

69  
25/02/26

**IN THE NATIONAL COMPANY LAW TRIBUNAL**  
**DIVISION BENCH, COURT - 1, AHMEDABAD**

ITEM No.302

C.P.(CAA)/48(AHM)2025 in  
C.A.(CAA)/45(AHM)2025

**Under Sections 230-232 of the Co. Act, 2013**

**IN THE MATTER OF:**

Asian Granito India Limited  
Adicon Ceremica Tiles Pvt. Ltd  
Adicon Ceramics Limited

.....Applicants

**Order delivered on: 17/02/2026**

**C O R A M:**

MR. SHAMMI KHAN, HON'BLE MEMBER (J)  
MR. SANJEEV SHARMA, HON'BLE MEMBER (T)

**ORDER**  
**(Hybrid Mode)**

The case is fixed for pronouncement of order. The order is pronounced in the open court, vide separate sheet.

sd/-

SANJEEV SHARMA  
MEMBER (TECHNICAL)

sd/-

SHAMMI KHAN  
MEMBER (JUDICIAL)



**IN THE NATIONAL COMPANY LAW TRIBUNAL  
DIVISION BENCH, COURT-1, AHMEDABAD**

**CP(CAA)/48(AHM)2025**

**in**

**CA(CAA)/45(AHM)2024**

[Company Petition under Sections 230 to 232 read with Section 366 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016].

In the matter of **Composite Scheme of Arrangement**

**MEMO OF PARTIES**

**Asian Granito India Ltd.**

CIN:L17110GJ1995PLC027025

A company incorporated under the Companies Act, 1956 and having its registered office at 202, Dev Arc, Opposite Iskon Temple, S.G. Highway, SAC, Ahmedabad-380 015, Gujarat

..... Petitioner Company No.1/  
Resulting Company No.1

**Adicon Ceramica Tiles Pvt.Ltd.**

CIN: U23912GJ2023PTC145194

A company incorporated under the Companies Act, 2013 and having its registered office at Survey No.343,345,346,347 P-1 and P-2, 348, 349 P-1 and P-2, Kandla Highway Road, 8-A, National Highway, Rajkot, Morbi-363 642, Gujarat

..... Petitioner Company No.2/  
Demerged Company

**Adicon Ceramics Ltd.**

CIN: U23912GJ2023PLC139539

A company incorporated under

the Companies Act, 1956 and  
having its registered office at 202,  
Dev Arc, Opposite Iskon Temple, ..... Petitioner Company No.3/  
S.G. Highway, SAC, Ahmedabad- Resulting Company No.2  
380 015, Gujarat

**Order Pronounced on 17.02.2026**

**C O R A M:**

**MR. SHAMMI KHAN, HON'BLE MEMBER (JUDICIAL)**  
**MR. SANJEEV SHARMA, HON'BLE MEMBER (TECHNICAL)**

**A P P E A R A N C E:**

For the Applicants : Mr. Saurabh Soparkar, Sr. Advocate  
a.w. Ms. Swati Soparkar, Advocate  
For the Regional Director : Mr. Shiv Pal Singh, Deputy Director  
For the Income Tax : Mr. Amin Mir, Sr. Standing Counsel  
Department

**O R D E R**  
**Per Bench**

1. This joint Company Petition viz., **CP(CAA)/48(AHM)/2025** in CA(CAA) 45 (AHM) 2025, is filed by the petitioner companies under Sections 230-232 Companies Act, 2013 and Companies (Compromise, Arrangement and Amalgamations) Rules, 2016 (hereinafter referred to as "**Companies (CAA) Rules, 2016**"), seeking approval of the Composite Scheme of Arrangement (Scheme). The said Scheme is appended as "**Annexure-H**" and appearing on page numbers 332-359 of the Company Petition.
2. Affidavit dated 26.09.2025, in support of the company petition, was sworn by Dhruti Trivedi, the Company



Secretary and Authorized Signatory of all the petitioner companies, duly authorized vide respective Board Resolutions **(Annexure-G)** dated 12.08.2023 and 19.10.2023. The aforesaid affidavit is placed on record along with the company petition.

3. The petitioner companies had filed a joint Company Application before this Tribunal, being CA(CAA)/45(AHM)2024, seeking directions for convening and holding meetings of equity shareholders, secured creditors and unsecured creditors of petitioner companies 1 and 2 as well as seeking dispensation of meeting of equity shareholders of petitioner company no.3. There were no preference shareholders in the petitioner companies as well as no secured and unsecured creditors in petitioner company no.3.
4. The aforesaid company application, CA (CAA) / 45 (AHM) 2024, was allowed by this Tribunal, vide order dated 19.06.2025. By the said order, this Tribunal directed for convening and holding separate meetings of equity shareholders, secured creditors and unsecured creditors of petitioner companies 1 and 2 and appointed Mr. S.B. Gautam, Ex-Member, NCLT as the Chairman and Ms. Neha Lakhanpal, as the Scrutinizer, for the aforesaid meetings and gave further directions to comply with various stipulations contained in the order dated 19.06.2025 including filing of the Chairman's Report in respect of the aforesaid meetings. Further, this Tribunal



had directed the petitioner companies for issuance of notice to the Regional Director, MCA, Registrar of Companies Ahmedabad, Reserve Bank of India, concerned Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, Securities and Exchange Board of India (for petitioner company no.1) and Income Tax Department along with full details of assessing officer and PAN numbers of the petitioner companies with copy also to the Principal Chief Commissioner of Income Tax Office, as well as other Sectorial regulators, if applicable, who may have significant bearing on the operation of the petitioner companies.

5. The petitioner companies filed Mis. A/5(AHM)2025 seeking certain modifications to the directions issued in the order dated 19.06.2025, passed by this Tribunal in CA(CAA)45 of 2024. This Tribunal, vide order dated 04.07.2025, allowed the said Miscellaneous Application.
6. In compliance with the order dated 19.06.2025 read with order dated 04.07.2025, (collectively the orders), the petitioner companies filed service affidavits on 01.09.2025 and 09.09.2025, vide inward nos. D5906 and D6090, respectively, confirming service of notice of meetings upon equity shareholders, the secured creditors and unsecured creditors of petitioner companies 1 and 2, along with proof of paper publications. Additionally, the petitioner companies filed affidavit of service of notice upon the Statutory/Regulatory Authorities, including the stock



exchanges and RBI, on 08.09.2025, vide inward no. D6050.

7. The Chairman, filed reports of the aforesaid meetings, by way of affidavits, on 25.09.2025, vide inward no. D6509. On perusal of reports of Chairman, meetings of equity shareholders of petitioner companies 1 and 2 were held on 19.09.2025 as well as meetings of secured creditors and unsecured creditors of petitioner companies 1 and 2 were held on 18.09.2025. The Chairman Report and Scrutiniser Reports are available in Annexures K and L of the Petition (Pages 407 to 488). The equity shareholders of the Resulting Company 1 approved the Scheme with a majority of 99.91% of value of valid votes cast. The Secured Creditors of Resulting Company 1 approved the Scheme unanimously. Further, 100% of unsecured creditors with value Rs 182,67,81,535 approve the Scheme. The equity shareholders of the Demerged Company also approve the Scheme with 100% of total value of valid votes cast. Further, secured creditors of the Demerged Company also approve the Scheme with 100% value of the valid votes cast.

