

July 06, 2026

The Securities and Exchange Board of India
SEBI Bhawan, Plot no. C4-A, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai, Maharashtra-400051

Sub: Report under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Dear Sir/Madam

Please find herewith Report under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 in respect of the acquisition of 3943509 (19.85%) equity shares of the Archidply Industries Limited, by way of inter-se transfer of shares pursuant to the Scheme of Amalgamation amongst Promoter Group Companies under Regulation 10(1)(d)(iii) of the SEBI (SAST) Regulations, 2011.

The respective intimation and report under Regulation 10(6) of Takeover Regulations has been filed with NSE & BSE on June 06, 2026 and June 11, 2026.

We are enclosing herewith the demand draft bearing no. 117117 dated July 04, 2026 for Rs. 1,50,000/- (One lakh Fifty Thousand only) drawn on Panjab National Bank in favour of "Securities Exchange Board of India" payable at Mumbai, towards non-refundable fees pursuant to the said regulation. The copy of the same is attached as "Annexure - E" to this letter.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking You,

Yours faithfully



Shree Shyam Tea Private Limited
Promoter of Archidply Industries Limited

Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance up on exemption provided for in Regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	General Details	
	a. Name, address, telephone no., e-mail of Acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Shree Shyam Tea Private Limited, Makum Road, Tinsukia, Assam (786125), email: kolkata@archidply.com Contact No: 03322831850
	b. Whether sender is the acquirer (Y/N)	Yes
	c. If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	N.A.
	d. Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	N.A.
2	Compliance of Regulation 10(7)	
	a. Date of report	06 th July, 2026
	b. Whether report has been submitted to SEBI within 21 business days from the date of the acquisition	Yes
	c. Whether the report is accompanied with fees as required under Regulation 10(7)	Yes
3	Compliance of Regulation 10(6)	
	a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 business days of the acquisition	Yes, A Copy of the same is enclosed herewith as Annexure - A
	b. Date of Report	11 th June, 2026
4	Details of the Target Company (TC)	
	a. Name & address of TC	Archidply Industries Limited
	b. Name of the Stock Exchange(s) where the shares of the TC are listed	Plot No. 7, Sector - 9, Integrated Industrial Estates, Sidcul, Pant Nagar, Dist. Udam Singh Nagar, Rudrapur , Uttarakhand, 263153
5	Details of the acquisition	
	a. Date of acquisition	05 th June, 2026
	b. Acquisition price per share (in Rs.)	N.A. since off market inter-se transfer of share will be pursuant to amalgamation between the

			promoter group companies i.e. Vanraj Suppliers Private Limited amalgamated in Shree Shyam Tea Private Limited.			
	c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2),4 or 5)	N.A.			
	d.	Shareholding of acquirer/s and PACs individually in TC (in terms of no: & as a percentage of the total share capital of the TC)	Before the acquisition		After the acquisition	
			No. of Shares (*)	% w.r.t total share capital / voting rights of TC	No. of Shares	% w.r.t total share capital / voting rights of TC
		Name(s) of the acquirer(s) and PAC(**) Shree Shyam Tea Private Limited	277900	1.40	4221409	21.25
6	Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(d)(iii)					
	a.	Provide the name of the Seller(s)	Vanraj Suppliers Private Limited			
	b.	Specify the relationship between acquirer(s) and the seller(s)	Acquirer and seller both are the promoters of the Archidply Industries Limited (Target Company)			
	c.	Confirm that the scheme is approved by the order of a court or any other competent authority	The Scheme is approved by the Hon'ble National Company Law Tribunal, Guwahati			
	d.	Attached copy of the order mentioned above.	A Certified copy of the order is enclosed as Annexure B			
	e.	Total consideration paid under the scheme.	M/s Shree Shyam Tea Private Limited will be allotted 3943509 equity shares of Archidply Industries Limited holds by Vanraj Suppliers Private Limited as per the scheme of Amalgamation.			
	f.	Component of cash and cash equivalents in the total consideration paid under the scheme. Whether the same is less than twenty-five percent of the total consideration paid under the scheme? (Y/N)	There is no cash/cash equivalent component under scheme of Amalgamation.			

	g. After the implementation of the scheme, whether the persons who are directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme? (Y/N). Please furnish relevant details including the name of such persons as well as their stake in the combined entity.	Yes. Enclosed as Annexure C
	h. Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.	Yes Applicable Regulations: 29 (2) and 10 (6) Date of Intimation: June 06, 2026 and June 11, 2026 Copies of disclosures: enclosed as "Annexure -D".
	i. Declaration by the acquirer that all the conditions specified under regulation 10(1)(d)(iii) with respect to exemptions has been duly complied with.	All the conditions specified under regulation 10(1)(d)(iii) of SEBI (SAST) Regulations, 2011 have been duly complied with.

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed therefrom.

Signature:



Date: 06-07-2026

Place: Kolkata

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.



Atul Krishna Pandey <cs@archidply.com>

Submission of Disclosure under Regulation 10(6) of SEBI (SAST) Regulations, 2011

East Kolkata <kolkata@archidply.com>
To: corp.relations@bseindia.com, takeover@nse.co.in
Cc: Atul Krishna Pandey <cs@archidply.com>

Thu, Jun 11, 2026 at 3:21 PM

Dear Sir/Madam,

Please ignore my previous email dated 11-06-2026.

Further, Please find enclosed herewith the Disclosure under Regulation 10(6) of SEBI (SAST) Regulations, 2011.

The aforesaid disclosure is being submitted for your information and records.

Kindly take the same on record.

Thanking You

Shree Shyam Tea Private Limited

[Quoted text hidden]



Disclosure under Reg 10(6)_SST.pdf
296K

June 11, 2026

To The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai – 400051	To, The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001
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Sub: Disclosure under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)

Dear Sir/Madam,

We hereby submit the disclosure as required under Regulation 10(6) of the SEBI (SAST) Regulations, 2011 for acquisition of 3943509 (19.85%) equity shares of the Archidply Industries Limited, by way of inter-se transfer of shares pursuant to the Scheme of Amalgamation amongst Promoter Group Companies under Regulation 10(1)(d)(iii) of the SEBI (SAST) Regulations, 2011.

You are requested to kindly take the above documents on records and disseminate the same to the public.

