

UMANG DAIRIES LIMITED

Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002



3rd May 2025

Electronic Filing

Department of Corporate Services
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

National Stock Exchange of India Limited
“Exchange Plaza”
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051

Scrip Code: 500231

Symbol : UMANGDAIRY
Series : EQ

Dear Sir/Madam,

Sub.: Intimation regarding Order passed by the NCLT Allahabad Bench in relation to Scheme of Arrangement between Umang Dairies Limited ('UDL')/Demerged Company'/Amalgamating Company'/Company'), Panchmahal Properties Limited ('PPL')/Resulting Company 1') and Bengal and Assam Company Limited ('BACL')/Resulting Company 2')/Amalgamated Company') and their respective Shareholders and Creditors ("Scheme of Arrangement")

1. Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have to inform that the Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench, at the hearing held on 1st May, 2025 has sanctioned the Scheme of Arrangement for transfer of food business of Company to Panchmahal Properties Limited, a wholly-owned subsidiary of BACL.
2. Further we have to inform that the Company has received Order dated 1st May, 2025 of Hon'ble NCLT, Allahabad Bench (copy attached), posted today on the website of said NCLT. Necessary steps for applying certified copy of formal Order from the NCLT are being taken.
3. However, the Scheme would become effective on filing of the Order of the Hon'ble NCLT by the petitioner companies with the Ministry of Corporate Affairs.

Submitted for your information and records

Thanking you,

Yours faithfully,
For Umang Dairies Limited

(Pankaj Kamra)
Company Secretary

Encl: Copy of the Order of Allahabad Bench



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E-mail : umang@jko.com

Regd. Office : Gajraula Hasanpur Road, Gajraula - 244 235 Dist. Amroha (U.P.) Ph. : (05924) 252491- 92, Fax : (05924) 252495

E-mail : udl@umangdairy.com, Website : www.umangdairies.com, C I N : L15111UP1992PLC014942

AN ISO 9001 : 2008, HACCP, ISO 14001 : 2004 & OHSAS 18001 : 2007 Certified Company



**IN THE NATIONAL COMPANY LAW TRIBUNAL ALLAHABAD
BENCH, PRAYAGRAJ**

**CP (CAA) No.16/ALD/2024 IN CA (CAA) No.04/ALD/2024
(Second Motion)**

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

**IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN:
UMANG DAIRIES LIMITED,**

a public limited company, formerly incorporated as J.K. Dairy & Foods Limited under the Companies Act, 1956 (as amended) on December 02, 1992 having its registered office at Gajraula, Hasanpur Road, 3 Km Stone, Dist. Jyotiba Phule Nagar, Amroha, Gajraula, Uttar Pradesh – 244 235, India having Corporate Identification Number L15111UP1992PLC014942 within the jurisdiction of this Tribunal

**..... Petitioner Company 1 / UDL / Demerged Company /
Amalgamating Company**

Versus

PANCHMAHAL PROPERTIES LIMITED,

a public limited company incorporated under the provisions of the Companies Act, 1956 on May 23, 1995, having its registered office at 3 Km Stone, Hasanpur Road, Gajraula, Jyotiba Phule Nagar, Hasanpur, Uttar Pradesh – 244 235, India having Corporate Identification Number U74899UP1995PLC189056 within the jurisdiction of this Tribunal

..... Petitioner Company 2 / PPL / Resulting Company 1

Order Pronounced On: 01.05.2025



Coram:

Mr. Praveen Gupta : *Member (Judicial)*
Mr. Ashish Verma : *Member (Technical)*

Appearances:

Sh. Rahul Agarwal, Adv. : *For the Petitioner Companies*
Sh. Krishna Agarwal, Sr. S.C. : *For the I.T. Deptt.*

ORDER

1. This is a Joint Second Motion Petition filed by the Petitioner Companies namely Umang Dairies Limited (Petitioner Company No. 1 / Demerged Company/ Amalgamating Company) and Panchmahal Properties Limited (Petitioner Company No. 2 / Resulting Company No. 1) above named under Sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, for sanction of Scheme of Arrangement amongst **Umang Dairies Limited** (Petitioner Company No. 1 / Demerged Company/ Amalgamating Company) and **Panchmahal Properties Limited** (Petitioner Company No. 2/ Amalgamated Company/ Resulting Company No. 1) and **Bengal & Assam Company Limited** (Non-Petitioner Company/ Amalgamated Company/ Resulting Company No. 2) and their respective Shareholders and Creditors (“Scheme” or “Scheme of Arrangement”). The above-



mentioned Resulting Company No. 2 is not under the jurisdiction of this Tribunal; hence, the second motion order is passed only in respect of the Demerged Company and Resulting Company No. 1, i.e., Umang Dairies Limited and Panchmahal Properties Limited, respectively.

