

**IN THE NATIONAL COMPANY LAW TRIBUNAL**

**MUMBAI BENCH-I**

**C.P.(CAA)/38(MB)2026**

**In**

**C.A.(CAA)/17(MB)2026**

*In the matter of the Companies Act, 2013;*

*And*

*In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangement and Amalgamations) Rules, 2016;*

*And*

*In the matter of Scheme of Amalgamation of Epsilon Carbon Ashoka Private Limited (First Petitioner/ Transferor Company') and Epsilon Carbon Private Limited (Second Petitioner/ Transferee Company') and their respective shareholders and creditors (Scheme')*

**EPSILON CARBON ASHOKA PRIVATE LIMITED**

**CIN: U23209MH2021PTC355631**

..... First Petitioner Company/ Transferor Company

*And*

**EPSILON CARBON PRIVATE LIMITED**

**CIN: U24100MH2010PTC207156**

..... Second Petitioner Company/ Transferee Company

*And their respective shareholders and creditors.*

*[collectively referred to as the “Petitioner Companies”]*

**Order Pronounced on 22.06.2026**

**Coram :**

**Shri. Prabhat Kumar**

Hon’ble Member (Technical)

**Shri Sushil Mahadeorao Kochey**

Hon’ble Member (Judicial)

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**Appearances :**

For the Petitioner(s) : Adv. Ajit Singh Tawar

For the Regional Director : Mr. Gaurav Jaiswal, Company Prosecutor

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**ORDER**

1. The present petition seeks sanction of the Scheme of Amalgamation of *Epsilon Carbon Ashoka Private Limited (First Petitioner/ Transferor Company)* and *Epsilon Carbon Private Limited (Second Petitioner/ Transferee Company)* and their respective shareholders (“Scheme” or “this Scheme”) from this Tribunal under Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangement and Amalgamations) Rules, 2016 and other applicable regulations framed under the Company Law.
2. ***Epsilon Carbon Ashoka Private Limited***, the First Petitioner Company/ Transferor Company with CIN: U23209MH2021PTC355631 was incorporated on 22.02.2021 under the Companies Act, 2013 (18 of 2013), as a Private Limited Company under name and style of Epsilon Carbon Ashoka Private Limited having its registered office at Plot No 46, Upadrastha House Dr. V B Gandhi Marg, Kala Ghoda, Fort, Mumbai, Maharashtra, India, 400001. The Company is engaged in the business of manufacturers, processors, dealers, producers, formulators, acquirers, refiners, convertors, buyers, sellers, distillates, importers, exporters,

distributors in chemicals, heavy chemicals, chemical compounds, basic drugs, intermediates, laboratory, chemicals, scientific chemicals, industrial chemicals, organic and inorganic in all forms and all kinds (i.e. solid, liquid, gaseous) pharmaceuticals. essence, solvents, petrochemicals, Coal. Tar Pitch, Coal Tar Pitch & other Tar Distillates, Naphthalene, Light & Heavy Creosote Oil, Impregnating Pitch, Maleic Anhydride, MIBK, MEK, DEK, Phenol, Soda Ash, Triphenyl Phosphite, Acetone, Toluene, Fumaric Acid, Fumaric Acid, Base Oils, Carbon, Petroleum Coke, Industrial Chemicals, Carbon Additives, Boron Carbide, Ferro Manganese, Ferro Silicon, Carbon Products, Printing Ink, Resin, Synthetic Resins, Cosmetic, acids, dyes, paints and products of any nature used or capable of being used in the pharmaceuticals, textile industry, agriculture, Chemicals, glass and ceramic industries, tiles, poultry feeds, cattle feeds, rubber and paints, defense chemicals, fertilizers, pesticides and insecticides solvents of any mixture derivatives and compounds thereof. The Transferor Company is wholly owned subsidiary of Transferee Company.

