

IN THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH-I

C.P.(CAA)/43(MB)2026

In

C.A.(CAA)/6(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 Aachman Consultancy Private Limited, (“Transferor Company No.1”) and Aashirya Multiventures Private Limited (“Transferor Company No. 2”) And Abhirati Trading Private Limited (“Transferor Company No. 3”) and Brv Biotech Private Limited (“Transferor Company No. 4”) and Brv Infraprojects Private Limited (“Transferor Company No. 5”) And Calmative Trading Private Limited (“Transferor Company No. 6”) and Hetanshi Properties Private Limited (“Transferor Company No. 7”) and Jeshtha Properties Private Limited (“Transferor Company No. 8”) and Kautik Properties Private Limited (“Transferor Company No. 9”) and Mahavishal Printing Solutions Private Limited (“Transferor Company No. 10”) and Montecino Trading Private Limited (“Transferor Company No. 11”) and Newtree Trading Company Private Limited (“Transferor Company No. 12”) and Odathi Trading Private Limited (“Transferor Company No. 13”) and Prahalad Trading Private Limited (“Transferor Company No. 14”) and Rvb Energy Private Limited (“Transferor Company No. 15”) and Sameena Multitrade Private

Limited (“Transferor Company No. 16”) and Southernedge Multiventures Private Limited (“Transferor Company No. 17”) and Tenacity Technology Private Limited (“Transferor Company No. 18”) and Vritika Trading Private Limited (“Transferor Company No. 19”) with Edoc Vision Infotech Private Limited (“Transferee Company”) and their respective shareholders (“Scheme” or “this Scheme”)

