

IN THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH-I

C.P. (C.A.A)/259(MB) 2025

IN

C.A.(C.A.A)/122(MB) 2024

In the matter of Sections 230 to 232 of the Companies Act, 2013; and other applicable provisions of the Companies Act, 2013 and rules made thereunder;

AND

In the matter of

Scheme of Takeover of Shares held by Mr. Hemendra Aran in Aranca (Mumbai) Private Limited by Greenwood Research & Management Limited

Greenwood Research & Management Limited

having its registered office at C/o. Axis Global

Limited, 2nd Floor, The Axis, 26 Cybercity, Ebene,

72201, Mauritius.

..... Petitioner Company

Order Pronounced on 10.06.2026

Coram :

Shri Prabhat Kumar

Hon'ble Member (Technical)

Shri Sushil Mahadeorao Kochey

Hon'ble Member (Judicial)

Appearances :

For the Applicant(s) : Mr. Shyam Kapadia a/w Mr. Dhiraj Mhetre, Satyasrikant Vutha, Mr. Mr. Shreyas Lele and Ms. Vedika Dhandhanian i/by M/s. Khaitan Legal Associates

ORDER

1. The present Company Petition has been filed seeking sanction of the Scheme for takeover of the shares held by Mr. Hemendra Aran in Aranca (Mumbai) Private Limited (“Aranca”) by Greenwood Research & Management Limited (“Acquiring Shareholder”/“Petitioner”), under Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013 read with Rules 3(5) and 15(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, pursuant to and in furtherance of the Order passed by this Tribunal in C.A. (CAA) No. 122/MB/2024 (“the said Order”).
2. The Petitioner was formerly known as Greenwood Investment (Mauritius) Limited and subsequently changed its name to Greenwood Research & Management Limited with effect from 24.01.2025, as evidenced from the Additional Affidavit dated 20.02.2026 filed on record.
3. It has been submitted on behalf of the Petitioner that the proposed Scheme contemplates the takeover/acquisition of 21,355 equity shares constituting 0.551% of the total shareholding of Aranca, held by Mr. Hemendra Aran, under Sections 230 to 232 read with Section 234 and Section 230(11) of the Companies Act, 2013, read with Rule 3(5) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“the Scheme”). It is further submitted that this Tribunal, vide Order dated 03.09.2024 passed in the aforesaid proceedings, had dispensed with the requirement of convening meetings of the shareholders and creditors and had also accepted the valuation

of Aranca at Rs. 434/- per share, based on the Valuation Report dated 25.07.2024 issued by M/s. V. Mandhana & Co.

4. The Petitioner has further submitted that, pursuant to the aforesaid Order dated 03.09.2024, consideration towards acquisition of the aforesaid shareholding was paid to Mr. Hemendra Aran on 10.09.2024 at the rate of Rs. 434/- per share, aggregating to a total sum of Rs. 92,68,070/-.
5. It has also been stated that notices were duly issued by the Petitioner to the concerned statutory authorities in terms of the said Order, as well as to Mr. Hemendra Aran, the shareholders whose shares are also subject matter of take over in the present scheme.
6. The record further reflects that Mr. Hemendra Aran filed C.A. No. 247 of 2025 before this Tribunal on 01.08.2025, inter alia seeking a declaration that the Scheme approved pursuant to the Order dated 03.09.2024 was illegal on the ground that no prior notice had been served upon him before passing of the said Order. He had also sought restoration of his shareholding in Aranca to the position existing prior to the said Order dated 03.09.2024.
7. The Petitioner filed its Reply to the aforesaid Application and Mr. Hemendra Aran thereafter filed his Rejoinder thereto. Upon consideration of the record, it transpired that subsequent to the Order dated 03.09.2024, no second motion petition had been filed by the Petitioner seeking final sanction of the Scheme. Accordingly, this Tribunal, vide Order dated 14.11.2025, disposed of C.A. No. 247 of 2025 by observing that in the absence of a second motion petition, the Scheme had not attained final approval and, consequently, any action undertaken pursuant to the Order dated 03.09.2024 would be rendered non est. This Tribunal further directed Mr. Hemendra Aran to refund the consideration amount received towards the proposed share acquisition to the Petitioner. Liberty was also granted to the Petitioner to file appropriate proceedings seeking approval of the proposed Scheme consequent upon the Order dated 03.09.2024 passed by this Tribunal.
8. The relevant portion of the Order dated 14.11.2025 passed in C.A. No. 247 of 2025 is reproduced hereinbelow:

“In view of above, we do not find any merit in the above stated relief sought by the Applicant, as the Respondent Company was directed to serve to the Applicant for final hearing for approval of proposed scheme, which is yet to have approval of this tribunal in view of statutory provisions. Needless to say, Aranca (Mumbai) Private Limited/Respondent Company shall be at liberty to file appropriate petition for approval of proposed scheme consequent to the order dated 03.09.2024 passed by this Tribunal. Any action taken by Aranca (Mumbai) Private Limited, the Respondent Company and RoC pursuant to said order is nullity. The Applicant shall refund the money received from the Respondent Company.

