioner companies: The Petitioner Companies undertake to comply with the provisions of Section 232(5) of the Companies Act, 2013 with respect to filing certified copy of order sanctioning the scheme with Registrar of Companies within 30 days from the date of passing order.

- (v) The petitioner companies shall undertake to comply with the Income Tax/GST law and any demand/taxes payable on implementation of the said scheme as per law.

Response of the petitioner companies: The petitioner companies undertake to comply with directions of the Income Tax Department / GST law and any demand/taxes payable on implementation of the said scheme as per law.

RoC's Observation

- (i) Para-14(2), as per the Clause 1.4.14(e) of the proposed Scheme under the Head "Undertaking" it has been mentioned that that "All permanent employees, if any, engaged by the relevant Transferor Company as on the date of the Scheme coming into effect" which implying that the proposed scheme provides provisions for only permanent employee of Transferor Company. No provisions incorporated in the proposed Scheme regarding other than permanent employee. This

Tribunal may kindly direct the petitioner company to place the relevant fact on record pertaining to other than Permanent Employee and issue suitable directions as deem fit and proper.

Reply of the petitioner companies: The petitioner companies confirmed and undertaken to apply all the terms and conditions as envisaged in the Clause 1.4.1(e) of the proposed scheme applicable to the permanent employees of the Transferor Company shall apply to the employees other than permanent employees of the transferor company, if any.

- (ii) Para-14(4), as per the financial statement of the Transferor Company of the Financial year 2019-20 onwards available under the MCA21 portal records, the Applicant Transferor Company does have outstanding in form of Long Term Borrowings and Short Term Borrowings as on 31.03.2020, 31.03.2021, 31.03.2022, 31.03.2023 and 31.03.2024. However, the Applicant Transferor Company has failed to file a Return upto date 30.06.2020, 30.06.2021, 30.06.2022, and 30.06.2024 in the prescribed e-form DPT-3 as per the requirement of Section 73 r.w. Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014. Thus, the company/Officers have violated the provisions of Section 73 r.w. Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014. The aforesaid violations are still continuing in nature as on the date. The

Directorate may like to kindly issue any further directions, if any, on the aforesaid violations.

Reply of the petitioner companies: It is submitted the Transferor Company filed respective DPT-3 in compliance of provisions of Section 73 r.w. Rule 16 of the Companies (Acceptance of deposits) Rules, 2014 for the years end on 31.03.2020, 31.03.2021, 31.03.2022, 31.03.2023 and 31.03.2024, details are enclosed as Annexure-1 (Colly.)

- (iii) Para-14(5), as per the financial statement of the Transferee Company of the Financial year 2021-22, 2023-24 and 2024-25 available under the MCA21 portal records, the Applicant Transferee Company does have outstanding in form of Short Term Borrowings as on 31.03.2022, 31.03.2024 and 31.03.2025. However, the Applicant Transferee Company has failed to file a Return upto date 30.06.2022, 30.06.2024 and 30.06.2025 in the prescribed e-form DPT-3 as per the requirement of Section 73 r.w. Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014. Thus, the company/Officers have violated the provisions of Section 73 r.w. Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014. The aforesaid violations are still continuing in nature as on the date. The Directorate may kindly issue any further directions, if any, on the aforesaid violations.

Reply of the petitioner companies : It is submitted that the Transferee Company filed respective DPT-3 in compliance of provisions of Section 73 r.w. Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014 for the years end on 31.03.2022, 31.03.2024 and 31.03.2025, details are enclosed as Annexure-2 (Colly.)

- (iv) Para-14(6), the Transferor Company has not filed statutory Annual Return/ MGT-7 and Financial Statement / Balance Sheet for the Financial Year 2020-21 as contemplated under Section 92(4) and Section 137(3) of the Companies Act, 2013. Pursuant to Section 398 of the Companies Act, 2013 read with 6th proviso Rule 7 of the Companies (Registration offices and Fees) Rules, 2014, *"no request for recording any event based information or changes shall be accepted by the Registrar from such defaulting companies unless they file their updated Balance Sheet and Profit and Loss Account and Annual Return with the Registrar of Companies except....."* Hence, the Directorate may like to issue any appropriate instructions for the aforesaid non-compliance of the provisions of the Companies Act, 2013, if any.

