

**NATIONAL COMPANY LAW TRIBUNAL  
CHANDIGARH BENCH, COURT-II, CHANDIGARH**

**CP(CAA) No.31/Chd/Hry/2025  
(Second Motion)**

*(Petition under Sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, and the National Company Law Tribunal Rules, 2016)*

**IN THE MATTER OF SCHEME OF AMALGAMATION AMONGST:**

**Arris Group India Private Limited**

Through its Authorised Representative Mr. Ninad Joshi  
Registered Office: 306-308, 3rd floor, Bestech  
Chambers, B Block, Sushant Lok-I,  
Galleria DLF-IV, Gurgaon, Haryana, India, 122009  
Email : ninad.joshi@vantiva.com

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

**Vantiva India Private Limited**

Through its Authorised Representative Mr. Manu Shrot  
Registered Office: 306-308, 3rd floor, Bestech  
Chambers, B Block, Sushant Lok-I,  
Gurgaon, Haryana, India, 122009  
Email : manu.shrot@vantiva.com

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

**Order delivered on: 11.06.2026**

**CORAM: MR. KAUSHALENDRA KUMAR SINGH, MEMBER (TECHNICAL)  
MR. KHETRABASI BISWAL, MEMBER (JUDICIAL)**

**Present:**

For the Petitioner : Mr. Rohit Khanna, Mr. Raghav Kapoor,  
Companies : Mr. Vishvesh Vikram, Advocates

For the Income Tax : Mr. Varun Issar, Sr. Standing Counsel  
Department

For the RD Office : Dr. Kishorkumar Devarwade, Assistant Director

For the OL : Mr. Edward Augustine George, Advocate

**ORDER**

1. This is a joint Second Motion Petition filed by the Petitioner Companies, namely; Arris Group India Private Limited (hereinafter referred to as the '**Petitioner Company No.1/Transferor Company**') and Vantiva India Private Limited (hereinafter referred to as the '**Petitioner Company No.2/Transferee Company**') under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred to as the '**Act**') and other applicable provisions of the Act read with the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 (hereinafter referred to as the '**Rules**'), seeking sanction of the Scheme of Amalgamation (hereinafter referred to as the '**Scheme**') between the Petitioner Companies and their respective shareholders under Sections 230-232 of the Act. The copy of the Scheme is annexed as Annexure-P-1 to the Petition.

2. The Petitioner Companies had jointly filed the First Motion Application bearing CA(CAA)6/Chd/Hry/2025 seeking directions for dispensing with the requirement of convening meetings of shareholders, secured and unsecured creditors of the Petitioner Companies. The Adjudicating Authority vide, its Order, dated 09.05.2025, allowed the First Motion Application and dispensed with the requirement of convening the meetings of the shareholders, secured and unsecured creditors of the Petitioner Companies.

3. The main object, date of incorporation, Authorized and paid-up share capital, and the rationale of the Scheme have already been discussed in

detail in the First Motion Order dated 09.05.2025. The Board of Directors of the Transferor and Transferee Companies have approved the Scheme at their meeting on 02.12.2024 and 03.12.2024 respectively subject to all applicable regulatory approval(s), the approval of the creditors and shareholders and the sanctioning of the same by the Adjudicating Authority. The certified true copy of the Board Resolution approving the Scheme of the Petitioner Companies is attached as Annexures P-5 and P-13 respectively to the Petition.

4. In the Second Motion proceedings, this Tribunal vide Order dated 24.07.2025 directed the Petitioner Companies to issue notice to the statutory and regulatory Authorities. The Petitioner Companies were also directed to publish the notice of hearing in two prominently circulating national daily newspapers namely "Business Standard" (English Edition) and "Jansatta" (Hindi Edition) calling for objections, if any. In compliance thereof, the Petitioner Companies had served the notices to the concerned Statutory/Sectoral Authorities. The notice of hearing was published in national daily editions of "Business Standard" (English Edition, Delhi) and "Jansatta" (Hindi Edition, Delhi) dated 22.08.2025 and 26.08.2025 by the Transferor and Transferee Company respectively. The Petitioner Companies by way of Affidavit submitted that, in view of the aforesaid newspaper advertisements, the Petitioner Companies have not received any objection or observation from any person against the petition or the Scheme.

