

**NATIONAL COMPANY LAW TRIBUNAL  
CHANDIGARH BENCH (COURT-II), CHANDIGARH**

**CA (CAA) No. 10/Chd/Hry/2026  
(First Motion)**

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

**IN THE MATTER OF SCHEME OF AMALGAMATION OF:**

**Sweta Estates Private Limited,**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U74899HR1991PTC127349  
PAN: AAACS0564Q

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

**AND**

**Centralpark Estates Private Limited**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U52010HR2003PTC137170  
PAN: AACCC3322N

...Applicant Company No. 2/ Transferor Company 2

**AND**

**MLT Real Estate Private Limited**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U70109HR2017PTC117948  
PAN: AAKCM9065G

...Applicant Company No. 3/ Transferor Company 3

**AND**

**Sheela H Uberoi Estates Private Limited**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U45500HR2021PTC117947  
PAN: ABHCS1364E

...Applicant Company No. 4/ Transferor Company 4

**AND**

**MLT Propmart Private Limited**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U70100HR2017PTC117955  
PAN: AAKCM9066F

...Applicant Company No. 5/ Transferor Company 5

**AND**

**RSPJ Developers Private Limited**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U45309HR2021PTC137139  
PAN: AALCR4413Q

...Applicant Company No. 6/ Transferor Company 6

**AND**

**RSPJ Estates Private Limited**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U45202HR2021PTC137174  
PAN: AALCR4419E

...Applicant Company No. 7/ Transferor Company 7

**AND**

**Apoorva Promoters Private Limited**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U70101HR2004PTC137398  
PAN: AAECA8547K

...Applicant Company No. 8/ Transferor Company 8

**AND**

**St. Dominic Estates Private Limited**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U70200HR2011PTC137664  
PAN: AAEC3764G

...Applicant Company No. 9/ Transferor Company 9

**AND**

**St. Columbus Infrastructure Development Private Limited**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U45200HR2008PTC037954  
PAN: AAMCS1873N

...Applicant Company No. 10/ Transferor Company 10

**AND**

**Gulab Farms Private Limited**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U74899HR1993PTC137168  
PAN: AAACG3777D

...Applicant Company No. 11/ Transferor Company 11

**AND**

**Sweet-Peas Farms Private Limited**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U74899HR1993PTC137138  
PAN: AABCS7444N

...Applicant Company No. 12/ Transferor Company 12

**WITH**

**St. Patricks Realty Private Limited**

having its registered office at:  
The Median, Central Park Resorts, Sohna Road,  
Sector-48, Gurgaon, Haryana-122018  
CIN: U45200HR2008PTC037964  
PAN: AAMCS1877J

...Applicant Company No. 13/ Transferee Company

**Order delivered on: 22.05.2026**

**CORAM: SHRI KAUSHALENDRA KUMAR SINGH, HON'BLE MEMBER  
(TECHNICAL)  
SHRI KHETRABASI BISWAL, HON'BLE MEMBER (JUDICIAL)**

**Appearance:**

For the Applicant Companies : Mr. Atul V Sood and  
Mr. Rohan Sood, Advocates

**ORDER**

1. This is a joint First Motion Application (hereinafter referred to as “Application”) filed by the Applicant Companies under sections 230 to 232 and other applicable provisions of the **Companies Act, 2013** (hereinafter referred to as the “Act”) read with the **Companies (Compromises, Arrangements and Amalgamations) Rules, 2016** (hereinafter referred to as the “Rules”), *inter-alia*, seeking to:

- (i) Dispense with the requirement of convening the meetings of the Equity Shareholders of Applicant Companies 1-13 on the basis of consent affidavit received from the Equity Shareholders;
- (ii) Dispense with the requirement of convening the meetings of the Unsecured Creditors of the Applicant Company 2, Applicant Company 3, Applicant Company 4, Applicant Company 5, Applicant Company 6, Applicant Company 7, Applicant Company 8, Applicant Company 9, Applicant Company 10, Applicant Company 11 & Applicant Company 12 on the basis of consent affidavit received from the Unsecured Creditors of the Applicant Companies hereinabove;
- (iii) Dispensation with the requirement of convening and holding the meetings of the Secured Creditors of the Applicant Company 2, Applicant Company 3, Applicant Company 4, Applicant Company 5, Applicant Company 6, Applicant Company 7, Applicant Company 8, Applicant Company 9, Applicant Company 10, Applicant Company 11 & Applicant Company 12; since there are no secured creditors of the Applicant Companies hereinabove;
- (iv) Direct the convening of the meeting of the Secured Creditors and Unsecured Creditors of the Applicant Company No. 1, and also the requirement of publication of notices for the same.

