



**NATIONAL COMPANY LAW TRIBUNAL**  
**NEW DELHI BENCH, COURT-II**

**COMPANY PETITION NO. (CAA)-69/(ND)/2025**

**CONNECTED WITH**

**COMPANY APPLICATION NO. : C.A. (CAA)-79/ND/2024**

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

**Lumax Ancillary Limited**

Reg. Office at: 2nd floor, Harbans Bhawan-II,  
Commercial Complex, Nangal Raya,  
New Delhi-110046

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

**AND**

**Lumax Auto Technologies Limited**

Reg. Office at: 2nd floor, Harbans Bhawan-II,  
Commercial Complex, Nangal Raya,  
New Delhi- 110046

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

**AND**

**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**Section: 230 to 232 of the Companies Act, 2013**

**Order Delivered on: 11.03.2026**

**CORAM:**

**SH. ASHOK KUMAR BHARDWAJ, HON'BLE MEMBER (J)**

**MS. REENA SINHA PURI, HON'BLE MEMBER (T)**

**PRESENT:**

**For the Petitioner** : Adv. Hement Sethi, Adv. G. H. Sethi, Adv. Rahul  
Kapoor, Adv. Rahul Pawar, Adv. Kartik Nagpal  
**For the RD** :  
**For the OL** : Adv. Kartikeya Asthana, Adv. Urvashi Raj  
**For the IT Dept.** :



## ORDER

### PER: SHRI ASHOK KUMAR BHARDWAJ, MEMBER (J)

The captioned Company Petition has been jointly filed by **Lumax Ancillary Limited** (hereinafter referred to as “Petitioner No. 1/Transferor Company”) and **Lumax Auto Technologies Limited** (hereinafter referred to as “Petitioner No. 2/Transferee Company”) under Sections 230 to 232 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, seeking sanction of the Scheme of Amalgamation. The said Scheme is annexed to the Petition as “Annexure-P/1”. The prayer made in the Petition reads thus: -

- “a) Pass an order sanctioning the present Scheme of Arrangement for Amalgamation so as to be binding on all the shareholders and creditors of the Petitioner Companies;*
- b) Pass an order that the entire business and the whole of the undertaking(s), properties and liabilities of the Petitioner Company 1 (Transferor Company), shall, without any further act, instrument, deed, matter or thing, stand transferred and vested in and/or deemed to be transferred to and vested in the Petitioner Company 2 (Transferee Company) as a going concern;*
- c) Pass an order that all proceedings pending, if any, against the Petitioner Company 1 (Transferor Company) be continued against the Petitioner Company 2 (Transferee Company);*
- d) Pass an order that the Petitioner Company 1 (Transferor Company) is dissolved without winding up;”*

**2.** As can be seen from the Scheme placed on record, Lumax Ancillary Limited (“Petitioner No. 1/Transferor Company”), is proposed to be



amalgamated with Lumax Auto Technologies Limited ("Petitioner No. 2/Transferee Company"). The Transferor Company is a wholly owned subsidiary of the Transferee Company.

**3.** The rationale of the proposed Scheme of Amalgamation, as stated by the Petitioners, read thus:

- *"The Transferor Company is a wholly owned subsidiary of the Transferee Company. Also, both the Companies are engaged in similar line of business i.e. related to Automotive Sector, hence, after consolidation of both the companies in a single entity, management would be able to effectively manage the Transferor Company and the Transferee Company as a single entity, which will provide several benefits including simplification of corporate structure by elimination of multiple entities driven with single focused management team.*
- *The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of both the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help in enhancing the efficiency and control of the Transferor Company and Transferee Company.*
- *Further, the independent operations of the Transferor Company and Transferee Company leads to incurrance of significant costs, duplication of administrative & establishment costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving and better financial management*



