

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH COURT- III**

**C.A. (CAA)/ 58/MB-III/2024**

In the matter of the Companies Act,  
2013;

And

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

And

In the matter of a **Scheme of  
Arrangement and Merger by  
Absorption** of Manaj Tollway Private  
Limited (Applicant Company 1/  
Transferor Company 1) and Man  
Projects Limited (Applicant Company  
2/ Company 2) with Man Infra  
Construction Limited (Applicant  
Company 3/ Transferee Company)  
and their respective shareholders  
**(Scheme)**

**MANAJ TOLLWAY PRIVATE  
LIMITED**, a private limited  
company, incorporated under the  
Companies Act, 1956, having its  
registered office at 12<sup>th</sup> Floor,  
Krushal Commercial Complex,  
Above Shoppers Stop, G.M. Road,  
Chembur (West), Mumbai - 400089,  
Maharashtra, India.

(CIN: U70100MH2011PTC224075)

... Applicant Company 1/  
Transferor Company 1

**MAN PROJECTS LIMITED**, a public  
limited company, incorporated  
under the Companies Act, 1956,  
having its registered office at 12<sup>th</sup>  
Floor, Krushal Commercial Complex,  
Above Shoppers Stop, G.M. Road,  
Chembur (West), Mumbai-400089,  
Maharashtra, India

(CIN: U45200MH2007PLC172365)

... Applicant Company 2/  
Transferor Company 2

**MAN INFRACONSTRUCTION  
LIMITED**, a public limited company,

incorporated under the Companies Act, 1956, having its registered office at 12<sup>th</sup> Floor, Krushal Commercial Complex, Above Shoppers Stop, G.M. Road, Chembur, Mumbai-400089, Maharashtra, India (CIN: L70200MH2002PLC136849)

... Applicant Company 3/  
Transferee Company

(Hereinafter referred to as 'Applicant Companies')

**Order pronounced on 06.06.2024**

*Coram:*

MS. LAKSHMI GURUNG : MEMBER (JUDICIAL)  
SH. CHARANJEET SINGH GULATI : MEMBER (TECHNICAL)

*Appearances:*

For the Applicants : Adv. Rushad Irani a/w Adv. Narendra Dingankar

**Per: MS. LAKSHMI GURUNG, MEMBER (JUDICIAL)**

### **ORDER**

1. The Learned Counsel for the Applicant Companies submits that the present Scheme is a **Scheme of Arrangement and Merger by Absorption** of Manaj Tollway Private Limited (Applicant Company 1/ Transferor Company 1), Man Projects Limited (Applicant Company 2/ Company 2) with Man Infra Construction Limited (Applicant Company 3/ Transferee Company) and their respective shareholders (**Scheme**) under the provisions of Section 230 and Section 232 and other applicable provisions of the Companies Act, 2013 (Act).
2. Applicant Company 1 and Applicant Company 2 (Transferor Companies) are **Wholly Owned Subsidiaries** of Applicant Company 3/ Transferee Company.
3. **Nature of the Business:**

3.1. The Transferor Company 1/ The Applicant Company 1 is

primarily engaged in the business of real estate being purchasing, acquiring, selling, transferring, leasing, letting, constructing, investing in real estate projects and properties and to manage, develop, redevelop, maintain and alter various land parcels and other immovable properties along with rights and privileges attached thereto.

3.2. Transferor Company 2/ Applicant Company 2 is primarily engaged in the business of constructing, reconstructing, extending, altering or demolishing buildings or tenements, blocks, flats, bungalows, shops, godowns, garages, residential and commercial premises through its own agency or through sub-contractors and dealing in real estate and properties and in particular, purchase, sale, development and transfer of land and/ or other immovable properties.

3.3. Transferee Company / Applicant Company 3 is primarily engaged in the business of undertaking contracts/subcontracts for constructing, reconstructing, extending, altering or demolishing buildings or tenements, blocks, flats, bungalows, shops, godowns, garages, residential and commercial premises through its own agency or through sub-contractors and dealing in real estate and properties and in particular purchase, sale, development and transfer of land and/ or other immovable properties. The equity shares of Applicant Company 3 are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (hereinafter collectively referred to as "Stock Exchanges").