(v) Direct the convening of the meeting of the Secured Creditor and Unsecured Creditors of the Applicant Company No. 13, and also the requirement of publication of notices for the same.

2. The Scheme of Arrangement amongst the Applicant Companies and their respective shareholders and creditors (hereinafter referred to as “**Scheme**”) provides for the Amalgamation between Transferor Company 1 to Transferor Company 12 with Transferee Company and their respective Shareholders and Creditors. The said Scheme is attached as **Annexure A-1** to the Application.

3. The registered offices of all the Applicant Companies are situated in the State of Haryana and hence are under the jurisdiction of this Bench.

4. The averments as made in the Application and presented by the learned counsel are summarized below:

(i) The **Applicant Company No. 1**, i.e., Sweta Estates Private Limited (CIN: U74899HR1991PTC127349) was incorporated on 05.07.1991 under the provisions of Companies Act, 1956. The registered office of the Applicant Company No. 1 was shifted from National Capital Territory of Delhi to State of Haryana with effect from 09.12.2024 and is presently situated at The Median, Central Park Resorts, Sohna Road, Sector – 48, Gurgaon, Haryana 122018. The Applicant Company No. 1 is engaged in the business of real estate. A copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 1 has been annexed as Annexure A-2 to the Application. The share capital structure of the Applicant Company No. 1 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
5,00,00,000 Equity shares of Rs. 10/- each	50,00,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
7,31,850 Equity Shares of Rs. 10/- each	73,18,500

It is submitted that subsequent to 30.09.2025, there has been no change in the

capital structure of the Applicant Company No. 1.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-41 to the Application. The copy of the audited accounts of the Applicant Company No.1 as on 31.03.2025 and the unaudited financials as on 30.09.2025 have been annexed to Annexure A-3 and Annexure A-4 respectively to the Application.

(ii) The **Applicant Company No. 2**, i.e., Centralpark Estates Private Limited (CIN: U52010HR2003PTC137170), was incorporated on 24.03.2003 under the provisions of Companies Act, 1956. The registered office of the Applicant Company No. 2 was shifted from National Capital Territory of Delhi to State of Haryana with effect from 22.09.2025 and is presently situated at The Median, Central Park Resorts, Sohna Road, Sector – 48, Gurgaon, Haryana 122018. The Applicant Company No. 2 is engaged in the business of real estate. A copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 2 has been annexed as Annexure A-5 to the Application. The share capital structure of the Applicant Company No. 2 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
10,00,000 Equity shares of Rs. 10/- each	1,00,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
10,000 Equity Shares of Rs. 10/- each	1,00,000

It is submitted that subsequent to 30.09.2025, there has been no change in the capital structure of the Applicant Company No. 2.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-41 to the Application. The copy of the audited accounts of the Applicant Company No. 2 as on 31.03.2025 and the unaudited financials as on 30.09.2025 have been annexed to Annexure A-6 and Annexure A-7 respectively to the Application.

(iii) The **Applicant Company No.3**, i.e., MLT Real Estate Private Limited (CIN: U70109HR2017PTC117948), was incorporated on 17.02.2017 under the

provisions of Companies Act, 2013. The registered office of the Applicant Company No. 3 was shifted from National Capital Territory of Delhi to State of Haryana with effect from 01.12.2023 and is presently situated at The Median, Central Park Resorts, Sohna Road, Sector-48, Gurgaon, Haryana 122018. The Applicant Company No. 3 is engaged in the business of real estate. A copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 3 has been annexed as Annexure A-8 to the Application. The share capital structure of the Applicant Company No. 3 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
1,00,000 Equity shares of Rs. 10/- each	10,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
10,000 Equity Shares of Rs. 10/- each	1,00,000

It is submitted that subsequent to 30.09.2025, there has been no change in the capital structure of the Applicant Company No. 3.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-41 to the Application. The copy of the audited accounts of the Applicant Company No. 3 as on 31.03.2025 and the unaudited financials as on 30.09.2025 have been annexed to Annexure A-9 and Annexure A-10 respectively to the Application.