*of resources. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company.*

- *The Amalgamation of Transferor Company and Transferee Company will create synergy benefits for the stakeholders of the Transferee Company and it shall optimize the valuation of the consolidated Transferee Company. The amalgamation would also increase operational efficiency and integrate business functions.*
- *The proposed arrangement will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues and service range.*
- *The other benefits the proposed amalgamation include:*
  - a) *Simplification of the corporate structure by elimination of multiple entities driven with single focused management team.*
  - b) *Incremental operational efficiencies & administrative synergies by pooling of financial, human, technological, managerial resources & expertise.*
  - c) *Cost reduction as a result of elimination of duplication of administrative expenses, overheads, compliances etc., and optimum utilization of the resources.*
  - d) *Better alignment, coordination and streamlining of day-to-day operations, leading to improvement in the overall working culture and environment.*



*e) Unlocking potential synergies across products, customers, technology and manufacturing excellence.”*

**4.** The First Motion Order was passed in CA (CAA) No. 79/ND/2024 on 28.07.2025, whereby this Tribunal dispensed with the requirement of convening meetings of the shareholders and creditors of the Transferor Company as well as the Transferee Company. The relevant excerpt of the said Order reads thus:-

*“ 21. In the present case, the Transferor Company is a wholly owned subsidiary of the Transferee Company. The unsecured creditors of the Transferor Company have provided their consent to the proposed Scheme in terms of Section 230(9) of the Companies Act, 2013. Furthermore, 100% of the equity shareholders of the Transferor Company have also consented to the Scheme. In light of these facts, and following the ruling of the Hon'ble jurisdictional High Court in Adobe Properties Private Limited with AMP Motors Private Limited (supra), the requirement to convene meetings of the shareholders and creditors of the Transferor Company is hereby dispensed with.*

*22. In the case of the Transferee Company, which is the holding company of the Transferor Company, it is submitted that there will be no variation in the rights of its shareholders as a result of the proposed amalgamation. Furthermore, as averred in the affidavit, the Transferor Company will continue to maintain a positive net worth post-amalgamation. In light of these factors, and in accordance with the judgment of the Hon'ble jurisdictional High Court in Adobe Properties Private Limited with AMP Motors Private Limited (supra), the requirement to convene meetings of the shareholders and creditors of the Transferee Company may be dispensed with.”*

**5.** In the captioned petition filed by the Petitioner Companies, this Tribunal, vide Order dated 19.08.2025, directed the Petitioner Companies to



issue individual notices to the concerned statutory/regulatory authorities and to publish notice of the Petition in the Delhi editions of the “*Financial Express*” (English Daily) and “*Jansatta*” (Hindi Daily) newspapers, in terms of Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

6. In compliance with the aforementioned directions, the Petitioner Companies through their respective authorized representatives, filed affidavit of service dated 08.09.2025, confirming the service of notice to the concerned statutory/regulatory authorities and also publication of the notices on 05.09.2025 in the Delhi editions of the “*Financial Express*” (English Daily) and “*Jansatta*” (Hindi Daily) newspapers.

## 7. **OBSERVATIONS OF STATUTORY AUTHORITIES**

### I. **Registrar of Companies (RoC)/Regional director**

- i. As can be seen from the records, the Regional Director (“RD”) has filed his representation/affidavit dated 22nd December 2025, annexing thereto the Report of the Registrar of Companies (“RoC”) dated 24th November 2025, pointing certain observations in respect of the Petitioner Companies concerning the proposed Scheme of Amalgamation. The observations/objections raised by the RoC/RD in its Report reads thus:-

“8.

*1. As per the shareholding pattern, the Transferor Company is wholly-owned subsidiary of Transferee Company and section 233 of the Companies Act, 2013 provides for amalgamation of*



holding company and its wholly-owned subsidiary by way of Fast Track merger through Regional Director, MCA. Thus, the companies may be asked why they have not opted for amalgamation u/s 233 of the Act.

2. As per Auditors report for F.Y. 2024-25 for the Transferor Company, the company has pending statutory dues in relation to Goods and Service Tax. The company may be asked to clarify the same.

3. As per Auditors report for F.Y. 2024-25 for the Transferor Company, the company has pending litigation shown as Contingent Liabilities in financial statements. Thus, the company may be asked to clarify the same.

4. As per Auditors report for F.Y. 2024-25 for the Transferor Company, the auditor at Point ii (b) in Annexure B has stated that "During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks and financial institution on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the unaudited books of account. However, the Company has not filed return or statements for the quarter ended March 31, 2025 with the banks". The company may be asked to clarify the same.