8.

#### **Rationale Of The Scheme:**

The petitioner companies have provided the following rationale for the Scheme:-

*Asian Granito India Ltd. (AGIL), the Resulting Company 1 is a listed public limited company. Over the course of time, it has grown into a diversified conglomerate with interests in various businesses spanning the entire value chain of tiles,*

bathware, marbles & quartz and other related products carried on either directly or through its subsidiaries.

AGIL, the Resulting Company 1 has identified few of its suppliers, i.e., Adicon Ceramica Tiles Pvt. Ltd. (ACTPL), the Demerged Company, that manufacture tiles for AGIL, the Resulting Company 1 on job work basis as well as manufactures tiles under their own brand names. The supplier is in effect selling majority of their own production to AGIL, the Resulting Company 1. In order to integrate its manufacturing process and to inorganically expand its production lines, it is desirable to take over the tiles manufacturing businesses of the supplier. Since the supplier has separate brands, names and related Intellectual Property such as brands, trademarks, registrations, etc. attached to these names, it is considered appropriate to demerge this business in wholly owned subsidiary of AGIL, the Resulting Company 1 of similar name. To avoid effect on the financials due to payment of huge consideration in cash or by way of debt, the consideration is proposed to be paid by way of issue of shares which will be compliant with the definition of 'demerger' as defined under section 2(19AA) r.w.s. 2(41A) of the Income Tax Act, 1961.

Through the aforesaid demerger the Adicon Tiles Manufacturing Undertaking from ACTPL, the Demerged Company, the stakeholders of ACTPL, the Demerged Company will get access to a diverse business structure since AGIL, the Resulting Company 1 has presence in multiple industries leading to risk diversification in the hands of the stakeholders and also leading to stable valuation by the market. The stakeholders will also get safeguarded from the day-to-day hurdles specific to the tiles manufacturing business by diversifying their risk.

Further, the business of ACTPL, the Demerged Company will get an access to the huge market reach and marketing network of AGIL, the Resulting Company 1. This business will thus gain a chance of evolving into legacy businesses under the professional management of AGIL, the Resulting Company 1 due to their increased technical knowhow, diverse expertise and growth vision. The expansion



opportunity from the access to infrastructure of AGIL, the Resulting Company 1 seems unparalleled.

Multiple entries of large organised players into the tiles industry are expected to drive the entire industry into a highly efficient space where large players would command premium on account of their competitive edge and managing a tiles manufacturing business as an unorganised player may become more and more challenging. Consolidation of the tiles manufacturing businesses under the banner of AGIL, the Resulting Company 1 would not only safeguard the businesses but also provide an edge to competitively grow in the ever-changing business dynamic.

The opportunity of growth in the businesses and risk diversification for the stakeholders of ACTPL, the Demerged Company and the inorganic expansion and synergistic opportunity for AGIL, the Resulting Company 1 due to better agility and higher control over its manufacturing process, more production lines and working capital requirements would provide both ACTPL, the Demerged Company and AGIL, the Resulting Company 1 with the me respective advantages while making the combined businesses of AGIL, the Resulting Company 1 and ACTPL, the Demerged Company more sustainable and competitive in the long run.

The proposed restructuring pursuant to this Scheme is expected, inter alia, to result in following benefits:

- i) combining and bundling of Adicon Tiles Manufacturing Undertaking of ACTPL, the Demerged Company into ACL, the Resulting Company 2 which is, inter alia, wholly owned subsidiary of AGIL, the Resulting Company 1
- ii) better control on utilisation of production capacity due to integration of the manufacturing process;
- iii) Optimization of working capital due to consolidation of businesses;
- iv) inorganic expansion of production lines and opportunity for further organic expansion due to increased fungibility of the existing funds;

- v) *economies of scale due to synergistic effect of the combination of the businesses related to similar business line of manufacturing of tiles;*
- xi) *achieve cost optimization and specialisation for sustained growth; and*
- xii) *enhancing operational efficiencies, ensuring synergies through pooling of the financial, managerial, and technical resources, personnel capabilities, skills, expertise and technologies by bundling the businesses pertaining to different industries.*

*The proposed restructuring is in the interest of the shareholders, creditors, employees and other stakeholders in each of the companies.*

9. After complying with all the directions given in the orders passed in CA(CAA)/45(AHM)2024, Second Motion Petition was filed, before this Tribunal, by the Petitioner Companies on 29.09.2025, vide Inward Diary No. E2422, for sanction of the proposed Scheme by this Tribunal.
10. This Tribunal vide order dated 16.10.2025, passed in CP(CAA)/48(AHM)2025, directed the Petitioner Companies to issue notice to the Statutory/Regulatory Authorities namely (a) Central Government through the office of the Regional Director (North-Western Region), Ministry of Corporate Affairs (MCA) (b) Registrar of Companies, Gujarat, MCA (c) Office of the Official Liquidator, if applicable, (d) to the concerned Income Tax Authorities through email and copy to the Principal Chief Commissioner of Income Tax office at Ahmedabad (e) to Reserve Bank of India (f) BSE, NSE and SEBI as well as to the other Sectorial Regulators, who may

govern the working of the respective companies involved in the Scheme, at least 30 days before the date fixed for hearing of the above Petition. This Tribunal had also directed the Petitioner Companies for paper publication to be made in "Economic Times" in English and "Jai Hind" in Vernacular, Ahmedabad editions.

11. In compliance of order dated 16.10.2025, petitioner companies filed affidavit of service on 07.11.2025, vide inward Diary No.D-7430, in respect of service of notice upon the statutory/regulatory authorities along with proof of service as well as proof of publications.
12. Pursuant to the service of notice upon the statutory/regulatory authorities, following authorities have responded:-

**STATUTORY/REGULATORY AUTHORITIES  
OBSERVATION & RESPONSE THEREOF**

**12.1 The Regional Director, North-Western Region, Gujarat and the Registrar of Companies, Gujarat.**

In response to the notice served upon the Regional Director (RD), a report was filed by the RD, North-Western Region, on 27.01.2026, vide Inward Diary No.R81, along with report of the Registrar of Companies (RoC) dated 03.10.2025. They have made some observations in their reports. The petitioner companies have filed an additional affidavit on 29.01.2026, vide Inward Diary No. D782 in response to the representation/reports of the Regional Director and the Registrar of Companies.



**RD's Observation:** The observations of the RD and response of the petitioner companies for these observations is discussed below.

- (i) Para-8(ii), this Tribunal to look in the rationale mentioned in the Scheme.

Response of the petitioner companies: It is submitted that the Rationale as stated in the Scheme has been considered by the concerned stock exchanges as well as SEBI while granting its approval to the Scheme. It is further submitted that the stakeholders of the petitioner companies have also considered the same.