In terms of above, COMP.APPL/ 247(MB) of 2025 is disposed of”

9. Pursuant to the liberty granted by this Tribunal vide Order dated 14.11.2025 passed in C.A. No. 247 of 2025, the Petitioner has filed the present second motion petition on 02.12.2025 seeking sanction of the Scheme.
10. It has been submitted that the Board of Directors of the Petitioner, at its meeting held on 27.05.2024, approved the Scheme for takeover/acquisition of the remaining shareholding of Mr. Hemendra Aran in Aranca, comprising 21,355 equity shares constituting 0.551% of the total paid-up share capital of Aranca.
11. The Appointed Date under the Scheme has been fixed as 27.05.2024, being the date on which the Board of Directors of the Petitioner approved the proposed Scheme for takeover of the shareholding held by Mr. Hemendra Aran in Aranca.
12. It is further observed that, apart from the Petitioner, four other shareholders of Aranca have also accorded their consent to the proposed Scheme. Consequently, the shareholders consenting to the Scheme collectively represent 99.33% of the total shareholding of Aranca.
13. The Petitioner has also placed on record an Additional Affidavit dated 17.02.2026 annexing thereto a fresh Valuation Report dated 06.11.2025, whereby the fair value of the equity shares of Aranca has been determined at Rs. 435/- per share as on 31.10.2025.

14. It is submitted that the Company Petition has been filed in consonance with the Order passed in the **C.A.(CAA)122/MB/2024** of the Tribunal on 22.01.2026 and the Applicant Company has complied with all the requirements of filing the affidavits and sending notices as per directions of the Tribunal.

15. The Background and the rationale for the Scheme of Arrangement of the Applicant Companies is as follows:

Aranca has suffered serious damage to its reputation and creditworthiness the trade on account of the conduct of Mr. Hemendra Aran. The takeover of shares as proposed in the present Scheme would be in the best interests of Aranca, which is of paramount importance

16. The consideration for the Scheme is as set out below:

Upon the Scheme becoming effective, in consideration of the takeover of shares of Mr. Hemendra Aran by the Petitioner, the Petitioner will make payment of an amount of Rs. 92,68,070/ to the Bank Account of Mr. Hemendra Aran available as per the records of Aranca, being the value for 21,355 shares at the value of Rs. 434 as per the report of the Registered Valuer dated July 25, 2024. Upon remittance of the amount, Aranca shall without any farther act or deed, issue and transfer the 21,355 shares from Mr. Hemendra Aran to the Petitioner.

17. The Applicants/Petitioner have placed on record, inter alia, the following documents in support of the present Petition:

- a) Copy of the Master Data of Aranca (Mumbai) Private Limited;
- b) Copy of the Memorandum and Articles of Association of Aranca (Mumbai) Private Limited;

c) Copies of the orders dated 08.07.2024, 12.07.2024, 02.08.2024, 13.08.2024, 21.08.2024 and 19.09.2024 passed by this Tribunal in C.A. (CAA) No. 122/MB/2024;

d) Copy of the Additional Affidavit dated 01.08.2024 and Further Affidavit dated 20.08.2024 filed on behalf of the Petitioner;

e) Copy of the Affidavit of Service dated 19.09.2024 along with the Additional Affidavit of Service dated 10.09.2024;

f) Copies of the remittance documents evidencing payment made by the Petitioner to Mr. Hemendra Aran towards consideration for acquisition of the subject shares;

g) Copy of the Order dated 14.11.2025 passed by this Tribunal in C.A. No. 247 of 2025; and

h) Affidavit dated 20.02.2026 filed on behalf of the Petitioner placing on record the change in the name of the Petitioner Company from Greenwood Investment (Mauritius) Limited to Greenwood Research & Management Limited.

18. By an Order dated 04.12.2025, the captioned Company Scheme Petition came to be admitted by this Tribunal and was thereafter fixed for final hearing and disposal on 16.01.2026. Vide the said Order, the Petitioner Company was directed to publish advertisements at least ten days prior to the date fixed for hearing in two newspapers, namely one English language newspaper and one vernacular language newspaper having circulation in the concerned area. The Petitioner Company was also directed to serve notices upon the concerned statutory and regulatory authorities, including:

a) The Central Government through the Regional Director;

b) The Registrar of Companies, Mumbai;

c) The jurisdictional Income Tax Authorities; and

d) Mr. Hemendra Aran,

informing them of the date fixed for final hearing of the Petition.

