

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT I**

Company Application (CAA) No. 209/KB/2025

***Application under section 230 read with section 232 of the
Companies Act, 2013, read with the Companies (Compromises,
Arrangements and Amalgamations) Rules, 2016, and other
applicable provisions of law.***

In the matter of:

A Scheme of Amalgamation (First Motion):

JAMSHEDPUR TECHNOCRATS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U35990JH2010PTC014166) and having its Registered Office at M-7 & 11 Industrial Area 7th Phase Tata Kandra Main Road Ghamaria, Jamshedpur, Jharkhand-832108, India.

..... **Applicant No.1/Transferor Company**

- And -

In the Matter of:

AUTO PROFILES LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U00344JH1989PLC010998) and having its Registered Office at C-33, 34, 35, IV Phase, Adityapur, Industrial Area P.O. Ghamaria, Seraikela, Jamshedpur, Jharkhand-832108, India

.....**Applicant No.2/Transferee Company**

-And-

In the matter of:

1. **JAMSHEDPUR TECHNOCRATS PRIVATE LIMITED**
2. **AUTO PROFILES LIMITED** **APPLICANTS**

Date of pronouncing the order: 10.06.2026

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CORAM:

SMT. BIDISHA BANERJEE HON'BLE MEMBER (JUDICIAL)

CMDE SIDDHARTH MISHRA HON'BLE MEMBER (TECHNICAL)

FOR THE APPLICANTS-

SHIKHA NAREDI, PRACTICING COMPANY SECRETARY

ORDER

Per: Bidisha Banerjee, Member (Judicial)

1. The instant application has been filed in the first stage of the proceedings under Section 230(1) read with Section 232(1) of the Companies Act, 2013 ("Act") for orders and directions with regard to meetings of shareholders and creditors in connection with the Scheme of Amalgamation of

Jamshedpur Technocrats Private Limited	Transferor Company / Applicant No.1
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With Auto Profiles Limited - Transferee Company / Applicant No. 2, from the **Appointed Date 01st April 2025** as defined in the Scheme, in the manner and on the terms and conditions stated in the said **Scheme of Amalgamation** ("Scheme"). A copy of the said Scheme is annexed to the Company Application marked - **Annexure - E** in Vol. 1 at Page No. 124 to 151.

2. It is submitted by Ld. counsel appearing for the Applicant(s) that as per the Scheme the **Appointed Date is 01st April 2025**.
3. It is submitted by Ld. counsel appearing for the Applicant(s) that the Board of Directors of the Applicant Companies have at their respective meeting held on 08th September 2025 have passed resolution adopting the proposed Scheme of Amalgamation. A copy

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of the Resolution passed by the Board of Directors of the Applicant Companies are all collectively annexed to the Company Application marked – **Annexure – F** in Vol. 1 at Page No. 152 to 153.

4. It is submitted by Ld. counsel appearing for the Applicant(s) that the Valuation Report dated 06th September 2025 recommending the Swap Ratio has been prepared by RITEH KUMAR GUPTA, IBBI Registered Valuer. A copy of the said Report is annexed to the Company Application marked – **Annexure – G** in Vol. 1 at Page No. 154 to 171.
5. It is submitted by Ld. counsel appearing for the Applicant(s) that the statutory auditors of the Applicant Companies have all by their certificate dated **22nd September 2025**, confirmed that the Accounting Treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 and Rules made there under. A copy of the said Certificate issued by Statutory Auditor of the Applicant Companies are all collectively annexed to the Company Application marked – **Annexure – Q** in Vol. 4 at Page No 735 to 738.
6. It is submitted by Ld. counsel appearing for the Applicant(s) that the Applicant(s) have the following classes of shareholders and creditors: -

Particulars	As on 31 st August 2025			
	Equity Share Holders	Preference Share Holders	Secured Creditors	Unsecured Creditors
Transferor Company / Applicant No.1	4	NIL	NIL	2
Transferee Company / Applicant No.2	8	NIL	3	149

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7. It is submitted by Ld. counsel appearing for the Applicant(s) that, the Auditors Certificate, the Affidavit of Consents, the calculation of percentage of consents are as below:

EQUITY SHAREHOLDERS						
	Nos	% of Consent	Affidavit Of Consent	Annexure	Auditors Certificate	Annexure
Transferor Company / Applicant No.1	4	100	Vol. 1 Pg No. 175-186	I	Vol. 1 Pg No. 172-174	H
Transferee Company / Applicant No.2	8	100	Vol. 2 Pg No. 189-222	K	Vol. 1 Pg No. 187-189	J
SECURED CREDITORS						
	Nos	% of Consent	Affidavit Of Consent	Annexure	Auditors Certificate	Annexure
Transferor Company / Applicant No.1	NIL	N.A.	N.A.	N.A.	Vol. 2 Pg No. 223-226	L
Transferee Company / Applicant No.2	3	100%	Additional Affidavit Pg. No. 17 to 27	II	Vol. 2 Pg No. 237-268	N
UNSECURED CREDITORS						
	Nos	% of Consent	Affidavit Of Consent	Annexure	Auditors Certificate	Annexure
Transferor Company / Applicant No.1	2	100%	Vol. 2 Pg. No. 227 to 236	M	Vol. 2 Pg No. 223-226	L
Transferee	149	More	Vol. 2	P and II	Vol. 2	N

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e Company / Applicant No.2		than 90%	Pg No. 274-388 Vol. 3 Pg No. 389-589 Vol. 4 Pg No. 590-734 Additional Affidavit Pg. No. 28 to 30		Pg No. 237-268	
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8. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Applicant(s), we allow the instant application and make the following orders: -

a. Meetings dispensed:

Equity Shareholders

Meetings of Equity Shareholders of the Applicant Companies for considering the Scheme are dispensed with in view of shareholders representing 100% in value of shares of Applicant Companies having given their respective consent to the Scheme by way of affidavits without seeking modification(s).

Secured Creditors

Meeting of Secured Creditors of Applicant No. 2 for considering the Scheme is dispensed with in view of consent by 100% in value of Secured Creditors of Applicant No. 2 having given their respective consent to the Scheme by way of affidavits.

Unsecured Creditors

Meeting of Unsecured Creditors of the Applicant Company No. 1 for considering the Scheme is dispensed with in view of consent by 100% in value of Unsecured Creditors of Applicant No. 1 having given their respective consent to the Scheme by way of affidavits.

Meeting of Unsecured Creditors of the Applicant Company No. 2 for considering the Scheme is dispensed with in view of consent by more than 90% in value of Unsecured Creditors of Applicant No. 2 having given their respective consent to the Scheme by way of affidavits.

b. No requirement of Meetings

Secured Creditors

No requirement of Meeting of Secured Creditors of Applicant No. 1 – NIL Creditors duly verified by auditor's certificate.

c. Meetings to be held

No meeting is required to be held.

9. Notice under Section 230(5) of the Companies Act, 2013 along with all accompanying documents, including a copy of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013, shall also be served on the:
- a. Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata
 - b. Registrar of Companies cum Official Liquidator, Jharkhand
 - c. Income Tax Department having jurisdiction over the Applicant(s)

by sending the same by hand delivery through special messenger or by post and by email within two weeks from the date of receiving this order. The notice shall specify that representation, if any,

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should be filed before this Tribunal within 30 days from the date of receipt of the notice with a copy of such representation being simultaneously sent to the Authorized Representative of the said Applicant(s). If no such representation is received by the Tribunal within such period, it shall be presumed that such authorities have no representation to make on the said Scheme of Amalgamation. Such notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 in Form No. CAA 3 of the said Rules with necessary variations, incorporating the directions herein.

10. The Applicant(s) to file an affidavit proving service of notice and compliance of all directions contained herein at least a week before the meeting(s) to be held.
11. The application being **Company Application CA (CAA) No. 209 / KB / 2025** is disposed of accordingly.
12. Urgent Certified copy of this order, if applied or, be supplied to the parties, subject to compliance with all requisite formalities.

Siddharth Mishra
Member (Technical)

Bidisha Banerjee
Member (Judicial)

Signed On 10.06.2026