- 2.** The main objects, date of incorporation, and authorized and paid-up share capital of the Demerged Company and Resulting Company No. 1, rationale of the scheme and required statutory compliances have been discussed in the first motion order dated 14.05.2024.
- 3.** The first motion petition, filed by the Demerged Company and Resulting Company No. 1, vide Company Application No. 04/ALD/2024 seeking directions of this Tribunal to dispense with the requirement of convening the meetings of Secured Creditors of the Demerged Company and Equity Shareholders of Resulting Company No.1. The Resulting Company No.1 does not have any Secured and Unsecured Creditors. Further, directions were sought to convene separate meetings of Equity Shareholders and Unsecured Creditors of the Demerged Company and to appoint a Chairperson, Alternate Chairperson and Scrutinizer for convening meetings; and to consider the Scheme of Arrangement.
- 4.** Accordingly, this Tribunal vide its order dated 14.05.2024 (date of pronouncement), allowed the above-mentioned prayers, by directing to convene separate meetings of Equity Shareholders and Unsecured



Creditors of the Demerged Company on 03.08.2024 and dispensed with the requirement of convening meetings of Equity Shareholders of Resulting Company No.1. The Chairperson, appointed for the said meetings of the Demerged Company, has submitted his report dated 23.08.2024, confirming that the Scheme of Arrangement was approved with 100% votes in favour from the Secured Creditors as well as the Unsecured Creditors. The report submitted by the Chairperson for the Demerged Company is as below:

I. Total votes cast by the Equity Shareholders of the Company:
a. Total number of Valid Votes:

b.

Mode of Voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members who cast votes
Remote e-voting	17449692	447	17450139	138
E-voting at Meeting	402	0	402	4
Total	17450094	447	17450541	142
Percentage of total votes cast	99.998	0.002	100	

II. Total votes cast by the Public Shareholders (excluding promoter and promoter group) as required under SEBI Circular:

a. Total number of Valid Votes by Public Shareholders of the Company:

b.



Mode of Voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members who cast votes
Remote e-voting	1033458	447	1033905	135
E-voting at Meeting	402	0	402	4
Total	1033860	447	1034307	139
Percentage of total votes cast	99.96	0.04	100	

Accordingly, the Resolution has been approved by the Equity Shareholders of the Company with requisite majority as required under the Companies Act, 2013. Further the votes cast by the Public Shareholders of Company in favour of the proposal were more than the number of votes cast by the Public Shareholders against it as required under the SEBI Circular.

I. Total votes cast by the Unsecured Creditor of the Company:

Mode of Voting	Total debt in value held by unsecured creditors who have cast their votes	% of votes polled on outstanding value held by unsecured creditors	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes case Total (Nos.)	Votes cast in favour (%)	Votes case against (%)
Remote e-voting	302880342	100.00	25	0	25	100.00	0.00
E-voting at Meeting	0	0	0	0	0	0	0.00
Total	302880342	100.00	25	0	25	100.00	0.00

Accordingly, the Resolution has been approved by the Unsecured Creditors of the Company with requisite majority as required under the Companies Act, 2013.



5. This Tribunal vide its order dated 20.09.2024 directed to issue notice of the Company Application / Scheme of Arrangement to the Statutory Authorities, viz., (a) the Central Government through the office of the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi; having email id – rd.north@mca.gov.in ; (b) the Registrar of Companies, Uttar Pradesh, Ministry of Corporate Affairs-Kanpur having email id – roc.kanpur@mca.gov.in ; (c) Official Liquidator, Uttar Pradesh, Allahabad having address and email id- B 9th Floor, Sangam Place, Civil Lines, Allahabad-211001, ol.allahabad@mca.gov.in ; (d) the jurisdictional Income Tax Department by mentioning the PAN of the Company along with the copy of this petition in soft copy as well as hard copy; (e) Bombay Stock Exchange. Additionally, this Tribunal further directed to issue notice to the Income Tax Department through the Principal Chief Commissioner of Income Tax, Lucknow having address Aayakar Bhawan, 5-Ashok Marg, Lucknow-226001 and email id-lucknow.pccit@incometax.gov.in; mentioning the Assessing Officer with whom the Petitioner companies as per the PAN of the Petitioner Companies.
6. Furthermore, this Tribunal directed to issue a notice of hearing by making paper publication in this respect in “Business Standard” in English and in Hindi.



