

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

**CA (CAA) No. 50/Chd/Hry/2025
(1st Motion)**

***(An Application Under sections 230 to 232 of the Companies Act, 2013 and
Companies (Compromise, Arrangements and Amalgamations) Rules, 2016)***

IN THE MATTER OF SCHEME OF AMALGAMATION OF:

NIIT Institute of Finance Banking & Insurance Training Limited

with its registered office at
Plot No. 85, Sector-32, Institutional Area,
Gurugram, Haryana - 122001
CIN: U80903HR2006PLC132078
PAN: AACCN3305J

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

RPS Consulting Private Limited

with its registered office at
Plot No. 85, Sector-32, Institutional Area,
Gurugram, Haryana 122001.
CIN: U72200HR2006PTC132184
PAN: AADCR4667C

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

NIIT Limited

with its registered office at
Plot No. 85, Sector-32, Institutional Area,
Gurugram, Haryana 122001
CIN: L74899HR1981PLC107123
PAN: AAACN0085D

...Applicant Company No. 3/ Transferee Company/
Amalgamated Company

Order delivered on: 18.12.2025

**Coram: Mr KHETRABASI BISWAL, MEMBER (JUDICIAL)
Mr KAUSHALENDRA KUMAR SINGH, MEMBER (TECHNICAL)**

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

ORDER

1. This is a joint First Motion Application filed by Applicant Companies namely, **NIIT Institute of Finance Banking & Insurance Training Limited** (hereinafter referred to as “Amalgamating Company 1”), **RPS Consulting Private Limited** (hereinafter referred to as “Amalgamating Company 2”) and **NIIT Limited** (hereinafter referred to as “Amalgamated Company”) (collectively referred to as the “**Applicant Companies**”) under Sections 230 & 232 of the Companies Act, 2013 (“**2013 Act**”) and other applicable provisions of the Act read with the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 (“**Rules**”) and their respective shareholders and creditors. The copy of above Scheme of Amalgamation (hereinafter referred to as the “**Scheme**”) has been annexed at Annexure A-1 to the Application.
2. The registered offices of all the Applicant Companies are situated in the State of Haryana and hence are under the jurisdiction of this Bench.
3. The Amalgamating Company 1 and Amalgamating Company 2 are the wholly owned subsidiaries of the Amalgamated Company.
4. The Applicant Companies have prayed for dispensing with the requirement of convening the meetings of the Equity Shareholders, with an alternate prayer for convening the meetings, if deemed fit by this Tribunal.
5. The Applicant Companies have prayed to direct that there is no requirement of convening the meeting of the Secured Creditors, as the Applicant Companies have no Secured Creditors;
6. The Applicant Companies have prayed for dispensing with the requirement of convening the meetings of the Unsecured Creditors, with an alternate prayer for convening the meetings, if deemed fit by this Tribunal.
7. The Amalgamating Company 1 is primarily engaged in the business of providing training and developing professionals for the Banking, Financial Services, and

Insurance sector in India, having its registered office at Plot No. 85, Sector-32, Institutional Area, Gurugram, Haryana 122001. The Amalgamating Company 1 was incorporated on 14.06.2006. The share capital of the Amalgamating Company 1 as provided in the Application is reproduced as follows:

The current share capital structure of the Amalgamating Company 1 is as under:

Share Capital	Amount in Indian Rupees
Authorized Capital	
1,10,00,000 equity shares of INR 10/-	11,00,00,000
Total	11,00,00,000
Issued, Subscribed and fully paid-up	
1,01,12,500 equity shares of INR 10/-	10,11,25,000.
Total	10,11,25,000.