Reply of the petitioner companies: It is submitted that the Transferor Company filed Annual Return/MGT-7 and Financial Statement/ Balance Sheet for the Financial year 2020-21 as contemplated under Section 92(4) and Section 137(3) of the Companies Act. 2013 on

the portal of the Ministry of Corporate Affairs and necessary challans evidencing the filing of the said documents are annexed as Annexure-3 (Colly.)

- (v) Para-14(7), according to para 8(vii) of the order dated 15.09.2025 passed in CA(CAA)/ 47 (AHM) 2025, by this Tribunal, "As on 01.06.2025, there are 03 secured creditors in the Transferor Company". Whereas, as per the Index of Charge available under the MCAV3 BO portal, there are 5 (Five) open secured Charge IDs in favour of 02 (Two) Secured charge holders in the records of the Transferee Company as on the date. Out of 5(Five) open Charge IDs, only 01 (one) charge ID is created after 01.06.2025 i.e. on 16.06.2025. It appears that there are discrepancies between the Index of charges available on MCA's records vis-à-vis, application filed before this Tribunal. The details of aforesaid open charge Ids are as under:

Sr. No.	SRN	Charge ID	Charge Holder Name	Date of Creation	Amount (in Rs.)
1	AB4758337	101108775	HDFC BANK LIMITED	16/06/2025	17,80,000
2	AB2107770	101016276	HDFC BANK LIMITED	07/12/2024	17,83,792
3	AA2147506	100727794	HDFC BANK LIMITED	22/03/2023	61,50,000
4	T59656454	100500485	SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA	17/11/2021	27,08,000
5	R83328955	100401176	SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA	06/01/2021	26,00,000
Total					1,50,21,792

It is submitted that this Tribunal may kindly issue suitable directions to the Applicant Transferee Company

to place on record all the relevant facts in the matter and comply with the provisions of Section 82 read with Rule 8 of the Companies (register of Charges) Rules, 2014.

Reply of the petitioner companies: It is submitted that in the order of this Tribunal dated 15.09.2025, it is mentioned that as on 01.06.2025, there are 3 secured creditors in the Transferee Company which was inadvertently mentioned "Transferor Company" by the Registrar of Companies itself in sub-para 7 of the para 14 of the report of the Registrar of Companies. In respect of discrepancies in index of charges in MCA portal vis-a-vis application filed before this Tribunal in the matter of Petitioner Transferee Company, it is required to clarify that the Transferee Company has obtained the secured loans from three financial institutions/banks for which requires process was carried out for the registration of the charges created against the loan facilities availed and out of which charges created in favour of HDFC Bank Limited and Small Industries Development Bank of India were registered and reflected in the Index of charges available in MCA'S records. In respect of the facilities granted by Bank of Baroda on 31.12.2024, necessary documents for creation of charges in favour of Bank of Baroda were executed and subsequently presented before the Sub-Registrar, Anand for creation of charge which were

impounded and sent to the office of the Deputy Collector, Stamp Duty Assessment Department, Anand and after assessment, order for recovery of stamp duty was passed by the Deputy Collector Stamp Duty Assessment Department, Anand on 30.08.2025. Being aggrieved by the order dated 30.08.2025, the Petitioner Transferee Company preferred an appeal before Hon. Chief Controlling Authority, Gandhinagar on 29.11.2025 and same is pending for adjudication. On account of impounding of the charged documents by the competent authority, the Petitioner Transferee Company could not proceed for registration of the said created charge before the office of the Registrar of Companies, Ahmedabad, on MCA portal and therefore, the charge of the said creditor is not reflected in the index of charges available on MCA's records. However, the Transferee Company confirmed and undertaken to comply with necessary procedure for registration of charge in favour of Bank of Baroda with the office of the Registrar of Companies, Ahmedabad on MCA portal immediately on release of above documents impounded by the office of the Sub-Registrar, Anand. Copy of the order passed by the Deputy Collector, Stamp Duty Assessment Department, Anand, on 30.08.2025 in vernacular language Gujarati along with duly translated copy is enclosed as Annexure-4 (Colly) L.