- (ii) Para-8(iii), as per paragraphs 4 and 10 of Part II of the Scheme, the Demerged Undertaking shall be transferred to and vested in Resulting Company No. 2. The consideration shall be paid by Resulting Company No. 1, Asian Granito India Limited, the holding company of Resulting Company No. 2, which is listed on BSE and NSE. The consideration is required to be paid by the Resulting Company No.2 to the shareholders of Demerged Company. But in this Scheme, no reason/justification has been provided anywhere in the propose Scheme.

Reply of the petitioner companies: It is submitted that the proposed consideration by Resulting Company-1 is not in contravention of any provisions of Law. In this

regard, it is further submitted that the said proposal is not detrimental to the interest of the shareholders of the De-merged Company. It is further submitted that the Resulting Company-1 is a listed company with high net worth. Resulting Company-2 is a wholly owned subsidiary of Resulting Company-1 but it is recently incorporated and the operations are yet to commence. The advantage that the shareholders of the De-merged Company get is considered by the Stock Exchanges and is not found to be objectionable.

(iii) Para-8(iv), at Para No. 11.2.2 and 11.3.3 of the scheme that

11.2.2 "*Expenses incurred for implementing the scheme and for the transfer Adicon Tiles Manufacturing Undertaking shall be adjusted to the **reserve and surplus** account of the Resulting Company 1*", but failed to which reserves under **Reserve and Surplus head** will be utilized for the said adjustment.

11.3.3 Expenses incurred for implementing the Scheme and for the transfer of Adicon Tiles Manufacturing Undertaking shall be adjusted to the **reserves and surplus account** of the Resulting Company 2;



This Tribunal to direct the petitioner companies to clarify and specify and disclose the reserves which will be utilized for the said adjustment.

Reply of the petitioner companies: It is submitted that the same will be adjusted against the General Reserve.

(iv) Para-8(v), at Para No. 11.1.3 of the scheme that:-

11.1.3 The difference, being the excess /shortfall of carrying value of assets over the carrying value of liabilities of the Adicon Tiles Manufacturing Undertaking shall be accounted in accordance with the Accounting Standard 14 ("AS - 14") notified under Section 133 of the Companies Act, 2013 Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

This Tribunal may be pleased to direct the Demerged Company to clarify and specify that where difference will be adjusted being the excess/shortfall of carrying value of assets over the carrying value of liabilities.

Reply of the petitioner companies: It is submitted that the said clause confirms that the treatment will be in consonance with applicable Accounting Standard being AS-14. However, it is further clarified that the difference being the excess/shortfall of carrying value of Assets over the carrying value of liabilities will be treated either as Goodwill or Capital Reserve as the



case may be. It is further pointed out that as envisaged under the provisions of the Act, the proposed Accounting Treatment has been confirmed by the Statutory Auditors of the concerned companies as being in consonance with the Applicable Accounting Standard and the said certificates are already on record.

(v) Para-8(vi), at para no. 11.3.1 of the Scheme that:-

"11.3.1 In line with the recognition principles provided under Indian Accounting Standard 103 on Business Combinations, the Resulting Company 2 shall recognize all assets (tangible as well as intangible) and liabilities of the Adicon Tiles Manufacturing Undertaking transferred to and vested in the Resulting Company 2 pursuant to this Scheme at **fair values** as determined by an independent valuer and adopted by the Resulting Company 2, including acquired identifiable intangible assets such as 'Adicon' Brand and related trademarks, Copyrights, Licenses, Knowhow, Marketing Network, Supply chain network, whether or not previously recorded in the books of accounts of the Demerged Company 2."

In this regard, this Tribunal may please be directed the Petitioner Companies to place on record the details of

book value and fair value of Demerged Undertaking and Remaining Business of Demerged company

Reply of the petitioner companies: It is submitted that the Valuation Report as submitted by the independent Registered Valuer is already on record and the basis of the valuation is also elaborately explained.

- (vi) Para-8(vii), the Resulting Company 1 namely Asian Granito India Limited is listed with the BSE & NSE and Petitioner Company has submitted with the office of the Regional Director, the copy of both observation letters dated 01.07.2024 issued by BSE & NSE to the petitioner Resulting Company 1 pursuant to the SEBI circular No. SEBI/ HO/ CFD/ POD-2/ P/ CIR/ 2023/93 dated 20.06.2023 for necessary compliance. The SEBI's circulars are intended to ensure compliances by listed companies in the interest of shareholders at large. This office is of the view that the SEBI circulars which are applicable, and the petitioner company should comply with the requirements of the circular.

Reply of the petitioner companies : It is submitted that the concerned Petitioner Company has already complied with all the observations made vide the Observation Letters issued by the concerned stock exchanges and undertakes to comply with all applicable observations and provisions while implementing the Scheme.

(vii) Para-8(viii), the Appointed Date/Transfer Date is 16.10.2023, as per para 1.3 of the Scheme, which is more than two years old from present.

Reply of the petitioner companies: It is submitted that Para 19 of the application refers to the justification for the same. Further, the order dated 19.06.2025, passed by this Tribunal had sought clarification for the same and the petitioners provided explanation vide Para 6 of an affidavit filed on 26.06.2025, as Mis.5(AHM)2025.

(viii) Para-8(ix), to direct the Petitioner Companies to file an affidavit to the extent that the Scheme enclosed to the Company Application and Company Petition are one and same and there is no discrepancy, or no change is made.

Reply of the petitioner companies: It is confirmed that the Scheme as annexed to the Company Application being CA(CAA)/45(AHM)2024 is verbatim the same as annexed to the Company Petition viz. CP(CAA)/(AHM)/2025 and that there is no discrepancy or there is no change made.

(ix) Para-8(10), to direct the Petitioner Companies to file an affidavit to the extent that no CIRP proceeding under IBC and/ or winding up petition against applicant companies are pending.

Reply of the petitioner companies: It is confirmed that there are no CIRP proceedings under the IBC or any



other winding up proceedings against any of the Petitioner Companies.

**13. The RD in his representation further submitted that this Tribunal may be pleased to direct the Petitioner Companies:-**

- a) To ensure compliance and furnish clarification, if any, regarding observations made by Registrar of Companies and this Directorate (NWR).
- b) To preserve its books of accounts, papers and records and shall not be disposed of without prior permission of Central Government as per the Provisions of Section 239 of the Companies Act, 2013.
- c) To ensure statutory compliance of all applicable Laws and on sanctioning of the present Scheme, the Petitioner Companies shall not be absolved from any of its Statutory liabilities, in any manner.
- d) Necessary Stamp Duty on transfer of property/Assets, if any, is to be paid to the respective Authorities before implementation of the Scheme.
- e) The petitioner companies involved in the scheme to comply with the provisions of Section 232(5) of the Companies Act, 2013 with respect to file certified copy of order sanctioning the scheme with Registrar

of Companies within 30 days from date of passing order.

- f) The Petitioner companies shall undertake to comply with Income Tax /GST law and any demand /taxes payable on implementation of the said scheme as per law.

Response of the Petitioner Companies: The petitioner companies undertake to comply with all the aforesaid statutory requirements in accordance with the directions of the Hon'ble Tribunal.