(iv) The **Applicant Company No. 4**, i.e., Sheela H Uberoi Estates Private Limited (CIN: U45500HR2021PTC117947), was incorporated on 23.10.2021 under the provisions of Companies Act, 2013. The registered office of the Applicant Company No. 4 was shifted from National Capital Territory of Delhi to State of Haryana with effect from 01.12.2023 and is presently situated at The Median, Central Park Resorts, Sohna Road, Sector-48, Gurgaon, Haryana 122018. The Applicant Company No. 4 is engaged in the business of real estate. A copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 4 has been annexed as Annexure A-11 to the Application. The share capital structure of the Applicant Company No. 4 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
50,000 Equity shares of Rs. 10/- each	5,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
1,000 Equity Shares of Rs. 10/- each	10,000

It is submitted that subsequent to 30.09.2025, there has been no change in the capital structure of the Applicant Company No. 4.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-41 to the Application. The copy of the audited accounts of the Applicant Company No. 4 as on 31.03.2025 and the unaudited financials as on 30.09.2025 have been annexed to Annexure A-12 and Annexure A-13 respectively to the Application.

(v) The **Applicant Company No.5**, i.e., MLT Propmart Private Limited (CIN: U70100HR2017PTC117955) was incorporated on 16.02.2017 under the provisions of Companies Act, 2013. The registered office of the Applicant Company No. 5 was shifted from NCT of Delhi to State of Haryana with effect from 15.12.2023 and is presently situated at The Median, Central Park Resorts, Sohna Road, Sector-48, Gurgaon, Haryana, 122018. The Applicant Company No. 5 is engaged in the business of real estate. A copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 5 has been annexed as Annexure A-14 to the Application. The share capital structure of the Applicant Company No. 5 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
1,00,000 Equity shares of Rs. 10/- each	10,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
10,000 Equity Shares of Rs. 10/- each	1,00,000

It is submitted that subsequent to 30.09.2025, there has been no change in the capital structure of the Applicant Company No. 5.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-41 to the Application. The copy of the audited accounts of the Applicant Company No. 5 as on 31.03.2025 and the

unaudited financials as on 30.09.2025 have been annexed to Annexure A-15 and Annexure A-16 respectively to the Application.

(vi) The **Applicant Company No. 6**, i.e., RSPJ Developers Private Limited (CIN: U45309HR2021PTC137139), was incorporated on 12.11.2021 under the provisions of Companies Act, 2013. The registered office of the Applicant Company No. 6 was shifted from National Capital Territory of Delhi to State of Haryana with effect from 16.09.2025 and is presently situated at The Median, Central Park Resorts, Sector 48, Sohna Road, Gurgaon, Haryana – 122018. The Applicant Company No. 6 is engaged in the business of real estate. A copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 6 has been annexed as Annexure A-17 to the Application. The share capital structure of the Applicant Company No. 6 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
50,000 Equity shares of Rs. 10/- each	5,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
200 Equity Shares of Rs. 10/- each	2,000

It is submitted that subsequent to 30.09.2025, there has been no change in the capital structure of the Applicant Company No. 6.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-41 to the Application. The copy of the audited accounts of the Applicant Company No. 6 as on 31.03.2025 and the unaudited financials as on 30.09.2025 have been annexed to Annexure A-18 and Annexure A-19 respectively to the Application.