- (vi) The other observations of the Registrar of Companies have already been incorporated in the representation filed by the Regional Director. The petitioner companies have duly submitted their replies and have also furnished the requisite undertakings in response to the said representation of the Regional Director/the Registrar of Companies.

14. The Official Liquidator

In response to the notice served upon the Official Liquidator (OL), representation/report dated 03.03.2026 was filed by the OL on 11.03.2026 vide Inward Diary No. R191, in respect of the Transferor Company. In response of the representation of the OL, affidavit in reply dated 23.03.2026 was filed by the petitioner companies on 26.03.2026, vide Inward Diary No. D2706.

OL's Observation

- (i) The Transferor Company has filed its Audited Annual Accounts (Balance Sheet) with the Registrar of Company up to 31.03.2024.
- (ii) The Transferor Company has not accepted any Deposits under Section 73 of the Companies Act, 2013. Further, the maintaining of cost record is not applicable to the companies. Moreover, the Transferor Company is not required to register with RBI as a NBFC.

- (iii) The Assessments upto AY 2024-25 are completed except AY 2008-2009 where appeal filed before High Court of Gujarat in the case of Iron Build Systems Pvt. Ltd.
- (iv) This Tribunal may be pleased to direct the Transferor Company to preserve its books of accounts, papers and records and shall not be disposed of without prior permission of Central Government as per the provisions of Section 239 of the Companies Act, 2013.

Response of the petitioner companies: The Transferor Company undertakes that it shall maintain the books of accounts, papers and records and the same shall not be disposed of without prior permission of Central Government as per the provisions of Section 239 of the Companies Act, 2013.

- (v) To direct the Transferor Company to ensure Statutory compliance of all applicable laws and on sanctioning of the present Scheme, the Transferor Company shall not be absolved from any of its Statutory liabilities, in any manner.

Response of the petitioner companies: The Transferor Company undertakes to ensure statutory compliance of all applicable laws and on sanctioning of the present Scheme, the Transferor Company shall not be absolved from any of its statutory liabilities, in any manner.

- (vi) M/s. Ironbond Adhesives Pvt. Ltd./Transferor Company may be dissolved without following the process of winding-up in terms of sub-section 3(d) of Section 232 of the Companies Act, 2013. Further, the Transferor Company being dissolved the fee, if any, paid by the Transferor Company on its Authorized Share Capital shall be set-off against any fees payable by the Transferee Company on its Authorized Capital subsequent to the amalgamation in terms of sub-section 3(i) of Section 232 of the Companies Act, 2013.

Reply of the petitioner companies: The petitioner companies confirmed that the fee, if any, paid by the Transferor Company on its Authorized Share Capital to be set-off against any fees payable by the Transferee Company on its Authorised Share Capital subsequent to the amalgamation in terms of sub-section 3(i) of Section 232 of the Companies Act, 2013.

- (vii) To direct the petitioner companies to lodge a certified copy of the order along with the scheme, with the Superintendent of Stamps concerned for the purpose of adjudication of stamp duty payable, if any.

Response of the petitioner companies: The petitioner companies undertake to lodge a certified copy of the order along with the Scheme, with the concerned Superintendent of Stamps for the purposes of adjudication of stamp duty payable, if any.

(viii) To direct the companies involved in the scheme to comply with provision of Section 232(5) of the Companies Act, 2013 with respect to filing of certified copy of order sanctioning the scheme with Registrar of Companies within 30 days from the date of passing order.

Response of the petitioner companies: The petitioner companies undertake to comply with provisions of Section 232(5) of Companies Act, 2013 with respect to filing of the certified copy of order sanctioning the scheme with Registrar of Companies within 30 days from the date of passing order.

15. Income Tax Department

Pursuant to the notice issued to the Income Tax Department, no report has been filed by the Department despite opportunities having been granted by this Tribunal.