Thanking You,

Yours Truly



Shree Shyam Tea Private Limited
Promoter

CC: Company Secretary & Compliance Officer
Archidply Industries Limited
Plot No. 7, Sector - 9, Integrated Industrial Estates,
Sidcul, Pant Nagar, Dist. Udam Singh Nagar,
Rudrapur , Uttarakhand, 263153

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Archidply Industries Limited			
2.	Name of the acquirer(s)	Shree Shyam Tea Private Limited			
3.	Name of the stock exchange where shares of the TC are listed	BSE LTD & NSE LTD			
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Amalgamation			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of the SEBI (SAST) Regulations, 2011			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	The disclosure under Regulation 10(5) of the SEBI (SAST) Regulations, 2011 was not required for the acquisition.			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a.	Name of the transferor / seller		Not Applicable	
	b.	Date of acquisition		Not Applicable	
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above		Not Applicable	
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC		Not Applicable	
	e.	Price at which shares are proposed to be acquired / actually acquired		Not Applicable	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a	Each Acquirer / Transferee(*)			
		Shree Shyam Tea Private Limited	277900	1.40	4221409 21.25
	b	Each Seller / Transferor			
		Vanraj Suppliers Private Limited	3943509	19.85	0 0

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group. The above disclosure shall be signed by the acquirer mentioning date & place. In case,
 - there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Yours Truly



Shree Shyam Tea Private Limited
Promoter

CC: Company Secretary & Compliance Officer
Archidply Industries Limited
Plot No. 7, Sector - 9, Integrated Industrial Estates,
Sidcul, Pant Nagar, Dist. Udam Singh Nagar,
Rudrapur , Uttarakhand, 263153



May 4, 2026

To,

The Registrar

The Hon'ble National Company Law Tribunal, Guwahati Bench, Assam

Before the National Company Law Tribunal, Guwahati Bench

Company Petition (CAA) No. 4/GB/2021

Connected with

Company Application (CAA) No. 1/GB/2021

In the matter of:

Sections 230 to 232 of the Companies Act, 2013;

And

In the matter of:

1. Vanraj Suppliers Private Limited
2. Shree Shyam Tea Private Limited
- Petitioners

Dear Sir,

Kindly provide us certified copy of the Final Order dated 13.4.2026 alongwith the Scheme and Schedule of Assets. Enclosed please also find Schedule of Assets, Final Order and Scheme. The details of the requisite fee for the aforesaid are given as follows:

D.D. Date - 07.05.2026

Amount - 500.00

Bank - Punjab National Bank

D.D. No. - 073623

Thanking You

For MKB & Associates


 Neha Somani

(Senior Partner)

[Authorised Representative of the Petitioners]

Contact No. 9051441471


 NCLT
 1st Floor
 BANL BHAWAN -
 ANAND RAM BARUAH ROAD
 PANBAZAR
 SAUHAJI - 781001


No. 22
Date of Presentation of Application for copy 11/05/2026
No of Pages 26
Copying fee Rs 51 Per page 02
Registration & postage fee.....
Total.....
Date of receipt &.....
Date of copy.....
Date of presentation of copy 13/05/2026
Date of delivery of copy 13/05/2026

NATIONAL COMPANY LAW TRIBUNAL
GUWAHATI BENCH
GUWAHATI

ORDER SHEET OF THE HEARING ON 13 APRIL 2026

CP(CAA)/4/GB/2021
(CA(CAA)/1/GB/2021)

Present: 1. Hon'ble Member (Judicial), Shri Rammurti Kushawaha
2. Hon'ble Member (Technical), Shri Yogendra Kumar Singh

In the Matter of	Vanraj Suppliers Private Limited (Transferor Companies) And Shree Shyam Tea Private Limited (Transferee Company)
Under Section	U/s 230-232 of Companies Act, 2013

Appearances (via video conferencing/physically)

For Petitioner (s) : Ms. N. Somani, CS

ORDER

Order pronounced in open Court vide separate sheets.

Sd/-
Yogendra Kumar Singh
Member (Technical)

Sd/-
Rammurti Kushawaha
Member (Judicial)



CERTIFIED TO BE TRUE COPY
OF THE ORIGINAL

Shubham (PS)



NATIONAL COMPANY LAW TRIBUNAL
GUWAHATI BENCH
GUWAHATI

CP(CAA)/4/GB/2021
(CA(CAA)/1/GB/2021)

An Application under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for sanction of Scheme of Amalgamation;

In the Matter of:

VANRAJ SUPPLIERS PRIVATE LIMITED, a company incorporated under the Companies Act, 1956 (CIN: U51909AS1995PTC019086) and having its registered office at P.O Rupai Siding Doom Doomda, Tinsukia, Assam- 786153;

... **Transferor Company/Petitioner Company No.1**

-And-

SHREE SHYAM TEA PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN U01132AS1988PTC003049) and having its registered office at Makum Road, Tinsukia, Assam- 786125;

... **Transferee Company/Petitioner Company No.2**

Coram:

Shri Rammurti Kushawaha : Member (Judicial)
Shri Yogendra Kumar Singh : Member (Technical)

Appearances (through video conferencing/physically):

For Applicant(s) : Ms. N. Somani, PCS
For Respondent (s) : Mr. K. Aravind, AD for RD NER

Order pronounced on: 13.04.2026





As per Bench

1. The present Company Petition has been filed under Section 232(3) of the Companies Act, 2013 ("Act"), seeking sanction of this Tribunal to the Scheme of Amalgamation ("Scheme") proposed to be made between Vanraj Suppliers Private Limited (VSPL) ("Transferor Company") with Shree Shyam Tea Private Limited (SSTPL) ("Transferee Company") and their respective shareholders whereby and whereunder the entire undertaking of the Transferor Company, as a going concern, together with all its assets and liabilities will stand transferred to and vested in the Transferee Company with effect from 1st of April, 2019 ("Appointed Date") in a manner as provided in the scheme of amalgamation, duly approved by the shareholders of the Petitioner Companies, through their written consent by way of affidavits and by the unsecured creditors of the Transferee Company in the meeting held pursuant to the order of the Tribunal 20th January, 2021. The Petitioner Companies pray for the following reliefs:

- 1.1 *The said scheme of amalgamation, being Annexure A, be sanctioned by the Tribunal as to be binding on all the equity shareholders of the Petitioner companies and all concerned with effect from 1st April, 2019;*
- 1.2 *All the assets and properties and interest of the Transferor Companies be transferred without any further act or deed to Transferee Company and become the assets and vest in the Transferee company with all the estate and interest of Transferor Company pursuant to Section 232 read with Section 230 of the Companies Act, 2013;*
- 1.3 *All the liabilities and duties of the Transferor Companies be transferred without further act or deed to Transferee Company and shall become liabilities and duties of Transferee Company pursuant to section 232 read with Section 230 of the Companies Act, 2013;*
- 1.4 *All employees of the Transferor Companies to be transferred to the Transferee Company;*
- 1.5 *All proceedings and/or suit and/ appeals now pending by or against the Transferor Companies shall be continued by or against Transferee Company;*
- 1.6 *Leave be granted to the petitioners to file schedule of Assets of the Transferor Company within such time as this Hon'ble Bench may direct;*

1.7 *Notice of hearing to be advertised in an English newspaper and in a newspaper in vernacular language, as deemed fit and proper;*