5. Refer to Clause 4 Part IV of the Scheme. All costs, charges, fees, taxes including duties (including the stamp duty, if any, applicable in relation to this scheme) levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or uncured in carrying out and implementing the terms and conditions or provision of this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company."

- ii. The Petitioner Companies have filed their replies dated 26th December 2025, furnishing their explanations with respect to the observations



made by the RoC/RD. The reply filed by the Transferor Company is *pari materia* to the reply filed by the Transferee Company. The relevant paragraphs of the reply filed by the Transferor Company are reads thus:-

**i. Reply to Paragraph 8 (1):**

*It is respectfully submitted that the observation of the Registrar of Companies is duly noted. In this regard, it is submitted that while the Transferor Company is a wholly-owned subsidiary of the Transferee Company, the provisions of Section 233 of the Companies Act, 2013 ("Act") provide an enabling and discretionary mechanism for amalgamation and a company falling within the ambit of the said section is also permitted to seek approval of a scheme of merger or amalgamation in accordance with the provisions of Section 232 of the Act. In Particular, Section 233(14) of the Act states as follows:*

*"A company covered under this section may use the provisions of section 232 for the approval of any scheme for merger or amalgamation."*

*Thus, considering that the Transferee Company is a listed Company, the Petitioner Companies, after due consideration of the nature, scope and implications of the proposed amalgamation, have opted to pursue the Scheme under Sections 230 to 232 of the Companies Act, 2013, which entails examination and sanction by this Hon'ble Tribunal."*

**ii. Reply to Paragraph 8 (2):**

*It is respectfully submitted that the pending statutory dues in relation to Goods and Services Tax, as referred to in the Auditor's Report for the financial year 2024-25 of the Transferor Company, pertains to amount under dispute. The said matters are being duly contested by the Transferor Company before the appropriate authorities in accordance with applicable law.*

*It is further submitted that as provided under Clause 4 of Part-II of the Scheme of Amalgamation, with effect from the Appointed Date*



and upon the Scheme becoming effective, all statutory liabilities, including disputed dues, if any, of the Transferor Company shall stand transferred to and vested in the Transferee Company and the Transferee Company shall duly discharge and comply with the same in accordance with law, without prejudice to its rights, contentions and remedies available under applicable law. Accordingly, no prejudice shall be caused to the interests of the Revenue.

**iii. Reply to Paragraph 8 (3):**

It is respectfully submitted that the litigations disclosed as contingent liabilities, as referred to in the Auditor's Report for the financial year 2024-25 of the Transferor Company, relate to statutory dues which are under dispute as explained in paragraph (ii) above. The said matters are statutory in nature and have been appropriately disclosed as contingent liabilities in accordance with the applicable accounting standards.

It is further submitted that as provided under Clause 5 of Part-II of the Scheme of Amalgamation, with effect from the Appointed Date and upon the Scheme becoming effective, all pending litigations, if any, pertaining to the Transferor Company shall stand transferred to and vest in the Transferee Company. The Transferee Company shall, thereafter, prosecute, defend and otherwise deal with such litigations in accordance with applicable law.

**iv. Reply to Paragraph 8 (4):**

It is respectfully submitted that the Transferor Company has been regularly and duly submitting its quarterly statements to the bank. In this regard, the quarterly statement for the quarter ended on March 31, 2025 was submitted to the bank on May 30, 2025, subsequent to the signing of the financial statements of the Transferor Company for the financial year ended March 31, 2025. Accordingly, the requisite compliance has been duly completed.



v. **Reply to Paragraph 8 (5):**

*It is respectfully submitted that the contents of Clause 4 of Part-IV of the Scheme are noted and agreed to. It is confirmed that all costs, charges, fees, taxes including duties (including the stamp duty, if any, applicable in relation to this Scheme) levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the terms and conditions or provision of this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company, in accordance with the said clause.*

**II. Official Liquidator (OL)**

In terms of the notice served upon OL as per section 230(5) of the Companies Act, 2013, read with Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the OL has filed its report dated 06.10.2025.