16. No other representations or reports have been received from any other statutory/regulatory authorities.

17. Valuation Report

Copy of Valuation Report dated 30.05.2025 of Chirag Shah, Registered Valuer, Registration No. IBBI/RV/06/2019/11438, recommending the share exchange ratio for the proposed Scheme of Amalgamation, is annexed to the company petition as **Annexure:A-11** (Pg.206-232). The Valuation date is 30.05.2025.

18. Accounting Treatment

The petitioner companies submitted the accounting treatment proposed in the Scheme of Amalgamation is in conformity with the accounting standards as prescribed by the Act or the Central Government or as may be applicable to the petitioner companies. Copy of the certificates dated 18.06.2025 issued by the Statutory Auditors K. G. Patel & Co., are placed on record as **Annexure:A-10 (Colly.)** (Pg.198 to 205).

19. It is submitted that the shares of both the petitioner companies are not listed on any Stock Exchanges.

20. The petitioner companies submitted that there are no proceedings under Sections 235 to 251 of the Companies Act, 1956 and/or under Sections 206 to 229 of the Companies Act, 2013 are pending or instituted against any of the petitioner companies.

21. We have heard the Ld. Counsel for the Petitioner Companies, Ld. Deputy Director for the Regional Director, the representative of the Ld. Official Liquidator, the Ld. Sr. Standing Counsel for Income Tax Department and perused the record.

22. OBSERVATIONS OF THIS TRIBUNAL

22.1 Before adverting to the reports of the Regional Director, Registrar of Companies, Income Tax Department, Official

Liquidator and, we summarise the progress of the case before this Tribunal after application was filed seeking approval of the Scheme.

	Company Application/ Company Petition Filed on	Notice issued on (N) Listed on (L)	Service Affidavit filed on	Report/ Response received on	Reserved on	Order pronounced on	Meetings held on
First Motion Application	08.09.2025	11.09.2025(L) 15.09.2025 (N)	12.11.2025		11.09.2025	15.09.2025	NIL
Chairman's Report				NA			
2 nd Motion Petition	21.01.2026	19.02.2026(N) 02.04.2026(L) 23.04.2026(L) 08.05.2026(L) 05.06.2026(L) 12.06.2026(L)	26.03.2026		12.06.2026	17.06.2026	
RD Office Report/RoC				01.04.2026			
And Petitioner companies' response				04.05.2026			
OL Office Report (s)				11.03.2026			
And Petitioner companies' response				26.03.2026			
Income Tax Report(s)				Nil			
And Petitioner companies' response							

22.2 The Appointed Date of the Scheme is **01.04.2025**

22.3 The Scheme involves Amalgamation/Merger of Ironbond Adhesives Private Limited (Transferor Company) with Iron Build Systems Private Limited (Transferee Company) and their respective shareholders and creditors, with effect from the Appointed Date 01.04.2025.

23. Companies involved in the Scheme

- (i) In the Scheme presented in the company petition, Ironbond Adhesives Private Limited, has been designated as Transferor Company. It had revenue from operations of Rs. 2,46,625.26ps, other income of Rs.88,685.74ps. and profit/(Loss) before tax of Rs.1,18,607/-, during the financial year 2024-2025.
- (ii) In the Scheme presented in the company petition, Iron Build Systems Private Limited has been designated as Transferee Company. It had revenue from operations of Rs.10,97,64,373.50ps, other income of Rs.45,37,056.47ps. and profit/(Loss) before tax of Rs.(-)4,83,350.92ps.,during the financial year 2024-2025.

24. Consideration

Paragraph 4.2 (Pg. 53 to 54) of the Scheme deals with the Consideration of transfer and vesting of the Transferor Company into the Transferee Company. Annexure:A-11 (Pg. 206-232) contains a copy of share exchange ratio report issued by Chirag Shah, Registered Valuer, recommending

share exchange ratio for the proposed scheme of amalgamation. The valuation date is 30.05.2025.

