

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI
COURT-IV

CA(CAA)-106/MB/2026

In the matter of
Sections 230 to 232 of the Companies Act, 2013

and

In the matter of
Scheme of Amalgamation

of

Master Moulds Private Limited
(Transferor Company/Applicant-1)

with

Master Components Limited
(Transferee Company/Applicant-2)
(and their respective Shareholders)

Master Moulds Private Limited
[CIN: U28999MH1997PTC106289]

....Applicant Company-1/
Transferor Company

Master Components Limited
[CIN: L28900MH1999PLC123308]

....Applicant Company-2/
Transferee Company

Pronounced: 12.06.2026

CORAM:

SHRI ANIL RAJ CHELLAN
HON'BLE MEMBER (TECHNICAL)

SHRI K.R. SAJI KUMAR
HON'BLE MEMBER (JUDICIAL)

Appearance : *Hybrid*

For the Applicant : Adv. Hemant Sethi i/b Legalogic Consulting.

ORDER

1. This is an Application filed on 26.05.2026 under Sections 230 to 232 of the Companies Act, 2013, seeking necessary directions of this Tribunal for notices and convening meetings/dispensation of meetings with respect to the Scheme of

Amalgamation of Master Moulds Private Limited (Transferor Company) with Master Components Limited (Transferee Company) and their respective shareholders.

2. The Applicant Companies stated that the Board of Directors of the Applicant Companies, in their respective meetings held on 14.11.2025, have approved the Scheme. The relevant resolutions are part of the Application. The Appointed Date fixed for the Scheme is 01.10.2025.
3. **Nature of Business:** It is submitted by the Applicant Companies that –
 - (i) The Transferor Company is engaged in the business of manufacturing, designing, developing, assembling, and trading a diverse range of engineering tools, moulds, jigs, fixtures, engineering components, instruments, and machine tools. Its operations include fabrication, alteration, repair, import, export, marketing, and supply of machinery and related products used across various engineering, industrial, and commercial establishments.
 - (ii) The Transferee Company is engaged in the business of manufacturing, designing, developing, assembling, and trading a wide range of engineering components, tools, moulds, jigs, fixtures, engineering instruments, and machine tools including machinery used across engineering, industrial and commercial sectors.
4. **Rationale of the Scheme:** The Applicant Companies stated that the amalgamation of the Transferor Company with the Transferee Company would have the following benefits:
 - a. *The amalgamation of the Transferor Company with the Transferee Company would consolidate the operative efficiencies of the companies and would thereby reduce and/or optimize overheads, administrative, managerial, and other expenses, operational rationalization, and would ensure optimal utilization of resources;*

- b. *The aggregation of the operations of the Transferor Company with the Transferee Company as a consequence of pooling and combining of finances and resources into one consolidated entity and the resultant reduction in compliances would be beneficial for the Transferee Company;*
- c. *The combined operations of the Transferor Company and Transferee Company would aid in achieving more focused operational efforts, standardization and simplification of Business processes, and productivity improvements;*
- d. *The amalgamation of the Transferor Company and Transferee Company would enhance the customer service, and the synergy would benefit the customers, thereby leading to increased Business opportunities;*
- e. *The amalgamation of the Transferor Company with the Transferee Company would eliminate the duplication of efforts to be undertaken in multiple entities, and lead to an alignment of the Business, consequently, streamlining the operations of the Transferee Company;*
- f. *The Scheme is commercially and economically viable, feasible, fair, and reasonable and would protect the interest of the Transferor Company, the Transferee Company and their respective stakeholders.*
5. The Applicant Companies stated that the Authorised, Issued, Subscribed and Paid-up Share Capital of the Applicant as on 31.03.2026 is as under:

First Applicant Company:

Particulars	Amount (Rs.)
<u>Authorised Share Capital</u>	
50,000 equity shares of Rs.100/- each	50,00,000
TOTAL	50,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
30,000 equity shares of Rs.100/- each fully paid-up	30,00,000
TOTAL	30,00,000

Second Applicant Company:

Particulars	Amount (Rs.)
<u>Authorised Share Capital</u>	
45,00,000 equity shares of Rs.10/- each	4,50,00,000
TOTAL	4,50,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
40,00,000 equity shares of Rs.10/- each fully paid-up	4,00,00,000
TOTAL	4,00,00,000

6. **Consideration:** The Ld. Counsel for the Applicant Companies submitted that:

“Upon this Scheme becoming effective and upon the Undertaking being transferred and vested in the Transferee Company and without any further act, deed, or application by the Shareholders, the Transferee Company shall issue and allot 40 (Forty) equity shares of Rs. 10 (Indian Rupees Ten) each fully paid up in its share capital for every 1 (One) equity share of Rs. 100/- each (Indian Rupees One Hundred) held by the Shareholders of the Transferor Company whose names appear in the register of members of the respective Transferor Company and whose names appear as the respective beneficial owners of the equity shares of the Transferor Company in the records of the depositories (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferee Company) as on the Record Date.