4. The Learned Board of Directors of the Applicant Companies have, in their respective meetings held on **22.03.2024** approved of the Scheme. The Appointed date for the Scheme is **1<sup>st</sup> April 2024**.

**Rationale of the Scheme:**

5. The Learned Counsel for the Applicant Companies further submits the rationale for the Scheme. The objects/ rationale of the Scheme are as follows:
- i. Consolidation of businesses of the Applicant Companies to enable long term sustainability and growth of the merged businesses;*
  - ii. Streamlining of the current holding structure which would lead to a reduction in the number of companies and regulatory compliances thereof;*
  - iii. Better administration and cost optimization from more focused operational efforts, standardization and simplification of business processes, and the elimination of duplication, and rationalization of administrative expenses as well as compliance;*
  - iv. Leveraging of synergies of the Applicant Companies leading to pooling of resources and achieving economies of scale; and*
  - v. Greater integration and flexibility to Applicant Company 3 and strengthening of its position in terms of asset base, revenues and service range.*
6. According to Clause 4 of the SEBI master circular **SEBI/HO/CFD/POD-2/P/CIR/2023/93** dated 20.06.2023 (“SEBI Master Circular”), read with Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the compliances to be done by listed entities including the requirement of obtaining No Objection Certificate (“NOC”)/ Observation Letter from Stock Exchanges do not apply to schemes which provide for the merger of a wholly owned subsidiary with the parent company. Since Applicant Company 1 and Applicant Company 2 are wholly owned subsidiaries of Applicant Company 3, Applicant Company 3 is not required to obtain NOC / Observation Letter from the Stock Exchanges. Further, the SEBI Master Circular stipulates that such schemes are only required to be filed with the Stock Exchanges for the purpose of disclosures. A copy of the Scheme along with the Board Resolutions passed by the Applicant Companies

approving the Scheme have been duly filed with and disclosed to BSE and NSE, in compliance with the SEBI Master Circular and the SEBI Listing Regulations. The said disclosure(s) to the Stock Exchanges are annexed to the Company Application.

7. The Authorised, Issued, Subscribed and Paid-up Share Capital of the Applicant Companies as on 22.03.2024 are as follows :

7.1. The Paid-up Share Capital of the Applicant Company 1 is as under:

Particulars	Amount (Rs.)
<b>Authorised Share Capital</b>	
10,80,00,000 (Ten Crore Eighty Lakh) equity shares of Rs. 10 each.	1,08,00,00,000
<b>Total</b>	<b>1,08,00,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,00,000 (Fifty Lakh) Equity shares of Rs.10 each.	5,00,00,000
<b>Total</b>	<b>5,00,00,000</b>

7.2. The Paid-up Share Capital of the Applicant Company 2 is as under:

Particulars	Amount (Rs.)
<b>Authorised Share Capital</b>	
5,00,000 (Five Lakh) Equity Shares of Rs. 10 each.	50,00,000
<b>Total</b>	<b>50,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
5,00,000 (Five Lakh) Equity Shares of Rs. 10 each.	50,00,000
<b>Total</b>	<b>50,00,000</b>

7.3. The Paid-up Share Capital of the Applicant Company 3 is as under:

Particulars	Amount (Rs.)
<b>Authorised Share Capital</b>	
45,00,00,000 (Forty-Five Crore) Equity Shares of Rs. 2 each.	90,00,00,000
<b>Total</b>	<b>50,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
37,12,50,405 (Thirty-Seven Crore Twelve Lakh Fifty Thousand Four Hundred and Five) Equity Shares of Rs. 2 each.	74,25,00,810
<b>Total</b>	<b>74,25,00,810</b>