19. In compliance with the aforesaid directions, the Petitioner has submitted that notices were duly served upon the aforesaid authorities/entities by way of courier service as well as email. It has further been submitted that publication of the notice of hearing was effected on 01.01.2026 in the newspapers “Free Press Journal” (English Edition) and “Navshakti” (Marathi Edition). The Petitioner has also filed Affidavits of Service dated 13.01.2026 placing on record proof evidencing compliance with the directions contained in the Order dated 04.12.2025.

20. Pursuant thereto, representations/observations received from the statutory authorities as well as objections raised by Mr. Hemendra Aran were taken into consideration by this Tribunal. In this regard, the Registrar of Companies, Mumbai filed its Report bearing No. ROC(M)/781/Sec.230-232/2026 dated 03.02.2026 (“ROC Report”), and the Regional Director, Western Region, Ministry of Corporate Affairs filed its Report dated 05.02.2026 (“RD Report”), setting out their respective observations in relation to the captioned Scheme Petition for consideration of this Tribunal and for passing of such appropriate orders as may be deemed fit in the facts and circumstances of the case.

21. In response to the observations contained in the aforesaid Reports, the Petitioner Company has filed Affidavits dated 17.02.2026 and 20.02.2026, inter alia furnishing clarifications and undertakings in respect of the observations raised by the Registrar of Companies and the Regional Director. The undertakings furnished by the Petitioner are reproduced hereinbelow:

a) The Petitioner undertakes to comply with any directions issued by the Income Tax Department, GST Authorities, or any other statutory authority, as may be applicable;

b) The Petitioner further undertakes to comply with any directions that may be issued by any concerned statutory or regulatory authority, including the Reserve Bank of India; and

c) The Petitioner undertakes to make the requisite declaration to Aranca (Mumbai) Private Limited in respect of its increased shareholding in terms of Rule 3 of the Companies (Significant Beneficial Owners) Rules, 2018, and to take all necessary steps and make every endeavour to ensure that Aranca (Mumbai) Private Limited files the updated Form BEN-2 reflecting the revised shareholding pattern.

22. Upon consideration of the responses and undertakings furnished by the Petitioner, this Tribunal is satisfied that the Petitioner has adequately addressed and dealt with all the observations and remarks raised by the Registrar of Companies and the Regional Director in relation to the proposed Scheme. The clarifications furnished by the Petitioner sufficiently answer the queries and concerns raised by the said authorities.

23. It is further noted that Mr. Hemendra Aran has filed I.A. No. 27 of 2026 raising objections to the sanction of the proposed Scheme on various grounds. By way of the said Application, Mr. Hemendra Aran has, inter alia, prayed for the following reliefs:

a) That the present Company Petition being C.P. (CAA) No. 259/MB/2025 be dismissed in entirety as being non-maintainable, oppressive in nature, and constituting an abuse of the process of law;

b) In the alternative, that the Applicant/Objector be excluded from the applicability of the compulsory/forced transfer provisions contemplated under the proposed Scheme of Arrangement, thereby permitting him to continue as a shareholder of the Company; and

c) That the Petitioner be directed to forthwith comply with the Order dated 14.11.2025 passed by this Tribunal and restore status quo ante.

24. Mr. Hemendra Aran, the Applicant/Objector in I.A. No. 27 of 2026, has opposed the sanction of the present Scheme on various grounds. The principal objections raised by him are summarised as under:

i. It has been contended that Rule 3(5) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 mandates that the acquirer must hold not less than 75% of the shares of the company in order to invoke the provisions relating to takeover under Section 230(11) of the Companies Act, 2013. According to the Objector, although the Petitioner claims to hold 95.576%/97.962% shareholding in Aranca, the validity of such shareholding is itself under challenge in Company Appeal (AT) No. 120 of 2024 (“AT 120”), wherein the legality of the rights issues undertaken in April 2017 and November 2017 as well as the consequential forfeiture of shares has been questioned. It is the contention of the Objector that, in the event the appeal succeeds, the Petitioner’s shareholding would stand substantially reduced to approximately 20%, thereby disentitling it from invoking Section 230(11) of the Act. It is therefore argued that the present proceedings ought not to be proceeded with during the pendency of the said appeal.

ii. It has further been contended that if Company Appeal (AT) No. 120 of 2024 is decided against the Petitioner, the Petitioner would permanently lose the statutory eligibility required to pursue a compulsory acquisition under Section 230(11) of the Act. According to the Objector, sanctioning the Scheme at this stage would irreversibly extinguish the Objector’s alleged 39.2% shareholding at a valuation of Rs. 434/- per share, thereby causing irreparable prejudice.