*The equity shares to be issued by the Transferee Company to the Shareholders of Transferor Company in accordance with this Clause shall be hereinafter referred to as "**New Equity Shares**".*

7. **Meetings of Shareholders and Creditors:**

7.1 The Ld. Counsel for the Applicant Companies submitted that the Transferor Company has eight (8) equity shareholders. All the equity shareholders of the Transferor Company have given their consents in the form of affidavits in favour

of the proposed Scheme. In view of the same, convening and holding a meeting of the equity shareholders of the Transferor Company is dispensed with. The certificate issued by Chartered Accountants, certifying the names of the equity shareholders, the number of equity shares, as on 31.03.2026, as well as the consent affidavits of the shareholders, is part of the Application.

- 7.2 The Ld. Counsel for the Applicant Companies submitted that as on 31.03.2026, the Transferor Company does not have any Secured Creditor. The certificate issued by the Chartered Accountant certifying no secured creditors in the Applicant Company is part of the Application. In view of the fact that there are no Secured Creditors in the Applicant Company, no meeting of the Secured Creditors is required.
- 7.3 The Ld. Counsel for the Applicant Companies submitted that as on 31.03.2026, the Transferor Company has six (6) Unsecured Creditors having an outstanding amount of Rs.6,50,276/- (Six Lakh Fifty Thousand Two Hundred Seventy-Six Rupees). All the Unsecured Creditors of the Transferor Company have given their consents in the form of affidavits in favour of the proposed Scheme. In view of the same, convening and holding a meeting of the unsecured creditors of the Transferor Company is dispensed with. The certificate issued by the Chartered Accountant certifying the list of unsecured creditors of the Transferor Company, as well as the consent affidavits of the unsecured creditors, are part of the Application.
- 7.4 The Ld. Counsel for the Applicant Companies further submitted that the Transferee Company has 350 equity shareholders as on 31.03.2026. The certificate issued by the Chartered Accountants, certifying the list of equity shares, as on 31.03.2026, is part of the Application.
- 7.4.1 A meeting of the equity shareholders of the Transferee Company be convened and held on date and time convenient to the Chairperson of the Meeting on or before 70 (seventy) days of uploading of this order on the NCLT portal, through video conferencing or other audio-visual means, for the purpose of

considering, and, if thought fit, approving, with or without modifications, the proposed Scheme.

- 7.4.2 At least 30 (thirty) clear days before the aforesaid meeting of the equity shareholders of the Second Applicant Company to be held as aforesaid, a notice convening the said meeting at the day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (CCAA Rules), the notice will be sent either by electronic mail (to those shareholders whose e-mail addresses are available) or by speed post or courier or hand delivery.
- 7.4.3 Mr. Ganapathi Mala Joshy, Director (Independent) of the Second Applicant Company, and in his absence, Mr. Vishal Jayantibhai Patel, Director (Independent) of the Second Applicant Company, shall be the Chairperson of the aforesaid meeting of the equity shareholders of the Second Applicant Company, with remuneration fixed at Rs. 10,000/- (Ten Thousand Rupees) for the meeting.
- 7.4.4 The Scrutiniser for the aforesaid meeting of equity shareholders of the Second Applicant Company shall be M/s Kulkarni Padekar & Co, Company Secretaries, and in their absence M/s. S R Devghare & Co., Company Secretaries, with remuneration fixed at Rs. 5,000/- (Five Thousand Rupees) for the meeting.
- 7.4.5 The quorum for the aforesaid meeting of the equity shareholders of the Second Applicant Company shall be as prescribed under Section 103 of the Companies Act, 2013, and would include equity shareholders of the Second Applicant Company present through video conferencing and/or other audio-visual means. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes, and thereafter the persons present shall be deemed to constitute the quorum.