(vii) The **Applicant Company No. 7**, i.e., RSPJ Estates Private Limited (CIN: U45202HR2021PTC137174), was incorporated on 12.11.2021 under the provisions of Companies Act, 2013. The registered office of the Applicant Company No. 7 was shifted from National Capital Territory of Delhi to State of Haryana with effect from 22.09.2025 and is presently situated at The Median, Central Park Resorts, Sector 48, Sohna Road, Gurgaon, Haryana – 122018. The Applicant Company No. 7 is engaged in the business of real estate. A copy of the Certificate

of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 7 has been annexed as Annexure A-20 to the Application. The share capital structure of the Applicant Company No. 7 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
50,000 Equity shares of Rs. 10/- each	5,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
200 Equity Shares of Rs. 10/- each	2,000

It is submitted that subsequent to 30.09.2025, there has been no change in the capital structure of the Applicant Company No. 7.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-41 to the Application. The copy of the audited accounts of the Applicant Company No. 7 as on 31.03.2025 and the unaudited financials as on 30.09.2025 have been annexed to Annexure A-21 and Annexure A-22 respectively to the Application.

(viii) The **Applicant Company No. 8**, i.e., Apoorva Promoters Private Limited (CIN: U70101HR2004PTC137398), was incorporated on 27.07.2004 under the provisions of Companies Act, 1956 under the name and style of 'Apoorva Promoters Private Limited'. The registered office of the Applicant Company No. 8 was shifted from National Capital Territory of Delhi to State of Haryana with effect from 26.09.2025 and is presently situated at The Median, Central Park Resorts, Sector 48, Sohna Road, Gurgaon, Haryana – 122018. The Applicant Company No. 8 is engaged in the business of real estate. A copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 8 has been annexed as Annexure A.23 to the Application. The share capital structure of the Applicant Company No. 8 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
10,000 Equity shares of Rs. 10/- each	1,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
10,000 Equity Shares of Rs. 10/- each	1,00,000

It is submitted that subsequent to 30.09.2025, there has been no change in the

capital structure of the Applicant Company No. 8.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-41 to the Application. The copy of the audited accounts of the Applicant Company No. 8 as on 31.03.2025 and the unaudited financials as on 30.09.2025 have been annexed to Annexure A-24 and Annexure A-25 respectively to the Application.

(ix) The **Applicant Company No. 9**, i.e., St. Dominic Estates Private Limited (CIN: U70200HR2011PTC137664), was incorporated on 7<sup>th</sup> March 2011 under the provisions of Companies Act, 1956. The name of the company was changed to 'St. Dominic Estates Private Limited' vide fresh certificate of incorporation dated 26.09.2011. The registered office of the Applicant Company No. 9 was shifted from National Capital Territory of Delhi to State of Haryana with effect from 26.09.2025 and is presently situated at The Median, Central Park Resorts, Sector 48, Sohna Road, Gurgaon, Haryana – 122018. The Applicant Company No. 9 is engaged in the business of real estate. A copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 9 has been annexed as Annexure A-26 to the Application. The share capital structure of the Applicant Company No. 9 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
10,000 Equity shares of Rs. 10/- each	1,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
10,000 Equity Shares of Rs. 10/- each	1,00,000

It is submitted that subsequent to 30.09.2025, there has been no change in the capital structure of the Applicant Company No. 9.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-41 to the Application. The copy of the audited accounts of the Applicant Company No. 9 as on 31.03.2025 and the unaudited financials as on 30.09.2025 have been annexed to Annexure A-27 and Annexure A-28 respectively to the Application.

(x) The **Applicant Company No. 10**, i.e., St. Columbus Infrastructure

Development Private Limited (CIN: U45200HR2008PTC037954), was incorporated on 26.05.2008 under the provisions of Companies Act, 1956. The registered office of the Applicant Company No. 10 is situated at The Median, Central Park Resorts, off Sohna Road, Sector 48, Gurugram, Haryana, India - 122018. The Applicant Company No. 10 is engaged in the business of real estate. A copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 10 has been annexed as Annexure A-29 to the Application. The share capital structure of the Applicant Company No. 10 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
10,000 Equity shares of Rs. 10/- each	1,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
10,000 Equity Shares of Rs. 10/- each	1,00,000

It is submitted that subsequent to 30.09.2025, there has been no change in the capital structure of the Applicant Company No. 10.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-41 to the Application. The copy of the audited accounts of the Applicant Company No. 10 as on 31.03.2025 and the unaudited financials as on 30.09.2025 have been annexed to Annexure A-30 and Annexure A-31 respectively to the Application.