- 1.8 Notice of this petition be served upon the (a) Central Government through Regional Director, North Eastern Region, Ministry of Corporate Affairs, (b) Registrar of Companies, Guwahati, Ministry of Corporate Affairs (c) The Income tax Department (d) Official Liquidator and such other Sectoral regulators as the Hon'ble National Tribunal, Guwahati Bench deem fit;
 - 1.9 Order be given to file certified copy of the order to be passed herein with the Registrar within 30 days of receipt of such order;
 - 1.10 The Transferee Company to allot shares to the shareholders of the Transferor Companies post amalgamation;
 - 1.11 Dissolution without winding up of the Transferor Companies;
 - 1.12 After dissolution of the Transferor Companies, the fee paid by the Transferor Companies on their Authorized share Capital to be set off against the fee payable by the Transferee Company on its authorized share capital subsequent to the amalgamation;
 - 1.13 Such further order or orders be made and/or direction or directions be given as to this which the Hon'ble Tribunal may deem fit and proper.
2. Dispensation of holding the meeting of shareholders of the Petitioner Companies and Secured Creditors of the Transferee Company was approved *vide* Order dated 20.01.2021 passed by this tribunal in Company Application (CAA) No. 1/GB/2021. Since, there were NIL Secured and Unsecured Creditors in the Transferor Company and NIL Secured Creditors in the Transferee Company, there was no requirement of convening the meetings. Further, the Scheme was approved by the Unsecured Creditors of the Transferee Company in the meeting held on 19th March, 2021. A copy of the said Scheme of Amalgamation is annexed hereto and marked as 'Annexure A'. A copy of the order dated 20.01.2021 is annexed hereto and marked 'Annexure B'.
3. The reasons that have necessitated and/or justified the said Scheme of Amalgamation are, inter alia, as follows:
- 3.1 The Applicant Companies are carrying on business activities under the management of the same family/group, therefore it would be beneficial for the Transferor Company to merge with the Transferee Company.
 - 3.2 Further, the majority shares of the Applicant Companies are held by the same family/group. Thereby having common control. Hence Amalgamation of these Companies will be convenient for the company to operate as a combined entity.





- 3.3 The management of the Companies has examined the relative business strengths and the potential commercial and other synergies of the consolidated entity and, accordingly, the possibility of consolidating their businesses under a single entity was mooted.
- 3.4 The amalgamation is expected to consolidate and streamline the holding of the promoters for a better and more efficient control as the integration would result in greater financial strength and flexibility for the amalgamated entity, which would result in maximising overall shareholders' value, and will improve competitive position of the combined entity.
- 3.5 The amalgamation would result in reduction of costs. Pooling of business and strategic resources economies of scale and focused management control.
- 3.6 The Scheme is in the interest of the companies and will help in modernization, growth and expansion of the businesses. The amalgamation would enable higher levels of corporate governance and compliance of laws in this regard thereby creating a healthy balance sheet.
- 3.7 Combined additional thrust to the Transferee Company due to the managerial expertise of Transferor Company enabling the Transferee Company to offer a strong financial structure to all creditors, lower the cost of borrowing, increase operational efficiency and integrate marketing functions. This would contribute towards enhancement of shareholder value of the Transferee Company. The interest of the various stakeholders will be secured and unaffected by the proposed amalgamation.

4. SALIENT FEATURES OF THE SCHEME OF AMALGAMTION ARE:

4.1 TRANSFER OF "UNDERTAKING" OF TRANSFEROR COMPANIES

- i. Generally: Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Undertaking of the Transferor Companies shall, pursuant to the sanction of this Scheme by the Tribunal and pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, be and stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, as a going concern without any further act, instrument, deed, matter or thing to be done, made, executed so as to become, as and from the Appointed Date, the undertaking



of the Transferee Company by virtue of and in the manner provided in this Scheme.

ii. Transfer of assets:

Without prejudice to the generality of the clause (i) above, upon coming into effect of this Scheme and with effect from the Appointed date:

- a. All the assets and properties comprised in the Undertaking, of whatsoever nature and wheresoever situate, whether or not recorded in the books of the Transferor Companies, including assets and properties acquired on or after the appointed date, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in the Transferee Company or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the assets and properties of the Transferee Company.
- b. Without prejudice to the provisions of ii.(a) above, in respect of such of the assets and properties of the Transferor Companies as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the Transferor Company and shall, upon such transfer, become the assets and properties of the Transferee Company as an integral part of the Undertaking, without requiring any separate deed or instrument or conveyance for the same.
- c. In respect of such of the assets and properties of the Undertaking of the Transferor Companies as are immovable in nature, whether held as fixed assets and/or inventory, the same shall be so transferred by the Transferor Companies, and shall, upon such transfer become, as and from the Appointed Date, the immovable assets of the Transferee Company, and it shall not be necessary to obtain the consent of any third party or other person in order to give effect to the provisions of this clause. The Transferee Company shall under the provisions of this Scheme, be deemed to be authorized to execute any such instruments, deeds and writings on behalf





of the Transferor Companies and to implement or carry out all such formalities or compliances on part of the Transferor Companies, to be carried out or performed in order to give effect to the provisions of this clause.

- d. In respect of movables other than those dealt with in clause ii. (c) above, assets including sundry debts, receivables, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Government, quasi government, local or other authority or body or with any company or other person, if any, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee the Company without any notice or other intimation to the debtors (although the Transferee Company may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or depositor, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in the Transferee Company).
- e. All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Companies and all rights and benefits that have accrued or which may accrue to the Transferor Companies, whether before or after the Appointed Date, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of





the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.

iii. Transfer of Liabilities:

a. Upon the coming into effect of this Scheme and with effect from the Appointed Date, all liabilities relating to and comprised in the Undertaking including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor Companies of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations (herein referred to as the "Liabilities"), shall, pursuant to the sanction of this Scheme by the Tribunal and under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, along with, any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Transferee Company to the extent they are outstanding on the Effective Date so as to become as and from the Appointed Date the liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

b. All debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date, whether or not provided in the books of the Transferor Companies, and all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Transferor Companies on or after the Appointed Date till the Effective Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities





and obligations incurred by the Transferee Company by virtue of this Scheme, which shall meet, discharge and satisfy the same.

- c. Where any such debts, loans raised, liabilities, duties and obligations of the Transferor Company as on the appointed Date have been discharged or satisfied by the Transferor Company after the appointed date and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the Transferee Company.
- d. All loans raised and utilized and all liabilities, duties and obligations incurred or undertaken by the Transferor Companies in the ordinary course of its business after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and under the provisions of Sections 230 to 232 of the Act, without any further act, instrument or deed be and stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the loans and liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same.
- e. Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Companies and the Transferee Company shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect, shall be given in the books of accounts and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date.





4.2 TRANSACTION BETWEEN THE APPOINTED DATE AND EFFECTIVE DATE.

With effect from the Appointed Date and up to and including the Effective Date:

- a. The Transferor Companies shall carry on and shall be deemed to have carried on all its business and activities as hereto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the Undertaking on account of, and for the benefit of and in trust for, the Transferee Company.
- b. All the profits or income accruing or arising to the Transferor Companies, and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or income or as the case may be, expenditure or losses (including taxes) of the Transferee Company.
- c. All taxes (including income tax, sales tax, excise duty, customs duty, service tax, VAT, GST etc.) paid or payable by the Transferor Companies in respect of the operations and/or the profits of the business before the Appointed Date, shall be on account of the Transferor Companies and, insofar as it relates to the tax payment (including, without limitation, sales tax, excise duty, custom duty, income tax, service tax, VAT, GST etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Companies in respect of the profits or activities or operation of its business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.
- d. On the Scheme becoming effective, the Transferee Company shall be entitled to file/ revise its income tax returns, TDS Returns and other statutory returns, if required and shall have the right to claim refunds, depreciation benefits etc, if any, as also the income returns filed by the Transferor Company so far as is necessitated on account of the Scheme becoming effective from 1st April, 2019, being the Appointed Date under the Scheme.

e. Any of the rights, powers, authorities and privileges attached or related or pertaining to and exercised by or available to the Transferor Companies shall





be deemed to have been exercised by the Transferor Company for and on behalf of and as agent for the Transferee Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Undertaking that have been undertaken or discharged by the Transferor Company shall be deemed to have been undertaken or discharged for and on behalf of and as agent for the Transferee Company.