iii. The Objector has also relied upon the Order dated 14.11.2025 passed by this Tribunal in C.A. No. 247 of 2025, whereby all actions undertaken pursuant to the ex parte First Motion Order dated 03.09.2024 were

declared to be non-est/nullities, and restoration of status quo ante as existing on 02.09.2024 was directed.

iv. It has additionally been argued that a compulsory acquisition under Section 230(11) of the Companies Act requires a fair, independent, contemporaneous, and duly served valuation report. According to the Objector, the valuation report relied upon by the Petitioner had been produced in the earlier first motion proceedings, which proceedings have already been declared a nullity by this Tribunal. It has further been contended that the valuation report is stale inasmuch as it is based on the financial position for FY 2023–2024 and predates the Order dated 14.11.2025. The Objector has therefore contended that no valid and current valuation exists for the purpose of the present second motion proceedings.

v. The Objector has further contended that Section 230(3) of the Companies Act mandates service of a complete notice package comprising the Scheme, valuation report, explanatory statement, and latest audited financial statements. It is alleged that no valuation report or updated financial statements for FY 2024–2025 were served upon the Objector and, therefore, the mandatory requirements of service contemplated under Section 230(3) and Section 230(4) of the Act have not been complied with. It is further contended that newspaper publication cannot substitute personal service of the complete set of documents upon the shareholder whose shares are proposed to be compulsorily acquired.

vi. The Objector has also alleged that the Scheme is not a bona fide corporate arrangement and that the same has been initiated during the pendency of Company Appeal (AT) No. 120 of 2024. It has further been contended that the amount of Rs. 92,68,070/- was unilaterally deposited into a dormant bank account despite the Objector's written objection dated 10.09.2024. According to the Objector, refund of the said amount has not

been possible on account of alleged non-cooperation by the Petitioner in furnishing requisite bank details and due to FEMA-related constraints.

vii. It has lastly been contended that the Register of Members presently does not reflect the Objector's shareholding on account of the actions undertaken pursuant to the Order dated 03.09.2024, which actions have already been declared void by this Tribunal. It is therefore argued that unless the alleged irregularities in the Register are first rectified, including adjudication of the pending proceedings under Section 59 of the Companies Act, no final order sanctioning the present Scheme ought to be passed.

25. On the aforesaid grounds, the Objector has contended that sanction of the present Scheme would result in irreversible and irreparable prejudice to him. According to the Objector, if the Scheme is sanctioned, his shareholding rights would stand permanently extinguished, his locus in Company Appeal (AT) No. 120 of 2024 would be adversely affected, and the Petitioner would unjustly derive benefit from actions which are alleged to be contrary to law and in disregard of the orders passed by this Tribunal. It is therefore prayed that the present Company Petition being C.P. (CAA) No. 259 of 2025 be dismissed in limine. In the alternative, it has been prayed that the proceedings in the present Petition be kept in abeyance until final adjudication of Company Appeal (AT) No. 120 of 2024 and that the Objector's shareholding be restored and protected in terms of the Order dated 14.11.2025 passed by this Tribunal.

26. The Objector has further contended that the Petitioner is attempting to indirectly secure reliefs from this Tribunal which are presently the subject matter of consideration before the Hon'ble National Company Law Appellate Tribunal in Company Appeal (AT) No. 120 of 2024 and connected interlocutory applications. According to the Objector, the issue concerning grant of stay and other interim directions is pending consideration before the Hon'ble Appellate Tribunal and is listed for hearing on 30.03.2026. It is therefore contended that any order sanctioning the Scheme at this stage would amount to pre-empting

the adjudication pending before the Hon'ble NCLAT and may result in creation of an irreversible fait accompli, thereby rendering the pending appeal and connected applications infructuous.

27. The original Petitioner in the Scheme proceedings, arrayed as Respondent No. 1 in I.A. No. 27 of 2026, has filed its Reply opposing the objections raised by Mr. Hemendra Aran. It has been contended that this Tribunal, vide Order dated 03.09.2024 passed in the first motion proceedings ("First Motion Order"), had allowed the first motion application after taking into consideration the material placed on record, including the allegations relating to the conduct and management of Respondent No. 2 Company. It has further been contended that this Tribunal had accepted the valuation of the shares of Respondent No. 2 Company at Rs. 434/- per share. According to Respondent No. 1, the Applicant/Objector did not challenge the First Motion Order before the appellate forum and is therefore deemed to have accepted the findings recorded therein.