8. The Net Worth of the Applicant Companies is as under:

Company	Net Worth (INR)
<b>Applicant Company 1</b>	124,23,17,000 (Indian Rupees One Hundred and Twenty-Four Crores Twenty-Three Lakhs Seventeen Thousand Only) as on February 29, 2024
<b>Applicant Company 2</b>	67,23,000 (Indian Rupees Sixty-Seven Lakhs Twenty-Three Thousand Only) as on February 29, 2024
<b>Applicant Company 3</b>	<b><u>Standalone:</u></b> 12,24,77,65,000/- (Indian Rupees One Thousand Two Hundred and Twenty Four Crores Seventy Seven Lakhs and Sixty Five Thousand Only) as on December 31, 2023 <b><u>Consolidated:</u></b> 12,73,82,37,000/- (Indian Rupees One Thousand Two Hundred and Seventy Three Crores Eighty Two Lakhs and Thirty Seven Thousand Only) as on December 31, 2023

**Consideration:**

9. No consideration is required to be or shall be discharged by Transferee Company pursuant to the Scheme of merger, as Transferor Companies are wholly owned subsidiaries of Transferee Company. Accordingly, no shares of Transferee Company shall be issued in lieu of/ exchange of the holding of Transferee Company in Transferor Companies (held directly and jointly with their respective nominee shareholders), and the issued and paid-up share capital of Transferor Companies will stand cancelled, without any further act, instrument or deed.

**10. Meetings of the Applicant Companies:**

10.1. As on date, the entire issued, subscribed and paid-up Equity Share Capital of Applicant Company 1 is held directly by Applicant Company 3 (Transferee Company), which includes 100 equity shares held on Applicant Company 3's behalf by a nominee of Applicant Company 3. Applicant Company 1 has obtained consent affidavits from all its' equity shareholders. The said consent affidavits are annexed at Annexure T and Annexure U of the Company Application.

10.2. As on date, the entire issued, subscribed and paid-up Equity Share Capital of Applicant Company 2 is held directly by Applicant Company 3 i.e., the Transferee Company, which includes 6 equity shares, each held on Applicant Company 3's behalf by 6 nominees of Applicant Company 3. Applicant Company 2 has obtained consent affidavits from all its equity shareholders. The said consent affidavits are annexed at Annexure – V to Annexure – BB of the Company Application.

10.3. In view of the fact that all the equity shareholders of Applicant Company 1 (Transferor Company 1) and Applicant Company 2 (Transferor Company 2) have given their consent affidavits, the requirement of convening the meetings of the equity shareholders

of Applicant Company 1 and Applicant Company 2 for the purposes of considering and approving the Scheme are hereby **dispensed with**.

10.4. As on date, there are no secured and unsecured creditors in Applicant Company 1 and Applicant Company 2 and accordingly, the requirement of convening the meetings of the secured and unsecured creditors of Applicant Company 1 and Applicant Company 2 to consider and approve the Scheme and the need to issue any notices for the same to the secured and unsecured creditors of Applicant Company 1 and Applicant Company 2 are hereby **dispensed with**.

10.5. The Applicant Company 3 has 85,083 (Eighty-Five Thousand and Eighty-Three) equity shareholders as on 01.03.2024. The Learned Counsel for the Applicant Companies states that the Scheme does not affect the rights and interests of the members or creditors of the Applicant Company 3 i.e., the Transferee Company and does not involve any reorganization of the issued, subscribed and paid-up share capital of Applicant Company 3. Pursuant to the Scheme, all assets of Applicant Companies 1 and 2 would be transferred to Applicant Company 3. The assets and liabilities of Applicant Companies 1 and 2 will be appropriated under the Scheme by Applicant Company 3 and the shareholding and other rights of the members of Applicant Company 3 will remain unaffected as no new shares are being issued and there is no change in the issued, subscribed and paid up capital structure. Further, no compromise or arrangement is proposed with any of the creditors of Applicant Company 3, nor is the liability of any creditor of Applicant Company 3 proposed to be reduced or extinguished. Applicant Company 3 has a positive net worth, which shows that Applicant Company 3 will have sufficient assets and financial capabilities to meet its outstanding liabilities. Post-giving effect to the Scheme, the assets/



holdings of Applicant Company 3 will be far in excess of its liabilities and other business obligations. Thus, no reconstruction or arrangement is proposed by the Applicant Companies with its shareholders and secured/unsecured creditors. Thus, there would be no requirement of convening the meetings of the equity shareholders, secured creditors and unsecured creditors of Applicant Company 3 to consider and approve the Scheme nor is any notice required to be issued to such shareholders/creditors. Net Worth Certificates of the Petitioner Companies are annexed to the Company Scheme Application.