4.3 ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEEE COMPANY:

- i. Amalgamation of the Transferor Company with the Transferee Company shall be accounted in accordance with "Pooling of Interest Method" of accounting as per Accounting Standard-14 as notified under Section 133 of the Companies Act, 2013.
- ii. Upon the scheme becoming effective, the Transferee Company shall record all assets and liabilities, including reserves of the Transferor Company vested in it pursuant to this scheme, in the books of accounts at their existing carrying amounts and in the same form.
- iii. If and to the extent there are inter-corporate loans, deposits or balances as between the Transferor Company and the Transferee Company, the obligations in respect thereof shall, on and from the Appointed Date, come to an end and corresponding suitable effect shall be given in the books of account and records of the Transferee Company.
- iv. In case of any differences in accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the Appointed Date will be qualified and adjusted in the balance lying in the General Reserve Account as reflected in the balance sheet of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

4.4 MODIFICATIONS TO THE SCHEME:

- i. Scheme subject to Modifications: The Scheme shall be subject to such modifications as the Tribunal while sanctioning the same may direct and





which the Board of Transferor Company and Transferee Company may consent and agree to;

- ii. Modifications and Amendments to Scheme: The Transferor Company (by its Board of Directors) and the Transferee Company (by its Board of Directors) either by themselves or through a Committee appointed by them in this behalf, may in their full and absolute discretion, make and/or assent to any alteration, or modification to this Scheme, including but not limited to those which the Tribunal and/or any other authority may deem fit approve or propose;
- iii. Withdrawal of Schemes: In the event that any conditions proposed by the Tribunal are found unacceptable for any reason whatsoever by Transferor Company or by Transferee Company, then Transferor Company and/or Transferee Company shall be entitled to withdraw the Scheme in which even no rights and liabilities whatsoever shall accrue to or be incurred inter se to or by the parties or any of them;

4.5 SCHEME CONDITIONAL ON APPROVALS AND SANCTIONS:

The Scheme is conditional upon and subject to the following approvals/permissions and the amalgamation shall be deemed to be complete on the date on which the last of such approval/permissions shall have been obtained.

- i. Approval of Members / Creditors of Transferor Company and Transferee Company: The approval and agreement of the Scheme by the requisite majorities of Equity Shareholders/ Creditors (wherever applicable) of the Transferor Company and the Transferee Company, as may be directed by the Tribunal, Guwahati Bench on the applications made for directions under Section 230 to 232 of the said Act for calling meeting and necessary resolutions being passed under the said Act.
- ii. Sanction of Tribunal, Guwahati Bench: The sanction of the Hon'ble National Company Law Tribunal Guwahati Bench, under Section 230 to 232 and other applicable provisions of the Act in favour of the Transferor Company and the Transferee Company and the certified copy of the order of the Tribunal sanctioning this scheme being filed with Registrar of Companies.





4.6 EFFECT OF NON-RECEIPT OF APPROVALS/SANCTIONS:

In the event of any of the said sanctions and approvals referred to in the Clause 4.6 above not being obtained and/or the Scheme not being sanctioned by the Tribunal and/or the order or orders not being passed as aforesaid, the Scheme of Amalgamation shall become null and void and shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or may otherwise arise in law.

4.7 EFFECT OF NON FULFILLMENT OF ANY OBLIGATION:

In the event of non-fulfillment of any or all the obligations under the Scheme, by either Transferor Company or Transferee Company, the non-performance of which will put the other company under any obligation, then such defaulting company will indemnify all costs/interest, etc. to the other company, subject to a specific provision if any to the contrary under the Scheme.

4.8 COSTS AND EXPENSES

All costs, charges and expenses of Transferor Company and Transferee Company respectively in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Undertakings in pursuance of this Scheme shall be borne and paid by the respective company.

**5. ISSUE OF EQUITY SHARES BY SHREE SHYAM TEA PRIVATE LIMITED
(TRANSFEREE COMPANY)**

- i. Issue of Equity Shares to VSPL: Upon the Scheme becoming operative, in consideration of the transfer and vesting of VSPL in Transferee Company in terms of this Scheme, Transferee Company shall without any further application or deed (except as outlined elsewhere) issue and allot to every member of VSPL whose name is recorded in the Register of Members of VSPL on the Record Date or his/her heirs, executors, administrators or the successors in title, as the case may be 1 Equity Shares of Rs.10/- each in Transferee Company, credited as fully paid up for every 16 Equity Shares of Rs. 10/- each, fully paid-up, held by such member





- in VSPL on such terms and conditions as the Board of Transferee Company may determine.
- ii. In case the Transferor Company make any allotment of shares between the Appointed Date and the Effective Date, the said allottees shall also upon the Scheme becoming operative, in consideration of the transfer and vesting of Transferor Company in Transferee Company in terms of this Scheme, shall without any further application or deed be issued and allotted Equity shares in Transferee Company, credited as fully paid-up in the same ratio as are allotted to the other equity shareholders of the Transferor Company.
 - iii. No shareholder of Transferor Company shall be allotted any fractional shares in the Transferee Company. All fractional entitlements shall be ignored.
 - iv. All shares held by Transferee Company in Transferor Company or vice versa or Transferor Company inter-se shall stand cancelled. Further any sum of money owed by Transferee Company in Transferor Company or vice versa or Transferor Company inter-se shall stand cancelled. If any share cancellation leads to reduction of capital of Transferee Company, this scheme shall also be treated as a Scheme for reduction of Capital to that extent.
 - v. The new shares to be issued and allotted in terms hereof will be subject to Memorandum and Articles of Association of Transferee Company;
 - vi. Approval of Appropriate Authorities: For the purpose of issue and allotment of equity shares as aforesaid, Transferee Company shall, if and to the extent required, apply for and obtain the requisite consent or approval of appropriate authorities concerned for the issue and allotment by Transferee Company to the respective members of the Transferor Company of the Equity Shares in the ratio aforesaid. However, the issue and allotment of shares being an integral part of the Scheme, no further approval of shareholders of Transferee Company would be necessary for the same;
 - vii. Transferee Company to increase its Authorized Capital: The Transferee Company shall before allotment of the Equity Shares in terms of the Scheme, increase its Authorized Share Capital, if necessary, by the creation of at least such number of



Shares of such classes may be necessary to satisfy its obligations under the provisions of the Scheme.

viii. Mr. Manish Gadia, a Registered Valuer, determined a fair and reasonable value of the shares of the Petitioner Companies as on 31st March, 2019, are

Shree Shyam Tea Pvt. Ltd. : INR 3368.38

Vanraj Suppliers Private Limited : INR 212.52

'Vanraj Suppliers Private Limited will be issued 1 shares of Shree Shyam Tea Pvt Ltd in exchange of 16 shares'.