5. In response to the abovementioned notices, the statutory authorities furnished their Reports and the Petitioner Companies have filed their reply thereon. The same are as follows:

5.1 **Official Liquidator**

The Official Liquidator (hereinafter referred to as the '**OL**') has filed its report and there is no independent adverse finding or objection by the Official Liquidator against the Scheme.

5.2 **Regional Director and Registrar of Companies**

The report of the Regional Director (hereinafter to be referred to as the '**RD**'), along with the report of Registrar of Companies (hereinafter referred to as the '**RoC**') have been filed. The RD/RoC has raised certain observations, and the Petitioner Companies have submitted their response which are detailed below:

<b>S. No.</b>	<b>Observation in RD/ RoC Report</b>	<b>Response of Petitioner Companies</b>
<b>1.</b>	<b>Transferor Company:</b> As per Annexure-1 of the Auditor's Report for FY ended 31.03.2024/31.03.2025, there are pending statutory dues pertaining to Income Tax disputes amounting to	The Transferor Company submitted that the aforesaid income tax demands are disputed demands pending adjudication before the competent appellate authorities and the same shall continue to be dealt with in accordance with law. It has further

	<p>Rs. 505.11 Lakhs (AY 2016-17), Rs. 1,228.54 Lakhs (AY 2020-21) and Rs. 1,630.05 Lakhs (AY 2018-19).</p>	<p>been submitted that the proposed Scheme does not in any manner prejudice the rights of the Income Tax Department and that all liabilities, obligations and proceedings relating to such tax disputes shall stand vested in and be undertaken by the Transferee Company upon the Scheme becoming effective.</p>
<p><b>2.</b></p>	<p>The Transferor Company has trade receivables from its holding company and unearned revenue from related parties since 2021. The details reflect substantial receivables from Arris Global Limited, UK, over the last four financial years. The Auditor has also made comments under the head “Emphasis of Matter” in his Audit Report</p>	<p>In reply, the Petitioner Companies submitted that the trade receivables and unearned revenue arise out of normal business transactions undertaken with the holding company in the ordinary course of business. It has been stated that these receivables are recoverable and duly reflected in the audited financial statements of the company. The observation made by the Auditor under “Emphasis of Matter” is merely explanatory in nature and does not amount to any qualification, adverse remark or disclaimer</p>

		affecting the financial position of the Transferor Company.
<b>3.</b>	Transferee Company : As per annexure 1 of the Auditors report on the financial statement for the F.Y ended 31.03.2024, there are pending Statutory dues (Income Tax) on account of any dispute amounting Rs.2.75 million related to AY 2016-17.	The Transferee Company submitted that the said income tax demand is disputed and pending before the appropriate appellate/forum authority. It has been stated that the Scheme of Amalgamation shall not adversely affect the rights or claims of the Income Tax Department and that the Transferee Company shall continue to remain liable for all statutory obligations in accordance with law
<b>4.</b>	The Transferee Company may be directed to comply with the provisions of Section 232(6) of the Companies Act, 2013 regarding fee payable of its revised Authorized Share Capital.	The Transferee Company undertook that it shall duly comply with the provisions of Section 232(6) of the Companies Act, 2013 and shall pay the requisite fees, if any, on the enhanced/revised authorised share capital consequent upon sanction of the Scheme by this Hon'ble Tribunal.