- 10.6. It is submitted that the Hon'ble High Court of Judicature at Bombay in the case of **Mahaamba Investments Limited v. IDI Limited (2001) 105 Company Cases page 16 to 18** *inter alia* observed and held that if the Scheme of Amalgamation provides for no issue of equity shares to the members of the transferor company, being a wholly owned subsidiary of the transferee company and the creditors of the transferee company are not likely to be affected by the scheme, a separate Petition by the transferee company was not necessary. The Hon'ble National Company Law Appellate Tribunal in the case of **DLF Phase-IV Commercial Developers Limited & Ors**, in Company Appeal (AT) No. 180 of 2019, **Ambuja Cements Limited**, in Company Appeal (AT) No. 19 of 2021, **Patel Engineering Limited**, in Company Appeal (AT) No. 137 of 2021, and **Reliance Industries Limited**, in Company Appeal (AT) No 109 of 2023 and the Hon'ble Bombay High Court in Company Scheme Application No. 911 of 2014 in the case of **Eurokids India Private Limited** (passed by the Hon'ble SJ Kathawalla (J)) in the similar facts have taken a similar view.
- 10.7. In view of the abovementioned facts and circumstances, the meetings of the shareholders and creditors of Applicant Company 3/ Transferee Company are hereby **dispensed with**. However, this

bench hereby directs Applicant Company 3 to issue notice to each of its Creditors having an outstanding amount of more than Rs. 50,000 (Rupees Fifty Thousand) by Registered Post-AD/Speed Post/Hand Delivery, at their last known addresses as per the records of Applicant Company 3. The notices issued to the Creditors shall also state that representations, if any, in relation to the Scheme, may be submitted to this Tribunal within a period of 30 (thirty) days from the date of receipt of such notices, with a copy thereof to the Applicant Company 3.

11. The Applicant Companies shall serve the Notice in terms of Section 230 (5) of the Companies Act, 2013, upon –
- a. The Central Government, through Regional Director, Western Region, Ministry of Corporate Affairs;
  - b. Registrar of Companies, Mumbai, Maharashtra;
  - c. Jurisdictional Income Tax Authority within whose jurisdiction, the Applicant Company's assessment are made; and the Nodal Authority in the Income Tax Department having jurisdiction over such authority i.e. Pr. CCIT, Mumbai, Address:- 3rd Floor, Aayakar Bhawan, Mahrishi Karve Road, Mumbai – 400 020, Phone No. 022-22017654 [E-mail: Mumbai.pccit@incometax.gov.in];
  - d. Jurisdictional Goods and Services Tax Authority;
  - e. the Official Liquidator, High Court, Bombay (by Applicant Companies 1 and 2);
  - f. Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) (if applicable)
  - g. Real Estate Regulatory Authority (RERA)
  - h. Any other Sectoral/ Regulatory Authorities relevant to the Applicant Companies or their business; stating therein that they may submit their representations in relation to the Scheme, if any, to this Tribunal within 30 (thirty) days from the date of

receipt of the said notice, with a copy thereof to the respective Applicant Companies. The Notice shall be served through by Registered Post-AD or Speed Post or Hand Delivery and by email along with a copy of Scheme.

12. The Applicant Companies shall host the notices along with a copy of the Scheme on their respective website, if any.
13. The Applicant Companies to file an affidavit of service within 10 (ten) working days after serving notice to all the regulatory authorities as stated above and report to this Tribunal that the directions regarding the issue of notices have been duly complied with.
14. Ordered accordingly.

Sd/-

**CHARANJEET SINGH GULATI**  
**MEMBER (TECHNICAL)**

(Saayli, LRA)

Sd/-

**LAKSHMI GURUNG**  
**MEMBER (JUDICIAL)**