7. In compliance thereof, the Demerged Company as well as the Resulting Company have filed an Affidavit of Service and Publication vide Dairy No. 2220 dated 23.10.2024 and Dairy No. 2221 dated 23.10.2024, respectively, confirming that notices have been duly published in “Business Standard” (English and Hindi) on 08.10.2024. The Petitioner Companies have also served notice of the Company Petition to the Statutory Authorities as per the following details:

Sr. No.	Name and Address of the Authority	Date of serving notice through speed post and e-mail
1.	The Hon’ble Regional Director Northern Region, Ministry of Corporate Affairs, B-2 Wing, 2nd Floor, Pt. Deen Dayal Antodaya Bhawan, CGO Complex, Lodhi Road, New Delhi-110 003	26.09.2024
2.	The Registrar of Companies- Kanpur, Uttar Pradesh, Ministry of Corporate Affairs, 37/17, Westcott Building, The Mall, Kanpur-208 001, Uttar Pradesh	26.09.2024
3.	The Official Liquidator, Ministry of Corporate Affairs, 9th Floor, Sangam Place, Civil Lines, Allahabad-211 001	26.09.2024
4.	The Principal Chief Commissioner of Income Tax (UP East), Pratyaksh kar Bhawan, 57 Ram Teerath Marg, Near UPTEC Chuaraha, Lucknow-226 001	26.09.2024



5.	Assessing Officer, Income Tax Department, Circle 19(3), CR Building, IP Estate, Delhi- 110002	26.09.2024
6.	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	26.09.2024
7.	National Stock Exchange of India Limited, “Exchange Plaza” Bandra-Kurla, Bandra (E), Mumbai - 400051	26.09.2024
8.	Sh. Shivendra Bahadur Singh, Counsel for RoC.	26.09.2024

- 8.** In response to the above-stated notice, the Registrar of Companies, Ministry of Corporate Affairs, Kanpur, Uttar Pradesh, has submitted its Report dated 29.10.2024, to the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, which stated as follows: -

“1. As per point No. 4.2 of the preamble of the scheme, which states that -

- i) Demerger of the demerged undertaking (dairy division) from Umang Dairies Limited (demerged co.) and vesting of the same into and with Panchmahal Properties Limited (Resulting Co. No. 1) in accordance with Part B of this Scheme, discharge of consideration to the shareholders of Demerged Company by issuance of shares of and by BACL (Resulting Co. 2)*
- ii) Amalgamation of the residual UDL (demerged Co.) into and with BACL (Resulting Co. No. 2). discharge of consideration to the shareholders of Demerged Company by issuance of shares of and by BACL (Resulting Co. 2)*



3. *The Umang Dairies Limited (Demerged Company) is a listed company.*
4. *The undertaking of the dairy division of demerged company is demerged into Panchmahal Properties Limited (Resulting Co. No. 1) and merger of residual business of Demerged Company Le. Umang Dairies Limited with Bengal and Assam Company Limited (BACL) (Resulting Co. No. 2).*
5. *Panchmahal Properties Limited (Resulting Co. No. 1) had shifted its registered office from NCT of Delhi to the State of Uttar Pradesh on 11.9.2023.*
6. *The report has been prepared based on the documents filed by the companies as well as the documents available in the MCA21 registry. The matter may be decided on merits by the office of the Regional Director, NR, New Delhi.”*

9. In response to the above-stated notice, the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, has filed his Representation Affidavit dated 06.11.2024 (“RD Affidavit”) which stated as follows: -

“10. That, the report of the Registrar of Companies, Kanpur, has been received vide letter dated 29.10.2024. Copy of report of Registrar of Companies, NCT of Delhi & Haryana is enclosed herewith and marked as Annexure-A.

11. That as per report of the Registrar of Companies, the Petitioner Companies have filed the Balance Sheet and Annual Return up to 31.03.2024. No prosecution has been filed against the petitioner companies and no inspection or



investigation is pending in respect of the Petitioner Companies.