28. Respondent No. 1 has further controverted the contentions raised in I.A. No. 27 of 2026 and, inter alia, submitted as follows:

a) It has been submitted that, pursuant to the directions contained in the First Motion Order, Respondent No. 1, through its Advocates, addressed an email dated 09.09.2024 at 11:34 p.m. to the Applicant/Objector enclosing a communication of even date informing him about the approval of the Scheme and the consequential steps undertaken pursuant thereto.

b) It has further been submitted that, on 10.09.2024, an amount of Rs. 92,68,070/-, being consideration calculated at the rate of Rs. 434/- per share, was remitted to the bank account of the Applicant/Objector in compliance with the First Motion Order, and that the same was intimated to him vide letter dated 11.09.2024. It has also been contended that despite the subsequent Order dated 14.11.2025 directing refund of the said amount, the Applicant/Objector has not returned the consideration amount received by him.

c) It has been further submitted that the Applicant/Objector had filed Company Application No. 247 of 2025 on 01.08.2025 seeking, inter alia, recall of the First Motion Order and restoration of his shareholding in Respondent No. 2 Company. According to Respondent No. 1, this Tribunal, vide Order dated 14.11.2025, did not find merit in the substantive reliefs sought in the said Application. It has been contended that the Tribunal had merely observed that the Scheme had not attained final approval since the second motion petition had not been filed and had accordingly granted liberty to the Petitioner to institute appropriate proceedings for sanction of the Scheme. It is further contended that this Tribunal had not adjudicated upon the legality or validity of the Scheme itself nor recorded any adverse findings against the Scheme.

d) Respondent No. 1 has further contended that, in terms of Section 230(11) of the Companies Act, 2013 read with Rule 3(5) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, a shareholder holding not less than 75% shareholding is entitled to initiate proceedings for takeover of shares held by minority shareholders. According to Respondent No. 1, even on the basis of the Applicant/Objector's own pleadings, he presently holds only 0.551% shareholding in Respondent No. 2 Company, whereas Respondent No. 1 holds 97.962% shareholding therein. It has also been stated that other shareholders collectively holding 1.368% shareholding have consented to the Scheme, thereby resulting in an aggregate consenting shareholding of 99.33%.

e) It has further been contended that the first motion and second motion proceedings form integral parts of the same composite scheme proceedings and are not independent or disconnected proceedings. Consequently, according to Respondent No. 1, the findings and directions issued by this Tribunal in the first motion proceedings continue to operate and are binding during adjudication of the second motion petition as well.

f) It has additionally been submitted that, in the First Motion Order dated 03.09.2024, this Tribunal had: (i) dispensed with the requirement of convening meetings of creditors; (ii) dispensed with the requirement of convening meetings of shareholders; (iii) accepted the valuation of Respondent No. 2 Company at Rs. 434/- per share; (iv) directed payment of consideration to the Applicant/Objector upon approval of the Scheme; and (v) directed issuance of notices to the concerned statutory authorities as well as the Applicant/Objector. It is the case of Respondent No. 1 that the aforesaid directions and dispensations were granted after detailed consideration and continue to remain valid and operative, particularly since the Applicant/Objector has not challenged the First Motion Order in appeal.

g) It has also been contended that the pending oppression and mismanagement appeal (“O&M Appeal”) has no bearing on the present second motion proceedings. According to Respondent No. 1, while the O&M proceedings pertain to allegations concerning oppression, mismanagement, and rights issues, the present proceedings merely concern exercise of statutory rights available to a majority shareholder under Section 230(11) of the Companies Act for acquisition of minority shareholding.

h) Respondent No. 1 has further submitted that even assuming, without admitting, that the O&M Appeal succeeds, the Applicant/Objector’s shareholding would increase only to approximately 6.061%, which would still be insufficient to affect the Petitioner’s eligibility to invoke Section 230(11) of the Companies Act, 2013.

i) It has also been submitted that Company Appeal (AT) No. 120 of 2024 has remained pending since 05.02.2024 and that the delay in disposal of the said appeal is attributable to repeated adjournments and applications

allegedly sought/filed by the Applicant/Objector himself before the Hon'ble NCLAT.

j) Lastly, Respondent No. 1 has contended that the conduct of the Applicant/Objector has caused serious prejudice to the affairs and functioning of Respondent No. 2 Company and, therefore, it is in the larger interest of the Company that the Applicant/Objector does not continue to remain associated with the management or decision-making process of the Company as a shareholder.