- 25.** We have gone through the Company Petition, Scheme, Representation/Report of the Regional Director, report of the Registrar of Companies, representation of the Official Liquidator in respect of Transferor Company as well as the response of the Petitioner Companies in respect of the Representation/Report of the RD, RoC and OL. The Income Tax Department has not filed any report in relation to the Scheme.
- 26.** On perusal of the aforesaid representations/reports, there are no adverse observations in respect of the petitioner companies and the proposed Scheme.
- 27.** During the hearing on 12.06.2026, Ld. Deputy Director for the Regional Director's office submitted that they have no objection to the proposed scheme, in view of the response affidavit and undertaking given by the petitioner companies. Further, the Ld. Sr. Standing Counsel appearing for the Income Tax Department submitted that the Department has no objection to the approval of the Scheme by this Tribunal.
- 28.** After analysing the Scheme in detail, this Tribunal is satisfied that the Scheme is fair, reasonable, lawful, not contrary to public policy and not prejudicial to the interests of the shareholders, creditors or the public at large,

consistent with the principles laid down in ***Miheer H. Mafatlal v. Mafatlal Industries Ltd. (1997) 1 SCC 579*** and ***Hindustan Lever Employees' Union v. Hindustan Lever Ltd. (1995) 83 Comp Cas 30 (SC)***. Considering the record placed before this Tribunal and since all the requisite statutory compliances have been fulfilled by the Petitioner Companies, this Tribunal sanctions the proposed Scheme as well as the prayer made therein subject to the findings/directions given in this order. In short, the proposed Scheme provides for Merger of Ironbond Adhesives Private Limited (Transferor Company) with Iron Build Systems Private Limited (Transferee Company) and their respective shareholders and creditors, with effect from the Appointed Date 01.04.2025. We have also carefully examined the responses of the Regional Director, ROC and the Official Liquidator on being notices served on them and the replies of the Applicant Companies. We consider none of the responses object to the sanctioning of Scheme and any procedural/technical issue raised by the authorities about the Transferor Company will be considered and should be responded by the Transferee Company based on the observations of the authorities, as per law.

- 29.** The Learned Counsel for the Petitioner Companies submitted that no investigation proceedings are pending against the Petitioner Companies under the provisions of the Companies Act, 1956 or the Companies Act, 2013, and no proceedings for oppression or mismanagement have been filed before this Tribunal or the erstwhile Company

Law Board. Considering the submission of the Petitioner Companies, the Transferee Company will be responsible for all the compliance issues concerning the Business of the Transferor Company. This Tribunal holds that any non-compliance does not affect the approval of the Scheme, as the statutory/ regulatory authorities are free to take necessary action as per law for any non-compliance.

- 30.** 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 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. The sanction of the Scheme shall not operate as a waiver of any statutory liabilities, including tax liabilities, whether existing, contingent or subsequently determined by any competent authority.
- 31.** While approving the Scheme as above, it is clarified that this order should not be construed as an order in any way granting approval of any loan assignments and exemption from payment of stamp duty, taxes or any other charges, if any, payment is due or required in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law.

- 32.** The sanction of the Scheme shall not exempt the petitioner companies from payment of applicable stamp duty, registration charges, taxes, fees or any other statutory dues payable under applicable laws. The petitioner companies shall comply with all applicable provisions of FEMA, Income Tax Act, GST laws, labour laws and all other applicable statutes consequent upon the implementation of the Scheme.
- 33.** Further, it becomes relevant to discuss that in Company Petition CAA-284/ND/2018 vide Order dated 12.11.2018, the NCLT New Delhi has made the following observations with regard to the right of the Income Tax Department in the Scheme of Amalgamation:

*“taking into consideration the clauses contained in the Scheme in relation to liability to tax and also as insisted upon by the Income Tax and in terms of the decision in re **Vodafone Essar Gujarat Limited v. Department of Income Tax (2013) 353 ITR 222 (Guj)** and the same being also affirmed by the Hon'ble Supreme Court and as reported in **(2016) 66 taxmann.com374 (SC)** from which it is seen that at the time of declining the SLPs filed by the revenue, however stating to the following effect vide its order dated April 15,2015 that the Department is entitled to take out appropriate proceedings for recovery of any statutory dues from the Petitioner or transferee or any other person who is liable for payment of such tax dues, the said protection be afforded is granted. With the above observations, the petition stands allowed and the scheme of amalgamation is sanctioned.*

34. THIS TRIBUNAL DO FURTHER ORDER

- i) The Scheme of Amalgamation annexed as **“Annexure:A-1 Colly”**, to the Company Petition is

hereby sanctioned and it is declared that same shall be binding on the Petitioner Companies and its Shareholders and Creditors and all concerned under the Scheme.