8. The Amalgamating Company 2 is engaged in the business of providing enterprise learning services on digital technologies for professionals, having its registered address at Plot No. 85, Sector-32, Institutional Area, Gurugram, Haryana 122001. The Amalgamating Company 2 was incorporated on 14.12.2006. The share capital of the Amalgamating Company 2 as provided in the Application is reproduced as follows:

The current share capital structure of the Amalgamating Company 2 is as under:

Share Capital	Amount in Indian Rupees
Authorized Capital	
12,50,000 equity shares of INR 10/-	1,25,00,000
Total	1,25,00,000
Issued, Subscribed and fully paid-up	
7,50,000 equity shares of INR 10/-	75,00,000
Total	75,00,000

9. The Amalgamated Company is a global talent-development corporation, engaged in the business of providing learning and training programs for individuals, enterprises and institutions in technology, banking, finance and other sectors, having its registered office address at Plot No. 85, Sector-32, Institutional Area, Gurugram, Haryana 122001. The Amalgamated Company was incorporated on 02.12.1981. The share capital of the Amalgamated Company as provided in the Application is reproduced as follows:

The current share capital structure of the Amalgamated Company is as under:

Share Capital	Amount in Indian Rupees
Authorized Capital	
41,10,00,000 equity shares of INR. 2/- each	82,20,00,000
35,00,00,000 8.5% cumulative redeemable preference shares of INR 1/- each	35,00,00,000
25,00,000 redeemable preference shares of INR 100/- each	25,00,00,000
Total	142,20,00,000
Issued Share Capital	
13,63,68,104* equity shares of INR 2/- each	27,27,36,208
Total	27,27,36,208
Subscribed and paid-up share Capital	
13,63,62,104 equity shares of INR 2/- each	27,27,24,208
Total	27,27,24,208

The equity shares of Applicant/Amalgamated Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

10. Copies of the Memorandum and Articles of Association along with the Master Data of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company have been annexed with the Application C.A. (CAA)

No. 50/Chd/Hry/2025 as Annexure A-2 (Colly.), Annexure A-5 (Colly.) and Annexure A-8 respectively.

11. Copies of the Audited Financial Statements as on 31.03.2025 of Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company have been annexed with the Application C.A. (CAA) No. 50/Chd/Hry/2025 as Annexure A-3, Annexure A-6 and Annexure A-9 respectively.
12. Copies of the Unaudited Financial Statements as on 30.06.2025 of Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company have been annexed with the Application C.A. (CAA) No. 50/Chd/Hry/2025 as Annexure A-4, Annexure A-7 and Annexure A-10 respectively.
13. It is stated that the Board of Directors of the Applicant Companies in their respective meetings held on 09.10.2025 considered and approved the proposed Scheme of Amalgamation subject to sanctioning of the same by this Tribunal. Copies of the Board Resolutions of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamated Company have been annexed with the Application as Annexure A-11, Annexure A-12 and Annexure A-13.
14. The Rationale of the Scheme, as stated in the Application, is reproduced below:

“The amalgamation of Amalgamating Company 1 and Amalgamating Company 2 with and into the Amalgamated Company pursuant to this Scheme shall be in the interest of all concerned stakeholders, customers, creditors, employees and the general public, in the following ways:

- i. **Simplified Structure & Governance and improved Agility** : The amalgamation will simplify the corporate structure by reducing multiple legal entities, thereby enhancing transparency, enabling direct oversight by the Amalgamated Company’s management, and improving agility to facilitate quicker decision-making aligned to the strategic goals of Amalgamated Company. Reduction in*

administrative complexity will transform the Amalgamated Company into a more efficient and effective organization.

- ii. **Cost and Compliance Efficiencies:** The amalgamation will reduce administrative overheads, duplication of records, and legal and regulatory compliances, leading to substantial reduction of administrative cost. Further, release of management bandwidth is expected to help in driving value creation for stakeholders.*
- iii. **Consolidation and Growth:** The consolidation of the businesses of the Amalgamating Companies into the Amalgamated Company is expected to result in focused growth, operational efficiencies, and enhanced business synergies.*
- iv. **Leveraging Complementary Strengths:** The Amalgamating Companies and the Amalgamated Company have, over time, invested capital and developed distinct competencies. Their integration is expected to enable delivery of a more comprehensive suite of products and services to a combined customer base, thereby enhancing competitiveness in the market.*
- v. **Access to Assets, Resources and Talent:** The amalgamation is expected to provide access to a larger pool of financial resources, skilled personnel, and experienced management, thereby strengthening the ability to innovate and offer distinctive solutions in the marketplace. Further, consolidation is expected to facilitate seamless access to the assets including intangible assets, licenses, and intellectual property of each of the Applicant Companies, resulting in operational synergies, and optimal utilization of resources and capital.*

Accordingly, the Scheme is in the best interests of the Applicant Companies and their respective shareholders and creditors.”