The above submissions made in Para 1 to 11 are based on the proposed Scheme of Arrangement and Report of the Registrar of Companies. The Hon'ble Tribunal to satisfy itself with regard to the submissions before considering the Scheme and pass such order or orders as deemed fit and proper.”

10. In response to the above-stated notice, the Official Liquidator, Allahabad, Uttar Pradesh, has also submitted his Report dated 03.01.2025, which stated as follows: -

“That the Official Liquidator has no objection to the scheme of arrangements of the companies and no objection on the dissolution of the Amalgamating Company Umang Dairies Ltd.”

11. In response to the notices served, the Income Tax Department has furnished its comments/reports as per the following details:

Sr. No.	Name of the Company	Date of the Reports of the Jurisdictional Income Tax Department	Relevant Excerpt from the reports submitted by the Jurisdictional Income Tax Department
1.	Umang Dairies Limited (Demerged Company)	Additional Affidavit having Diary No.	<i>“ - Nil proceedings pending against the applicant company under the Income Tax Act</i>



		406 dated 10.03.2025 & reply/NOC on behalf of the IT Deptt. Having Dairy No. 709 dt. 17.04.2025	<ul style="list-style-type: none"> - Nil tax demand pending for recovery from the Applicant Company - This office has no objection in the proposed scheme of amalgamation w.r.t. 1. M/s Umang Dairies Ltd.”
2.	Panchmahal Properties Limited (Resulting Company 1)	F. No.: ITO/Ward-19(3)/Misc/2024-25/125 dated 27.09.2024	<p>“- As per ITBA Portal, no proceedings are pending against the applicant company.</p> <ul style="list-style-type: none"> - Total outstanding demand of Rs. 1,67,065/- [u/s 154 AY 2006-07-Rs. 761/- u/s 143(1) AY 2007-07-Rs. 62.715/- u/s 1431a AY 2018-19-Rs. 104350/-] - No objection subject to payment of the above outstanding liability.”

12. The Petitioner Company No. 1/Demerged Company filed an additional affidavit vide Diary No. 406 dated 10.03.2025 and submitted as under:

“4. That it is humbly submitted that the Demerged Company/ Amalgamating Company is liable to undertake any present/future proceedings, as permissible under the Income-tax Act, 1961, initiated against the Demerged Company/ Amalgamating Company and shall not object to the notice(s) being issued in the name of Demerged Company/ Amalgamating Company.



5. That it shall not be open for the Demerged Company/ Amalgamating Company to dispute the notices issued in the name of the Demerged Company/ Amalgamating Company, in any manner whatsoever, on the ground that the said notices have been issued in the name of Demerged Company/ Amalgamating Company and not in the name of Resulting Company 1 or Amalgamated Company/ Resulting Company No. 2. The notices issued and the resultant proceedings shall be fully binding upon the Resulting Company 1 or Amalgamated Company/ Resulting Company No. 2.”

13. The Petitioner Company No. 2/ Resulting Company No. 1 filed an additional affidavit vide diary no. 405 on 10.03.2025 and submitted as under:

“6. The Resulting Company 1 and Amalgamated Company/ Resulting Company 2 undertake that it shall be liable and responsible for any future proceedings as permissible under the provisions of the Income-tax Act, 1961, that may be initiated against the Demerged Company/Amalgamating Company.

7. The Resulting Company 1 and Amalgamated Company/ Resulting Company 2 hereby undertake not to contest the issuance of notices addressed to the Demerged Company/Amalgamating Company by the Income Tax Department, subsequent to the sanction of the Scheme of Arrangement.

9. The Resulting Company 1 and/or Amalgamated Company / Resulting Company 2 undertake that any existing tax demand,



whether determined, pending adjudication, or arising as a consequence of any assessment, reassessment, or appellate proceedings pertaining to the Demerged Company / Amalgamating Company, shall be duly discharged by the Resulting Company 1 and/or Amalgamated Company/Resulting Company 2, as and when required under law, subject to rights of the Resulting Company 1 and/or Amalgamated Company/Resulting Company 2 as per the provisions of Income-tax Act, 1961. The Resulting Company 1 and/or Amalgamated Company/ Resulting Company 2 shall remain solely responsible for the payment of such tax liabilities and shall or dispute its obligation to satisfy such demands, subject to rights of the Resulting Company 1 and/or Amalgamated Company / Resulting Company 2 as per the provisions of Income-tax Act, 1961.”