### 5.3 **Income Tax Department**

The Income Tax Department (hereinafter to be referred to as the ITD) has filed its report. The ITD has submitted that for the Transferor Company the tax demand pending for recovery for AY 2018-19 is Rs. 4,72,83,838 and for AY 2020-21 is Rs. 9,52,44,330. The Transferor Company in its reply submitted that with respect to demand for Assessment year 2018-19 and 2020-21, an appeal was preferred before the Hon'ble Income Tax Appellate Tribunal, Bengaluru and the matter is currently pending disposal. Tax Appellate Tribunal, Bengaluru and the matter is currently pending disposal. For the Assessment Year 2009-10, a refund of Rs. 28,98,048 has been determined as due pursuant to the order giving effect to the Commissioner of Income-tax (Appeals), and for Assessment Year 2017-18, a refund of Rs. 9,07,21,512 was determined pursuant to the order giving effect to the Income-tax Appellate Tribunal which has been adjusted against the demand for AY 2018-19.

Further, The ITD has submitted that the assessee company i.e. Vantiva India Private Limited (Transferee Company) has outstanding demand Rs. 20 at present. Further, it is observed that the Transferee Company has been claiming carry forward loss in assessment year 2024-25 is Rs. 13,44,35,827/- (loss from business other than speculative, business specified business and insurance business and refund in section 115B) therefore,

amalgamation of Transferee Company will reduce the profits of amalgamated entity and reduce in tax liability of the resultant entity. Therefore, the ITD has objection to the Scheme as it will result in tax liability of the resultant entity.

6. The Statutory Auditors of all the Petitioner Companies have examined the Scheme in terms of provisions of Section 232 of the Act and rules made thereunder. The certificate of the Statutory Auditors with respect to the Scheme between Petitioner Companies to the effect that the accounting treatment proposed in the Scheme is in compliance with applicable India Accounting Standards (Ind AS) as specified in Section 133 of the Act read with Rules made thereunder and other Generally Accepted Accounting Principles are annexed as Annexure P-9 and P-18 to the Petition.

7. We have considered the learned Counsel for the Petitioner Companies as well as the Authorities and have gone through the material available on record carefully.

8. On the basis of the facts and submissions made by the learned counsels and on perusal of the Scheme, the Scheme of Amalgamation between the Petitioner Companies appears to be prima facie in compliance with all the requirements stipulated under the relevant provisions of the Act. In the light of clarification given by the Petitioner Companies, the observations as made by the Statutory/ Regulatory authorities do not appear to have any impediments in sanctioning the proposed Scheme of Amalgamation. We are of the considered view that the proposed Scheme is bona fide and in the interest of the shareholders and creditors.

9. Subject to the Petitioner Companies complying with the requirements of various laws, including the rules and regulations, the approval is hereby granted to the Scheme of Amalgamation proposed by the Petitioner Companies under Sections 230 to 232 of the Act as appended to the Petition as Annexure P-1. The sanctioned Scheme of Amalgamation shall be binding on all the Petitioner Companies and their Shareholders and Creditors. The Petitioner Companies shall remain bound to comply with all the statutory requirements in accordance with the law.

10. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rules, or regulations, the sanction granted by this Tribunal to the Scheme will not come in the way of action being taken, albeit, in accordance with the law, against the concerned persons, directors and officials of the Petitioner Companies.

11. While approving the Scheme as above, it is clarified that this Order should not be construed as an Order in any way granting 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 for the time being in force.

12. 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 Amalgamation ultimately results in tax avoidance or is not in accordance with the applicable provisions of the Income Tax Act, 1961, then the Income Tax Department shall be at the liberty to initiate appropriate

course of action in accordance with the law. Any sanction of the scheme of Amalgamation under section 230-232 of the Act 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.

13. **THIS TRIBUNAL DO FURTHER ORDER**

(i) The Scheme of Amalgamation of the **Arris Group India Private Limited** (Petitioner Company No.1/Transferor Company) and **Vantiva India Private Limited** (Petitioner Company No. 2 / Transferee Company), annexed as "Annexure P-1" to the Petition is hereby sanctioned and it is declared that the Transferor Company shall be dissolved without winding up and the same shall be binding on the Petitioner Companies and their shareholders and creditors and all concerned under the Scheme.