3. ***Epsilon Carbon Private Limited***, the Second Petitioner Company / Transferee Company bearing the CIN: U24100MH2010PTC207156, was incorporated on 27.09.2010 as a private limited company under the provisions of the Companies Act, 1956 name and style of AVH Chemicals Private Limited under jurisdiction of Registrar of Companies, Maharashtra (Mumbai). Thereafter, on 17.06.2013 the name of the Transferee Company was changed from AVH Chemicals Private Limited to AVH Private Limited. Subsequently, on 20.10.2015 the name of the Transferee Company was changed from AVH Private Limited to Epsilon Carbon Private Limited, having its present registered office at Plot No 46, Upadrastha House Dr. V B Gandhi Marg, Kala Ghoda, Fort, Mumbai, Maharashtra, India, 400001. The company is engaged in the business of manufacturers, processors, dealers, producers, formulators, acquirers, refiners, convertors, buyers, sellers, distillates, importers, exporters, distributors in chemicals, heavy chemicals, chemical compounds, basic

drug, intermediates, laboratory, chemicals, scientific chemicals, industrial chemicals, organic and inorganic in all forms and all kinds (i.e. solid, liquid, gaseous) drugs medicines, pharmaceuticals, antibiotics, essence, solvents, petro-chemicals, Coal, Tar Pitch, Coal Tar Pitch & other Tar Distillates, Naphthalene, Light & Heavy Creosote Oil, Impregnating Pitch, Maleic Anhydride, MIBK, MEK, DEK, Phenol, Soda Ash, Triphenyl Phosphite, Acetone, Toluene, Fumaric Acid, Propylene Glycol, Base Oils, Carbon , Petroleum Coke, Industrial Chemicals, Carbon Additives, Boron Carbide, Ferro Manganese, Ferro Silicon, Carbon Products, Printing Ink, Resin, Synthetic Resins, Cosmetic, acids, dyes, paints and products of any nature used or capable of being used in the pharmaceuticals, textile industry, agriculture, chemicals, glass and ceramic industries, tiles, poultry feeds, cattle feeds, rubber and paints, defence chemicals, fertilizers, pesticides and insecticides solvents of any mixtures derivatives and compounds thereof.

4. The Board of Directors of the First and Second Petitioner Companies, being the Transferor and Transferee Companies respectively, have approved the proposed Scheme of Amalgamation in their respective Board Meetings held on **14.11.2025**. The Appointed Date fixed under the Scheme is **01.04.2026**.
5. It is submitted that the present Company Petition has been filed in consonance with the Order dated 10.03.2026 passed by this Tribunal in **C.A. (CAA) No. 17/MB/2026**. The Petitioner Companies have complied with the directions contained in the said Order, including issuance of notices to the concerned statutory authorities, publication of advertisements as directed, filing of the Affidavit of Service and furnishing of the additional information as directed by this Tribunal. The reports/representations, if any, received from the statutory authorities have been placed on record and dealt with hereinafter.
6. The Rationale for the Scheme of Amalgamation of the Petitioner Companies is as follows:

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- i. *The Transferor Company is a wholly owned subsidiary of Transferee Company. Also, both the Companies are engaged in the similar line of business, hence, after amalgamation of both the companies into a single entity, the management would be able to effectively manage the Transferor Company and Transferee Company as a single entity, which will provide several benefits including streamlined group structure by reducing the number of legal entities engaged in similar nature of business, reducing the multiplicity of legal and regulatory compliances, rationalizing cost etc. The Amalgamation will contribute in furthering and fulfilling the objectives and business strategies of both the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this Amalgamation would bring concentrated management focus, integration. streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Company and Transferee Company.*
- ii. *Further, the independent operations of the Transferor Company and Transferee Company leads to incurrence of significant costs, duplication of administrative & establishment costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving and better financial management of resources. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations*

would be substantially cost efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company.