29. Respondent No. 1/Petitioner has further contended that the objections raised by the Applicant/Objector proceed on the assumption that the two rights issues undertaken by Respondent No. 2 Company, namely the rights issue conducted in March 2017 and the subsequent rights issue conducted in December 2017, were illegal and had the effect of diluting the Applicant/Objector's shareholding. In this regard, it has been submitted that the rights issue undertaken in March 2017 was conducted at a time when the Applicant/Objector himself was in control of and actively participating in the affairs and management of Respondent No. 2 Company. It has further been pointed out that even the share certificates issued in favour of Respondent No. 1 pursuant to the said rights issue bore the signatures of the Applicant/Objector. Respondent No. 1 has additionally submitted that the Applicant/Objector had never specifically challenged the March 2017 rights issue proceedings and that this aspect had also been noticed by this Tribunal while passing the order in Company Petition No. 755 of 2017 in the oppression and mismanagement proceedings ("O&M Dismissal Order"). According to Respondent No. 1, the said findings were never specifically assailed by the Applicant/Objector in the subsequent appeal proceedings. It is therefore contended that the Applicant/Objector is estopped from now questioning the validity of the March 2017 rights issue.

30. Insofar as the rights issue undertaken in December 2017 is concerned, Respondent No. 1 has submitted that the Applicant/Objector had sought interim

stay of the said rights issue at the time of institution of Company Petition No. 755 of 2017. However, this Tribunal, vide Order dated 10.01.2018, declined to grant interim relief after recording a prima facie finding that the said rights issue was undertaken bona fide and for legitimate business purposes, namely for arranging funds towards repayment of credit facilities availed by Respondent No. 2 Company from RBL Bank Limited and to avoid default under the said facilities. It has further been submitted that the aforesaid findings were subsequently affirmed by the Hon'ble National Company Law Appellate Tribunal vide Order dated 19.02.2018 passed in Company Appeal (AT) No. 10 of 2018 and that the said order was not carried further in challenge by the Applicant/Objector. Respondent No. 1 has therefore contended that the challenge to the December 2017 rights issue has attained finality and cannot now be reopened indirectly in the present proceedings.

31. On the basis of the aforesaid submissions, Respondent No. 1 has contended that the Applicant/Objector has no legal or factual basis to contend that his shareholding in Respondent No. 2 Company would stand enhanced to 39.2% in the event of success in the pending appellate proceedings. According to Respondent No. 1, such contention is speculative, misconceived, and devoid of merit. It has further been contended that even if the case put forth by the Applicant/Objector in the present Interlocutory Application is accepted at its highest, his shareholding would at best increase only to approximately 6%, which would still be insufficient to dilute or affect the overwhelming majority shareholding presently held by Respondent No. 1 in Respondent No. 2 Company.
32. At the outset, it is pertinent to clarify that this Tribunal has already passed an order adjudicating the grievance of the Objector in relation to right issue, and the order passed by this tribunal is now in challenge before the Hon'ble National Company Law Appellate Tribunal and are, therefore, sub judice before the appellate forum. The record further reflects that the aforesaid oppression and mismanagement appeal being Company Appeal (AT) No. 120 of 2024 has remained pending before the Hon'ble National Company Law Appellate

Tribunal since 05.02.2024. It is also noted that Respondent No. 1 had filed I.A. No. 1658 of 2026 and I.A. No. 2003 of 2026 in the said appellate proceedings. The Hon'ble NCLAT, while passing an Order dated 23.04.2026 in I.A. No. 3473 of 2025, I.A. Nos. 1183, 1184, 1658 and 2003 of 2026 in Company Appeal (AT) No. 120 of 2024, observed that there was no order of stay operating against the proceedings pending before this Tribunal. The aforesaid observation of the Hon'ble NCLAT clearly indicates that there exists no restraint upon this Tribunal from proceeding with and adjudicating the present Scheme Petition in accordance with law.

33. The relevant portion of the Order dated 23.04.2026 passed by the Hon'ble National Company Law Appellate Tribunal in the aforesaid proceedings is reproduced hereinbelow:

“It is to be noted there is no stay of the proceedings pending before the Ld. NCLT though IAs as well as appeal are still pending and would not come in the way of pending proceedings before the Ld. NCLT.”

34. It is further noted that the first motion application filed by Respondent No. 1 came to be allowed by this Tribunal vide Order dated 03.09.2024. This Tribunal, inter alia, dispensed with the requirement of convening meetings of the shareholders and creditors, and further directed Respondent No. 1 to issue notices to the Applicant/Objector as well as the concerned statutory and regulatory authorities in accordance with law.
35. The Applicant/Objector has sought to contend that the present second motion proceedings are required to be considered independently and de novo, without reference to the findings, dispensations, and directions contained in the First Motion Order dated 03.09.2024. However, this contention cannot be accepted in its entirety. It is well settled that the first motion and second motion stages under Sections 230 to 232 of the Companies Act, 2013 constitute integral and interconnected parts of the same composite judicial process undertaken for consideration and sanction of a scheme of arrangement or compromise. The two stages cannot be viewed in complete isolation from one another.