- 7.4.6 The voting by proxy shall not be permitted as the meeting would be held through video conferencing and/or other audio-visual means. However, voting in the case of a body corporate is permitted, provided the prescribed form/authorisation is filed with the Second Applicant Company at its registered office at Plot No. D-10/A and D-10/B, M.I.D.C, Ambad, Nashik, Maharashtra-422010, not less than 48 hours before the start of the aforesaid meeting as required under Rule 10 of the CCAA Rules, to the extent necessary and applicable, in relation to the conduct of the meeting, including for deciding procedural questions that may arise at the meeting or at any adjournment thereof.
- 7.4.7 The value and number of the shares of each Equity Shareholder shall be in accordance with the books/register of the Second Applicant Company, and where the entries in the books / register / depository records are disputed, the Chairperson of the meeting shall determine the value for the purposes of the meeting of equity shareholders, and his / her decision in that behalf would be final.
- 7.4.8 The Second Applicant Company shall host the notice directed herein on the website of the Second Applicant Company.
- 7.4.9 That the Notice of the aforesaid Meetings for the Applicant Companies shall be advertised in two local newspapers, viz., "Financial Express" in English has India-wide circulation, and "Nav Shakti" in Marathi circulated in Maharashtra, not less than 30 days before the date fixed for the meeting.
- 7.4.10 The Chairperson of the meeting, as aforesaid, shall file a compliance affidavit not less than 7 (Seven) days before the date fixed for holding the meeting of the equity shareholders of the Second Applicant Company and report to this Tribunal that the directions regarding the issue of notices and advertisements have been duly complied with, as per Rule 12 of the CCAA Rules.
- 7.4.11 The Chairperson appointed for the aforesaid meeting of the equity shareholders of the Second Applicant Company shall report to this Tribunal,

the result of the aforesaid meetings within 30 (thirty) days of the conclusion of the aforesaid meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the CCAA Rules.

- 7.5 The Ld. Counsel for the Applicant Companies submitted that as on 31.03.2026, the Transferee Company has one (1) Secured Creditor having an outstanding amount of Rs.10,85,89,691/- (Ten Crore Eighty-Five Lakh Eighty-Nine Thousand Six Hundred and Ninety-One Rupees). The sole Secured Creditor of the Transferee Company has given its consent in the form of an affidavit in favour of the proposed Scheme. In view of the same, convening and holding a meeting of the secured creditors of the Transferee Company is dispensed with. The certificate issued by the Chartered Accountant certifying the list of secured creditors of the Transferee Company, as well as the consent affidavit of the secured creditor, are part of the Application.
- 7.6 The Ld. Counsel for the Applicant Companies submitted that as on 31.03.2026, the Transferee Company has 27 Unsecured Creditors having an outstanding amount of Rs.5,84,81,469/- (Five Crore Eighty-Four Lakh Eighty-One Thousand Four Hundred and Sixty-Nine Rupees). The certificate issued by the Chartered Accountants certifying the list of unsecured creditors of the Transferee Company is part of the Application.
- 7.6.1 A meeting of the Unsecured Creditors of the Second Applicant Company be convened and held on date and time convenient to the Chairperson of the Meeting on or before 70 (seventy) days of uploading of this order on the NCLT portal, through video conferencing or other audio-visual means, for the purpose of considering, and, if thought fit, approving, with or without modifications, the proposed Scheme.
- 7.6.2 At least 30 (thirty) clear days before the aforesaid meeting of the Unsecured Creditors of the Second Applicant Company to be held as aforesaid, a notice convening the said meeting at the day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the

CCAA Rules, the notice will be sent either by electronic mail (to those shareholders whose e-mail addresses are available) or by speed post or courier or hand delivery.