- iii. *The Amalgamation of Transferor Company and Transferee Company will create synergy benefits for the stakeholders of both the Companies, and it shall optimize the valuation of the consolidated Transferee Company. The amalgamation would also increase operational efficiency and integrate business functions.*
- iv. *The proposed Amalgamation will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues and service range*
- v. *The other benefits the proposed amalgamation include:*
  - a. *Optimum and efficient utilization of financial resources and rationalization of capital, resources, assets and facilities;*
  - b. *Enhancement of competitive strengths including financial resources;*
  - c. *Obtaining synergy benefits;*
  - d. *Better management and focus on growing the businesses due to reduction of managerial overlaps which are necessarily involved in running multiple entities;*
  - e. *Reduction of overheads, administrative, managerial and other expenditure;*
  - f. *Simplification of corporate structure, by way of reducing the number of entities in the group;*

7. The following documents have been placed on record by the Petitioner Companies and have been perused by this Tribunal:
- a. *Certificate of Incorporation, MOA & AOA of the Petitioner Companies.*
  - b. *Audited Financial Statements of Petitioner Companies for the year ended 31.03.2025.*
  - c. *Unaudited Financial Statements of Account as on 30.09.2025 of the Petitioner Companies.*
  - d. *Board resolutions of Petitioner Companies approving the Scheme dated 14.11.2025.*
  - e. *Copy of Scheme of Amalgamation*
  - f. *Certificates from statutory auditors confirming compliance with Accounting Standards under Section 133 of the Act of the Companies Act, 2013.*
  - g. *Order dated 10.03.2026 passed by Hon'ble Tribunal.*
  - h. *Copy of an Affidavit proving service upon the statutory authorities and upon the Unsecured Creditors of the Second Petitioner Company having outstanding balance of ₹5,00,000/- and above.*
  - i. *Copy of joint advertisement in newspaper by the Petitioner Companies as directed by NCLT in Business Standard in English and in Loksatta in Marathi.*
8. Learned Counsel for the Petitioner Companies submits that, by Order dated 10.03.2026 passed in C.A.(CAA)No.17/MB/2026, this Tribunal dispensed with the requirement of convening and holding the meetings of the Equity Shareholders and Secured Creditors of both the Petitioner Companies and

the meeting of the Unsecured Creditors of the First Petitioner Company in view of the consent affidavits been placed on record.

9. Learned Counsel further submits that, in respect of the Second Petitioner Company, this Tribunal, by Order dated 10.03.2026 passed in C.A. (CAA) No. 17/MB/2026, while dispensing with the meeting of its Unsecured Creditors, directed the Second Petitioner Company to serve notices together with a copy of the Scheme upon all Unsecured Creditors having an outstanding balance of ₹ 5,00,000/- (Rupees Five Lakhs only) or more, inviting their representations, if any, within the time stipulated therein. It is submitted that the said directions have been duly complied with and an affidavit evidencing such service upon the concerned Unsecured Creditors has been placed on record.
10. A certificate dated 25.10.2025 issued by Shah Gupta & Co, Chartered Accountants, the Statutory Auditor of the Petitioner Companies stating that the accounting treatment proposed in the scheme of Amalgamation is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013 was placed on record along with the Company Application.
11. The consideration for the proposed scheme of Amalgamation is as follows:
  - 13.1 *Upon the Scheme coming into effect, all equity shares of the Transferor Company held by the Transferee Company (either directly or through nominees) shall be stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment to be made in cash whatsoever by the Transferee Company in lieu of shares of the Transferor Company as the Transferor Company is wholly owned subsidiary of the Transferee Company.*
  - 13.2 *Upon coming into effect of this Scheme, the shares or the share certificates of the Transferor Company in relation to the shares held by the Transferee Company, as the case may be shall, without any further application, act, instrument or deed, be deemed to have*

*been automatically cancelled and be of no effect without any necessity of them being surrendered."*