**RoC's Observation**

Some observations of the RoC have already been mentioned in the representation of the RD. Following are the other observations of RoC:-

Para-4, as per the financial statements as on 31.03.2025 of the Resulting Company No. 2, the following body corporate shareholders holding 10% or more of total shareholding of the Resulting company No. 2:-

Sr. No.	Applicant Company	Name of Shareholder	% of shares held	Remark
1	ADICON CERAMICS LIMITED (Resulting Company No. 2)	ASIAN GRANITO INDIA LIMITED (Resulting Company No. 1)	100%	The company has not filed BEN-2.

Reply of the petitioner companies: It is submitted that the provision of filing BEN-2 is not applicable to Petitioner Resulting Company-2.

Para-5, according to latest filed Annual Return for the Financial Year ended 31.03.2024 of the Resulting Company No. 1, there are Non-Resident Indian (NRI) shareholders and Foreign Institutional Investors. In this regard, this Tribunal may kindly direct the Resulting Company No. 1 to ensure compliance pertaining to the FEMA and RBI guidelines in the matter, if any

Reply of the petitioner companies: It is submitted that Resulting Company No.1 already complied with applicable RBI guidelines and FEMA Regulations and undertakes to do all requisite compliances while implementing the scheme.

Para-6, on perusal of MCA21 portal record, it is observed that the applicant Demerged Company and Resulting Company No. 2 have not filed application/ Scheme along with this Tribunal's order dated 19.06.2025 in prescribed e-form GNL-1 under the MCA 21 portal as per the requirement of Section 398 and Section 230(5) and Section 232 (2)(b) of the Companies Act, 2013 r.w. Rule 7 of Companies (Registration Office And Fees) Rules, 2014.

Reply of the petitioner companies: It is submitted that Demerged Company as well as the Resulting Company 2 have filed the Application and Scheme on MCA portal on 24.01.2026, in compliance with applicable provisions of the Act.

Para-7, From para 8(vii) of the order dated 19.06.2025 passed in CA(CAA)/45(AHM)2024 by this Tribunal in respect of Resulting Company No. 1 that "As on 31.03.2025, there are 3 (Three) secured creditors and the total value of secured debt is Rs. 1,35,07,91,471". Whereas, as per the Index of Charge available under the MCA's website, total 25 (Twenty Five) open secured Charge IDs in favour of 4 (Four) Secured charge holders are in existence as on 31.03.2025. The details of aforesaid open charge Id are as under:

Sr. No.	SRN	Charge ID	Charge Holder Name	Date of Creation	Amount (in Rs.)
1	AB3921358	101090164	HDFC BANK LIMITED	05/05/2025	15,00,000
2	AB2348064	101026367	HDFC BANK LIMITED	30/12/2024	30,78,00,000



3	AB0197497	100970013	HDFC BANK LIMITED	03/09/2024	15,50,000
4	AA7301903	100896916	ADITYA BIRLA FINANCE LIMITED	22/03/2024	22,00,00,000
5	AA6079437	100805674	HDFC BANK LIMITED	27/10/2023	11,50,000
6	AB4562621	100771726	HDFC BANK LIMITED	16/08/2023	19,40,000*
7	AA4190983	100770363	HDFC BANK LIMITED	09/08/2023	12,40,000
8	AA2488418	100719878	HDFC BANK LIMITED	01/05/2023	12,50,000
9	AA2275915	100710684	HDFC BANK LIMITED	24/04/2023	19,59,000
10	AA2275728	100710681	HDFC BANK LIMITED	24/04/2023	10,15,000
11	AA1548501	100683002	HDFC BANK LIMITED	01/03/2023	17,64,000
12	AA1604755	100685006	HDFC BANK LIMITED	20/02/2023	7,03,000
13	AA1400146	100694375	HDFC BANK LIMITED	09/02/2023	15,35,000
14	AA1184450	100663366	HDFC BANK LIMITED	16/12/2022	10,66,000

15	AA1184431	100663341	HDFC BANK LIMITED	15/12/2022	9,67,000
16	AA3296652	100647200	IDBI Bank Limited	30/11/2022	55,00,00,000
17	AA1210453	100668498	HDFC BANK LIMITED	12/11/2022	7,00,000
18	AA1025270	100621396	HDFC BANK LIMITED	06/10/2022	11,90,000
19	AA1892918	100614104	INDUSIND BANK	27/09/2022	61,00,00,000
20	AA0009195	100634082	HDFC BANK LIMITED	04/08/2022	19,42,000
21	AA0009183	100634081	HDFC BANK LIMITED	30/07/2022	15,90,000
22	AA1870510	100595361	HDFC BANK LIMITED	24/06/2022	40,00,00,000
23	T78272283	100532557	HDFC BANK LIMITED	27/01/2022	8,77,220
24	T57612251	100494863	HDFC BANK LIMITED	18/10/2021	7,94,560
25	T34496562	100465194	HDFC BANK LIMITED	10/06/2021	13,51,000
Total					211,38,83,780

\* the said charge was satisfied on 07.06.2025 only.

Reply of the petitioner companies: It is submitted that with regard to discrepancy in the number of secured Creditors and the open charges, it is submitted that the said company has only three Secured Creditors, viz. HDFC Bank, Indusind Bank and IDBI Bank. The charge created in favour of Aditya Birla Finance Limited pertains to one of its subsidiary company viz. crystal ceramic Industries Limited, where the Resulting company-1 has only extended its properties as security and not for any credit facility for the Resulting company-1 and hence technically it is not a creditor of the said company. Further, the difference in amounts is

explained as under: The Index of Charge refers to the Sanctioned Limits and the certificate given by Chartered Accountant refers to the utilized limits.

#### 14. Income Tax Department

14.1 In response to the notice served upon the Income Tax Department, the Income Tax Department, Ahmedabad, filed following reports:-

- (i) Report dated 03.09.2025, filed on 31.12.2025, vide inward no. R-593, in respect of Asian Granito India Ltd./Resulting Company No.1 wherein it has been submitted that as per case records, the total income tax outstanding demand in this case is as under:-

PAN: AAFC2340H	Name: ASIAN GRANITO INDIA LIMITED	Date of Report: 03/09/2025
Address: 202, DEV ARC, OPPOSITE ISKON TEMPLE, S.G. HIGHWAY, AHMEDABAD, 380015, Gujarat		

#### Summary of Demand

S. No.	AY	DIN	Demand Section	Date of Order	Demand Outstanding (In Rs.)	Amount Difficult to Recover (In Rs.)	Amount Collectible (In Rs.)
1	2008-09	2024200837302055012C	220(2)	11/09/2024	5,61,99,362	0	5,61,99,362
2	2013-14	2019201310001517655C	144	18/12/2019	22,88,480	22,88,480	0
3	2016-17	2024201640420309793C	147	29/03/2025	6,06,76,738		6,06,76,738
4	2017-18	2024201740419437881C	250	13/06/2024	2,94,079	2,94,079	0
5	2018-19	2025201840420507580C	154	28/04/2025	68,22,37,978		68,22,37,978
6	2019-20	2025201940420507685C	154	28/04/2025	23,18,86,173		23,18,86,173
7	2020-21	2024202040419656092C	154	03/12/2024	60,94,008	60,94,008	0
8	2020-21	2024202040420014013C	270A	24/02/2025	4,44,226	4,44,226	0
9	2020-21	2022202040412077455C	272A(1)(d)	26/03/2023	10,000		10,000
10	2021-22	2024202140417551942C	147	02/08/2024	49,06,443	49,06,443	0
11	2023-24	2024202340418591376C	143(3)	02/08/2024	21,22,975	21,22,975	0