The relevant excerpt of the OL's report read thus:

*“12. That the Official Liquidator 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. Based on information/documents as submitted by the Petitioners Companies, the following material facts have emerged that:-*

*The Balance Sheet as at 31.03.2025 of the Transferor Company reflect that the company has not declared or paid any dividend during the year, as per the provisions of sections 123 of the Companies Act, 2013.*

*That the Capital Structure of the Transferor Company and the Transferee Company, as reflected by Audited Balance Sheet as at 31st March, 2025, is given under:-*

*The present Authorised Share Capital of the Transferor Company is Rs. 3,50,00,000 divided into 35,00,000 Equity Shares of 10 each. The*



*present Issued, Subscribed and Paid Up share Capital of the Company is Rs. 2,09,97,400 divided into 20,99,740 Equity Shares of 10 each fully paid up.*

*The present Authorised Share Capital of the Transferee Company is Rs.46,10,00,000 divided into 23,05,00,000 Equity Shares of 2 each. The present Issued, Subscribed and Paid Up share Capital of the Company is Rs. 13,63,15,410 divided into 6,81,57,705 Equity Shares of 2 each fully paid up.*

*13. That the report of Official Liquidator is based upon the documents/reply submitted by the petitioner companies. Balance sheet, Memorandum and Article of Association and other documents furnished by the petitioner companies have not been enclosed with the report as the same are already on records of the Hon'ble Tribunal.*

*14. That the Official Liquidator on the basis of information submitted by the Petitioner Companies is of the view that the affairs of the aforesaid Transferor Company do not appear to have been conducted in a manner prejudicial to the interest of its members or to public interest in terms of the provisions of the Companies Act, 2013.”*

### **III. Income Tax department**

The Income Tax Department has filed its reports on 24.11.2025, setting out the following observations with respect to proposed Scheme of Amalgamation of the companies, which reads thus:-

*“Since, all the assets & liabilities including Income Tax of the Transferor Company (M/s Lumax Ancillary Limited) shall be transferred to the Transferee Company(M/ s Lumax Auto Technologies Ltd.) therefore, this office has no objection in the proposed amalgamation of M/s Lumax Ancillary Limited, into M/ s Lumax Auto Technologies Ltd. subject to the fulfillment of the conditions as specified in the scheme.*

*Department/Revenue reserves its right initiate/continue any proceedings under Income-tax Act, 1961.*



*The Income Tax Department reserves its right to recover any demand of the Transferor Company from the Transferee Company, whenever it may arise or when it comes to the knowledge of the Department.*

*The company may be asked to bear outcome of any proceedings under Income-tax Act, 1961, based on information gathered/available.”*

## **8. OBSERVATIONS OF THIS TRIBUNAL**

- I. The Petitioner Companies have filed their replies addressing all the observations/objections raised by the RoC/Regional Director. Upon consideration thereof, this Tribunal is satisfied with the explanations furnished by the Petitioner Companies. The learned counsel appearing for the Regional Director submits that the replies filed by the Petitioner Companies have been received and no further observations are intended to be pressed in respect of the proposed Scheme of Amalgamation.
- II. As can be seen from the report of OL dated 06.10.2025, the Official Liquidator has not raised any objection to the Scheme. The Income Tax Department has also conveyed that it has no objection to the proposed Scheme of Amalgamation.
- III. It is made clear that if at any stage the undertakings/commitments made qua the observation made by the RD are not satisfied or flawed, the present order would become non est.
- IV. After considering the reports, we are of the considered view that the Scheme is not prejudicial to the interest of the shareholders and creditors of the Petitioner Companies. It goes without saying that any liability, whether existing or arising hereafter, pertaining to the Petitioner companies, shall be borne by the transferee company.