- 7.6.3 Mr. Ganapathi Mala Joshy, Director (Independent) of the Second Applicant Company, and in his absence, Mr. Vishal Jayantibhai Patel, Director (Independent) of the Second Applicant Company shall be the Chairperson of the aforesaid meeting of the Unsecured Creditors of the Second Applicant Company, with remuneration fixed at Rs. 10,000/- (Ten Thousand Rupees) for the meeting.
- 7.6.4 The Scrutiniser for the aforesaid meeting of the Unsecured Creditors of the Second Applicant Company shall be M/s Kulkarni Padekar & Co, Company Secretaries, and in his absence M/s S R Devghare & Co., Company Secretaries, with remuneration fixed at Rs. 5,000/- (Five Thousand Rupees) for the meeting.
- 7.6.5 The quorum for the aforesaid meeting of the Unsecured Creditors of the Second Applicant Company shall be as prescribed under Section 103 of the Companies Act, 2013, and would include equity shareholders of the Second Applicant Company present through video conferencing and/or other audiovisual means. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes, and thereafter the persons present shall be deemed to constitute the quorum.
- 7.6.6 The voting by proxy shall not be permitted as the meeting would be held through video conferencing and/or other audiovisual means. However, voting in the case of a body corporate is permitted, provided the prescribed form/authorisation is filed with the Second Applicant Company at its registered office at Plot No. D-10/A and D-10/B, M.I.D.C, Ambad, Nashik, Maharashtra-422010 , not less than 48 hours before the start of the aforesaid meeting as required under Rule 10 of the CCAA Rules, to the extent necessary and applicable, in relation to the conduct of the meeting, including for deciding

procedural questions that may arise at the meeting or at any adjournment thereof.

- 7.6.7 The outstanding value of each of the Unsecured Creditors shall be in accordance with the books/register of the Second Applicant Company, and where the entries in the books / register / depository records are disputed, the Chairperson of the meeting shall determine the value for the purposes of the meeting of Unsecured Creditors, and his / her decision in that behalf would be final.
- 7.6.8 The Second Applicant Company shall host the notice directed herein on the website of the Second Applicant Company.
- 7.6.9 That the Notice of the aforesaid Meetings for the Applicant Companies shall be advertised in two local newspapers viz., "Financial Express" in English and "Nav Shakti" in Marathi having circulation in Maharashtra, not less than 30 days before the date fixed for the meeting.
- 7.6.10 The Chairperson of the meeting as aforesaid, shall file a compliance affidavit not less than 7 (Seven) days before the date fixed for holding the meeting of the Unsecured Creditors of the Second Applicant Company and report to this Tribunal that the directions regarding the issue of notices and advertisements have been duly complied with, as per Rule 12 of the CCAA Rules.
- 7.6.11 The Chairperson appointed for the aforesaid meeting of the Unsecured Creditors of the Second Applicant Company shall report to this Tribunal, the result of the aforesaid meetings within 30 (thirty) days of the conclusion of the aforesaid meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the CCAA Rules.
8. The Applicant Company stated that "no investigation proceedings have been instituted and/or are pending against the Applicant Companies under Sections 210 to 227 of the Companies Act, 2013". Further, "there are no winding-up petitions or petitions under the Insolvency and Bankruptcy Code, 2016, admitted against any of the Applicant Companies".

9. The Applicant Companies are directed to serve notice along with a copy of the Scheme upon the -
- i. Central Government through the office of the Regional Director, Western Region, Mumbai;
 - ii. Jurisdictional Registrar of Companies;
 - iii. Jurisdictional Income Tax Authority within whose jurisdiction the Applicant Company's assessment is made, indicating PAN of the Company;
 - iv. Concerned Nodal Officer in the Income Tax Department i.e. Pr. CCIT, Mumbai, Address: 3rd Floor, Aayakar Bhawan, Mahrishi Karve Road, Mumbai – 400 020.
 - v. Concerned Goods and Service Tax Authorities;
 - vi. Concerned Official Liquidator (in case of Transferor Company); and
 - vii. Any other Sectoral Regulator or Authority to which the Applicant Companies are subject as per the laws in force.
10. The above notice shall be served through Speed Post and e-mail pursuant to section 230(5) of the Companies Act, 2013, and rule 8 of the CCAA Rules. The said notice will contain a statement that *"If no response is received by the Tribunal from such authorities within 30 days of the date of receipt of the notice, it will be presumed that they have no objection to the proposed Scheme"*.
11. The Applicant Company is directed to file the following documents/ information:
- i. Details of Corporate Guarantee, Performance Guarantee and Other Contingent Liabilities, if any; and
 - ii. Details of all Letters of Credit sanctioned and utilised as well as Margin Money details, if any.
12. The Applicant Company shall host the notice(s) along with a copy of the Scheme on its website, if any.

13. The Applicant Companies to file an Affidavit of Service and Compliance Report within 10 working days after serving notice to all the Regulatory Authorities as stated above.
14. With the above directions, **CA(CAA)/106/2026** is **allowed**.

Sd/-
ANIL RAJ CHELLAN
MEMBER (TECHNICAL)

Sd/-
K. R. SAJI KUMAR
MEMBER (JUDICIAL)

/pvs