- (ii) Report dated 29.09.2025, filed on 04.12.2025, vide inward no. R-554, wherein it is submitted that the demerger company is solely liable for any demand

already created or become payable due to any of the proceedings related to the Income-tax department in future in respect of outstanding demand prior to demerger and in respect of demand the resulting companies, responsibilities will be on the director of the resulting companies i.e. Asian Granito India Limited(AGIL) Resulting Company-1 and Adicon Ceramics Limited(ACL) Resulting Company-2.

- (iii) It is further submitted that, as per the Demand Analysis report, the total outstanding demand in case of Adicon Ceramics Ltd./Resulting Company-2 is NIL.
- (iv) Report [No Objection Certificate (NOC) with protective condition] dated 30.12.2025 of Income Tax Department, Morbi, filed on 02.01.2026, vide inward no. R-6, in respect of Adicon Ceramics Ltd./Resulting Company No.2 wherein it has been submitted as follows:-
- (a) The Scheme and related submissions have been examined under the provisions of the Income-tax Act, 1961, and clarification letters dated 03.12.2025 and 11.12.2025 were issued seeking details regarding compliance with Sections 2(19AA) and 2(41A) of the Act.
- (b) The assessee has submitted its reply vide letter dated 16.12.2025
- (c) On examination of the scheme and the reply furnished by the assessee, it is observed that:



- (i) *The proposed transaction contemplates issuance of shares to the shareholders of the demerged company by Asian Granito India Limited, and not by the respective resulting company to which the undertaking is proposed to be transferred;*
- (ii) *Consequently, the shareholders of the demerged company do not become shareholders of the resulting company in the manner contemplated under Section 2(19AA)(v) of the Income-tax Act, 1961; and*
- (iii) *Further, the explanation furnished by the assessee claiming that Asian Granito India Limited qualifies as a "resulting company" under Section 2(41A) has been examined and found to be not acceptable, as the statutory requirements defining a resulting company and the conditions of a tax-neutral demerger have not been demonstrably fulfilled*

In view of the above factual and legal position, the mandatory conditions prescribed under Sections 2(19AA) and 2(41A) of the Income-tax Act, 1961 are not satisfied, and accordingly, the proposed scheme

does not qualify as a “demerger” for the purposes of the Income Tax Act, 1961. Consequently, the tax exemptions and benefits available to a qualifying demerger under the Act would not be admissible in the present case.

14.2 In response to the reports of the Income Tax Department, the petitioner companies have filed additional affidavit on 27.01.2026, vide inward no. D-674. Following are the response of the petitioner companies’ to the observations of the Income Tax Department:-

- (i) The Income Tax Department has reported outstanding Income Tax demands in the case of Asian Granito India Ltd./Resulting Company No.1, for different Assessment Years, amounting in aggregate to Rs.104,73,92,699/-. It is submitted that all these outstanding demands are disputed tax liabilities. It is further submitted that the Resulting Company No.1 shall continue to exist and carry on its business operations, and shall fulfil the tax liabilities as and when the same are finally crystalized.
- (ii) In case of Demerged Company/Adicon Ceramica Tiles Pvt. Ltd., the Income Tax Department has raised strong objection to the proposed Scheme.
- (iii) In response to the objection raised by the Income Tax Department, regarding compliance of Section 2(19AA)(v) read with Section 2 (41A) of the Income Tax Act, 1961, it is submitted that Section 2 (41A) itself envisages Resulting company as more than one



company and specifically refer to the wholly owned subsidiary. It does not stipulate the issue of shares to the shareholders of the De-merged company directly by the company to whom the undertaking is transferred. The parent company, which has been included in the scheme as Resulting Company-1, is entitled to issue its shares to the shareholders of the Demerged Company without violating provisions of the Income Tax Act. The present Scheme of Demerger is entirely in compliance with the applicable provisions of the Income Tax Act.

- (iv) In support of the contentions of the petitioner companies, they have relied upon the judgment of **Hon'ble Bombay High Court** in the matter of **Thomas Cook Insurance Services (India) Ltd. reported in 194 Company Cases 390**. In para-6 of the aforesaid order, it has observed as follows:-

*“6.....It is not that in every case, the consideration for transfer of an undertaking as part of a Scheme of Arrangement must come in the form of allotment of shares of a Transferee Company or for that allotment of any shares. The consideration for such transfer can be any legitimate consideration, which the Transferor is entitled to accept for contract of transfer. The scheme may, thus, not provide for any allotment of shares at all or provide any other appropriate consideration, including the allotment of shares of a Holding company of the Transferee Company”.....*

The order also refers to series of judgments accepting the said contention. It is also accepted that when the shareholders concerned have accepted the said proposal, commercial wisdom cannot be questioned. Further, in the present case, the scheme is considered and approved by the concerned stock exchanges and SEBI, hence the scheme needs to be sanctioned.

- (v) The petitioner companies undertake that the assessee viz. Asian Granito (India) Limited, the Resulting Company-1 as well as Adicon ceramica Tiles Private Limited, the De-merged Company shall file their respective Income Tax Returns in compliance of the Applicable provisions of Income Tax Act.
- (vi) The petitioner companies further undertake to comply with all applicable provisions of Income Tax and any other statutory demands/taxes payable while implementation of the said scheme.
- 15.** The petitioner company no.1 has filed an affidavit on 01.09.2025, vide inward no. D5906, confirming compliance with the observation of BSE and NSE, vide their letters dated 01.07.2024.
- 16.** No other representations or reports have been received from any other statutory/regulatory authorities.

17. The Statutory Auditors of the petitioner companies have certified that the Accounting Treatment proposed in terms of clauses 11.1 to 11.3 of the Scheme reflecting Accounting Treatment respectively in the books of the petitioner companies are in conformity with the applicable Accounting Standards. The certificates, issued by the Statutory Auditors of the petitioner companies, are placed on record are annexed as **Annexure-I** to the application.
18. It is submitted that there are no proceedings/investigation pending against any of the petitioner companies under Sections 210-217, 219, 220, 223, 224, 225, 226 & 227 of the Companies Act, 2013 and/or Sections 235 to 251 of the Companies Act, 1956 and the like.
19. It is further submitted that there are no winding up petitions or proceedings under the Insolvency and Bankruptcy Code, pending against the petitioner companies.
20. **Valuation Report**
- Valuation reports prepared by Mr. Gaurav Maheshwari, Registered Valuer, (Registration No.IBBI/RV/ 11/ 2021 /14432) along with Fairness Opinion obtained from M/s. Holani Consultants Private Limited, SEBI Registered Category I Merchant Banker (Reg. No. INM000012467), are annexed as **(Annexure-G1&G2) Annexure:G-3** to the first motion application.