6. Upon the Scheme being sanctioned and an Order being made by the Tribunal under Section 232 of the Act, the Transferor Company shall stand dissolved without winding up on the Effective Date.
7. The Petitioner Companies in compliance of second motion order dated 17.09.2021, served Notice in Form CAA.3 upon (a) the Central Government through Regional Director, North-Eastern Region, Ministry of Corporate Affairs, Guwahati, (b) Registrar Of Companies, Assam, (c) Official Liquidator, High Court, Guwahati, and (d) Income Tax Department having jurisdiction over the Transferor Company and Transferor Company together with Copy of the petition and NCLT order dated 17.09.2021 of National Company Law Tribunal. The petitioner companies filed an affidavit of service with this tribunal on 12.11.2021.
8. Petitioners state that provision as specified in section 232(1) and 232(2) of the Act have been complied with.
9. The said Scheme if sanctioned will be effective from 1 April, 2019 ("**Appointed Date**"). The exchange ratio of the shares of the Transferor Company and Transferee Company has been fixed at a fair and reasonable basis and the valuation of the shares of the Petitioner Companies, based on which the share entitlement ratio has been arrived at, after careful consideration and after taking into account all relevant facts have been carried out and approved by Mr. Manish Gadia, Registered Valuer and is bonafide and reasonable. A copy of the Valuation Report is annexed in the application as '*Annexure O*'.
10. In compliance of proviso to Section 230(7) of the Act, the Statutory Auditor of the Petitioner Companies have certified that accounting treatment proposed in the Scheme of





Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Act which is annexed in the application as 'Annexure P'.

11. That the said Scheme of Amalgamation, may be sanctioned by this Tribunal to be binding on all their shareholders, employees and all concerned and on the Petitioner Companies and consequential orders also be made in terms of section 232(3), (4) and (5) of the Act.
12. This Petition is made bona fide and in the interests of justice.
13. The sanctioning of the Scheme of Amalgamation will be for the benefit of the companies and their shareholders, employees and all concerned and no one will be prejudiced if any order is made and/or directions are given as prayed for.
14. **Report of the Official Liquidator, Guwahati High Court dated 16.12.2021:**

14.1 That the Official Liquidator, Guwahati High Court, has not received any complaint against the proposed scheme of amalgamation from any person/party interested in the scheme in any manner till the date of filing of this report. Further, no complaint either from the stakeholder, shareholder, creditor or any other Govt. authority has been received by this office.

14.2 That the report of the Official Liquidator, Guwahati High Court, is based on the documents submitted by the Petitioner companies. The same have not been enclosed with the report as these are already on the records of the Office of the Regional Director.

14.3 That the Official Liquidator, Guwahati High Court, on the basis of information submitted by the Petitioner companies is of the view that the affairs of the aforesaid companies do not appear to have been conducted in a manner prejudicial to the interest of its members or to public interest as per the provisions of the Companies Act, 1956/ Companies Act, 2013.

15. **Report of the Regional Director, North Eastern Region, Ministry of Corporate Affairs, Guwahati dated 05.03.2026:**

15.1 That it is submitted that on examination of the report of Registrar of Companies, Guwahati, it appears that no complaints and/or representations has been received against the proposed Scheme of Arrangement. Further, all the Applicant Companies are updated in filing their financial statements and Annual Returns for the Financial Year ended on 31-03-2025 as per records available in MCA portal.



- 15.2 The Proposed scheme of Amalgamation involves merger of Vanraj Suppliers Private Limited (Transferor Co.) with Shree Shyam Tea Private Limited (Transferee Company).
- 15.3 The Petitioner Company should be directed to provide list / details of Assets, if any, to be transferred from the Transferor Company to the Transferee Company upon sanctioning of the proposed scheme.
- 15.4 The Petitioner Company should undertake to comply with the provision of section 232(3)(i) of the Companies Act, 2013, if applicable, through appropriate affirmation.
- 15.5 That the Transferee Company should be directed to pay applicable stamp duty on transfer of the immovable properties, if any, from Transferor Company to the Transferee Company.
- 15.6 That in Para 9.1 of the scheme, it is mentioned that Amalgamation of the Transferor Company with the Transferee Company shall be accounted in accordance with "Pooling of Interest Method" of Accounting as per Accounting Standard-14 as notified under Sec 133 of the Companies Act, 2013. In view of the above, necessary direction may be given to the Petitioner Companies not to deviate to implement the "Pooling of Interest Method" as per Accounting Standard-14 upon sanction of the scheme.
- 15.7 That the Petitioners are required to undertake that in terms of the provisions of section 230(5) of the Companies Act, 2013 the petitioner Companies served notice to concerned authorities which are likely to be affected by the proposed scheme of Arrangement. Further, it is submitted that the approval of the scheme by the Hon'ble Tribunal may not deter such authorities to deal with any of the issues arising after giving effect to the scheme. The decision of such authorities shall be binding on the Petitioner Companies concerned.
- 15.8 With respect to the non-filing of consolidated financial statements (Paragraph 2(a) of the affidavit dated 11th January, 2023 filed by the Deponent herein), it is submitted that the transferee company has filed compounding applications for the financial years 2019-2020, 2020-2021 and 2021-2022 and the same has now been compounded. The applicants have also filed the consolidated financial statements



for the financial year 2022-2023 and for the subsequent financial years i.e. F.Y. 2023-2024 and 2024-2025 as per records available in MCA Portal.

15.9 With respect to the non-publication of newspaper advertisements in the newspapers of West Bengal (Paragraph 2(b) of the affidavit dated 11th January, 2023), the applicants had submitted in their Rejoinder Affidavit as well as in the Appeal filed by them being Company Appeal (AT) No. 142 of 2023 that the shifting of registered office from the State of West Bengal to the State of Assam which was approved on 28th January, 2019 by the Ld. Regional Director, Eastern Region, was done in accordance with law after following all the due procedures and compliances including publication in the newspapers of West Bengal. The applicants further stated that the newspaper advertisements in the instant matter were made in the newspapers of Assam only pursuant to the directions given by the Hon'ble NCLT, Guwahati Bench vide its orders dated 20th January, 2021 and 17th September, 2021. In view of the above, no further submission is required in the matter.

15.10 It is most respectfully submitted that since the appointed date mentioned in the Scheme is 01.04.2019, which is considerably old and after that the company has filed Financial Statements upto 31.03.2025 in MCA Portal. It is necessary to modify the appointed date mentioned in the scheme to present date for transfer of Assets and Liabilities of Transferor Company to Transferee Company. Hence, this Hon'ble Tribunal may kindly be pleased to issue appropriate directions to the Petitioner Companies to modify the appointed date in the Scheme to the current date preferably 01.04.2025 for transfer of assets and liabilities of Transferor Company to Transferee Company.