AACHMAN CONSULTANCY PRIVATE LIMITED

CIN: U74120MH2011PTC214991

..... First Petitioner Company/ Transferor Company No. 1

And

AASHIRYA MULTIVENTURES PRIVATE LIMITED

CIN: U74999MH2017PTC293629

..... Second Petitioner Company/ Transferor Company No. 2

And

ABHIRATI TRADING PRIVATE LIMITED

CIN: U51109MH2009PTC196803

.....Third Petitioner Company/ Transferor Company No. 3

And

BRV BIOTECH PRIVATE LIMITED

CIN: U51109MH2009PTC196803

.....Fourth Petitioner Company/ Transferor Company No. 4

And

BRV INFRAPROJECTS PRIVATE LIMITED

CIN: U01403MH2008PTC178556

.....Fifth Petitioner Company/ Transferor Company No. 5

And

CALMATIVE TRADING PRIVATE LIMITED

CIN: U74999MH2017PTC298952

.....Sixth Petitioner Company/ Transferor Company No. 6

And

HETANSHI PROPERTIES PRIVATE LIMITED

CIN: U45400MH2013PTC243014

.....Seventh Petitioner Company/ Transferor Company No. 7

And

JESHTHA PROPERTIES PRIVATE LIMITED

CIN: U45400MH2013PTC240848

.....Eighth Petitioner Company/ Transferor Company No. 8

And

KAUTIK PROPERTIES PRIVATE LIMITED

CIN: U45203MH2012PTC227533

.....Ninth Petitioner Company/ Transferor Company No. 9

And

MAHAVISHAL PRINTING SOLUTIONS PRIVATE LIMITED

CIN: U74999MH2006PTC164382

.....Tenth Petitioner Company/ Transferor Company No. 10

And

MONTECINO TRADING PRIVATE LIMITED

CIN: U52609MH2017PTC292737

.....Eleventh Petitioner Company/ Transferor Company No. 11

And

NEWTREE TRADING COMPANY PRIVATE LIMITED

CIN: U51909MH2005PTC154105

.....Twelfth Petitioner Company/ Transferor Company No. 12

And

ODATHI TRADING PRIVATE LIMITED

CIN: U51101MH2011PTC222482

.....Thirteenth Petitioner Company/ Transferor Company No. 13

And

PRAHALAD TRADING PRIVATE LIMITED

CIN: U51109MH2013PTC241817

.....Fourteenth Petitioner Company/ Transferor Company No. 14

And

RVB ENERGY PRIVATE LIMITED

CIN: U40300MH2009PTC197928

.....Fifteenth Petitioner Company/ Transferor Company No. 15

And

SAMEENA MULTITRADE PRIVATE LIMITED

CIN: U51101MH2011PTC220583

.....Sixteenth Petitioner Company/ Transferor Company No. 16

And

SOUTHERNEDGE MULTIVENTURES PRIVATE LIMITED

CIN: U52605MH2018PTC307593

.....Seventeenth Petitioner Company/ Transferor Company No. 17

And

TENACITY TECHNOLOGY PRIVATE LIMITED

CIN: U72100MH2000PTC125725

.....Eighteenth Petitioner Company/ Transferor Company No. 18

And

VRITIKA TRADING PRIVATE LIMITED

CIN: U74999MH2017PTC299338

.....Nineteenth Petitioner Company/ Transferor Company No. 19

And

EDOC VISION INFOTECH PRIVATE LIMITED

CIN: U72200MH2008PTC183113

.....Twentieth Petitioner Company/ Transferee Company

And their respective shareholders and creditors.

[collectively referred to as the “Petitioner Companies”]

Order Pronounced on 12.06.2026

Coram:

Shri Prabhat Kumar

Hon'ble Member (Technical)

Shri Sushil Mahadeorao Kochey

Hon'ble Member (Judicial)

Appearances:

For the Petitioner Companies: Adv. Chandrakant R. Mhadeshwar

ORDER

1. The present petition seeks sanction of the Scheme of Amalgamation of *Aachman Consultancy Private Limited*, (“Transferor Company No.1”) and *Aashirya Multiventures Private Limited* (“Transferor Company No. 2”) And *Abhirati Trading Private Limited* (“Transferor Company No. 3”) and *Brv Biotech Private Limited* (“Transferor Company No. 4”) and *Brv Infraprojects Private Limited* (“Transferor Company No. 5”) And *Calmative Trading Private Limited* (“Transferor Company No. 6”) and *Hetanshi Properties Private Limited* (“Transferor Company No. 7”) and *Jeshtha Properties Private Limited* (“Transferor Company No. 8”) and *Kautik Properties Private Limited* (“Transferor Company No. 9”) and *Mahavishal Printing Solutions Private Limited* (“Transferor Company No. 10”) and *Montecino Trading Private Limited* (“Transferor Company No. 11”) and *Newtree Trading Company Private Limited* (“Transferor Company No. 12”) and *Odathi Trading Private Limited* (“Transferor Company No. 13”) and *Prahalad Trading Private Limited* (“Transferor Company No. 14”) and *Rvb Energy Private Limited* (“Transferor Company No. 15”) and *Sameena Multitrade Private Limited* (“Transferor Company No. 16”) and *Southernedge Multiventures Private Limited* (“Transferor Company No. 17”) and *Tenacity Technology Private Limited* (“Transferor Company No. 18”) and *Vritika Trading Private Limited* (“Transferor Company No. 19”) with *Edoc Vision Infotech Private Limited* (“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. ***Aachman Consultancy Private Limited***, the First Petitioner Company/ Transferor Company No. 1 with CIN: U74120MH2011PTC214991 was incorporated on 18.03.2011 having its registered office at. 12-A-406, Abhilasha CHS Ltd, Chandivali Farm Road, MHADA Colony, Chandivali, Powai, Mumbai -400 072. The Company is engaged in the business of trading and Financial and Technical Consultancy and Advisory services.
3. ***Aashirya Multiventures Private Limited***, the Second Petitioner Company/ Transferor Company No. 2 bearing the CIN: U74999MH2017PTC293629, was incorporated on 10.04.2017 as a private limited company under the erstwhile provisions of the Companies Act, 1956 on 30th June 1980 and became a public limited company on 4th May 1981, having its registered office at Room No. 9, Qadri Manzil, Marol Village, Marol Bazar, Mumbai -400059. The company is engaged in the business of trading and sale and purchase of any pharmaceutical, medicinal, industrial and other preparations and securities.
4. ***Abhirati Trading Private Limited***, the Third Petitioner Company/ Transferor Company No. 3 bearing the CIN: U51109MH2009PTC196803, was incorporated on 03.11.2009 having its registered office at Room No.3, IST Floor, Qadri Manzil, Marol, Nr. St. Lawrence School, Andheri (East), Mumbai – 400 059. The company is engaged in the business of distributors, merchant and trading in securities.
5. ***Brv Biotech Private Limited*** the Fourth Petitioner Company/ Transferor Company No. 4 bearing the CIN: U01403MH2008PTC178557, was

incorporated on 06.02.2008 having its registered office at R.No.9, 1st Floor, Qadri Manzil, Marol Village, Nr. St. Lawrence School, Andheri East, Mumbai – 400 059. The company is engaged in the business of farming, trading in preserved canned products.