## 21. OBSERVATION OF THIS TRIBUNAL

21.1 Before advertng to the reports of the Regional Director, Registrar of Companies, Income Tax Department, Observation Letters of BSE and NSE, we summarise the timelines regarding progress of the petition filed with this Tribunal:

	Filed on	Listed on/Notice issued on	Service Affidavit filed on	Report/ Response received on	Reserved on	Order pronounced on	Meetings held on
First Motion Application	26.09.2024	Listed on 10.10.2024 24.10.2024 31.01.2025 06.02.2025 24.04.2025		It was kept pending because another Application was under approval process.	12.06.2025	19.06.2025	18.09.2025 & 19.09.2025
Chairman's Report	25.09.2025						
2 <sup>nd</sup> Motion Petition	29.09.2025	16.10.2025(N) 04.12.2025(L) 08.01.2026(L) 29.01.2026(L)	07.11.2025		05.02.2026	17.02.2026	
RD Office Report/RoC & Petitioner companies response	27.01.2026 28.01.2026						
Income Tax Report(s) & Petitioner companies response	04.12.2025 31.12.2025 02.01.2026 27.01.2026						

22. The Appointed Date of the Scheme is 16.10.2023.
23. The Scheme of Arrangement comprises two parts, namely, (i) the Demerger of Tiles Manufacturing Undertaking of Demerged Company/Adicon Ceramica Tiles Pvt. Ltd. into Resulting Company No.2/Adicon Ceramics Ltd. and (ii) the allotment of shares by Resulting Company No.1/Asian Granito India Ltd. (the holding company of Resulting Company No.2, which is its wholly owned subsidiary) in the manner set out in the Scheme, with effect from the Appointed Date 16.10.2023.

24. **Companies involved in the Scheme**

- (i) In the Scheme presented in the Company Petition, Asian Granito India Ltd. has been designated as Resulting Company No.1. Pursuant to implementation of the Scheme of Arrangement sanctioned by this Tribunal, vide order dated 12.06.2025, the authorized share capital of Resulting Company No.1 was Rs.320,00,00,000/- and the issued, subscribed and paid-up capital was Rs.231,91,16,490 /-. It is a public listed company. It had revenue from operations of Rs.1,27,958.49 lakhs, other income of Rs.2,278.08 lakhs and profit before tax of Rs.2,367.53 lakhs during the Financial Year 2024-2025 (Pg.116).
- (ii) In the Scheme presented in the Company Petition, Adicon Ceramica Tiles Pvt. Ltd. has been designated

as Demerged Company. As on 31.03.2024, the authorized share capital of the Demerged Company was Rs.67,00,000/- and its issued, subscribed and paid-up capital was Rs.67,00,000/-. It had revenue from operations of Rs.19,063.97 lakhs, other income of Rs.268.39 lakhs and profit/(Loss) before tax of Rs.1,329.11 lakhs during the Financial Year 2024-2025 (Pg.235). It is a private limited company.

- (iii) In the Scheme presented in the Company Petition, Adicon Ceramics Ltd. has been designated as Resulting Company No.2. As on 31.03.2024, the authorized share capital of Resulting Company No.2 was Rs.1,00,000/- and its issued, subscribed and paid-up capital was Rs.1,00,000/-. It had nil revenue from operations, other income is also nil and profit/(Loss) before tax of (Rs.0.65 lakhs) during the Financial Year 2024-2025 (Pg.291). It is an unlisted public limited company.

## 25. Consideration

- (i) Paragraph 10 (Pg.349-351) of the Scheme deals with the Consideration to be provided by Resulting Company No.1 in respect of Demerger of Tiles Manufacturing Undertaking of the Demerged Company into Resulting Company No.2.

(ii) Valuation Reports dated 12.08.2023 and 15.12.2023 prepared by Gaurav Maheshwari, Registered Valuer, (Annexure:G-1& G-2) with Addendums. Annexure: G-3 contains fairness opinion report dated 12.08.2023 on the valuation report of fair market value of equity shares of Asian Granito India Ltd./Resulting Company No.1, issued by Holani Consultants Pvt. Ltd. These reports are annexed to the first motion application at page nos. 361-410.

**26.** We have gone through the Company Petition, Scheme, Representation/Report of the Regional Director, report of the Registrar of Companies, reports of Income Tax Department, observations letters of BSE and NSE as well as the response of the Petitioner Companies in respect of the Representation/Report of the RD, RoC, and Income Tax Department and compliance affidavit of the petitioner companies in response of the observations of BSE and NSE.

**27.** On perusal of the Chairman's reports, it confirms that the equity shareholders, secured creditors and unsecured creditors of the petitioner companies 1 and 2 have unanimously approved the proposed Scheme.

**28.** The Petitioner Company No.1/Resulting Company No.1 is a listed company. Copies of the respective observations

letters issued by the stock exchanges, are placed on record.

**29.** During the hearing on 05.02.2026, Ld. Deputy Director for the Office of the Regional Director submitted that the applicant companies have responded to the observations in the RD report, hence, the matter may be decided on merits. Ld. Sr. Standing Counsel for the Income Tax Department submitted that the present proposed scheme is in violation of the provisions of Section 2(19AA) as well as Section 2(41A) of the Income Tax Act, 1961.

**30.** Paragraph-4 of the Scheme pertains to demerger and vesting of the Adicon Tiles Manufacturing Undertaking of Demerged Company into Resulting Company No.2, while Paragraph-10 of the Scheme provides that the consideration shall be paid by Resulting Company No.1 Asian Granito India Limited which is the holding Company of Resulting company No. 2. The Resulting Company No.1 is listed company with the BSE & NSE and the Resulting Company No.2 is wholly owned subsidiary of Resulting Company No.1. The proposed Scheme, including the consideration has been approved by all stakeholders of the petitioner companies who are parties to the present Scheme of Arrangement.

**31.** The observation made by the Regional Director/the Registrar of Companies and the report/objection of the

Income Tax Department have been considered in view of the submissions filed by the petitioner companies.

32. After analysing the Scheme in detail, this Tribunal is of the considered view that the Scheme as contemplated between the Companies seems to be prima facie beneficial to the Companies and will not be in any way detrimental to the interest of the shareholders and the creditors of the Companies, upholding the commercial wisdom doctrine as in ***Miheer H. Mafatlal v. Mafatlal Industries Ltd. (1997) 1 SCC 579***. Considering the record placed before this Tribunal and since all the requisite statutory compliances have been fulfilled by the Petitioner Companies, this Tribunal sanctions the proposed Scheme as well as the prayer made therein subject to the findings/directions given in this order. In short, the proposed Scheme provides for Demerger of Tiles Manufacturing Undertaking of Demerged Company/Adicon Ceramica Tiles Pvt. Ltd. into Resulting Company No.2/Adicon Ceramics Ltd. and allotment of shares to the shareholders of Demerged Undertaking of the Demerged Company by Resulting Company No.1/Asian Granito India Ltd., and their respective shareholders and creditors, with effect from the Appointed Date 16.10.2023. We have also carefully examined the responses of the Regional Director, ROC, Income Tax Department, on being notices served on them and the

replies of the petitioner companies as well as the observations of the BSE and NSE.