15. It is deposed by the authorised representative of the Applicant Companies that as per the information available with the Applicant Companies, the Applicant Companies do not have any material investigations or material proceedings/litigations against them under the 2013 Act, or any other applicable law and that the Applicant Companies do not have any investigation or proceedings pending against them under Sections 206 to 227 of the 2013 Act.
16. It is further submitted that in pursuance of the proviso to Section 230(7) and Section 232(3) of the 2013 Act, the Amalgamated Company has filed a certificate dated 09.10.2025 issued by its Statutory Auditor certifying that the Scheme is in compliance with the Accounting Standards under Section 133 of the 2013 Act and the same was annexed with the Application as Annexure A-31.
17. In terms of Clause 1.2.6 of Part I the Scheme, the Appointed Date for the Scheme to come into effect is 01.04.2026.
18. It is stated that the Scheme also takes care of the interest of the employees of the Applicant Companies by virtue of Clause 3.4 of Part III of the Scheme.
19. Clause 3.5 of Part III of the Scheme sets out the procedure of continuity and institution of legal proceeding(s).
20. **With regard to the Amalgamating Company 1, it is stated as under:**
 - a. The Amalgamating Company 1 has 8 (eight) Equity Shareholder as on 30.09.2025 as per the list of Shareholders certified by the Chartered Accountant. All the 8 (Eight) Shareholders have given their consents to the Scheme by way of consent affidavits which have been annexed at Annexure A-15 to the Application.
 - b. It is further represented that the Amalgamating Company 1 has no Secured Creditors as on 30.09.2025. The certificate issued by the Chartered Accountant certifying that the Amalgamating Company 1 has no Secured Creditors is annexed at Annexure A-16 to the Application.

- c. The Amalgamating Company 1 has 7 (Seven) Unsecured Creditors as on 30.09.2025. The certificate issued by the Chartered Accountant certifying that the Amalgamating Company 1 has 7 Unsecured Creditors is annexed at Annexure A-17 to the Application.
- d. In light of the consent affidavits placed on record by 100% of its Equity Shareholders, the Amalgamating Company 1 has sought dispensation from convening the meeting of the Equity Shareholders. Further, as there are no Secured Creditors, the question of holding a meeting of such class does not arise. With respect to the Unsecured Creditors, the Amalgamating Company 1 seeks dispensation from convening and holding the meeting.

21. With regard to the Amalgamating Company 2, it is stated as under:

- a. The Amalgamating Company 2 has 3 (Three) Equity Shareholder as on 30.09.2025 as per the list of Shareholders certified by the Chartered Accountant. All the 3 (Three) Shareholders have given their consents to the Scheme by way of consent affidavits which have been annexed at Annexure A-21 to the Application.
- b. It is further represented that the Amalgamating Company 2 has no Secured Creditors as on 30.09.2025. The certificate issued by the Chartered Accountant certifying that the Amalgamating Company 1 has no Secured Creditors is annexed at Annexure A-22 to the Application
- c. The Amalgamating Company 2 has 52 (Fifty Two) Unsecured Creditors as on 30.09.2025. The certificate issued by the Chartered Accountant certifying that the Amalgamating Company 2 has 52 (Fifty Two) Unsecured Creditors is annexed at annexure A-23 at the Application.
- d. In light of the consent affidavits placed on record by 100% of its Equity Shareholders, the Amalgamating Company 1 has sought dispensation from convening the meeting of the Equity Shareholders. Further, as there are no Secured Creditors, the question of holding a meeting of such class does not arise. With respect to the Unsecured Creditors, the Amalgamating Company 2 seeks dispensation from convening and holding the meeting.