16. Rejoinder on behalf of the Transferor Company and Transferee Company dated 05.03.2026:

16.1 With reference to paragraph 3(a) of the said affidavit, it is submitted that the same is a matter of record and may be considered as such by the Hon'ble Tribunal.

16.2 With reference to paragraph 3(b) of the said affidavit, it is submitted that the same is a matter of record and may be considered as such by the Hon'ble Tribunal.

16.3 With reference to paragraph 3(c) of the said affidavit, it is submitted that the Schedule of assets shall be provided by the Petitioners after the pronouncement of





the order by the Hon'ble National Company Law Tribunal, sanctioning the proposed Scheme.

- 16.4 With reference to paragraph 3(d) of the said affidavit, I undertake to comply with the provisions of Section 232(3)(i) of the Companies Act, 2013.
- 16.5 With reference to paragraph 3(e) of the said affidavit, it is stated that the Transferee Company will pay the applicable stamp duty, if applicable, on the transfer of immovable properties from the Transferor Company to it.
- 16.6 With reference to paragraph 3(f) of the said affidavit, I undertake to comply with para 9.1 of the Scheme, with respect to the accounting treatment in accordance with "Pooling of Interest Method" as per AS-14 as notified under Section 133 of the Companies Act, 2013.
- 16.7 With reference to paragraph 3(g) of the said affidavit, I hereby confirm that the Petitioner Companies have complied with the provisions of Section 230(5) of the Companies Act, 2013, and as directed by the Hon'ble Tribunal served upon the regulatory authorities.
- 16.8 With reference to paragraph 3(h) of the said affidavit, it is submitted that the same is a matter of record and may be considered as such by the Hon'ble Tribunal. It is stated that the compounding applications have been disposed of by the Learned Regional Director, North Eastern Region, Ministry of Corporate Affairs, pursuant to payment of fee by the directors of the Transferee Company. Copies of the challans of compounding fee paid to the Ministry of Corporate Affairs are annexed hereto and marked as 'Annexure-A' of the Rejoinder.
- 16.9 With reference to paragraph 3(i) of the said affidavit, it is submitted that the same is a matter of record and may be considered as such by the Hon'ble Tribunal.
- 16.10 With reference to paragraph 3(j) of the said affidavit, it is submitted that the Adjudicating Authority has the power and discretion to change the Appointed Date while sanctioning the Scheme, which also has been submitted by the Petitioners in their Appeal. Accordingly, the Adjudicating Authority may sanction the Scheme **with 1st April, 2025 as the Appointed Date.**

17. We have heard the Ld. Authorised Representative for the parties and perused the records. The present final motion company petition has been filed under Sections 230 to 232 of the





Act, seeking sanction of a Scheme of Amalgamation of Vanraj Suppliers Private Limited (Transferor Company) with Shree Shyam Tea Private Limited (Transferee Company).

18. This Tribunal notes that in the First Motion proceedings in CA (CAA) No. 01/GB/2021, *vide* order dated 20.01.2021, the meetings of the equity shareholders of all the Applicant Companies were dispensed with in view of the written consent affidavits filed by all Shareholders of the Applicant Companies. Further, there was no requirement for convening the meeting of Secured and Unsecured Creditors of the Applicant Transferor Company and Secured Creditors of the Applicant Transferee Company as there were NIL Secured and Unsecured Creditors. Further, directions were given for convening the meeting of the Unsecured Creditors of the Applicant Transferee Company.
19. Pursuant thereto, in the Second Motion proceedings in CP(CAA)/4/GB/2021, *vide* order dated 17.09.2021, notices under Section 230(5) of the Act were duly issued to all concerned statutory authorities, including the Regional Director, Registrar of Companies, Official Liquidator and the Income Tax Department. Further, publication was effected in 'The Assam Tribune' (English) and 'Dainik Asam' (Assamese) on 28.10.2021. Affidavits evidencing service of notices as well as publication were filed before this Tribunal within the stipulated time, i.e., on 12.11.2021.
20. Thereafter, upon purported compliance with the statutory requirements, the Petitioner Companies listed the matter for Final Motion proceedings in CP(CAA)/4/GB/2021. However, this Tribunal *vide* order dated 13.04.2023, had not sanctioned the said Scheme.
21. This Tribunal further notes that *vide* order dated 13.04.2023, the Petition was dismissed with the following observations:

21.1 "7.1.....*This contention of the Petitioners is not tenable. Since the substantial percentage of the shares are held for longtime by the Petitioner Company it is required to file consolidated financial statements of the company & its associates and attach with its financial statements under the provision of Section 129(3) of the Page 16 of 17 C.P. (CAA) No. 04/GB/2021 In C.A. (CAA) No. 01/GB/2021 Companies Act, 2013 read with Rule 5 of the Companies (Account) Rules.*

21.2.....*The averment of the Petitioner is not acceptable as it is found that the cancellation of license of the Transferor Company by the RBI and the shifting of company from West Bengal to Assam just after the cancellation of the license was not brought to the*





notice of the Bench during the first motion of hearing. Hence the submission of the Petitioner is not acceptable. Publishing the advertisement in the widely circulated newspapers both in Assam and West Bengal is required in the interest of all stakeholders.

21.3 7.3..... Under the circumstances mentioned above, we don't find any justification and reason to allow the 1st day of April 2019 as the appointed date of the proposed Amalgamation Scheme.

21.4 8. Considering the facts and submissions made above, it is found that all the statutory requirements of the provisions of Sections 230-232 of the Act have not been complied. Hence the proposed Scheme of Amalgamation of the companies is not to be sanctioned in the interest of all the shareholders."

22. Pursuant to which the Petitioners had filed an Appeal against the Order dated 13.04.2023 before the Hon'ble National Company Law Appellate Tribunal, Principal Bench, New Delhi ("NCLAT"), being Company Appeal (AT) No. 142 of 2023. The NCLAT vide its Order dated 09.09.2025, held that "4. In view of submissions so made above, it would be appropriate if the matter is remanded to the Ld. NCLT to relook and consider the response(s) given by the appellant(s) herein to the representation dated 11.01.2023 of the Regional Director, NER and also to the subsequent compliances made by the appellant(s), and thereafter to pass an order. Thus, we set aside the impugned order(s) dated 13.04.2023 in both these appeals and request the Ld. NCLT to pass an order(s) afresh in light of the above. The rights and contentions of parties shall remain open to them".

23. In view of the above, the Hon'ble NCLAT, vide Order dated 09.09.2025, had set aside the Order dated 13.04.2023 passed by this Hon'ble Tribunal and remanded the matter back to this Tribunal for reconsideration.

24. This Tribunal has considered the report dated 05.03.2026 filed by the Regional Director, NER, MCA, Guwahati, wherein the following observations have been specifically provided:

24.1 "(h). With respect to the non-filing of consolidated financial statements (Paragraph 2(a) of the affidavit dated 11th January, 2023 filed by the Deponent herein), it is submitted that the transferee company has filed compounding applications for the financial years 2019-2020, 2020-2021 and 2021-2022 and the same has now been compounded. The applicants have also filed the consolidated financial statements for the financial year 2022-2023 and for the





subsequent financial years i.e. F.Y. 2023-2024 and 2024-2025 as per records available in MCA Portal.