33. We have also gone through the Judgment dated 02.07.2015 of Hon'ble Bombay High Court, in the matter of **Thomas Cook Insurance Services (India)Ltd.** [(2016) 194 Comp Cas 390: 2015 SCC OnLine Bom 6095: (2015) 129 CLA B, relied upon by the petitioner companies. We are approving the Scheme based on the provisions of the Companies Act, 2013. As was argued by the Ld. Sr. Counsel for the Petitioner Companies, the satisfaction of the provisions of sections 2 (19AA) and 2 (41A) of the Income Tax Act, 1961 is for the purposes of the Income Tax Act, 1961 and that cannot hold the approval of the Scheme. We agree with this argument. The Income Tax Department is free to take necessary action in case the issue of shares by the Resulting Company 1 and not by the Resulting Company 2 does not satisfy the requirements of Demerger as per the provisions of Income Tax Act, 1961.

The Income Tax Department is also free to take necessary action, if any, regarding the observations of the Regional Director for paragraph 11.1.3 of the Scheme concerning the creation of goodwill/ capital reserve and also concerning the valuation of shares of the demerged undertaking of the demerged company and determination of share exchange ratio.



34. The Learned Counsel for the Petitioner Companies submitted that no investigation proceedings are pending against the Petitioner Companies under the provisions of the Companies Act, 1956 or the Companies Act, 2013, and no proceedings for oppression or mismanagement have been filed before this Tribunal or the erstwhile Company Law Board. Considering the submission of the Petitioner Companies, the Resulting Company No.2 will be responsible for all the compliance issues concerning the Business of the Demerged Undertaking of the Demerged Company. This Tribunal holds that any non-compliance does not affect the approval of the Scheme, as the statutory/ regulatory authorities are free to take necessary action as per law for any non-compliance.

35. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this Tribunal will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioner companies.



36. While approving the Scheme as above, it is clarified that this order should not be construed as an order in any way granting approval of any loan assignments and exemption from payment of stamp duty, taxes or any other charges, if any, payment is due or required in accordance with law or in

respect to any permission/compliance with any other requirement which may be specifically required under any law.

37. Further, it becomes relevant to discuss that in Company Petition CAA-284/ND/2018 vide Order dated 12.11.2018, the NCLT New Delhi has made the following observations with regard to the right of the Income Tax Department in the Scheme of Amalgamation:

*“taking into consideration the clauses contained in the Scheme in relation to liability to tax and also as insisted upon by the Income Tax and in terms of the decision in re Vodafone Essar Gujarat Limited v. Department of Income Tax (2013) 353 ITR 222 (Guj) and the same being also affirmed by the Hon'ble Supreme Court and as reported in (2016) 66 taxmann.com374 (SC) from which it is seen that at the time of declining the SLPs filed by the revenue, however stating to the following effect vide its order dated April 15,2015 that the Department is entitled to take out appropriate proceedings for recovery of any statutory dues from the Petitioner or transferee or any other person who is liable for payment of such tax dues, the said protection be afforded is granted. With the above observations, the petition stands allowed and the scheme of amalgamation is sanctioned.*

38. **THIS TRIBUNAL DO FURTHER ORDER**

- (i) The Scheme of Arrangement annexed as **Annexure 'G'** to the Company Petition is hereby sanctioned and it is declared that same shall be binding on the Petitioner Companies and its Shareholders and Creditors and all concerned under the Scheme.

- (ii) The Appointed Date for the Scheme shall be **16.10.2023**. The Effective Date of the Scheme shall be the date on which the certified copy of this order is filed with the Registrar of Companies, or such other date as specified in the Scheme.
- (iii) The petitioner company no.1, being listed entity, shall comply with all applicable regulations, circulars, and directions issued by the Securities and Exchange Board of India (SEBI), BSE Limited, and National Stock Exchange of India Limited (NSE), including compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, to the extent applicable, particularly with respect to any change in shareholding or control resulting from the issuance of New Equity Shares to the shareholders of the Demerged Undertaking of the Demerged Company.
- (iv) The Resulting Company No.1 has non-resident shareholders also and therefore it is directed to comply with the FEMA Regulations and RBI guidelines specifically reporting relating to non-resident shareholders/stakeholders, as required.
- (v) The approval of the Scheme will not be foreclosing the right of the Income Tax Department to take any decision as per the provisions of the Income Tax Act, 1961, against the Petitioner Companies.



- (vi) The approval of the Scheme does not affect the authorities' right to proceed with pending cases, if any, against the Petitioner Companies.
- (vii) All the properties rights and powers of the Demerged Undertaking of the Demerged Company and all the other property, rights and powers of the Demerged Undertaking of the Demerged Company be transferred without any further act or deed to the Resulting Company No.2 and accordingly the same shall, pursuant to Section 232 of the Act, vest in the Resulting Company No.2 for all the estate and interest of the Demerged Undertaking of the Demerged Company therein but subject nevertheless to all charges now affecting the same, if any.
- (viii) All licenses, permissions, permits, approvals, certificates, clearances, authorities, leases, tenancy, assignments, rights, claims, liberties, special status, other benefits or privileges and any power of attorney relating to the Demerged Undertaking of the Demerged Company shall stand transferred to and vested in the Resulting Company No.2, without any further act or deed. The Resulting Company No.2 shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Resulting Company

No.2 subject to conditions contained in the agreements.

(ix) All the liabilities and duties of the Demerged Undertaking of the Demerged Company shall be transferred, without further act or deed, to the Resulting Company No.2, and accordingly, the same shall pursuant to Sections 230 & 232 of the Companies Act, 2013, be transferred to and become the liabilities and duties of the Resulting Company No.2.

(x) All contracts, agreements, insurance policies, bonds and all other instruments of whatsoever nature or description, of the Demerged Undertaking of the Demerged Company, shall stand transferred to and vested in the Resulting Company No.2 and be in full force and effect in favour of the Resulting Company No.2 and may be enforced by or against the Resulting Company No.2 as fully and effectually as they would have been against the Demerged Undertaking of the Demerged Company.

(xi) All proceedings, if any, now pending by or against the Demerged Undertaking of the Demerged Company shall be continued by or against the Resulting Company No.2.

**(xii)** The transfer of employees from the Demerged Undertaking of the Demerged Company to the Resulting Company No.2 shall be in compliance with Section 25FF of the Industrial Disputes Act, 1947, and other applicable labour laws, ensuring no prejudice to their rights. This includes ensuring that non-permanent employees, such as contract or temporary workers, are transferred with terms compliant with the Contract Labour (Regulation and Abolition) Act, 1970, and other relevant labour laws. The Resulting Company No.2 shall complete the transfer of all employees within 60 days of the Scheme's Effective Date and submit a compliance report to the RoC within 90 days, confirming that all employee transfers comply with applicable labour laws and the Scheme's terms.