6. ***Brv Infraprojects Private Limited*** the Fifth Petitioner Company/ Transferor Company No. 5 bearing the CIN: U01403MH2008PTC178556, was incorporated on 06.02.2008 having its registered office at Room No. 9, 1st Floor, Qadri Manzil, Marol Village, Nr. St. Lawrence School, Andheri East, Mumbai – 400 059. The company is engaged in the business of developing, maintaining and operating infra projects.
7. ***Calmative Trading Private Limited*** the Sixth Petitioner Company/ Transferor Company No. 6 bearing the CIN: U74999MH2017PTC298952, was incorporated on 23.08.2017 having its registered office at Room No.509, B-Wing, Saugbaug Sneh Sagar CHS, AK Road, Andheri (E), Marol, Marol Naka, Mumbai, Andheri (E), Mumbai – 400059. The company is engaged in the business of buying, selling, reselling, supplying all types of goods and trading in share and securities.
8. ***Hetanshi Properties Private Limited*** the Seventh Petitioner Company/ Transferor Company No. 7 bearing the CIN: U45400MH2013PTC243014, was incorporated on 06.05.2013 having its registered office at Room No.3, 1st Floor, Qadri Manzil, Marol Village, Nr. St. Lawrence School, Andheri East, Mumbai – 400 059. The company is engaged in the business of acquire, purchase, sell, lease, land and building and also engaged in the trading of share and securities.
9. ***Jeshtha Properties Private Limited*** the Eighth Petitioner Company/ Transferor Company No. 8 bearing the CIN: U45400MH2013PTC240848, was incorporated on 02.03.2013 having its registered office at Room No.3,

1st Floor, Qadri Manzil, Marol Village, Nr. St. Lawrence School, Andheri East, Mumbai – 400 059. The company is engaged in the business of acquiring, purchasing, selling, leasing, land and building and also engaged in the trading of share and securities.

10. ***Kautik Properties Private Limited*** the Ninth Petitioner Company/ Transferor Company No. 9 bearing the CIN: U45203MH2012PTC227533, was incorporated on 01.03.2012 having its registered office at Room No.3, 1st Floor, Qadri Manzil, Marol Village, Nr. St. Lawrence School, Andheri East, Mumbai – 400 059. The company is engaged in the business of construction, developers, interior decorator, contractor, and all type of construction and development work.
11. ***Mahavishal Printing Solutions Private Limited*** the Tenth Petitioner Company/ Transferor Company No. 10 bearing the CIN: U74999MH2006PTC164382 was incorporated on 06.09.2006 having its registered office at D/1/2/702, Yamuna Nagar welfare CHS LTD, New Link Road, Azad Nagar, Mumbai – 400053. The company is engaged in the business of distributors, purchase or sell and to deal in any manner in ad films and also engaged in the business of trading.
12. ***Montecino Trading Private Limited***, the Eleventh Petitioner Company/ Transferor Company No. 11 bearing the CIN: U52609MH2017PTC292737 was incorporated on 21.03.2017 having 12-A-406, Abhilasha CHS Ltd, Chandivali Farm Road, MHADA Colony, Chandivali, Powai, Mumbai -400 072. The company is engaged in the business of buying, selling, reselling, importing, exporting all type of goods in retail and wholesale and also engaged in the business of trading of various goods.