(xi) The **Applicant Company No. 11**, i.e., Gulab Farms Private Limited (CIN: U74899HR1993PTC137168), was incorporated on 13<sup>th</sup> May 1993 under the provisions of Companies Act, 1956. The registered office of the Applicant Company No. 11 was shifted from National Capital Territory of Delhi to State of Haryana with effect from 22.09.2025 and is presently situated at The Median, Central Park Resorts, Sector 48, Sohna Road, Gurgaon, Haryana – 122018. The Applicant Company No. 11 is engaged in the business of real estate. A copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 11 has been annexed as Annexure A-32 to the Application. The share capital structure of the Applicant Company No. 11 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
10,000 Equity shares of Rs. 10/- each	1,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
10,000 Equity Shares of Rs. 10/- each	1,00,000

It is submitted that subsequent to 30.09.2025, there has been no change in the capital structure of the Applicant Company No. 11.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-41 to the Application. The copy of the audited accounts of the Applicant Company No. 11 as on 31.03.2025 and the unaudited financials as on 30.09.2025 have been annexed to Annexure A-33 and Annexure A-34 respectively to the Application.

(xii) The **Applicant Company No. 12**, i.e., Sweet-Peas Farms Private Limited (CIN: U74899HR1993PTC137138), was incorporated on 13.05.1993 under the provisions of Companies Act, 1956. The registered office of the Applicant Company No. 12 was shifted from National Capital Territory of Delhi to State of Haryana with effect from 16.09.2025 and is presently situated at The Median, Central Park Resorts, Sector 48, Sohna Road, Gurgaon, Haryana – 122018. The Applicant Company No. 12 is engaged in the business of real estate. A copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 12 has been annexed as Annexure A-35 to the Application. The share capital structure of the Applicant Company No. 12 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
5,00,000 Equity shares of Rs. 10/- each	50,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
2,50,000 Equity Shares of Rs. 10/- each	25,00,000

It is submitted that subsequent to 30.09.2025, there has been no change in the capital structure of the Applicant Company No. 12.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-41 to the Application. The copy of the

audited accounts of the Applicant Company No. 12 as on 31.03.2025 and the unaudited financials as on 30.09.2025 have been annexed to Annexure A-36 and Annexure A-37 respectively to the Application.

(xiii) The **Applicant Company No. 13** (Transferee Company), i.e., St. Patricks Realty Private Limited (CIN: U45200HR2008PTC037964), was incorporated on 28<sup>th</sup> May 2008 under the provisions of Companies Act, 1956. The registered office of the Applicant Company No. 13 is situated at The Median, Central Park Resorts, off Sohna Road, Sector 48, Gurugram, Haryana, India - 122018. The Applicant Company No. 13 is engaged in the business of real estate. A copy of the Certificate of Incorporation, Memorandum and Articles of Association of the Applicant Company No. 13 has been annexed as Annexure A-38 to the Application. The share capital structure of the Applicant Company No. 13 as on 30.09.2025 is as follows:

<b>Particulars</b>	<b>Amount (in Rs.)</b>
<b>Authorized share capital</b>	
20,00,000 Equity shares of Rs. 10/- each	2,00,00,000
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
19,294 Equity Shares of Rs. 10/- each	1,92,940

It is submitted that subsequent to 30.09.2025, there has been no change in the capital structure of the Applicant Company No. 13.

The extracts of the board resolution dated 26.11.2025 approving the Scheme, have been annexed as Annexure A-42 to the Application. The copy of the audited accounts of the Applicant Company No. 13 as on 31.03.2025 and the unaudited financials as on 30.09.2025 have been annexed to Annexure A-39 and Annexure A-40 respectively to the Application.