**(xiii)** The Resulting Company No.2 shall, within 30 days of the Scheme's Effective Date, submit to the RoC a detailed employee transfer plan specifying the number of permanent and contractual employees, along with confirmation of compliance with the Payment of Gratuity Act, 1972, and the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, for the transfer of employee benefits.

**(xiv)** Any disputes or grievances arising from the transfer of employees shall be resolved by the Resulting Company No.2 in accordance with the



applicable labour laws, and employees may approach the appropriate labour authorities for redressal.

(xv) All taxes paid or payable by the Demerged Undertaking of the Demerged Company including existing and future incentives, un-availed credits and exemptions, the benefit of carried forward losses and other statutory benefits, which shall be available to and vest in the Resulting Company No.2. The Tax liability of the Demerged Undertaking of the Demerged Company shall become a liability of the Resulting Company No.2, and any proceedings against the Demerged Undertaking of the Demerged Company shall continue against the Resulting Company No.2. It is stated that any credit/exemption/relief, etc., as discussed, will be subject to the provisions of the Income Tax Act, 1961.

(xvi) The petitioner companies are directed to comply with the observations of the Regional Director and the Registrar of Companies in their representation. The petitioner companies shall:

- a) Preserve their books of accounts, papers, and records and not dispose of them without prior permission of the Central Government, as per Section 239 of the Companies Act, 2013 for a

minimum period of 8 years from the Effective Date of the Scheme, or such longer period as may be required under Section 128(5) of the Companies Act, 2013, or other applicable laws.

- b) Ensure compliance with all applicable laws, including but not limited to the Companies Act, 2013, SEBI regulations (also compliance with the observation letters of the BSE/NSE dated 01.07.2024), and the Income Tax Act, 1961.
- c) The sanction of the Scheme shall not absolve the petitioner companies from any statutory liabilities, and all books of accounts, papers, and records shall be preserved as per Section 239 of the Companies Act, 2013, without disposal unless permitted by the Central Government.
- d) File a certified copy of this order with the Registrar of Companies within 30 days of receipt, as per Section 232(5) of the Companies Act, 2013

**(xvii) Consideration**

Upon the Scheme coming into effect and in consideration of and subject to the provisions of this Scheme, AGIL (the Resulting Company 1) shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis:

- (i) *To each shareholder of ACTPL (the Demerged Company), **1060 (One Thousand Sixty)** fully paid up equity shares of INR 10 (Indian*

Rupees Ten) each of AGIL (the Resulting Company 1) for every **11 (Eleven)** equity shares of INR 10 (Indian Rupees Ten) each in ACTPL (the Demerged Company) held by such shareholder whose name is recorded in the register of members and records of the depository as members of ACTPL (the Demerged Company) as on the Record Date.

- (ii) No shares shall be issued by AGIL (the Resulting Company 1) in respect of the **shares held by AGIL** (the Resulting Company 1) or any of its subsidiaries in ACTPL (the Demerged Company).
- (iii) The share exchange ratio has been arrived at based on valuation report by Mr. Gaurav Maheshwari, Registered Valuer (IBBI Reg. No: IBBI/RV/11/2021/14432) and fairness opinion by M/s. Holani Consultants Private Limited, a SEBI registered Category-I Merchant Banker (Reg No. INM000012467).
- (iv) The Record Date for the purpose of allotment of shares shall be fixed by the Board of Resulting Company No.1 in consultation with the Stock Exchanges and Depositories.

**(xviii)** The Petitioner Companies are further directed to file a copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, along with e-form INC-28 in addition to a physical copy within 30 days from the date of issuance of the certified copy of the Order by the Registry as per relevant provisions of the Act.

**(xix)** The Petitioner Companies 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 for registration and on such certified copy being so delivered, the Demerged Undertaking of the Demerged Company shall stand transferred to the Resulting Company No.2 and the Registrar of Companies shall place all documents relating to the Demerged Undertaking of the Demerged Company to the respective files kept by him in relation to the Resulting Company No.2.

(xx) All concerned Authorities shall act on the copy of this order along with the Scheme annexed at "**Annexure-G**" of the Company Petition. The Registrar of this Tribunal shall issue the certified copy of this order within 7 days of its pronouncement.

(xxi) The Petitioner Companies are directed to lodge a copy of this Order and the approved Scheme as annexed at '**Annexure-G**', duly Certified by the Registrar of this Tribunal, with the concerned Superintendent of Stamps, for adjudication of stamp duty within 60 days from the date of this Order, and pay requisite stamp duty payable, if any, within 90 days from the date of adjudication, or as per the timelines prescribed by the concerned stamp authority, whichever is later.

(xxii) The legal fees and expenses of the office of the Regional Director are quantified at Rs.50,000/-.

The said fees shall be paid by the Resulting Companies.

(xxiii) The Statutory Auditors of the Petitioner Companies are hereby directed to ensure that the Accounting Treatment as a result of this order is carried out in accordance with the provisions of Section 133 of the Companies Act, 2013, and as per the draft treatment as proposed in the Scheme. They are further directed to disclose their observations in this regard in the next Annual Audit Report/Audit Report of the Petitioner Companies.

(xxiv) The Income Tax Department will be free to examine the aspect of any tax payable as a result of the sanction of the Scheme and if it is found that the Scheme of Arrangement ultimately results in tax avoidance or is not in accordance with the applicable provisions of Income Tax Act, then the Income Tax Department shall be at liberty to initiate appropriate course of action as per law. Any sanction of the Scheme of Arrangement under Sections 230-232 of the Companies Act, 2013 shall not adversely affect the rights of Income Tax Department or any past, present or future proceedings and the sanction of the scheme shall not come in its way for the appropriate course of action as per law for the tax liabilities, if any.

(xxv) Any person aggrieved shall be at liberty to apply to this Tribunal for any directions that may be necessary.

39. Accordingly, Company Petition i.e. **CP(CAA)/48(AHM)2025** in **CA(CAA)/45(AHM)2024**, stands allowed and disposed of in terms of the aforementioned terms.

40. The Registry is directed to send a copy of this order to the Regional Director, the Registrar of Companies, the Official Liquidator, SEBI, BSE, NSE, the Principal Chief Commissioner of Income Tax Office, Ahmedabad and Income Tax Department, Morbi, within seven days from the date of this order, through e-mail and place proof on the file.

Sd/-

**SANJEEV SHARMA**  
**MEMBER (TECHNICAL)**

Sudha PS

Prepared by Bhunik

Signature [Signature]

Date 25/02/26

Sd/-

**SHAMMI KHAN**  
**MEMBER (JUDICIAL)**

Certified to be True Copy of the Original

Raj Vaibha  
Assistant Registrar  
NCLT, Ahmedabad Bench  
Ahmedabad

25/2/26

Date of pronouncement of Order: 17/02/26  
Date on which application for Certified Copy was made: 19/02/26  
Date on which Certified Copy was ready: 25/02/26  
Date on which Certified Copy delivered: 25/02/26