22. With regard to the Amalgamated Company, it is stated as under:

- a. The Amalgamated Company has 1,15,912 (One Lakh Fifteen Thousand Nine Hundred and Twelve) Equity Shareholder as on 30.09.2025. The certificate issued by the Chartered Accountant certifying that the Amalgamated Company has 1,15,912 (One Lakh Fifteen Thousand Nine Hundred and Twelve) Equity Shareholders is annexed at Annexure A-25 to the Application
- b. It is further represented that the Amalgamated Company has no Secured Creditors as on 30.09.2025. The certificate issued by the Chartered Accountant certifying that the Amalgamated Company has no Secured Creditors is annexed at Annexure A-26 to the Application.
- c. The Amalgamated Company has 45 (Forty Five) Unsecured Creditors as on 30.09.2025. The certificate issued by the Chartered Accountant certifying that the Amalgamated Company has 45 (Forty Five) Unsecured Creditors is annexed at Annexure A-27 to the Application.
- d. The Amalgamated Company has sought dispensation from convening and holding the meeting of its Equity Shareholders on the ground that the Amalgamating Companies are its wholly owned subsidiary. It is submitted that the Scheme does not entail any compromise or arrangement with the shareholders of the Amalgamated Company. No shares are proposed to be issued or allotted upon the Scheme becoming effective, nor does the Scheme contemplate any reorganisation of the share capital of the Amalgamated Company. Accordingly, the holding of a meeting of the Equity Shareholders is not warranted and no prejudice will be caused. Further, since there are no Secured Creditors, the question of convening a meeting of such class does not arise. As regards the Unsecured Creditors, the Transferee Company seeks dispensation from convening and holding their meeting.

23. The Applicant Companies have sought dispensation from convening and holding meetings of their respective Unsecured Creditors and Equity Shareholders of Amalgamated Company on the following grounds:
- a. Amalgamating Companies are wholly owned subsidiary of the Amalgamated Company.
 - b. The equity shares held by the Amalgamated Company in the Amalgamating Companies shall stand cancelled in its entirety.
 - c. Pursuant to the Scheme being made effective, no shares shall be issued as consideration for the merger by the Amalgamating Companies.
 - d. The Scheme does not propose any compromise or arrangement between the Amalgamated Company and its creditors within the meaning of Section 230(1)(a) of the 2013 Act.
 - e. The Scheme does not propose any variation in the amounts payable to the Unsecured Creditors, nor will the liability of the Unsecured Creditors be in any manner reduced or extinguished in any of the Applicant Companies.
 - f. The Unsecured Creditors are cyclic in nature and shall be paid by the Amalgamated Company in ordinary course of business. The net worth of the Amalgamated Company as on 30.06.2025 is INR 529.50 Crores which is far in excess of the unsecured amount payable by the Amalgamated Company.
 - g. The expected net worth of the Amalgamated Company, post amalgamation, is INR 555,52 Crores.
 - h. Further, the Ld. Counsel for the Applicant Companies had placed reliance on the following citations:-
 - i. Ericsson India Private Limited, Company Appeal (AT) No. 148 of 2021
 - ii. Mohit Agro Commodities Processing Private Limited, Company Appeal (AT) No. 59 of 2021
 - iii. Mahaamba Investments Limited Vs. IDI Limited, MANU/MH/0662/2001
 - iv. Bank of India Limited Vs. Ahmedabad Manufacturing & Calico Printing Co. Limited, MANU/MH/0077/1971

- v. Momagic Technologies Private, Company Appeal (AT) No. 147 of 2022
 - vi. M/s Suzuki Motor Gujrat Private Limited, CP CA(CAA)/28/ND/2025
24. The Learned Counsel for the Applicant Companies submits that pursuant to the Scheme of Amalgamation, no new shares shall be issued by the Amalgamated Company, and accordingly, there shall be no dilution in the shareholding of the existing shareholders of the Amalgamated Company, since the entire issued, subscribed and paid-up share capital of the Amalgamating Companies is held by the Amalgamated Company. It is further submitted that the Amalgamated Company shall continue to remain full fit and in existence upon the Scheme becoming effective.
25. It is further submitted that the net worth of the Amalgamated Company, both prior to and subsequent to the approval of the Scheme, will remain substantially positive. Hence, the Amalgamated Company will be financially capable in discharging all its liabilities of Unsecured Creditors including those of Amalgamating Companies.
26. The Ld. Counsel for the Applicant Companies has submitted that, in terms of Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**"), any listed company desirous of undertaking a scheme of amalgamation is required to submit the draft scheme with the stock exchanges for procuring their "No-objection letter" ("**NoC**"), before submission of such scheme with the National Company Law Tribunal for its approval. However, pursuant to Regulation 37(6) of SEBI LODR, the requirement to procure such NoC from the stock exchanges is not applicable in case of a scheme which solely provides for merger of a wholly owned subsidiary with its holding company. Accordingly, it is submitted that since the Applicant / Amalgamating Company 1 and Applicant / Amalgamating Company 2 are wholly owned subsidiaries of the Applicant / Amalgamated Company, the requirement of procuring a NoC from the stock exchanges does not arise. The draft Scheme is however, required to be filed with the stock exchanges for disclosure purposes only. The letter dated 17th October, 2025, as filed by the