- V. The Income Tax/GST Department retains the authority to pursue its investigation or inquiry or scrutiny or assessment, as deemed necessary even after the scheme of amalgamation among the petitioner companies.
- VI. The sanctioned Scheme of Amalgamation shall be binding on the Transferor Company, and Transferee Company and their Shareholders and Creditors. The Petitioner Companies shall remain bound to comply with the statutory requirements in accordance with law. Besides the present order, it would not affect any of the pending investigation/ proceedings/ inquiry qua any of the applicants and/ or their promoters/ directors/KMPs/ any other staff associated with the affairs of the companies.
- VII. While approving the Scheme as above, it is clarified that this Order should not be construed as an order in any way granting exemption from payment of Stamp Duty, Taxes or other statutory dues, if any, 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. Further the approval of the Scheme would in no manner affect the tax treatment of the transactions under the Income Tax Act, 1961 or serve as any exemption or defense for the Petitioner Companies against tax treatment in accordance with the provisions of Income Tax Act, 1961 and the rules and regulations made thereunder.
- VIII. The amalgamation will not entitle the Transferee Company to any tax benefit on account of losses suffered by the Transferor Company.



IX. Additionally, we issue following directions qua the Petitioner Companies:-

- i. The scheme shall be effective from the appointed date i.e., 01.04.2024.
- ii. All benefits, entitlements, incentives and concessions under incentive schemes and policies that Transferor Company is entitled, including 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 Transferee Company, as if the and Transferee Company were originally entitled to all such benefits, entitlements, incentives and concessions;
- iii. Upon the Scheme becoming effective, all the properties, rights, and entitlements of the Transferor Company pertaining to the Business shall stand transferred to and vested in the Transferee Company, without any further act or deed. Accordingly, in terms of Sections 230 to 232 of the Companies Act, 2013, the same shall be transferred to and vested in the Transferee Company for all the estate and interest of the Transferor Company, subject nevertheless to all existing charges, liens, encumbrances, if any, affecting the same.
- iv. All contracts of the Transferor Company, which are subsisting or having effect immediately before the Effective Date, shall stand transferred to and vested in the Transferee Company be in full force and effect in favour



of the Transferee Company and may be enforced by or against it as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obliged thereto;

- v. All the employees of the Transferor Company, shall be deemed to have become the employees and the staff of the Transferee Company with effect from the Appointed Date, and shall stand transferred to the Transferee Company without any interruption of service and on the terms and conditions no less favourable than those on which they are engaged by the Transferor Company, as on the Effective Date, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans and any other retirement benefits;
- vi. All liabilities of the Transferor Company, shall pursuant to the provisions of section 232(4) and other applicable provisions of the Company Act, 2013, to the extent they are outstanding as on the Effective Date, without any further act, instrument or deed stand transferred to and be deemed to be the debts, liabilities, contingent liabilities, duties and obligations etc. as the case may be, of the Transferee Company and shall be exercised by or against the Transferee Company in accordance with their respective liability, as if it had incurred such liabilities.
- vii. All proceedings now pending by or against the Transferor Company be continued by or against the Transferee Company.



- viii. The Income Tax/GST Department shall have the liberty to determine the tax implications arising from the Scheme under the provisions of the Income Tax Act, and such determination shall prevail over the terms of the Scheme. In the event of any tax liabilities arising in respect of the Transferor Company, the Transferee Company shall be liable to pay of the same.
- ix. The Transferee Company is directed to comply with the provisions of Section 232(3)(i) of the Companies Act in this regard to the fee payable on its revised authorized share capital.
- x. As per the aforesaid directions, formal orders in Form No. CAA-7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 be issued after the filing of the Schedule of Properties within three weeks from the date of receiving a certified copy of this order by the petitioners.
- xi. That any person interested shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.
- xii. It is hereby clarified that the present Order shall not entitle the Transferee Company to any exemption from the requirement of obtaining any license /permit /registration /quota /clearance /concession or grant that may be required by them from the Central Government/State Government/ Local Authority/Sectoral Regulator, or any other authority constituted under any law for the time being in force.



- xiii. It is directed that any term contrary to the provisions of Section 6 of Companies Act, 2016 contained in the scheme would be non est.
- xiv. That the Petitioner Companies shall, within 30 days after the date of receipt of this order, cause a certified copy of this order to be delivered to the Registrar of Companies for registration in the prescribed form.

**9. The Company Petition 69/ND/2025 for Scheme of Amalgamation is allowed and disposed of, in terms of above order.**

**Sd/-  
(REENA SINHA PURI)  
MEMBER (T)**

**Sd/-  
(ASHOK KUMAR BHARDWAJ)  
MEMBER (J)**