13. ***Newtree Trading Company Private Limited*** the Twelfth Petitioner Company/ Transferor Company No. 12 bearing the CIN: U51909MH2005PTC154105 was incorporated on 21.06.2005 having registered office at Room No.9, Qadri Manzil, Marol Village, Marol Bazar, Mumbai – 400 059. The company is engaged in the business of trader, distributors, stockiest and trading of shares and securities and various goods.
14. ***Odathi Trading Private Limited*** the Thirteenth Petitioner Company/ Transferor Company No. 13 bearing the CIN: U51101MH2011PTC222482 was incorporated on 28.09.2011 having registered office at Mastermind IV Office No. 21 B, F Bldg, Unit No. 2 Royal Palms Park Plaza, Aarey Colony, Goregaon (E), Mumbai -400065 Mumbai. The company is engaged in the business of purchase, sell, distributors, trader in commodities and goods.
15. ***Prahalad Trading Private Limited*** the Fourteenth Petitioner Company/ Transferor Company No. 14 bearing the CIN: U51109MH2013PTC241817 was incorporated on 09.04.2013 having registered office at Mastermind IV Office No. 21 B, F Bldg, Unit No. 2 Royal Palms Park Plaza, Aarey Colony, Goregaon (E), Mumbai -400065 Mumbai. The company is engaged in the business of purchase, sell, distributors, trader in commodities and goods.
16. ***Rvb Energy Private Limited*** the Fifteenth Petitioner Company/ Transferor Company No. 15 bearing the CIN: U40300MH2009PTC197928 was incorporated on 17.02.2009 having registered office at Room No.9, Qadri Manzil, Marol Village, Nr. St. Lawrence School, Andheri East, Mumbai – 400 059. The company is engaged in the business of generate, develop, accumulate, distribute, buy, sell, transmit or otherwise deal in all forms of

energy and to promote and develop any power project, generation, transmission.

17. ***Sameena Multitrade Private Limited*** the Sixteenth Petitioner Company/ Transferor Company No. 16 bearing the CIN: U51101MH2011PTC220583 was incorporated on 05.08.2011 having registered office at 12-A-406, Abhilasha CHS Ltd, Chandivali Farm Road, Chandivali, Powai, Mumbai – 400072. The company is engaged in the business of purchase, sell, distributors, trader in commodities and goods.
18. ***Southernedge Multiventures Private Limited*** the Seventeenth Petitioner Company/ Transferor Company No. 17 bearing the CIN: U52605MH2018PTC307593 was incorporated on 05.04.2018 having its registered office at 509, Sagbaug Sneh Sagar CHS, AK Road, Marol, Andheri, Marol Naka, Mumbai- 400059. The Company is engaged in the business of trading, processing, marketing of FMCG Goods, Industrial Goods, Consumer Good and any other commodities.
19. ***Tenacity Technology Private Limited*** the Eighteenth Petitioner Company/ Transferor Company No.18 bearing the CIN: U72100MH2000PTC125725 was incorporated on 10.04.2000 having its registered office at R. No. 509, B-Wing, Sagbaug Sneh Sagar CHS, AK Road, Marol, Andheri [E], Marol Naka, Mumbai- 400059. The Company is engaged in the business of trading, buying, selling, installing, manufacturing all types of computers, Network products and commodities.
20. ***Vritika Trading Private Limited*** the Nineteenth Petitioner Company/ Transferor Company No. 19 bearing the CIN: U74999MH2017PTC299338 was incorporated on 04.09.2017 having its registered office at Room No. 9, Qadri manzil, Marol Village, Andheri East, Marol Bazar, Mumbai- 400059. The Company is engaged in the

business of trading, buying, selling, transporting, storing, supplying various products including commodities as on wholesale basis.

21. *Edoc Vision Infotech Private Limited* the Twentieth Petitioner Company/ Transferee Company, bearing the CIN: U72200MH2008PTC183113 was incorporated on 03.06.2008 having its registered office at B-21., B Mastermind, SN 169(P) Royal Palms Estate, Aarey Colony, Mumbai City, Goregaon East, Maharashtra, India,400065. The Company is engaged in the business of Document & Customer Communication, Management consultancy and trading of IT and ITes products.
22. The Board of Directors of the First, Second, Third, Fourth, Fifth, Sixth, Ninth, Tenth, Eleventh, Twelfth, Fifteenth, Sixteenth and Eighteenth Petitioner Companies in their respective Board Meeting held on **03.11.2025**, have approved the proposed Scheme of Amalgamation and the Board of Directors of the Seventh, Eighth, Thirteenth, Fourteenth and Seventeenth and Twentieth Petitioner Companies in their respective Board Meeting held on **04.11.2025**, have approved the proposed Scheme of Amalgamation. The Board of Directors of Nineteenth Petitioner Company in its respective Board Meeting held on **05.11.2025**, has approved the proposed Scheme of Amalgamation.
23. The Appointed Date fixed under the Scheme is **01.04.2025**.
24. It is submitted that the present Company Petition has been filed in consonance with the Order dated 05.03.2026 passed by this Tribunal in **C.A. (CAA) No. 6/MB/2026**. The Petitioner Companies have complied with the directions contained therein, 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

received from the statutory authorities have been placed on record and dealt with hereinafter.