Applicant / Amalgamated Company with the Stock Exchanges namely, BSE and the NSE is annexed to the Application at Annexure A-44. The relevant extract of the SEBI (LODR) is as under:

Draft Scheme of Arrangement & Scheme of Arrangement.

37. (1) Without prejudice to provisions of regulation 11, the listed entity desirous of undertaking a scheme of arrangement or involved in a scheme of arrangement, shall file the draft scheme of arrangement, proposed to be filed before any Court or Tribunal under sections 391-394 and 101 of the Companies Act, 1956 or under Sections 230-234 and Section 66 of Companies Act, 2013, whichever applicable, ³⁵⁴[along with a non-refundable fee as specified in Schedule XI,] with the stock exchange(s) for obtaining ³⁵⁵[the] No-objection letter, before filing such scheme with any Court or Tribunal, in terms of requirements specified by the Board or stock exchange(s) from time to time.

(2) The listed entity shall not file any scheme of arrangement under sections 391-394 and 101 of the Companies Act, 1956 or under Sections 230-234 and Section 66 of Companies Act, 2013, whichever applicable, with any Court or Tribunal unless it has obtained ³⁵⁶[the] No-objection letter from the stock exchange(s).

(3) The listed entity shall place the ³⁵⁷[***] No-objection letter of the stock exchange(s) before the Court or Tribunal at the time of seeking approval of the scheme of arrangement:

Provided that the validity of the ³⁵⁸[***] No-objection letter of stock exchanges shall be six months from the date of issuance, within which the draft scheme of arrangement shall be submitted to the Court or Tribunal.

(4) The listed entity shall ensure compliance with the other requirements as may be prescribed by the Board from time to time.

(5) Upon sanction of the Scheme by the Court or Tribunal, the listed entity shall submit the documents, to the stock exchange(s), as prescribed by the Board and/or stock exchange(s) from time to time.

(6) ³⁵⁹[Nothing contained in this regulation shall apply to draft schemes which-

a) solely provide for merger of a wholly owned subsidiary with its holding company; or

b) solely provide for writing off the accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on a pro rata basis or against the reserves of the listed entity:

Provided that such draft schemes shall be filed with recognized stock exchanges for the purpose of disclosures.]

[(7) The requirements as specified under this regulation and under regulation 94 of these regulations shall not apply to a restructuring proposal approved as part of a resolution plan by the Tribunal under section 31 of the Insolvency Code, subject to the details being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.]³⁶⁰

27. The Ld. Counsel for the Applicant Companies submits that the statutory auditor of the Amalgamating Company 1 and Amalgamating Company 2 have issued Certificate dated 9th October, 2025 respectively, that pursuant to the Scheme

being made effective, there shall be no accounting treatment in the books of accounts of the Amalgamating Company 1 and Amalgamating Company 2 as the said Companies shall stand dissolved without winding up. Further, it is submitted that the statutory auditor of the Amalgamated Company has issued Certificate dated 9th October, 2025 certifying that the proposed accounting treatment specified at Clause 6.1 of Part IV of the Scheme is in compliance with the accounting standards prescribed under Section 133 of the 2013 Act read with the Companies (Accounting Standards) Rules, 2021. The copies of the above mentioned certificates have been annexed at Annexure A-29, Annexure-30 and Annexure A-31 to the Application.

28. It is 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 as the transaction proposed in the Scheme is exempted under Item 9 of Schedule 1 of the CCI (Procedure in regard to the transaction of business relating to combination) Regulations, 2011, as the Amalgamating Company 1 and Amalgamating Company 2 are wholly owned subsidiaries of the Amalgamated Company.