24.2 (i). With respect to the non-publication of newspaper advertisements in the newspapers of West Bengal (Paragraph 2(b) of the affidavit dated 11th January, 2023), the applicants had submitted in their Rejoinder Affidavit as well as in the Appeal filed by them being Company Appeal (AT) No. 143 of 2023 that the shifting of registered office from the State of West Bengal to the State of Assam which was approved on 28th January, 2019 by the Ld. Regional Director, Eastern Region, was done in accordance with law after following all the due procedures and compliances including publication in the newspapers of West Bengal. The applicants further stated that the newspaper advertisements in the instant matter were made in the newspapers of Assam only pursuant to the directions given by the Hon'ble NCLT, Guwahati Bench vide its orders dated 20th January, 2021 and 17th September, 2021. In view of the above, no further submission is required in the matter.

24.3 (j). It is most respectfully submitted that since the appointed date mentioned in the Scheme is 01.04.2019, which is considerably old and after that the company has filed Financial Statements upto 31.03.2025 in MCA Portal. It is necessary to modify the appointed date mentioned in the scheme to present date for transfer of Assets and Liabilities of Transferor Company to Transferee Company. Hence, this Hon'ble Tribunal may kindly be pleased to issue appropriate directions to the Petitioner Companies to modify the appointed date in the Scheme to the current date preferably 01.04.2025 for transfer of assets and liabilities of Transferor Company to Transferee Company”.

25. This Tribunal observed that the Scheme was earlier not sanctioned by this Tribunal vide order dated 13.04.2023 on account of certain deficiencies and non-compliances as recorded in the order dated 13.04.2023. In light of the observations now furnished by the Regional Director in its report dated 05.03.2026, it is evident that the Petitioner Companies have duly addressed and complied with the observations made by this Tribunal in the said Order dated 13.04.2023. Accordingly, this Tribunal is of the considered view that the Petitioner Companies are now in compliance with the requisite statutory requirements as well as the observations previously recorded by this Tribunal.

26. The Regional Director, North Eastern Region's report, containing certain observations, inter alia, relating to submission of the list of assets to be transferred, compliance with



Section 232(3)(i) of the Act, payment of applicable stamp duty and change in appointed date. The Petitioners have filed a rejoinder affidavit dated 05.03.2026, giving undertakings to comply with the said observations. The Regional Director (RD), North Eastern Region stated that no complaints or adverse representations were received against the proposed Scheme and that all Petitioner Companies are up to date in their statutory filings. This Tribunal finds the explanations and undertakings to be satisfactory.

27. The Official Liquidator submitted his report dated 16.12.2021, stating that the affairs of the Petitioner Companies were not conducted in a manner prejudicial to the interests of their members or the public. The said report is taken on record and accepted.
28. The Tribunal has perused the Scheme and finds that the amalgamation is proposed with a view to:
- The Applicant Companies are carrying on business activities under the management of the same family/group, therefore it would be beneficial for the Transferor Company to merge with the Transferee Company.
 - Further, the majority shares of the Applicant Companies are held by the same family/group. Thereby having common control. Hence Amalgamation of these Companies will be convenient for the company to operate as a combined entity.
 - The management of the Companies has examined the relative business strengths and the potential commercial and other synergies of the consolidated entity and, accordingly, the possibility of consolidating their businesses under a single entity was mooted.
 - The amalgamation is expected to consolidate and streamline the holding of the promoters for a better and more efficient control as the integration would result in greater financial strength and flexibility for the amalgamated entity, which would result in maximising overall shareholders' value, and will improve competitive position of the combined entity.
 - The amalgamation would result in reduction of costs. Pooling of business and strategic resources economies of scale and focused management control.
 - The Scheme is in the interest of the companies and will help in modernization, growth and expansion of the businesses. The amalgamation would enable higher levels of





corporate governance and compliance of laws in this regard thereby creating a healthy balance sheet.

g. Combined additional thrust to the Transferee Company due to the managerial expertise of Transferor Company enabling the Transferee Company to offer a strong financial structure to all creditors, lower the cost of borrowing, increase operational efficiency and integrate marketing functions. This would contribute towards enhancement of shareholder value of the Transferee Company. The interest of the various stakeholders will be secured and unaffected by the proposed amalgamation.

29. The Tribunal finds the stated rationale to be commercially sound, bona fide, and not opposed to public interest or corporate governance norms.

30. The Share Exchange Ratio has been determined on the basis of a Valuation Report prepared by Mr. Manish Gadia, Registered Valuer, and has been unanimously approved by the shareholders of the Petitioner Companies. No objection has been raised to the valuation or exchange ratio by any stakeholder or statutory authority. The Tribunal finds the valuation exercise to be fair, reasonable, and carried out in accordance with law.

31. The Petitioners have placed on record a certificate issued by the Statutory Auditor of the Petitioner Companies, certifying that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013. The Tribunal is satisfied that the accounting treatment complies with statutory requirements.

32. The Tribunal is satisfied that:

- i. All statutory procedures under Sections 230 to 232 of the Act and the relevant Rules have been duly complied with;
- ii. There are no pending investigations, inspections, or prosecutions against the Petitioner Companies as reported by RD and RoC;
- iii. The Scheme has received unanimous shareholder approval;
- iv. Statutory authorities have either expressed no objection or are deemed to have no objection; and

v. The Scheme is fair, reasonable, lawful and not contrary to public policy.

33. Accordingly, this Tribunal finds no legal impediment in granting sanction to the Scheme of Amalgamation.





ORDER

34. In view of the foregoing, the Scheme of Amalgamation involving **Vanraj Suppliers Private Limited** (Transferor Company) with **Shree Shyam Tea Private Limited** (Transferee Company) is hereby **sanctioned**, subject to fulfilment of all statutory compliances, including compliances under the Income Tax Act, 1961, if applicable. The Scheme shall be binding with effect from **1st April, 2025** (“**Appointed Date**”) on the Petitioners Companies, their respective shareholders, creditors and all concerned.
35. The Scheme of Amalgamation as annexed to the Company Petition shall be binding on all the equity shareholders of the Petitioner Companies and all other concerned persons, in accordance with law.
36. Upon the Scheme becoming effective:
- 36.1 All the assets and properties and interest of the Transferor Companies to be transferred without any further act or deed to Transferee Company and become the assets and vest in the Transferee company with all the estate and interest of Transferor Company pursuant to Section 232 read with Section 230 of the Companies Act, 2013;
- 36.2 All the liabilities and duties of the Transferor Companies to be transferred without further act or deed to Transferee Company and shall become liabilities and duties of Transferee Company pursuant to section 232 read with Section 230 of the Companies Act, 2013;
- 36.3 All employees of the Transferor Companies to be transferred to the Transferee Company;
- 36.4 All proceedings and/or suit and/ appeals now pending by or against the Transferor Company shall be continued by or against Transferee Company;
37. The Transferee Company shall, without further application, issue and allot equity shares to the shareholders of the Transferor Company in accordance with the Share Exchange Ratio provided in the Scheme, 1 (One) Equity Shares of Rs. 10/- each for every 16 (Sixteen) Equity Shares held in Transferor Company.
38. The Transferor Company shall stand dissolved without winding up in terms of Section 232(3)(d) of the Companies Act, 2013.