25. The Rationale for the Scheme of Amalgamation of the Petitioner Companies is as follows:

- a. *All the Companies are under same Management and it would be advantageous to combine the activities and operations in a single Company. The amalgamation would provide synergistic linkages besides economies in costs by combining the total business functions and the related activities and operations and thus contribute to the profitability of the amalgamated Company.*
- b. *The proposed Scheme will contribute in furthering and fulfilling the objects of the companies concerned and enabling the optimum growth and of the companies concerned and enabling the optimum growth and development of their combined business.*
- c. *It is considered desirable and expedient to reorganise and amalgamate the business of all the companies so as to have a stronger asset base and skills to business of all the companies so as to have a stronger asset base and skills to conduct the business in the emerging environment and to rationalise the costs business.*
- d. *The proposed scheme will result in reduction in overheads and other expenses, reduction in administrative and procedural work, eliminate duplication of work, better and more productive utilization of various resources and will enable the undertakings concerned to effect internal economies and optimize productivity.*

26. The Petitioners have submitted the following documents and this Tribunal has perused them:

- a. *Certificate of Incorporation, MOA & AOA of the Petitioner Companies;*

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- b. *Audited Financial Statements of Petitioner Companies for the year ended 31.03.2025;*
- c. *Board resolutions approving the Scheme dated 03.11.2025, 04.11.2025 & 05.11.2025;*
- d. *Certificate issued by the Chartered Accountant of the Transferee Company to the effect that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013;*
- e. *Copy of an Affidavit of proving service to concerned statutory authorities;*
- f. *Copy of the valuation report dated 21.11.2025 for share exchange ratio.*

27. Learned Counsel for the Petitioner Companies submits that all the Petitioner Companies have 2 Equity Shareholders each and consent affidavits representing 100% in value of the Equity Shareholders have been placed on record. It is further submitted that there are no Secured Creditors in any of the Petitioner Companies. The Unsecured Creditors of the respective Petitioner Companies have also furnished consent affidavits representing the requisite majority. Accordingly, by order dated 05.03.2026 passed in C.A. (CAA) No.6/MB/2026, this Tribunal dispensed with the requirement of convening and holding meetings of the Equity Shareholders and Unsecured Creditors of the Petitioner Companies.

28. Capital and Increase/ Reduction of Capital:

(A) The Authorised share capital of the Company is Rs.100,000 (Rupees One Lakh) divided into 10,000(Ten Thousand) equity shares of Rs.10 (Rupees Ten) each, with powers to increase or reduce the same in accordance with the provisions of the Companies Act, 1956. The shares in

the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

(B) The minimum paid-up capital of the company shall be Rs. 1,00,000 (Rupees One Lakh) (B) The minimum paid-up capital of the company shall be Rs. 1,00,000 (Rupees One Lakh).

29. A certificate dated 23.12.2025 issued by B K G & Associates Chartered Accountants, the Statutory Auditor of the Petitioner Companies states that the accounting treatment proposed in the scheme of arrangement is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013 is attached with the original joint application.

30. The consideration for the proposed Scheme of Amalgamation is as follows:

Upon the Scheme becoming effective, and upon the Undertakings of each of the Transferor Companies being transferred to and vested in the Transferee Company i.e. EDOC VISION INFOTECH PRIVATE LIMITED, and without any further application, act or deed, the Transferee Company shall issue and allot as follows:

The equity shareholders of Transferor Company No. 1, Transferor Company No. 2, Transferor Company No. 3, Transferor Company No.5, Transferor Company No.6, Transferor Company No.7, Transferor Company No.8, Transferor Company No.9, Transferor Company No.10, Transferor Company No. 11, Transferor Company No. 12, Transferor Company No. 13, Transferor Company No. 14, Transferor Company No. 15, Transferor Company No. 16, Transferor Company No. 17, Transferor Company No. 18 and Transferor Company No. 19 shall be allotted 1 (One) fully paid-up equity share of the Face Value of Rs.10/- each in the Transferee Company i.e. Edoc Vision Infotech Private Limited for every

1,000 (One Thousand) fully paid-up equity shares of Rs. 10/- each held by them in the respective above-mentioned Transferor Companies.