(ii) All the properties, rights, and powers of the Transferor Company shall stand transferred, without any further act or deed, to the Transferee Company. Accordingly, in accordance with Sections 230 to 232 of the Act, the same shall be transferred to and vested in the Transferee Company for all the estates and interests of the Transferee Company, subject, however, to all charges, encumbrances, or liabilities now affecting the same.

(iii) All the liabilities and duties of the Transferor Company be transferred, without further act or deed, to the Transferee Company,

and accordingly in pursuant to Sections 230 to 232 of the Act, be transferred to and become the liabilities and duties of the Transferee Company, respectively;

(iv) All benefits, entitlements, incentives and concessions under incentive schemes and policies that the Transferor Company is entitled to including under Customs, Excise, Service Tax, VAT, Sales Tax, GST and Entry Tax and Income Tax laws, subsidy receivables from Government, grant from any governmental authorities, direct tax benefit/ exemptions/ deductions, shall, to the extent statutorily available and along with associated obligations, stand transferred to and be available to the Transferee Company, as if the Transferee Company was originally entitled to all such benefits, entitlements, incentives and concessions;

(v) All proceedings, if any, pending by or against the Transferor Company shall be continued by or against the Transferee Company.

(vi) All contracts of the Transferor Company which are subsisting or having effect immediately before the Effective Date, shall stand transferred to and vested in the Transferee Company, and be in full force and effect in favour of the Transferee Company, as the case may be, and be enforced by or against it as fully and effectually as if, instead of the Transferor Company, the Transferee Company, had been a party or beneficiary or obliged thereto;

(vii) All the employees and staffs of the Transferor Company shall be deemed to have become the employees and the staffs of the Transferee Company, with effect from the Appointed Date, and shall stand transferred to the Transferee Company, as the case may be, without any interruption of service and on the terms and conditions no less favorable than those on which they are engaged by the Transferor Company, as on the Effective Date, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans and any other retirement benefits;

(viii) The Appointed Date for the Scheme is 01.04.2024 as mentioned in the Scheme;

(ix) The authorized share capital of the Transferee Company, after the Scheme becoming effective, shall be in accordance with Section 232(3)(i) of the Act and the fee, if any, paid by the Transferor Company on its authorized capital shall be set off against any fees payable by the Transferee Company on its authorized capital subsequent to this amalgamation. Further, the Transferee Company shall be bound by its undertaking on behalf of the Transferor Company;

(x) The Transferee Company shall file the revised Memorandum and Articles of Association with the concerned ROC and further make the requisite payments of the differential fee (if any) for the enhancement of authorized capital of the Transferee Company after setting off the fees paid by the Transferor Company;

(xi) The Petitioner Companies shall furnish a self-certified copy of the approved Scheme and Schedule of Assets of the Transferor Company to the Designated Registrar of this Tribunal. The Designated Registrar shall issue a certified copy of this Order together with the authenticated copy of the approved Scheme and Schedule of Assets as its enclosures. All the Authorities are directed to act on the certified copy of this order as issued by the Designated Registrar;

(xii) The Petitioner Companies are directed to file the certified copy of this Order along with the copy of Scheme with the concerned Registrar of Companies, electronically electronically, along with e-form INC-28, within 30 days or an extended timeline with payment of additional fees, as may be applicable, from the date of receipt of the Order. Following that, the necessary steps shall be taken up by the Registrar of Companies.

(xiii) The Transferee Company is directed to lodge a copy of this Order and the approved Scheme and Schedule of Assets of the Transferor Company, duly authenticated by the Designated Registrar of this Tribunal respectively as the case may be, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty, if any, within 60 days from the date of receipt of the Order.

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

(xv) All the concerned Regulatory Authorities are to act in accordance with the order annexed with the Scheme duly authenticated by the Deputy Registrar of the Bench

14. Accordingly, the Company Petition bearing **CP (CAA) No. 31/Chd/Hry/2025** stands allowed and disposed of.

**Sd/-**

**Khetrabasi Biswal  
Member (Judicial)**

**Sd/-**

**Kaushlendra Kumar Singh  
Member (Technical)**

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