5. It is submitted that the Rationale of the Scheme for Arrangement as set out in the Scheme between the Applicant Companies and their respective shareholders and creditors is, inter alia, as follows:

a) *“All the Transferor and Transferee Companies are closely held un-listed Group Companies under common control. The proposed amalgamation of the Transferor Companies with the Transferee Company would result in consolidation of Group Companies, business synergy and pooling of resources.*

b) *The Transferor Companies and Transferee Company are engaged in real estate business. It would be advantageous to combine the activities and operations in a single Company, to grow the business in an efficient manner, achieve operational synergies and benefits from economies of scale by combining all existing real estate projects launched/assets held by the respective Transferor companies with the Transferee Company by way of amalgamation; and build strong capability to effectively meet future challenges in a competitive business environment.*

c) *The proposed Scheme of Amalgamation will result in economies of a centralized and a large company including elimination of redundancies, reduction of overheads, optimal utilization of financial, human and other resources and enhancement of overall business efficiency. The proposed Scheme of Amalgamation will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.*

d) *The amalgamation will result in significant reduction in the multiplicity of legal and regulatory compliances which at present are required to be made separately by the Transferor Companies as well as by the Transferee Company.*

e) *The proposed Scheme of Amalgamation will have a beneficial impact on the Transferor and the Transferee Companies, their shareholders, employees and other stakeholders and all concerned.”*

6. The certificate of a statutory auditor of Applicant Companies confirming that the accounting treatment in the scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013. The said certificate has been annexed as Annexure A-96 and Annexure A-97 to the Application.

7. The Applicant Companies have further submitted that the present Company Application discloses all material facts under Section 230(2) of the Companies Act, 2013 relating to each of the Applicant Companies. The proposed Scheme is not a Corporate Debt Restructuring Scheme as contemplated under section 230(2)(c) of the Act, hence, the creditor's responsibility statement and other requirements under Section 230(2)(c) of the Act do not apply to the present case. The Applicant Companies submitted that no investigations and/or proceedings pending against either of the Applicant Companies which have a material bearing effect on the aspect of sanction of the Scheme by this

Tribunal as contemplated by Section 230(2)(a) of the Companies Act, 2013. The Affidavit under Section 230(2) of the Companies Act, 2013 on behalf of the Applicant Companies has been annexed as Annexure A-100 and Annexure A-101 to the Application.

8. The Applicant Companies has further submitted that as on 30.09.2025, the Applicant Companies have no Preference Shareholders and the list of the Shareholders has been filed by the Applicant Companies and the same are annexed to the Application as Annexure A-43, Annexure A-47, Annexure A-51, Annexure A-55, Annexure A-59, Annexure A-63, Annexure A-67, Annexure A-71, Annexure A-75, Annexure A-79, Annexure A-83, Annexure A-87 and Annexure A-91 to the Application.

9. The Applicant Companies has further submitted that as on 30.09.2025, the Applicant Companies 2-12 have NIL Secured Creditors and the certificate issued by Chartered Accountant certifying that there are no Secured Creditors in the Applicant Companies 2-12 has been filed by the Applicant Companies and the same are annexed to the Application as Annexure A-49, Annexure A-53, Annexure A-57, Annexure A-61, Annexure A-65, Annexure A-69, Annexure A-73, Annexure A-77, Annexure A-81, Annexure A-85 and Annexure A-89 to the Application.

10. The Applicant Companies has further submitted that the Applicant Companies has filed a copy of the Valuation report dated 24.11.2025 issued by Independent Registered Valuer, Mr. Subodh Kumar, having IBBI Membership Number: IBBI/RV/05/2019/11705, which is annexed to the Application as Annexure A-95 to the Application.

11. The Applicant Companies submitted that the notification of the scheme to the Competition Commission of India ("CCI"), under the provisions of the Competition Act, 2002, is not required. The Affidavits with respect to the above by Applicant Companies has been annexed as Annexure A-98 to the Application.

12. The Applicant Companies have further submitted an Affidavit of each of

the Applicant Companies for issue of notice pursuant to Section 230(5) of the Companies Act, 2013 (“Act”) read with Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“Rules”) to relevant statutory authorities as applicable and the same is annexed to the Application as Annexure A-99 to the Application.

13. It is stated that the Scheme also takes care of the interest of the staff/workers and employees of the Applicant Companies by virtue of Clause 5.6 of Part - II of the Scheme.