- ii) The Appointed Date for the Scheme shall be **01.04.2025**
- iii) The petitioner Transferor Company, viz., Ironbond Adhesives Private Limited, shall be dissolved without winding up.
- iv) The approval of the Scheme will not be foreclosing the right of the Income Tax Department to take any decision as per the provisions of the Income Tax Act, 1961, against the Petitioner Companies. The final Income Tax demands in the case of Transferor Company, if any, shall be paid by the Transferee Company.
- v) The approval of the Scheme does not affect the authorities' right to proceed with pending cases, if any, against the Petitioner Companies.
- vi) All the properties rights and powers of the Undertaking of the Transferor Company and all the other property, rights and powers of the Transferor Company be transferred without any further act or deed to the Transferee Company and accordingly the same shall, pursuant to Section 232 of the Act, vest in the Transferee Company for all the estate and interest of the Transferor Company therein but

subject nevertheless to all charges now affecting the same, if any.

- vii) All licenses, permissions, permits, approvals, certificates, clearances, authorities, leases, tenancy, assignments, rights, claims, liberties, special status, other benefits or privileges and any power of attorney relating to the Transferor Company shall stand transferred to and vested in the Transferee Company, without any further act or deed. The Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company.
- viii) All the liabilities and duties of the Transferor Company shall be transferred, without further act or deed, to the Transferee Company, and accordingly, the same shall pursuant to Sections 230 & 232 of the Companies Act, 2013, be transferred to and become the liabilities and duties of the Transferee Company.
- ix) All contracts, agreements, insurance policies, bonds and all other instruments of whatsoever nature or description, of the Transferor Company, shall stand transferred to and vested in the Transferee Company and be in full force and effect in favour of the Transferee Company and may be enforced by or

against it as fully and effectually against the Transferee Company.

- x) All proceedings, if any, now pending by or against the Transferor Company shall be continued by or against the Transferee Company.
- xi) All workers / employees of the Transferor Company shall be deemed to become the workers /employees of the Transferee Company with effect from the Appointed Date, and shall stand absorbed in the Transferee Company in accordance with the Scheme without any interruption of service and on terms and conditions no less favourable than those on which they are engaged by the Transferor Company, as on the Effective Date, in compliance with Section 232(3)(g) of the Act and applicable labour laws.
- xii) All taxes paid or payable by the Transferor Company including existing and future incentives, unutilised credits and exemptions, the benefit of carried forward losses and other statutory benefits, which shall be available to and vest in the Transferee Company, as per the provisions of law. The Tax liability of the Transferor Company shall become a liability of the Transferee Company, and any proceedings against the Transferor Company shall continue against the Transferee Company. It is stated that any credit/exemption/relief, etc., as

discussed, will be subject to the provisions of the Income Tax Act, 1961.

- xiii) The petitioner companies are directed to comply with the observations of the Regional Director, the Registrar of Companies and the Official Liquidator in their representation. The petitioner companies shall:
- a) Preserve their books of accounts, papers, and records and not dispose of them without prior permission of the Central Government, as per Section 239 of the Companies Act, 2013.
 - b) The sanction of the Scheme shall not absolve the petitioner companies from any statutory liabilities, and all books of accounts, papers, and records shall be preserved as per Section 239 of the Companies Act, 2013, without disposal unless permitted by the Central Government.
 - c) File a certified copy of this order with the Registrar of Companies electronically via e-Form INC-28 (in addition to physical copy) within 30 days of receipt of the certified copy, as per Section 232(5) of the Companies Act, 2013.
- xiv) The Transferee Company shall pay the differential fees and stamp duty, if any, on the enhanced authorized share capital after setting off the fees/stamp duty already paid by the Transferor Company, in compliance with Section 232(3)(i) of the Companies Act, 2013.
- xv) **Consideration for Amalgamation (Part-IV, Paragraph-4.2 of the Scheme)**