36. In the present case, this Tribunal, while passing the First Motion Order dated 03.09.2024, had granted various dispensations and issued certain directions after considering the material placed on record, including dispensation from convening meetings of shareholders and creditors. Such findings, directions, and dispensations continue to have operative effect during the pendency and adjudication of the present second motion proceedings, unless modified, stayed, or set aside by a competent appellate forum.
37. Though the Applicant/Objector sought to assail and invalidate the actions undertaken pursuant to the First Motion Order by filing C.A. No. 247 of 2025, this Tribunal, vide Order dated 14.11.2025, merely observed that the Scheme had not attained final sanction on account of non-filing of the second motion petition and accordingly granted liberty to Respondent No. 1 to institute appropriate proceedings for seeking final approval of the Scheme. It is pertinent to note that none of the substantive reliefs sought by the Applicant/Objector in C.A. No. 247 of 2025 came to be granted by this Tribunal.
38. It is further noted that the Applicant/Objector thereafter filed I.A. No. 243 of 2025 seeking clarification/modification of the aforesaid Order dated 14.11.2025. However, the said application also came to be rejected by this Tribunal vide Order dated 06.02.2026.
39. The Applicant/Objector has further contended that Respondent No. 1 failed to comply with the directions contained in the Order dated 04.12.2025 inasmuch as the valuation report was allegedly not disclosed or served upon him. However, upon perusal of the record, it is observed that the Valuation Report dated 25.07.2024 issued by M/s. V. Mandhana & Associates, which had also formed part of the first motion proceedings, was annexed to the present second motion petition and forms part of the compilation served upon the Applicant/Objector, appearing at Page 284 of Volume II of the Petition. The Objector had the opportunity to assail the valuation report determining the fair value of share at Rs. 434/- per share at the time of final hearing, as he was duly represented and advanced his arguments, which were mainly concerned to the apprehended prejudice to the appellate proceedings pending before Hon'ble

NCLAT in case this scheme is approved, as the implementation thereof would result into removal of name of the objector from the register of members of the petitioner company. The Objector has not pointed out any deficiency in the valuation report, and this Tribunal is bound to accept the said valuation report unless the said report is demonstrated to contain or based on fallacious assumptions or incorrect facts.

40. Furthermore, it is an admitted position that the Applicant/Objector has filed detailed objections to the proposed Scheme by way of I.A. No. 27 of 2026 and has been afforded adequate and repeated opportunities of hearing before this Tribunal. In such circumstances, this Tribunal is unable to accept the contention that there was any failure of principles of natural justice or that valid notice of the present proceedings was not served upon the Applicant/Objector. The objection raised on this ground is therefore liable to be rejected.
41. Respondent No. 1 has specifically contended that the pending oppression and mismanagement appeal concerns allegations relating to oppression, mismanagement, and the validity of the December 2017 rights issue, whereas the present second motion proceedings pertain to the exercise of a statutory right available to a majority shareholder under Section 230(11) of the Companies Act, 2013 for acquisition of the residual minority shareholding at a valuation accepted by this Tribunal. According to Respondent No. 1, the nature, scope, and reliefs involved in the two proceedings are distinct and independent of each other.
42. Respondent No. 1 has also placed reliance upon various orders passed by this Tribunal, including the Order dated 30.09.2022 passed in C.A. No. 231 of 2022, the Order dated 19.05.2023 passed in Contempt Petition No. 8 of 2022, and the Order dated 19.12.2023 passed in Company Petition No. 755 of 2017, to contend that adverse findings have previously been recorded against the Applicant/Objector in relation to the affairs and conduct concerning Respondent No. 2 Company. It has further been submitted that, except for the pending oppression and mismanagement appeal, the findings recorded in the aforesaid proceedings have attained finality.

43. It is further noted that, pursuant to the directions contained in the Order dated 04.12.2025, Respondent No. 1 duly carried out publication of notices, effected service upon the concerned parties and statutory authorities, and thereafter filed the requisite Affidavits of Service before this Tribunal. According to Respondent No. 1, all directions issued by this Tribunal in relation to the present second motion proceedings have accordingly been complied with.
44. It is an admitted position that the first motion application, being C.A. (CAA) No. 122 of 2024, came to be allowed by this Tribunal vide Order dated 03.09.2024. It is also a matter of record that certain consequential compliances were undertaken by the Petitioner pursuant to the said Order. Though such actions were subsequently held to be non-est/nullities by this Tribunal vide Order dated 14.11.2025 passed in C.A. No. 247 of 2025, the same was on account of the fact that no second motion petition seeking final sanction of the Scheme had been instituted at the relevant time. Nevertheless, the completion of the procedural compliances undertaken pursuant to the First Motion Order cannot be entirely disregarded. Subsequently, the Petitioner has instituted the present second motion petition being C.P. (CAA) No. 259 of 2025 seeking final sanction and approval of the Scheme in accordance with the provisions of the Companies Act, 2013 and the Rules framed thereunder.
45. Having considered the Scheme, the pleadings, the reports filed by the statutory authorities, the objections raised by the Applicant/Objector, and the responses thereto, we are of the considered view that the proposed Scheme deserves to be sanctioned under the applicable provisions of the Companies Act, 2013 read with Rule 17 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
46. It is noted that the earlier valuation accepted by this Tribunal under the First Motion Order was Rs. 434/- per share, pursuant to which an aggregate amount of Rs. 92,68,070/- had already been paid by the Petitioner to Mr. Hemendra Aran towards acquisition of his 21,355 shares. Subsequently, a fresh Valuation Report dated 06.11.2025 placed on record by the Petitioner determines the valuation at Rs. 435/- per share. Accordingly, the Petitioner is shall pay the