12. The Registrar of Companies, Maharashtra, Mumbai submitted its Report dated 30.04.2026 to the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai, setting out certain observations on the proposed Scheme. The said Report has been considered by the Regional Director while filing his Affidavit before this Tribunal.
13. The Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai has filed his Affidavit dated 07.05.2026 setting out certain observations on the proposed Scheme. The observations, inter alia, relate to:
  - (i) compliance with Section 232(3)(i) of the Companies Act, 2013 in relation to authorised share capital and payment of fees, if any;
  - (ii) protection of the interests of creditors and employees;
  - (iii) compliance with the applicable Accounting Standards;
  - (iv) filing of an affidavit confirming that the Scheme annexed to the Company Application and the Company Petition is identical and that no modification has been made thereto;
  - (v) compliance with the requirements of Section 230(5) of the Companies Act, 2013 and service of notices upon the concerned statutory and regulatory authorities;
  - (vi) compliance with the directions of the Income Tax Department, GST Authorities and other statutory authorities, if any;
  - (vii) clarification regarding the Appointed Date and Effective Date in accordance with the applicable provisions and MCA Circulars; and
  - (viii) compliance with the provisions relating to Significant Beneficial Ownership by filing Form BEN-2.
14. The Petitioners have filed an Affidavit in Reply dated 02.06.2026 dealing with each of the observations made by the Regional Director. The Petitioners have clarified that there are no pending inquiries, inspections,

investigations, prosecutions or complaints against the Petitioner Companies, have undertaken to comply with the provisions of Section 232(3)(i) of the Companies Act, 2013, applicable Accounting Standards, the directions of the Income Tax Department, GST Authorities and other statutory authorities, if any, and have further undertaken to protect the interests of the creditors and employees. The Petitioners have also affirmed that the Scheme annexed to the Company Application and the Company Petition is one and the same, that the Appointed Date is in conformity with the applicable MCA Circulars, and that the requisite compliance relating to Significant Beneficial Ownership has been effected.

15. Having considered the Affidavit of the Regional Director and the Affidavit in Reply filed by the Petitioners, and the undertakings furnished therein, this Tribunal is satisfied that the observations of the Regional Director stand duly explained and addressed. The undertakings given by the Petitioners are accepted and shall remain binding upon them.
16. The Official Liquidator attached to the Hon'ble High Court of Judicature at Bombay has filed his Report pursuant to the order dated 10.03.2026 passed by this Tribunal. The Official Liquidator, upon examination of the records and documents furnished by the First Petitioner Company, has reported that the affairs of the First Petitioner Company have not been conducted in a manner prejudicial to the interests of its members, creditors or public interest. The Report of the Official Liquidator is taken on record.
17. We have perused the submissions made by the Petitioner Companies and the report submitted by the RD, OL as well as Registrar of Companies. The undertakings furnished by the Petitioners shall remain binding upon them.
18. From the material on record, the Scheme appears to be fair and reasonable and is not in violation of any provisions of law and is not contrary to public policy considering that no objection has so far been received from any authority or creditors or members or any other stakeholders.
19. The Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this scheme and in case it is found that the scheme

ultimately results in tax avoidance under the provisions of Income Tax Act, it shall be open to the Income tax authorities to take such action as may be permissible in law.

20. Since all the requisite statutory compliances have been fulfilled, Company Petition bearing **C.P.(CAA)/38(MB)2026** is made absolute.
21. Needless to say, all liabilities accruing in the transferor company(s) shall be transferred to the Transferee Company, however, the liabilities in respect of offences committed under this act by the officers in default, of the transferor company prior to its merger, amalgamation or acquisition shall continue after such merger, amalgamation or acquisition as provided in Section 240 of the Companies Act, 2013.
22. The Petitioner Companies are directed to file a certified copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, in e-Form INC-28 within 30 days from the date of receipt of this order, duly certified by the Registrar, as the case may be, of this Tribunal.
23. The Petitioner Companies to lodge a certified copy of this order and the Scheme duly authenticated by the Designated Registrar, as the case may be, of this Tribunal, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 working days from the date of receipt of the certified copy of this order.
24. All Authorities concerned to act on a copy of this Order along with Scheme duly authenticated by the Registrar, National Company Law Tribunal, Mumbai. Ordered accordingly.
25. The present Company Petition i.e., **C.P.(CAA)/38(MB)2026 IN C.A.(CAA)/17(MB)2026** is **allowed** and **disposed of**, accordingly.

**Sd/-**

**Prabhat Kumar**  
Member (Technical)

*Akanksha S*

**Sd/-**

**Sushil Mahadeorao Kochey**  
Member (Judicial)