Upon the scheme becoming finally effective, in consideration of the transfer and vesting of the undertaking of the transferor company in the transferee company in terms of the scheme, the transferee company shall subject to the provisions of the scheme and without any further application, act or deed, issue and allot at par the equity shares of Rs. 10/- only (Rupees ten only) each credited as fully paid-up in the capital of the transferee company to the equity shareholders of the transferor company whose names appear in the register of members of the transferor company on a date to be fixed by the board of directors of the transferee company 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 transferee Company and approved by them to be placed on its register of members in the following proportion:

1 (One) Equity share of Rs. 10/- each credited as fully paid up of the transferee company i.e. **Iron Build Systems Private Limited** shall be issued and allotted at par against 6.44 Equity shares of Rs. 10/- each fully paid up to the shareholders of the transferor company **Ironbond Adhesives Private Limited** as per the share entitlement ratio report dated 30th May, 2025 issued by C.A. Chirag Shah, Registered Valuer and Chartered Accountants of Ahmedabad.

The said new equity shares of the transferee company to be allotted to the shareholders of the transferor company shall rank for dividend, voting rights and in all other respects peri-passu with the existing equity shares in the transferee company except that they shall not be eligible for any dividend paid or declared by the transferee company prior to the effective date.

xvi) The Petitioner Companies are further directed to file a copy of this order along with a copy of the Scheme with

the concerned Registrar of Companies, electronically, along with e-form INC-28 in addition to a 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.

- xvii) The Petitioner Companies within thirty days of the date of the 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, 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 to the entire Undertaking of the Transferor Company to the respective files kept by him in relation to the Transferee Company.
- xviii) All concerned Authorities shall act on the copy of this order along with the Scheme annexed at “**Annexure:A-1 (colly.)**” of the Company Petition. The Registrar of this Tribunal shall issue the certified copy of this order within 7 days of from the date of this order.
- xix) The Petitioner Companies are directed to lodge a copy of this Order and the approved Scheme, duly certified by the Registrar of this Tribunal, with the concerned Superintendent of Stamps for adjudication of stamp duty payable, if any, within 30 days from the date of

this Order, and pay requisite stamp duty within 60 days from the date of adjudication under the Gujarat Stamp Act, 1958 as amended.

- xx) The legal fees and expenses of the office of the Regional Director are quantified at Rs.50,000/-, to be paid by the Transferee Company.
- xxi) The legal fees and expenses of the office of the Official Liquidator are quantified at Rs.30,000/- in respect of the Transferor Company. The said fees of the Official Liquidator shall be paid by the Transferee Company.
- xxii) The Statutory Auditors of the Petitioner Companies are hereby directed to ensure that the Accounting Treatment as a result of this order is carried out in accordance with the provisions of Section 133 of the Companies Act, 2013, and as per the draft treatment as proposed in the Scheme. They are further directed to disclose their observations in this regard in the next Annual Audit Report/Audit Report of the Petitioner Companies in accordance with the certificate dated 18.06.2025 issued by the Statutory Auditors and placed on record.
- xxiii) The 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 Merger 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, including under Section 232(3)(h) of the Companies Act, 2013, for any tax liabilities arising from the scheme. Any sanction of the Scheme of Merger 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.

xxiv) Any person aggrieved shall be at liberty to apply to this Tribunal for any directions that may be necessary.

35. Accordingly, Company Petition i.e. **CP(CAA)/10(AHM)2026** in **CA(CAA)/47(AHM)2025**, stands allowed and disposed of in terms of the aforementioned terms.

36. The Registry is directed to send a copy of this order to the Regional Director, the Registrar of Companies, the Official Liquidator, and to the Principal Chief Commissioner of Income Tax, Ahmedabad within seven days from the date of this order, through e-mail and place proof on the file.

Sd/-

SANJEEV SHARMA
MEMBER (TECHNICAL)

Sudha/PS

S D /-

SHAMMI KHAN
MEMBER (JUDICIAL)