The Affidavits with respect to the above by each of the Applicant Companies have been annexed at Annexure A-32, Annexure A-33 and Annexure A-34 to the Application.

29. Heard the submissions of the Learned Counsel for the Applicant Companies. We have perused the records placed. Upon a meticulous examination of the Scheme of Arrangement for Amalgamation between the Amalgamating Companies and the Amalgamated Company, it is evident that the Scheme provides for the amalgamation of the Amalgamating Companies into the Amalgamated Company, pursuant to an order in terms of the provisions of the Sections 230 to 232 of the Companies Act, 2013.
30. The following judicial pronouncements, and the relevant paragraphs thereof are extracted hereinbelow for reference to accept the plea for dispensing with the meeting of stakeholders:

- a. The Hon'ble NCLAT in '**Mohit Agro Commodities Processing Pvt Ltd. & Ors.**' in Company Appeal (AT) No. 59 of 2021 Judgement dated 28.06.2021 held that:

*"20. This Tribunal has placed reliance in 'DLF Phase IV, Commercial Developers Limited and Ors.' in Company Appeal (AT) No. 180 of 2019 and observed that the scheme would not prejudicially affect the Creditors or Shareholders of the Appellant Company when an Application is filed by the 'Transferor Company' or 'Transferee Company', a separate Application is not necessary and dispensed with the meeting of the equity Shareholders and Creditors of the Appellant Company. At the cost of repetition, keeping in view that the financial position of the 'Transferee Company' is highly positive, the merger does not involve any compromise/arrangement with any Creditor of the Company, that there would be a positive net worth and Creditors would not be compromised, the Tribunal ought to have exercised the discretion in dispensing with the requirement of convening the meeting which would facilitate ease of doing business and save time and resources. To reiterate, we observe that the rights and liabilities of Secured and Unsecured Creditors were not getting affected in any manner by way of the proposed scheme as no new shares are being issued by the 'Transferor Company' and no compromise is offered to any Secured and Unsecured Creditors of the 'Transferee Company'. **Therefore, we are of the considered view that when the 'Transferor and Transferee Company' involve a parent Company and a Wholly Owned Subsidiary the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors can be dispensed with as the facts of this case substantiate that the rights of the***

Equity Shareholders of the ‘Transferee Company’ are not being affected.”

- b. A similar view is taken by the Hon’ble NCLAT in ‘**Ericsson India Private Limited**’ in Company Appeal (AT) No. 148 of 2021 wherein the Hon’ble NCLAT observed that:

“6. This Tribunal in a catena of Judgements has dispensed with the Meeting of the Shareholders wherein the case is of a merger of a Wholly Owned Subsidiary and Parent Company, wherein, the net worth of both Companies is positive and ‘Unsecured Creditors’ are paid off in the ordinary course of business and their liability is not affected as it is neither reduced nor extinguished. Relying on the Judgements of this Tribunal in the matter of “Ambuja Cements Limited” in Company Appeal (AT) No. 19 of 2021, “Mohit Agro Commodities Processing Pvt Ltd. & Ors.” in Company Appeal (AT) No. 59 of 2021 and “DLF Phase IV, Commercial Developers Limited and Ors.” in Company Appeal (AT) No. 180 of 2019, we are of the considered view that as the merger is of a Wholly Owned Subsidiary Company into its holding Company, no shares would be allotted as consideration pursuant to the merger; the proposed Scheme will not result in any dilution in the Shareholding of the Shareholders of the ‘Transferee Company’, the net worth of the ‘Transferee Company’ is positive, we are of the considered view that the ratio of this Tribunal in the aforementioned Judgements can be squarely made applicable to the facts of this case. We also hold that the material disclosed in the Affidavit is in compliance of Section 230(2)(a) of the Act read with Rule 6(3)(viii) of the Rules.”