- 14.** The Demerged Company as well as the Resulting Company No. 2 have also filed affidavits vide Diary No. 2360 dated 18.11.2024 and Diary No. 2361 dated 18.11.2024, respectively, which stated as follows: -

“4. It is humbly submitted herein that no objections have been received from the public pursuant to publication of notice of hearing in the newspapers.”

- 15.** We have gone through the reports/comments of the Ld. Registrar of Companies, Kanpur, Ld. Regional Director (Northern Region), Ministry of Corporate Affairs, New Delhi, Ld. Official Liquidator, Allahabad,



and the Income Tax Department and after perusing the same, we find that there appears to be no reservation to grant sanction to the Scheme.

16. It is also observed that vide letter dated 21.02.2024 and 22.02.2024, the Bombay Stock Exchange and the National Stock Exchange, respectively, submitted no adverse observations with respect to the scheme filed before this Tribunal. The Demerged company, in compliance with order dated 20.09.2024, had issued notice to the said authorities. However, since no observations, reports, or comments were received within thirty days of the publication notice, as stipulated under Rule 8 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016, it shall be presumed that the said authorities have no objections or representations regarding the Scheme. Thus, we are of the view that the sanction of the present Scheme is not against public policy, nor it would be prejudicial to the public interest at large.

17. In addition to the above, all the statutory compliance seems to have been complied with by the Petitioner Companies, therefore, the present Company Petition deserves to be allowed in terms of its Prayer Clause.

18. In the result, the proposed Scheme of Arrangement, which is annexed to the present Company Petition under reference stands approved and sanctioned, and the same shall be binding on all the Shareholders and



Creditors of the above-named Petitioner Companies and also on the Petitioner Companies with effect from the Appointed Date, i.e., 1st day of April, 2023. The Petitioner Companies are required to act upon as per the terms and conditions of the sanctioned Scheme of Arrangement.

- 19.** While approving the Scheme as above, it is clarified that this order should not be construed as, in any way, granting exemption from payment of stamp duty (if any, is applicable), taxes (including Income Tax, GST or any other charges, if any, are applicable) and payment in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law.

THIS TRIBUNAL DO FURTHER ORDER:

- 20.** With respect to the Demerger of the Demerged Undertaking and vesting of the same into and with the Resulting Company No. 1 under Part B of the Scheme:

- i.** Upon this Scheme becoming effective and with effect from the Appointed Date, all the assets, properties, liabilities, rights, duties and obligations and the entire business/undertakings of the Demerged Company (as more particularly defined in Clause 8 of the Scheme) shall stand transferred to and vest in the Resulting Company No. 1, without any further act or deed, and without any approval or acknowledgement of any third party, unless otherwise



required in terms of applicable laws, in accordance with sections 230 to 232 of the Act and all other applicable provisions of law if any, in accordance with the provisions contained therein:

- ii.** Upon the Effective Date, all the employees of the Demerged Company shall, without any interruption in service, become the employees of Resulting Company No. 1 as provided in the Scheme of Arrangement;
- iii.** Upon the Effective Date, all proceedings, in relation to the demerged undertaking, now pending by or against the Demerged Company shall be continued by or against Resulting Company No. 1;
- iv.** The share entitlement ratio in consideration of the demerger of the Demerged Undertaking of Demerged Company into Resulting Company No.1, is as follows:

“1 (One) equity shares of BACL having face value of INR 10 each fully paid up shall be issued for every 92 (Ninety Two) equity shares held in UDL having face value of INR 5 each fully paid up.”
- v.** Upon the Effective Date, all the tax liabilities and all the pending appeals and proceedings under the Income Tax Act, if pending against the Demerged Company is transferred to the Resulting Company No. 1 and shall be enforced and continued against the Resulting Company No. 1 and all compliances under Income Tax Act, 1961 shall be made by Resulting Company No. 1 after the Appointed Date. Further, the Income Tax department is permitted to retain recourse for recovery in respect of demand and any other future liabilities of the Resulting Company No. 1, as well as the



Demerged Company, in respect of the assets sought to be transferred under the proposed scheme. The Resulting Company No. 1 is also directed to discharge the outstanding demand, if any, found later against the Demerged Company.