14. The **Appointed Date** shall be 01.04.2026 or such other date as may be approved by the Tribunal for this Scheme.

15. The Applicant Companies has furnished the details of Consents received by the Shareholders, Secured Creditors, and Unsecured Creditors as follows:

Applicant Company	Equity Shareholders along with their Consent		Creditors along with their Consent			
	Equity Shareholders (A)	Consent of (A) with calculation	Secured Creditors (B)	Consent of (B) with calculation	Unsecured Creditors (C)	Consent of (C) with calculation
Applicant Company No. 1	5	5 (100% in value)	28	Nil (Meeting to be convened)	787	Nil (Meeting to be convened)
Applicant Company No. 2	3	3 (100% in value)	Nil	NA	3	3 (100% in value)
Applicant Company No. 3	3	3 (100% in value)	Nil	NA	4	3 (99.10% in value)
Applicant Company No. 4	3	3 (100% in value)	Nil	NA	5	4 (96.41% in value)
Applicant Company No. 5	3	3 (100% in value)	Nil	NA	3	3 (100% in value)
Applicant Company No. 6	3	3 (100% in value)	Nil	NA	2	2 (100% in value)
Applicant Company No. 7	3	3 (100% in value)	Nil	NA	3	3 (100% in value)
Applicant Company No. 8	4	4 (100% in value)	Nil	NA	4	4 (100% in value)

Applicant Company	Equity Shareholders along with their Consent		Creditors along with their Consent			
	Equity Shareholders (A)	Consent of (A) with calculation	Secured Creditors (B)	Consent of (B) with calculation	Unsecured Creditors (C)	Consent of (C) with calculation
Applicant Company No. 9	2	2 (100% in value)	Nil	NA	2	2 (100% in value)
Applicant Company No. 10	2	2 (100% in value)	Nil	NA	2	2 (100% in value)
Applicant Company No. 11	4	4 (100% in value)	Nil	NA	9	2 (97.82% in value)
Applicant Company No. 12	5	5 (100% in value)	Nil	NA	2	2 (100% in value)
Applicant Company No. 13	3	3 (100% in value)	30	Nil (Meeting to be convened)	1498	Nil (Meeting to be convened)

16. We have heard the Learned Counsel for the Applicant Companies and have perused the material available on record carefully.

17. The Scheme of Amalgamation has been approved by the respective Board of Directors of all the Applicant Companies. The Applicant Companies submitted that no investigations and/or proceedings under Sections 206 to 229 of the Companies Act, 2013 against the Applicant Companies. The Applicant Companies have filed the certificate, issued by statutory auditors of the respective Applicant Companies certifying that the Scheme is in compliance with the Accounting Standards under Section 133 of the Act.

18. Having considered the facts and the objects of the Scheme as stated in the Application narrated hereinabove and materials available on record, we are inclined to dispose of the Company Application bearing CA(CAA)No.10/Chd/Hry/2026 with the following directions :

**I. In Relation to the Applicant Companies No. 2-12**

a) The meeting of the Equity Shareholders are dispensed herewith, keeping in view the consent affidavits of Equity Shareholders of Applicant Companies No. 2 to 12.

b) Since, there are no Preference Shareholders and Secured

Creditors in the Applicant Companies No. 2 to 12, the requirement of convening the meeting of their Preference Shareholders and Secured Creditors does not arise.

c) The meeting of the Unsecured Creditors are dispensed herewith, keeping in view that the consent affidavits of more than 90% of Unsecured Creditors of the Applicant Companies No. 2 to 12.

**II. In Relation to the Applicant Companies No. 1 and 13**

a) The meeting of the Equity Shareholders are dispensed herewith, keeping in view the consent affidavits of Equity Shareholders of Applicant Companies No. 1 and 13.

b) The meeting of the Preference Shareholders are not required, keeping in view that there are no Preference Shareholders of Applicant Companies No. 1 and 13.

c) The meeting of the Secured Creditors and Unsecured Creditors of Applicant Companies No. 1 and 13 is to be convened since no consent affidavit has been received from the same.

**III.** It is directed that the meetings of the Secured Creditors and Unsecured Creditors of the Applicant Company No. 1 shall be convened and held through video conferencing or any other audio-visual means at the venue, date and time as would be decided by the Chairperson for the purpose of considering and, if thought fit, approving with or without modification(s) of the Scheme.