39. In accordance with Section 232(3)(i) of the Companies Act, 2013, the fees paid by the Transferor Companies on their authorized share capital shall be set off against the fees payable by the Transferee Company for its increased authorized share capital required to give effect to the Scheme.
40. The Petitioners are directed to file the Schedule of Assets of the Transferor Company within a period of **60 (sixty)** days from the date of this order.
41. The Petitioner Companies shall each, within **30 (thirty)** days of obtaining the Certified Copy of this order, cause a certified copy to be delivered to the Registrar of Companies (ROC) for registration.
42. Upon such delivery, the ROC shall place all documents relating to the Transferor Company on the file kept in relation to the Transferee Company, and the files shall be consolidated accordingly.
43. The Petitioners shall supply legible print-outs of the Scheme and Schedule of Assets in an acceptable form to the Department, which shall be appended to the certified copy of this order.
44. The Company Petition **CP(CAA) No. 4/GB/2021** is hereby **allowed and disposed of**, subject to the Petitioners complying with all applicable statutory requirements and undertakings given to the authorities.
45. The Registry is directed to send e-mail copies of the Order forthwith to all the parties and their authorised representative for their information and for taking necessary steps.
46. Certified Copy of this Order may be issued, if applied for, upon compliance of all requisite formalities.
47. File be consigned to records.

Sd/-

Yogendra Kumar Singh
Member (Technical)

Sd/-

Rammurti Kushawaha
Member (Judicial)

Signed this on 13th April, 2026.

Aditya P. (LRA)



CERTIFIED TO BE TRUE COPY
OF THE ORIGINAL

Tahmid Choudhury
13/05/2026
ZK Dy REGISTRAR/ASST. REGISTRAR
NATIONAL COMPANY LAW TRIBUNAL
GUWAHATI BENCH
DY NO. 22
DATE 13/05/2026

Annexure C

Details of Post-merger shareholding of shareholders holding shares in Vanraj Suppliers Private Limited (Transferor Company-1). now in " Shree Shyam Tea Private Limited " (Transferee Company)

Sno	Name	After Scheme	% of voting rights
1	DD Daga*	7660	4.49
2	Usha Daga*	2510	1.47
3	Shyam Daga*	22000	12.89
4	Rajiv Daga*	4437	2.60
5	Assam Timber Products Pvt. Ltd.	130168	76.25
6	The Mysore Chipboards Ltd	3937	2.31
	Total	170712	100.00

*Mr. DD Daga, Mrs. Usha Daga, Mr. Shyam Daga, and Mr. Rajiv Daga holds 36.74% shareholding in Shree Shyam Tea Private Limited.

Vanraj Suppliers Private Limited and Shree Shyam Tea Private Limited holds 19.85% and 1.40% shareholding in Target Company respectively.

DD Daga (HUF), Mr. DD Daga, Mrs. Usha Daga, Mr. Shyam Daga and Mr. Rajiv Daga also holds total 13.98% shareholding in Target Company.

Subsequent to approval of Scheme of Amalgamation, all * Mr. DD Daga, Mrs. Usha Daga, Mr. Shyam Daga, and Mr. Rajiv Daga holds direct or indirect holds 36.74% shares of Shyam Tea Private Limited.

DD Daga (HUF), Mr. DD Daga, Mrs. Usha Daga, Mr. Shyam Daga, Mr. Rajiv Daga and Shyam Tea Private Limited holds 35.15% shareholding in Target Company and which is in compliance with Regulation 10(1)(d)(iii) of SEBI (SAST) Regulations, 2011.



Atul Krishna Pandey <cs@archidply.com>

Submission of Disclosure under Regulation 29(2) of SEBI (SAST) Regulations, 2011

1 message

Atul Krishna Pandey <cs@archidply.com>

Sun, Jun 7, 2026 at 4:28 PM

To: corp.relations@bseindia.com, takeover <takeover@nse.co.in>

Dear Sir/Madam,

Subject: Submission of Disclosure under Regulation 29(2) of SEBI (SAST) Regulations, 2011

Please find enclosed herewith the disclosure received from the Promoters of Archidply Industries Limited (BSE Scripcode: 532994 & NSE Symbol: ARCHIDPLY) under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The aforesaid disclosure is being submitted for your information and records.

Kindly take the same on record.





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*Regards***Atul Krishna Pandey****Company Secretary & Legal Head**

M: 9984553311

Archidply Industries Ltd.Plot No. 2, Block No. 1, 2nd Floor, W.H.S Kirti Nagar, New Delhi – 110015T: 011-45642555, 42665112 | www.archidply.com

4 attachments

-  **Disclosures under Reg 29(2)_ATP.pdf**
275K
-  **Disclosures under Reg 29(2)_Vanraj.pdf**
277K
-  **Disclosures under Reg 29(2)_SST.pdf**
280K
-  **Disclosures under Reg 29(2)_Ravi.pdf**
276K

June 06, 2026

To The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai – 400051	To, The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001
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Sub: Disclosures under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Dear Sir/Madam,

We, Shree Shyam Tea Private Limited, have acquired 3943509 Equity Shares of Archidply Industries Limited (“Target Company”) pursuant of the scheme of amalgamation amongst Promoter Group Companies.

Please find enclosed herewith disclosure pursuant to the Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information and records.

Thanking You,

Yours Truly



**Authorised Signatory
Shree Shyam Tea Private Limited
Promoter**

**CC: Company Secretary & Compliance Officer
Archidply Industries Limited
Plot No. 7, Sector - 9, Integrated Industrial Estates,
Sidcul, Pant Nagar, Dist. Udam Singh Nagar,
Rudrapur , Uttarakhand, 263153**

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Archidply Industries Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Shree Shyam Tea Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Ltd & NSE Ltd		
Details of the acquisition / disposal as follows	Number	% w.r.t.total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	277900	1.40%	1.40%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/others)	-	-	-
c) Voting rights (VR) otherwise than byshares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	277900	1.40%	1.40%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/ old	3943509	19.85%	19.85%
b) VRs acquired /sold otherwise than byshares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	3943509	19.85%	19.85%

After the acquisition/sale, holding of:			
a) Shares carrying voting rights	4221409	21.25%	21.25%
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	4221409	21.25%	21.25%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Amalgamation		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	05.06.2026		
Equity share capital / total voting capital of the TC before the said acquisition / sale	19865000 Equity Shares of Rs. 10 each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	19865000 Equity Shares of Rs. 10 each		
Total diluted share/voting capital of the TC after the said acquisition	19865000 Equity Shares of Rs. 10 each		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Shree Shyam Tea Private Limited
Promoter
Date: 06.06.2026