- vi.** Upon the Effective Date, the assessment under the Income Tax Act will be in accordance with the provisions of the Section 170 (2A) of the Income Tax Act, 1961; the Resulting Company No. 1 shall file modified income tax return if any required to be filed pursuant to the scheme as approved by this order in the manner and form as prescribed u/s 170A of the Income Tax Act, 1961 within six months from the end of the month of this order.
- vii.** Upon the Effective Date, all benefits, entitlements, incentives and concessions under incentive schemes and policies that the Demerged Company are entitled to include under Customs, Excise, Service Tax, VAT, Sales Tax, GST and Entry Tax and Income Tax laws, subsidy receivables from Government, grant from any governmental authorities, direct tax benefit/exemptions/deductions, shall, to the extent statutorily available and along with associated obligations, stand transferred to and be available to the Resulting Company No. 1 as if the Resulting Company No. 1 was originally entitled to all such benefits, entitlements, incentives and concessions;
- viii.** Upon the Scheme becoming effective, the Resulting Company No. 1 will clear all the pending statutory dues after exercising all Appellate jurisdictions as per final orders. The Scheme shall not come in the way of the statutory authorities to recover any of their dues. All the contentions of the parties shall remain open before



the relevant forum(s), where disputes are pending.

- ix.** Upon the Scheme becoming effective, the Resulting Company No. 1 shall comply with respect to issuance of the notices for any income tax proceedings against the Demerged Company pertaining to the period prior to amalgamation, for which the notices may be issued post amalgamation, and to the effect the Resulting Company No. 1 shall not raise any objection.
- x.** Upon the Scheme becoming effective, any proceedings relating to demand or assessment or reassessment or any other proceedings under the Income Tax Act pertaining to the period prior to the appointed date but initiated after the appointed date against the Demerged Company shall not be objected by the Resulting Company No. 1 on the ground of non-existence of the Demerged Company till the limitation to initiate and conclude the assessment or reassessment proceedings or any other proceedings under the Income Tax Act is available as per the Income Tax Act.

21. The Petitioner Companies shall supply legible printouts of the Scheme and the Schedule of Assets in an acceptable form to the Registry within three weeks from the date of pronouncement of the order, and the Registry will append such printouts, after verification, to the certified copy of the Order.

22. A certified copy of this Order in Form No. CAA -7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 be supplied if applied for, subject to compliance with usual formalities.



- 23.** The Petitioner Companies shall within thirty days of the date of the receipt of this Order cause a certified copy of this order to be delivered to the Registrar of Companies, Kanpur, for registration; and on such certified copy being so delivered, the Demerged Company shall stand dissolved without undergoing the process of winding up and the Registrar of Companies shall place all documents relating to the Demerged Company and registered with him on the file kept by him in relation to the Resulting Company No. 1 and the files relating to the said Companies shall be consolidated accordingly.
- 24.** The authorized share capital of the Resulting Company No. 1, after the Scheme becoming effective, shall be in accordance with Section 232(3)(i) of the Companies Act, 2013 and the fee, if any, paid by the Demerged Company on its authorized capital shall be set off against any fees payable by the Resulting Company No. 1 on its authorized capital subsequent to the arrangement.
- 25.** That the Resulting Company No. 1 shall file the revised memorandum and articles of association with the concerned Registrar of Companies and further make the requisite payments of the differential fee (if any) for the enhancement of authorized capital of the Resulting Company No. 1, after setting off the fees paid by the Demerged Company;



- 26.** That the Resulting Company No. 1 shall deposit an amount of Rs. 25,000/- (Rupees Twenty-Five Thousand Only) in favour of “The Ministry of Corporate Affairs” within a period of four weeks from the date of receipt of the certified copy of this order and file an affidavit of compliance thereof.
- 27.** All the concerned Regulatory Authorities and other persons to act on a copy of this Order annexed with the Scheme duly authenticated by the Registrar, National Company Law Tribunal, Allahabad Bench, Prayagraj.
- 28.** Any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary.
- 29.** Accordingly, the present Company Petition bearing **CP (CAA) No. 16/ALD/2024** is allowed and stands disposed off.

-Sd-

Ashish Verma
Member (Technical)

Date: 01.05.2025

-Sd-

Praveen Gupta
Member (Judicial)