**IV.** It is directed that the meetings of the Secured Creditors and Unsecured Creditors of the Applicant Company No. 13, shall be convened and held through video conferencing or any other audio-visual at the venue, date and time as would be decided by the Chairperson for the purpose of considering and, if thought fit, approving with or without modification(s) of the Scheme.

**V.** At least one month before the date of the aforesaid meetings, an

advertisement about the convening of the said meetings, indicating the day, date, place, and time, as aforesaid, shall be published in English daily, i.e., “Financial Express” (Haryana Edition) and in Hindi daily i.e., “Jansatta” (Haryana Edition). The publication shall indicate the time within which copies of the Scheme shall be made available to the concerned persons free of charge from the Registered Office of the Applicant Companies. The publication shall also indicate the statement required to be furnished according to Section 102 of the Act, read with Sections 230 to 232 of the Act.

**VI.** At least one month before the date of the meetings to be held as aforesaid, a notice in Form No. CAA 2 convening the said meetings, indicating the day, the date, the place and time aforesaid, together with a copy of the Scheme, a copy of statement required to be furnished pursuant to Sections 230 and 232 read with Section 102 of the Companies Act, 2013, and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 shall be sent by Registered Post or Speed Post or by Courier or E-Mail or Hand Delivery, addressed to Unsecured Creditors and Secured Creditors having outstanding balance of more than INR 50,000 each of Applicant Company No. 1 and Applicant Company No. 13 at their respective registered or last known addresses or e-mail addresses as per the records of the Applicant Company No. 1 and Applicant No. 13.

**VII.** Mr. Krishna Dayana, Advocate, Email ID: adv.krishh@gmail.com, Mobile no. 9818282596, is appointed as the Chairperson for the meeting to be called under this Order. An amount of Rs. 1,50,000/- (Rupees one lakh fifty thousand only) will be paid for his services as the Chairperson.

**VIII.** Mr. Rajeev Kumar Sanger, Company Secretary, Email ID: sangerassociates@gmail.com, Mobile no. 9736700139, is appointed as the Scrutinizer for the above meeting to be called under this order. An amount of Rs. 75,000/- (Rupees seventy five thousand only) will be paid for his services as the Scrutinizer.

**IX.** It is directed that the quorum of the meetings will be in compliance with Section 103 of the Companies Act, 2013.

**X.** It is further directed that the voting through a valid proxy has been dispensed by the Ministry of Corporate Affairs vide circular No. 14/2020 dated 08.04.2020; hence, meetings of any class of creditors shall not be conducted or counted through proxy.

**XI.** The Applicant Company No. 1 and Applicant Company No. 13 shall issue the advertisements and send out the notices of the aforesaid meetings. The Chairperson shall have all the powers under the Articles of Association of the Applicant Companies and also under the Rules in relation to the conduct of the meetings, including deciding any procedural questions that may arise at the meetings.

**XII.** The Applicant Company No. 1 and Applicant No. 13 shall furnish a copy of the Scheme free of charge within one day of any requisition for the Scheme made by any creditor entitled to attend the meeting as aforesaid.

**XIII.** The Chairperson shall file an Affidavit not less than 7 (seven) days before the date fixed for the meetings and report to Tribunal that the directions regarding issuance of notices and advertisement of the meetings have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

**XIV.** It is further ordered that the Chairperson shall report to this Tribunal on the result of the meeting in Form No. CAA-4, along with an affidavit, as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, within 7 (seven) working days from the date of conclusion of the aforesaid meetings. The Chairperson would be fully assisted by the authorized representative/Company Secretary of the Applicant Companies and the Scrutinizer for conducting the required meetings and preparing and finalizing the report.

19. With the aforesaid directions, the First Motion Company Application bearing **CA(CAA)/10/Chd/Hry/2026** stands allowed and disposed of accordingly, by giving liberty to the Applicant Companies to file a Second Motion Petition.

20. A copy of this Order shall be supplied to the learned Counsel for the Applicant, who in turn shall supply a copy of the same to the Chairperson and Scrutinizer immediately.

**Sd/-**  
**Khetrabasi Biswal**  
**Member (Judicial)**  
Inderjeet

**Sd/-**  
**Kaushalendra Kumar Singh**  
**Member (Technical)**