- c. Further, the **Hon’ble High Court of Bombay in the matter of Mahaamba Investment Ltd. Vs. IDI Limited** (2001) SCC Online 1174 at para 5 & 6 held as under:

“5. In the present case, having regard to the relevant clauses of the proposed scheme and particularly the provision whereby no new shares are sought to be issued to the members of the transferor company by the transferee company, the scheme will not affect the members of the transferee company. The creditors of the transferee company are not likely to be affected by the scheme in view of the financial position of the transferee company. In paragraphs 13 and 14 of the affidavit in support of the company application, the financial position of the transferor and transferee companies has been set out and which would show that in so far as the transferor company is concerned, it has an excess of assets over liabilities to the extent of Rs.508 lakhs whereas in the case of the transferee company, there is an excess of assets over liabilities to the extent of Rs.6,900 lakhs. 6. In the circumstances, the office objection is accordingly disposed of with the clarification that filing of a separate petition by the transferee company is not necessary, in the facts and circumstances of the present case.”

- d. A similar view is taken by the NCLT, Principal Bench, Delhi in **“M/s Suzuki Motor Gujrat Private Limited,”** in CP CA(CAA)/28/ND/2025 wherein the Hon’ble NCLT observed that:

“25. We have perused the applications and the documents annexed to justify the plea. Factually we find no impediment to dispense with the meeting of the shareholders, as no prejudice will be caused. As far as Unsecured Creditors rights are concerned, the Transferee Company has the capacity to discharge all the claims of the running account as per terms agreed and it has sufficient net worth in surplus of the amounts due. The legal principles relied upon by applicants will apply to the facts of the case and no prejudice in any form will come

upon the Unsecured Creditors.”

31. Having heard in detail the Ld. Counsel for the Applicant Companies, perusal of various citations, we are of the firm view as under:

- a. It has been the consistent approach of Hon’ble High Courts/NCLTs/Hon’ble NCLAT that in case of amalgamation between wholly-owned subsidiaries and parent company, where the net-worth of the transferee company is positive, the meetings can be dispensed with.
- b. In the present case, the status of unsecured creditors and net worth of the Applicant Companies is as under:

	Unsecured Creditors (in Cr.) as on 30.09.2025 (approx.)	Net Worth (in Cr.) as on 30.06.2025	Post Amalgamation (in Cr.)
Amalgamating Company 1	2.13	32.73	NA
Amalgamating Company 2	2.36	59.42	NA
Amalgamated Company	3.44	529.5	555.52
Total	7.94	621.65	555.52

- c. It is noted that the present net worth of Applicant Companies 1 and 2 is far in excess of the value of Unsecured Creditors. Further, post amalgamation, the Net Worth of the Amalgamated Company is about 70 times of the combined value of unsecured creditors of all the Applicant Companies.
- d. Further, we note that the Applicant Companies have stated that the unsecured creditors are cyclic in nature and their liabilities will be met as and when due in the ordinary course of business and there is no compromise or arrangement proposed with the Unsecured Creditors within the meaning of Section 230(1)(a) of the 2013 Act.

- e. We also note that under Clause 3.2.1, Part III of the Scheme, the Amalgamated Company undertakes to meet, discharge and satisfy all the liabilities of the Amalgamating Companies.
 - f. SEBI LODR Regulation 37(1) and (2), while requiring a pre-condition to obtain a NoC from the Stock Exchanges prior to filing an Application u/s 230-234 of the 2013 Act with the Tribunal, a fast-track mechanism for amalgamation has been in-built in Regulation 37(6), under which, requirement of NoC is relaxed in case of amalgamation between wholly owned subsidiaries and parent company.
 - g. It is also observed that the Amalgamated Company fulfilled the disclosure requirements under Regulation 37(6) of SEBI (LODR) by filing the draft Scheme with the Stock Exchanges for the purpose of disclosure. The Stock Exchanges shall disseminate the Scheme documents on their websites in accordance with the provisions of SEBI (LODR) and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20.06.2023. Moreover, the Amalgamated Company in pursuance to the provisions of SEBI (LODR) has displayed on its official website the information regarding the present Scheme of Amalgamation. We are therefore satisfied that all the stakeholders are aware about the Scheme of Amalgamation. In any case, publication of notice will be made at the Second Motion Stage.
32. The observations of Hon'ble Bombay High Court, in the matter of "**ION Exchange (India) Limited**", *MANU/MH/0330/2001* by Hon'ble Mr. Justice D.Y. Chandrachud resonate in our mind and we quote:

"26. The law and those whose duty it is to interpret it must be conscious of the complexities of business and economic life. The basic assumptions which were the foundation of a closely regulated and controlled economy have altered in present day society where corporate enterprise has to gear itself up to a free form of competition and an open interface with market forces. The fortunes of corporate enterprise are liable to fluctuate with necessary cycles. Changes in economic policy and economic changes affect the fortunes of business as assumptions and

conditions in which corporate enterprises function are altered. Corporate enterprise must be armed with the ability to be efficient and to meet the requirements of a rapidly evolving business reality. Corporate restructuring is one of the means that can be employed to meet the challenges and problems which confront business. The law should be slow to retard or impede the discretion of corporate enterprise to adapt itself to needs of changing times and to meet the demands of increasing competition. The law as it has evolved in the area of mergers and amalgamations has recognized the Importance of the Court not sitting as an Appellate Authority over the commercial wisdom of those who seek to restructure business. The need for this restatement is all the greater today where the interplay of competition and the forces of the market demand efficiency; cost effectiveness and high levels of productivity.....”

33. Hence, in matters of arrangements, amalgamations etc., expediting the schemes of amalgamation/arrangements are a part of ease of doing business in India and as NCLTs also needs to rise to the occasion in the nation building process and be liberal in dispensation of meetings as it would save time for such corporate actions. Even SEBI LODR (*supra*) enable a fast track mechanism.
34. Accordingly, the directions of this Bench in the present case are as under:

I. In relation to Amalgamating Company 1:

- a. The convening and holding of the meeting of the **Equity Shareholders** of the Applicant/Amalgamating Company 1 is hereby **dispensed with**, keeping in view that all the Equity Shareholders have given their consents by way of affidavits.

- b. Since, there is no Secured Creditor in the Amalgamating Company 1, the requirement of convening the meeting of Secured Creditors does not arise.
- c. In view of the fact that the Amalgamating Company 1 has 7 Unsecured Creditors as on 30.09.2025, and having regard to the discussions set out in Para 31 to 33 of the present Order, the convening and holding of the **meeting of the Unsecured Creditors of the Amalgamating Company 1** for the purpose of considering and approving the proposed Scheme of Amalgamation is hereby **dispensed with**.

II. In relation to Amalgamating Company 2

- a. The convening and holding of the meeting of the **Equity Shareholders** of the Amalgamating Company 2 is hereby **dispensed with**, keeping in view that all the Equity Shareholders have given their consents by way of affidavits.
- b. Since, there is no Secured Creditor in the Amalgamating Company 2, the requirement of convening the meeting of Secured Creditors does not arise.
- c. In view of the fact that the Amalgamating Company 2 has 52 Unsecured Creditors as on 30.09.2025, and having regard to the discussions set out in Para 31 to 33 of the present Order, the convening and holding of the **meeting of the Unsecured Creditors of the Amalgamating Company 2** for the purpose of considering and approving the proposed Scheme of Amalgamation is hereby **dispensed with**.

III. In relation to Amalgamated Company:

- a. The convening and holding of the meeting of the **Equity Shareholders** of the Amalgamated Company for the purpose of considering and approving the proposed Scheme of Amalgamation is hereby **dispensed with**, keeping in view the discussion as set out in Para 31 to 33 of the present Order.
- b. Since, there are no Secured Creditors in the Amalgamated Company, the requirement of convening the meeting of Secured Creditors does not arise.
- c. In view of the fact that the Amalgamating Company has 45 Unsecured Creditors as on 30.09.2025, and having regard to the discussions set out in Para 31 to 33 of the present Order, the convening and holding of the **meeting of the Unsecured Creditors of the Amalgamated Company** the purpose of considering and approving the proposed Scheme of Amalgamation is hereby **dispensed with**.
35. In view of the above, the First Motion Company Application stands allowed by giving liberty to the Applicant Companies to file Second Motion Petition in accordance with Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
36. With the aforesaid directions, Company Application CA(CAA)/50/Chd/Hry/2025 is allowed and disposed of accordingly.

Sd/-

(Kaushalendra Kumar Singh)
Member (Technical)

Gitesh

Sd/-

(Khetrabasi Biswal)
Member (Judicial)