In so far as Transferor Company No.4 is concerned, its equity shareholders shall be allotted 195 (One Hundred Ninety-Five) fully paid-up equity shares of the Face Value of Rs.10/- each in the Transferee Company i.e. Edoc Vision Infotech Private Limited for every 1 fully paid-up equity shares of Rs.10/- each held by them in Transferor Company No.4.

31. The Regional Director, Western Region, Mumbai, while referring to the report of the Registrar of Companies dated 07.05.2026, Mumbai, Maharashtra has inter alia observed that:

- a. Certain Transferor Companies have negative net worth as on 31.03.2025 and accumulated losses despite their financial statements being prepared on a going concern basis. The Regional Director further sought clarification regarding the commercial rationale of the Scheme and protection of the interests of the creditors and employees.
- b. In response thereto, the Petitioners submitted by way of an Affidavit in Reply that although certain Transferor Companies have negative net worth, the management has evaluated the financial position of the companies and is of the view that the companies shall continue as going concerns. It has been further stated that the Directors have agreed to extend financial support, including personal loans, as may be required for continuity of operations and discharge of liabilities. The Petitioners have therefore submitted that the preparation of financial statements on a going concern basis is justified and in accordance with accepted accounting principles.
- c. As regards the protection of creditors and employees, the Petitioners have categorically undertaken that the interests of all

creditors and employees shall remain protected and shall not be adversely affected by implementation of the Scheme.

- d. With respect to the observations regarding accumulated losses and limited business activities of certain Transferor Companies, the Petitioners have submitted that the proposed Scheme has been formulated for genuine commercial and business purposes including consolidation and rationalization of business operations, reduction of administrative and compliance costs, achievement of operational synergies and efficient utilization of resources. It has been further submitted that the mere existence of accumulated losses or limited operations cannot lead to an inference that the Scheme is intended to circumvent the provisions relating to winding up, particularly when Sections 230 to 232 of the Companies Act, 2013 expressly contemplate and permit corporate restructuring and amalgamation.
- e. Having considered the observations of the Regional Director and the explanations furnished by the Petitioners, this Tribunal finds the response satisfactory. No material has been placed on record to demonstrate that the Scheme is prejudicial to the interests of any creditor, employee, shareholder or any other stakeholder. The undertakings furnished by the Petitioners are accordingly accepted and shall remain binding upon them.
- f. The Regional Director has further sought various undertakings in relation to compliance with Section 232(3)(i) of the Companies Act, 2013, applicable Accounting Standards, filing of notices upon statutory authorities, compliance with the directions of sectoral regulators, Income Tax Authorities, GST Authorities and other concerned authorities. The Petitioners have undertaken to comply with all applicable statutory requirements and directions. The said undertakings are hereby taken on record and shall be binding upon the Petitioner Companies.

- g. In view of the explanations furnished by the Petitioners and the undertakings given in the Affidavit in Reply, the observations of the Regional Director stand adequately addressed and do not survive for further consideration.
32. Pursuant to the order dated 15.05.2026, the Authorized Representative Regional Director Office informs that the scheme may be considered for approval by this Tribunal in the light of their final observation.
33. The Official Liquidator have also filed its report dated 30.04.2026, wherein it is stated that the affairs of the transferor company do not appear to have been conducted in a manner prejudicial to the public interest or interest of creditors.
34. We have perused the submissions made by the Petitioner Companies and the reports submitted by the RD and OL. The undertakings furnished by the Petitioners shall remain binding upon all the petitioner companies. 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.
35. 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 necessary action as possible under the Income Tax Law.
36. Since all the requisite statutory compliances have been fulfilled, Company Petition bearing **C.P.(CAA)/43(MB)2026** is made absolute. The transferor companies 1 to 19 are dissolved without winding up.

37. 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.
38. 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.
39. 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.
40. 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.
41. The present Company Petition i.e., **C.P.(CAA)/43(MB)2026 IN C.A.(CAA)/6(MB)2026** is **allowed** and **disposed of**, accordingly.

Sd/-

Prabhat Kumar

Member (Technical)

Akanksha S

Sd/-

Sushil Mahadeorao Kochey

Member (Judicial)