amount @ Rs. 435/- per share to the exiting shareholders in terms of takeover proposal contained in the scheme within a period of two weeks from the date of this Order.

47. In view of the foregoing discussion, and considering that all objections, observations, and concerns raised by the statutory authorities as well as the Applicant/Objector have been duly considered and dealt with, there remains no legal impediment to sanction of the Scheme.
48. We have carefully perused the Petition, the Scheme, the reports submitted by the concerned statutory/regulatory authorities, and the material available on record. Upon such consideration, the Scheme appears to be fair, reasonable, and in consonance with the provisions of the Companies Act, 2013 and the Rules framed thereunder. The Scheme is also not found to be contrary to public policy. Save and except the objections raised by the Applicant/Objector, no objections have been received from any creditor, shareholder, statutory authority, or any other stakeholder opposing sanction of the Scheme.
49. It is clarified that the Income Tax Authorities shall be at liberty to examine any issue relating to tax liability arising pursuant to the Scheme and to take such action as may be permissible in law against the Petitioner Company, Aranca (Mumbai) Private Limited, or their respective shareholders in accordance with the applicable provisions of the Income Tax Act and other fiscal statutes.
50. The Petitioner Company shall remain bound by and shall duly comply with all undertakings, assurances, and statements made by it in its affidavits, replies, and responses filed before this Tribunal, including those furnished in response to the observations of the Regional Director and the Registrar of Companies.
51. In view of the above, and considering that all requisite statutory compliances and procedural requirements have been duly fulfilled, the present Company Petition deserves to be allowed in terms of the prayer clauses contained therein.
52. It is clarified that the sanction of the present scheme shall not prejudice the right of the exiting shareholders in any existing proceedings pending before any tribunal or authority or any further proceedings arising or emanating from such

pending proceedings on the ground that such exiting shareholders cease to be members of the Petitioner Company.

53. The Petitioner Company is directed to file a certified copy of this Order along with the sanctioned Scheme with the concerned Registrar of Companies in e-Form INC-28 within a period of 30 days from the date of receipt of the certified copy of this Order.

54. The Petitioner Company shall also lodge a certified copy of this Order together with the sanctioned Scheme, duly authenticated by the Registrar/Deputy Registrar/Assistant Registrar of this Tribunal, with the concerned Superintendent of Stamps for adjudication of stamp duty, if any payable thereon, within a period of 60 working days from the date of receipt of the certified copy of this Order.

55. All concerned authorities shall act upon a copy of this Order along with the sanctioned Scheme duly authenticated by the Registrar/Deputy Registrar/Assistant Registrar of the National Company Law Tribunal, Mumbai Bench.

56. Accordingly, the following order is passed:

a) The Scheme proposed by the Petitioner for takeover/acquisition of 21,355 equity shares held by Mr. Hemendra Aran in Aranca (Mumbai) Private Limited @ Rs. 435/- per share is hereby sanctioned with the Appointed Date fixed as 27.05.2024;

b) A copy of this Order shall forthwith be forwarded to the Registrar of Companies, Mumbai for information and necessary action; and

c) All concerned shall act upon an authenticated copy of this Order along with the sanctioned Scheme issued by the Registry of the National Company Law Tribunal, Mumbai Bench.

57. In view of the findings and conclusions recorded hereinabove, I.A. No. 27 of 2026 does not merit consideration and is accordingly dismissed. Consequently, the said Interlocutory Application stands disposed of.
58. The present Company Petition being C.P. (CAA) No. 259/MB/2025 stands allowed and disposed of in the aforesaid terms.
59. Ordered accordingly.

Sd/-

Prabhat Kumar
Member (Technical)
Vijay Andhale

Sd/-

Sushil Mahadeorao Kochey
Member (Judicial)